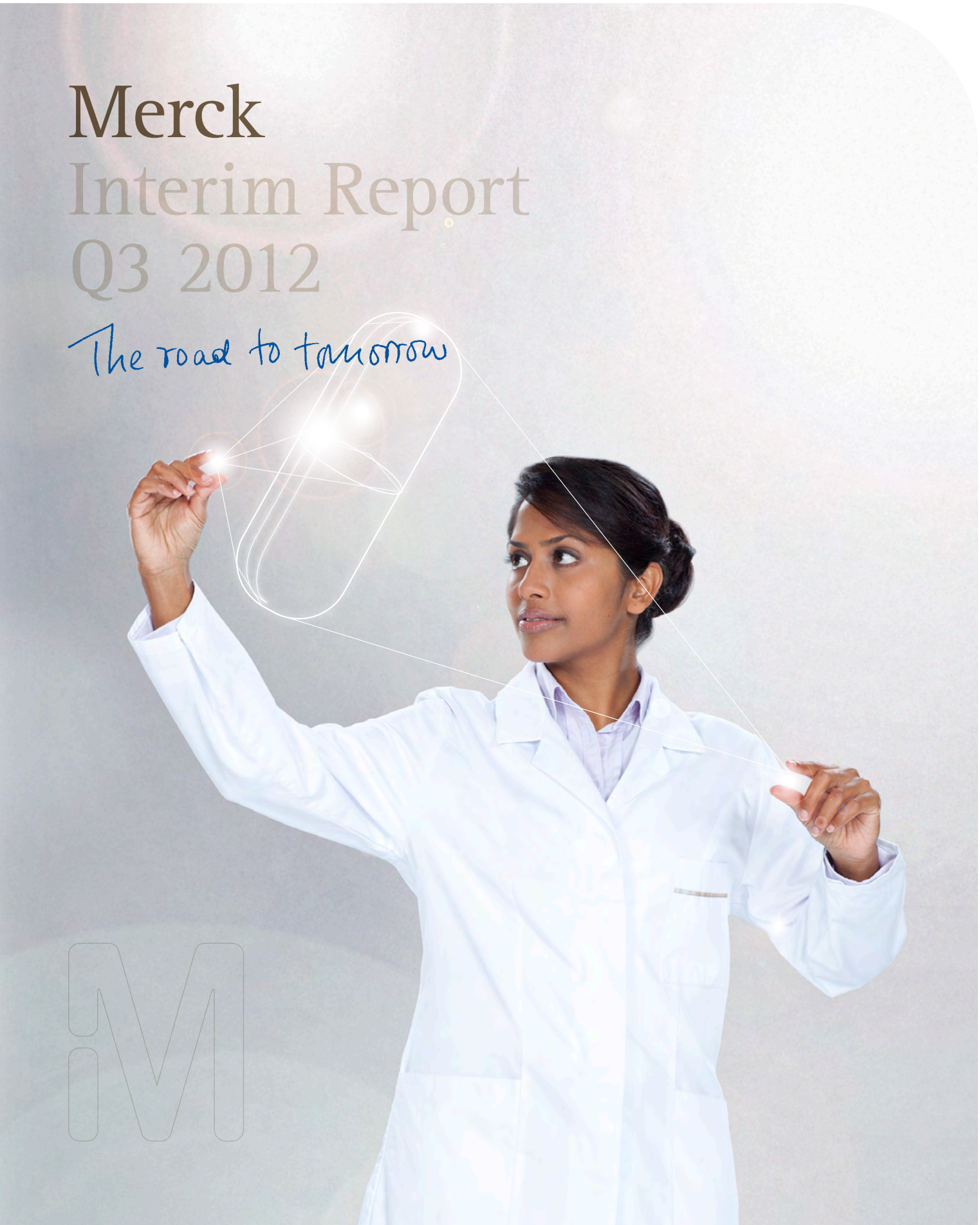
# Merck

# Interim Report Q3 2012

The road to tomorrow



# Contents

## Interim Management Report as of September 30, 2012



## Interim Consolidated Financial Statements as of September 30, 2012



## More Information

# The Merck Group

## Highlights – 3rd Quarter 2012

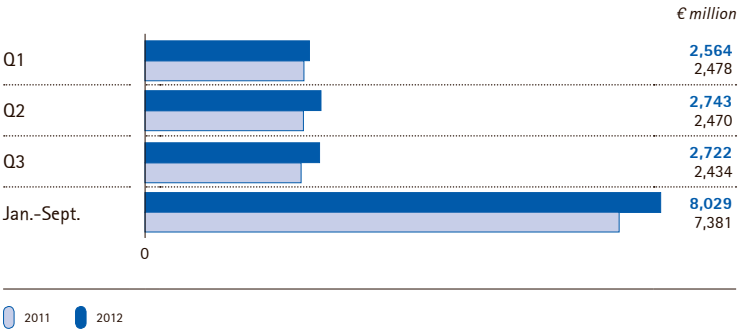
- Sales grew by 11.8% to € 2,722 million (Q3 2011: € 2,434 million), reflecting 5.9% organic growth, a 5.7% benefit from changes in foreign exchange rates and a 0.2% increase from acquisitions
- Strong organic sales growth driven by exceptional performance from Performance Materials division and continued momentum in Merck Serono division
- EBITDA pre one-time items increased by 15.6% to € 754 million (Q3 2011: € 653 million) driven by healthy organic sales growth, lower discretionary spending and first savings related to the Group's "Fit for 2018" efficiency program
- Reported earnings lowered by one-time items of € 104 million, including € 45 million from the restructuring program
- Strong operational performance and working capital management boosted free cash flow to a record of € 815 million, lowering net financial debt to € 2,127 million by end of quarter

**Merck Group | Key figures**

| *€ million* | Q3 2012 | Q3 2011 | Change | Jan.-Sept. 2012 | Jan.-Sept. 2011 | Change |
|---|---|---|---|---|---|---|
| Total revenues | 2,841.0 | 2,531.6 | 12.2% | 8,338.1 | 7,650.7 | 9.0% |
| Sales | 2,721.7 | 2,434.3 | 11.8% | 8,028.7 | 7,381.4 | 8.8% |
| Operating result (EBIT) | 318.1 | 331.8 | –4.1% | 651.9 | 836.4 | –22.1% |
| *Margin (% of sales)* | *11.7%* | *13.6%* | | *8.1%* | *11.3%* | |
| EBITDA | 661.0 | 646.3 | 2.3% | 1,689.4 | 2,090.8 | –19.2% |
| *Margin (% of sales)* | *24.3%* | *26.5%* | | *21.0%* | *28.3%* | |
| EBITDA pre one-time items | 754.2 | 652.5 | 15.6% | 2,175.1 | 2,043.2 | 6.5% |
| *Margin (% of sales)* | *27.7%* | *26.8%* | | *27.1%* | *27.7%* | |
| EPS pre one-time items (€) | 1.98 | 1.62 | 22.2% | 5.56 | 5.12 | 8.6% |
| Free cash flow | 814.8 | 481.5 | 69.2% | 1,860.2 | 1,380.1 | 34.8% |

The third quarter of 2012 saw a continuation of solid business trends that the Group has seen throughout 2012. Total revenues grew 12.2% to € 2,841 million (Q3 2011: € 2,532 million). This reflected 6.4% organic growth, a 5.7% benefit from changes in foreign exchange rates, and a 0.2% effect from acquisitions. Royalty, license and commission income, which is a part of total revenues, increased 22.7% to € 119 million (Q3 2011: € 97 million), benefiting primarily from higher royalty income from Humira® as well as a stronger US dollar since the Group's royalty income is almost entirely recognized in that currency.

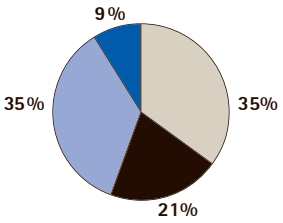
**Merck Group | Sales by quarter/Jan.-Sept.**



→ *Merck Group*

Sales, which are total revenues excluding royalty, license and commission income, grew by 11.8% to € 2,722 million (Q3 2011: € 2,434 million) and reflected 5.9% organic growth, a 5.7% benefit from changes in foreign exchange rates and an 0.2% increase from acquisitions. Solid performance in three of the four divisions contributed to sales growth, with the strongest contributions coming from the largest division, Merck Serono, which grew 5.3% organically, and Performance Materials which reported 19.7% organic sales growth in the quarter.

**Merck Group | Sales by region – Q3 2012**




| | *€ million* |
|---|---|
| Europe | 955.7 |
| North America | 562.2 |
| Emerging Markets | 964.0 |
| Rest of World | 239.8 |

From a regional perspective, North America generated healthy organic sales growth of 12.8%, expanding its contribution to 21% of Group sales (Q3 2011: 18%), as a result of strong sales from Merck Serono, particularly the Multiple Sclerosis drug Rebif®, as well as from high demand from Merck Millipore's biopharmaceutical customers. Emerging Markets, which consists of Latin America and Asia excluding Japan, represented 35% of Group sales in the third quarter of 2012 (Q3 2011: 33%) and reported 12.0% organic sales growth. The Rest of World segment, which is Japan, Africa, and Australia/Oceania, generated 9% of Group sales (Q3 2011: 9%), growing 0.3% organically. Europe reported a 1.3% decline in organic sales triggered by flat to declining organic sales in all divisions but Merck Millipore, which achieved a 3.0% organic sales growth in the region. As a result, Europe's contribution to Group sales decreased to 35% in the third quarter of 2012 (Q3 2011: 39%). Further softening economic conditions, pricing pressure in pharmaceuticals and uncertainty over the future of the Eurozone all weighed on the top-line.

**Merck Group | Growth components by region – Q3 2012**

| *€ million/change in %* | Sales | Organic growth | Exchange rate effects | Acquisitions/ divestments | Reported sales growth |
|---|---|---|---|---|---|
| Europe | 955.7 | –1.3% | 0.9% | 0.3% | – |
| North America | 562.2 | 12.8% | 12.6% | 0.1% | 25.6% |
| Emerging Markets | 964.0 | 12.0% | 6.9% | – | 18.9% |
| Rest of World | 239.8 | 0.3% | 8.3% | 0.2% | 8.8% |
| **Group** | **2,721.7** | **5.9%** | **5.7%** | **0.2%** | **11.8%** |

Gross profit increased by 10.8% to € 2,053 million (Q3 2011: € 1,852 million), or 75.4% as a percentage of sales (Q3 2011: 76.1%). Higher start-up costs for Merck Serono's biopharmaceutical manufacturing site in Vevey, Switzerland, as well as idle costs in production as a result of initiatives to lower inventories in Performance Materials kept the gross margin slightly below last year's level. In addition, the healthy growth in Emerging Markets, which typically have comparably lower prices, contributed to the slight gross margin decline.

Group marketing and selling expenses increased moderately by 2.3% to € 598 million (Q3 2011: € 585 million) but at a significantly lower growth rate than sales, indicating lower and more focused discretionary spending. Royalty, license and commission expenses increased 20.7% to € 162 million (Q3 2011: € 134 million), reflecting the strong performance of Rebif®.

Merck gave an update on the financials related to its "Fit for 2018" efficiency program on August 14, 2012, announcing that it now expects to incur one-time costs of approximately € 640 million for the Merck

→ *Merck Group*

Serono and Consumer Health divisions between 2012 and 2014, of which approximately € 430 million will be incurred in 2012. During the third quarter of 2012, Merck reported € 104 million in total one-time costs (Q3 2011: € 6 million), including restructuring expenses (impairments and restructuring costs) of € 45 million for its "Fit for 2018" program. Thus, including a total of € 94 million for provisions for litigations and write-downs of receivables as well as hedging losses of € 21 million, other operating expenses nearly tripled to € 245 million in the third quarter of 2012 (Q3 2011: € 86 million).

Research and development (R&D) spending remained nearly unchanged compared to last year's third quarter, up only 0.2%, to € 371 million (Q3 2011: € 370 million), but decreased significantly to 13.6% as a percentage of sales (Q3 2011: 15.2%). Fewer Phase III projects in Merck Serono's pipeline caused R&D costs in this division to decline although these savings were partly offset by more investments in the Merck Millipore division.

Amortization of intangible assets in the third quarter of 2012 grew 2.5% to € 218 million (Q3 2011: € 213 million), representing a typical amount for this line item.

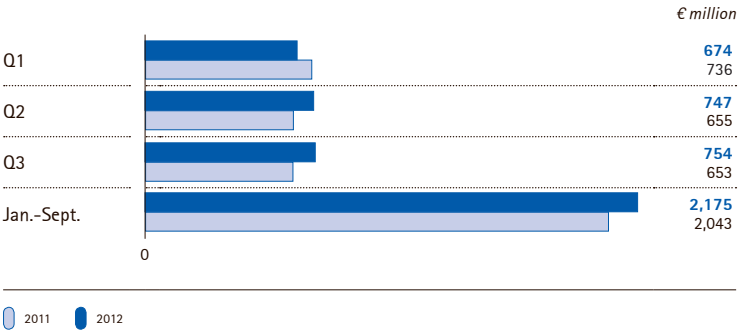
The Group reported a decline in the operating result (EBIT) of 4.1% to € 318 million in the third quarter of 2012 (Q3 2011: € 332 million) while the operating result excluding depreciation and amortization (EBITDA) was up 2.3% to € 661 million (Q3 2011: € 646 million). However, adjusted for one-time costs totaling € 93 million excluding impairments (Q3 2011: € 6 million), EBITDA pre one-time items increased 15.6% to € 754 million, or 27.7% of sales (Q3 2011: € 653 million, or 26.8% of sales). The margin improvement reflects the strong top-line growth and more efficient resource allocation throughout the Group.

In the third quarter of 2012, the Group's financial result improved by 19.6% to € –58 million (Q3 2011: € –72 million), due to reduced interest costs on debt following the retirement of € 500 million worth of bonds in March of this year as well as lower interest costs on pension provisions. In addition, gains related to the time value of foreign exchange options benefited the financial result in the quarter under review. Merck began using foreign exchange options as hedging instruments in Q4 2011 and books fluctuations of respective time values under the financial result. As a consequence, this line may continue to be impacted by the volatility of foreign exchange rates.

Income tax amounted to € –71 million (Q3 2011: € –32 million). While one-time charges moderately impacted the reported tax rate in the quarter under review, last year's third quarter income tax rate included a one-time deferred tax gain. However, the adjusted 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, the increase in one-time costs (including impairments) of € 98 million weighed on reported net income (profit after tax attributable to Merck KGaA shareholders) of € 185 million (Q3 2011: € 224 million) or earnings per share (EPS) of € 0.85 in the third quarter of 2012 (Q3 2011: € 1.03). However, adjusted for one-time costs, EPS pre one-time items increased 22.2% to € 1.98 (Q3 2011: € 1.62).

**Merck Group | EBITDA pre one-time items by quarter/Jan.-Sept.**




Merck's strong operational performance in the third quarter of 2012 as well as effective working capital management generated a record 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) of € 815 million (Q3 2011: € 482 million), up 69.2%. A stronger focus on improving working capital has resulted in working capital declining as a percentage of sales to 23.9% as of September 30, 2012 (29.5% as of December 31, 2011).

→ *Merck Group*

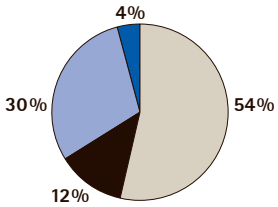
### First Nine Months 2012 Performance

In the first nine months of 2012, total revenues of the Merck Group increased 9.0% to € 8,338 million (9M 2011: € 7,651 million), driven by similar contributions from both organic growth (+4.3%) and positive benefits from changes in foreign exchange rates (+4.2%) and supported by growth from acquisitions (+0.4%). Sales were up 8.8% to € 8,029 million (9M 2011: € 7,381 million), with sales growing 4.1% organically, a favorable impact from changes in foreign exchange rates contributing 4.3% and acquired businesses adding 0.4%. After a moderate start to 2012, business trends strengthened in the second and third quarters. The strongest driver of organic growth was Merck Serono, which benefited from higher volumes in most of its therapeutic areas as well as positive pricing trends, particularly in the United States. From a regional perspective, the share of Group sales in Emerging Markets and North America increased to 34% and 20%, respectively (9M 2011: 33% and 18%, respectively), reflecting softer economic conditions in Europe, but also an increasing business focus on markets with the strongest growth profiles.

EBITDA pre one-time items was € 2,175 million, or 27.1% of sales, in the first nine months of 2012 (9M 2011: € 2,043 million, or 27.7% of sales), up 6.5% 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, € 528 million of one-time items were booked in the first nine months of 2012, including both impairments of € 23 million and € 409 million of other one-time costs related to the Group's "Fit for 2018" efficiency program. Factoring in these higher one-time items as well as a net € 48 million in one-time gains in the first nine months of 2011, which included the disposal of the CropBioscience business, reported EBITDA declined by 19.2% to € 1,689 million (9M 2011: € 2,091 million). EPS pre one-time items for the first nine months of 2012 amounted to € 5.56 (9M 2011: € 5.12), an increase of 8.6%.

Free cash flow totaled € 1,860 million in the first nine months of 2012 (9M 2011: € 1,380 million), up 34.8%, as a result of a strong operational performance and effective working capital management, leading to a substantial reduction in net financial debt to € 2,127 million as of September 30, 2012 (December 31, 2011: € 3,484 million).

**Merck Group | Number of employees as of Sept. 30, 2012: 39,545**




| | |
|---|---|
| Europe | 21,245 |
| North America | 4,908 |
| Emerging Markets | 11,780 |
| Rest of World | 1,612 |

At the end of the third quarter 2012, Merck had 39,545 employees worldwide, compared to 40,676 on December 31, 2011.

→ *Divisions*

# Merck's Four Divisions

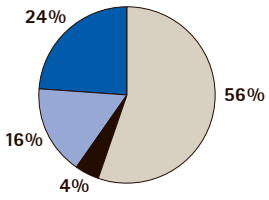
The Merck Group operates within four divisions. The Merck Serono division develops, manufactures and markets prescription drugs to treat cardiovascular diseases, cancer, neurodegenerative diseases, infertility and selected metabolic disorders. About 60% of these drugs are biologics, making the division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

The Merck Millipore division is one of the top three global suppliers 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, increase yields and lower costs in drug production. Reflecting the industry-specific needs of its customers, Merck Millipore has three business units: Bioscience and Lab Solutions, which both 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 third quarter of 2012, the division contributed 24% to sales of Group sales.

**Merck Group | Sales by division – Q3 2012**




| | *€ million* |
|---|---|
| Merck Serono | 1,510.6 |
| Consumer Health | 122.4 |
| Performance Materials | 446.0 |
| Merck Millipore | 642.7 |

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

| *€ million* | Q3 2012 | Q3 2011 | Change | Jan.-Sept. 2012 | Jan.-Sept. 2011 | Change |
|---|---|---|---|---|---|---|
| Merck Serono | 456.1 | 392.8 | 16.1% | 1,289.1 | 1,160.7 | 11.1% |
| Consumer Health | 18.4 | 18.8 | –2.1% | 44.7 | 42.4 | 5.6% |
| Performance Materials | 194.8 | 140.4 | 38.8% | 544.8 | 517.7 | 5.2% |
| Merck Millipore | 147.7 | 132.4 | 11.6% | 457.1 | 419.4 | 9.0% |
| Corporate and Other | –62.9 | –31.9 | 97.0% | –160.6 | –96.9 | 65.7% |

→ *Divisions*

# Merck Serono

Merck Serono's third quarter total revenues rose 10.5% to € 1,623 million (Q3 2011: € 1,469 million), including an increase in sales of 9.9% to € 1,511 million (Q3 2011: € 1,375 million). This solid performance was driven by an organic sales growth of 5.3% and improved a further 4.6% because of changes in foreign exchange rates. The foreign exchange rate benefit was primarily the result of a stronger US dollar in Q3 2012 compared to Q3 2011. From a product perspective, sales growth was once again led by the company's Multiple Sclerosis product, Rebif®, its leading Fertility product, Gonal-f®, and its diabetes product Glucophage®, all of which grew organically at double-digit rates. Each of these products benefited from higher volumes, with the first two being additionally supported by price increases. Royalty, license and commission income improved 19.7% to € 112 million (Q3 2011: € 94 million) as a result of changes in foreign exchange rates as well as higher royalty income related to a strong sales performance of Humira®, which is marketed by Merck's licensee Abbott Laboratories.

**Merck Serono | Key figures**

| *€ million* | Q3 2012 | Q3 2011 | Change | Jan.-Sept. 2012 | Jan.-Sept. 2011 | Change |
|---|---|---|---|---|---|---|
| Total revenues | 1,623.0 | 1,468.8 | 10.5% | 4,767.0 | 4,375.9 | 8.9% |
| Sales | 1,510.6 | 1,374.9 | 9.9% | 4,474.3 | 4,115.3 | 8.7% |
| Operating result (EBIT) | 142.7 | 177.6 | –19.6% | 298.4 | 192.3 | 55.2% |
| *Margin (% of sales)* | *9.4%* | *12.9%* | | *6.7%* | *4.7%* | |
| EBITDA | 373.1 | 392.8 | –5.0% | 1,004.8 | 1,134.7 | –11.5% |
| *Margin (% of sales)* | *24.7%* | *28.6%* | | *22.5%* | *27.6%* | |
| EBITDA pre one-time items | 456.1 | 392.8 | 16.1% | 1,289.1 | 1,160.7 | 11.1% |
| *Margin (% of sales)* | *30.2%* | *28.6%* | | *28.8%* | *28.2%* | |

During the third quarter of 2012, the division's production costs rose 18.6% to € 288 million (Q3 2011: € 243 million) reflecting increased volumes as well as higher start-up costs for the division's bioproduction plant in Vevey, Switzerland. Gross profit grew by 8.9% to € 1,335 million (Q3 2011: € 1,226 million). This translated into a gross margin (as percentage of sales) of 88.4% (Q3 2011: 89.2%).

Marketing and selling costs declined by 1.2% to € 339 million (Q3 2011: € 343 million) due to a focus on more efficient resource allocation, particularly for discretionary costs. However, royalty, license and commission expenses rose 22.2% to € 157 million (Q3 2011: € 128 million), mainly due to the strong performance of Rebif® in the United States that triggered higher commission payments to the the division's co-marketing partner Pfizer.

Other operating expenses more than tripled to € 178 million (Q3 2011: € 52 million) largely driven by one-time items, in particular expenses of € 82 million related to restructuring measures for the Group's efficiency program. In addition, the division reported costs of € 11 million in Q3 2012 mainly related to software impairments. Finally, a write-off of receivables triggered by the insolvency of Germany's largest mail-order pharmacy contributed to the increase in other operating expenses.

Merck Serono's investments into research and development declined 3.2% to € 287 million in the quarter (Q3 2011: € 297 million) as a result of lower clinical development costs also because two Erbitux® phase III trials were stopped in Q2 2012.

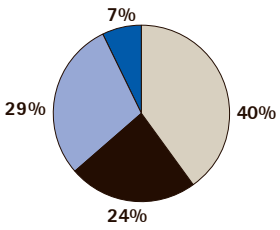
Amortization of intangible assets remained at last year's level, increasing just 0.5% to € 165 million (Q3 2011: € 164 million), reflecting the regular run-rate for the division.

The division's EBIT was € 143 million (Q3 2011: € 178 million), down 19.6% and substantially impacted by the increase in other operating expenses, while EBITDA declined 5.0% to € 373 million (Q3 2011: € 393 million). However, adjusting for € 83 million in one-time items, primarily relating to the division's restructuring efforts, EBITDA pre one-time items increased by 16.1% to € 456 million, representing 30.2% of sales (Q3 2011: € 393 million, representing 28.6% of sales). This margin improvement of 160 basis points is the result of strong operational performance and lower discretionary spending.

→ *Divisions*

From a geographic perspective, the percentage of sales Merck Serono generated outside of Europe climbed to 60% in the third quarter of 2012 (Q3 2011: 56%). This was driven by the strong performance in North America, which reported an organic sales increase of 18.3% to € 357 million (Q3 2011: € 271 million), and represented 24% of the division's sales (Q3 2011: 20%). The strongest growth contributor in the North American region was Rebif®, which benefited from both year-on-year price and volume increases. Sales in the Rest of World regions grew 9.9% organically to € 108 million (Q3 2011: € 92 million) with the biggest single growth driver being Glucophage®, the division's diabetes treatment, due to continuing strong demand in Japan. Organic growth in the Emerging Markets softened to 4.4% and represented € 439 million of total sales for the division (Q3 2011: € 406 million). The softer growth rate in Q3 2012 was mainly due to lower sales in China which partially offset a strong performance in countries such as Brazil and Vietnam. The Emerging Markets benefited the most from a continued strong performance of the CardioMetabolic Care & General Medicine business unit, the Merck Serono fertility products and Erbitux®. Challenging business conditions in Europe, impacted by lower pricing as well as healthcare budget cuts, resulted in sales of € 606 million (Q3 2011: € 605 million), representing an organic sales decline of –0.7%.

**Merck Serono | Sales by region – Q3 2012**




| | *€ million* |
|---|---|
| Europe | 606,1 |
| North America | 357,0 |
| Emerging Markets | 439,3 |
| Rest of World | 108,1 |

On a product level, global sales of Merck's largest single product, Rebif®, for the treatment of relapsing forms of Multiple Sclerosis, rose 10.2% organically to € 499 million (Q3 2011: € 426 million). The increase was mainly driven by 22.4% organic sales growth in the United States, which was the result of price increases and higher volumes. In Europe, organic sales growth of 2.1% reflected higher volumes offset by continued 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 accounted for less than 10% of this product's global sales.

**Merck Serono | Growth components by region – Q3 2012**

| *€ million/change in %* | Sales | Organic growth | Exchange rate effects | Acquisitions/ divestments | Reported sales growth |
|---|---|---|---|---|---|
| Europe | 606.1 | –0.7% | 0.8% | – | 0.1% |
| North America | 357.0 | 18.3% | 13.2% | – | 31.6% |
| Emerging Markets | 439.3 | 4.4% | 3.8% | – | 8.2% |
| Rest of World | 108.1 | 9.9% | 7.5% | – | 17.4% |

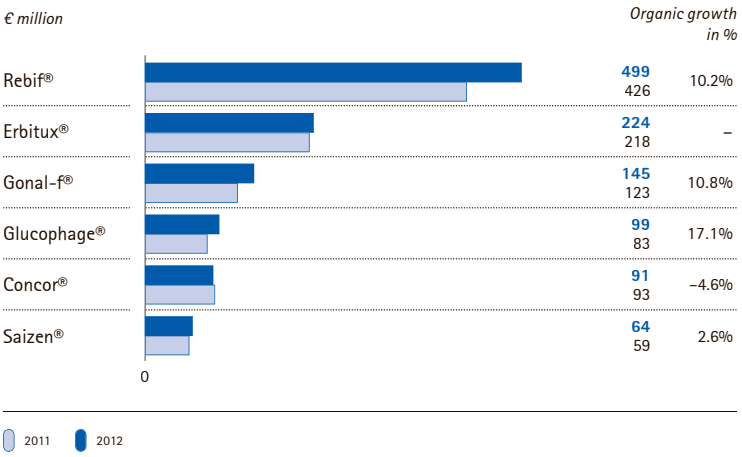
Sales of the biologic cancer drug Erbitux® remained flat on an organic basis at € 224 million (Q3 2011: € 218 million), largely due to a softer performance in Europe stemming from increasing competition in the second-line metastatic colorectal cancer segment as well as healthcare budget constraints. Higher sales in the Emerging Markets and the Rest of World regions offset the softness in Europe, with Rest of World benefiting from a strong performance in Australia triggered by reimbursement. In Japan, organic sales declined 6.0%. While Erbitux® sales in Japan are stabilizing and increased sequentially for the second straight quarter, the division continues to see competitive pressure in the region.

→ *Divisions*

**Merck Serono | Major products by region, organic growth rates – Q3 2012**

| | | Total | Europe | North America | Emerging Markets | Rest of World | Change |
|---|---|---|---|---|---|---|---|
| Rebif® | *€ million* | 499.2 | 190.4 | 267.0 | 32.6 | 9.2 | 17.2% |
| | *organic growth in %* | 10.2% | 2.1% | 20.1% | –6.1% | 19.3% | |
| | *% of sales* | 100% | 38% | 53% | 7% | 2% | |
| Erbitux® | *€ million* | 224.3 | 123.1 | – | 60.7 | 40.5 | 3.0% |
| | *organic growth in %* | – | –2.5% | – | 3.6% | 3.3% | |
| | *% of sales* | 100% | 55% | – | 27% | 18% | |

**Merck Serono | Organic sales growth by key product – Q3 2012**




Sales of Gonal-f®, a recombinant hormone used in the treatment of infertility, continued to perform strongly, growing 10.8% organically in the third quarter of 2012 to € 145 million (Q3 2011: € 123 million), attributable to both volume and price increases. Sales continued to grow double-digit organically in all regions but Rest of World, helped by the continuous rollout of a family of ready-to-use injection pens.

The division's Endocrinology business, dominated by products to treat metabolic and growth disorders, reported sales of € 102 million in the third quarter of 2012, representing organic sales growth of 7.2% (Q3 2011: € 90 million). The primary driver of organic sales growth continues to be Kuvan®, a product used for the treatment of hyperphenylalaninemia, a metabolic disorder. Kuvan® sales continue to grow rapidly in Europe while the rollout in Asia and Latin America remains ongoing. In addition, Egrifta®, used for the reduction of excess abdominal fat in HIV-infected patiens 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 inreased 0.8% organically to € 492 million (Q3 2011: € 477 million). Strong sales growth of Glucophage® as well as the thyroid medicines' portfolio, used to treat hypothyroidism, offset softening sales of the beta-blocker Concor® that saw sharp pricing pressure in Europe, as well as increasing pressure on physicians to prescribe cheaper medications. In Emerging Markets, sales of Concor® continued to grow organically.

→ *Divisions*

### First Nine Months 2012 Performance

During the first nine months of 2012, the division's total revenues climbed 8.9% to € 4,767 million (9M 2011: € 4,376 million), with sales increasing 8.7% to € 4,474 million (9M 2011: € 4,115 million). Reported sales reflected organic sales growth of 5.4% and a 3.4% boost from changes in foreign exchange rates. The primary driver of the organic sales growth was Rebif®, which generated organic sales growth of 7.6% and represented € 1,421 million in sales (9M 2011: € 1,260 million). Major driver of this organic sales growth was higher pricing in the US market. Erbitux®, the division's second-largest product, saw an organic sales increase of 2.8%, representing € 664 million in sales (9M 2011: € 630 million). Softer sales in Europe and Japan were more than offset by high single-digit organic growth in the Emerging Markets and the remaining Rest of World regions. These two regions have grown to represent 43% of the product's total sales.

The Fertility product portfolio with its biggest sales contributor Gonal-f® generated sales of € 608 million (9M 2011: € 510 million), representing organic sales growth of 14.8%. Gonal-f® generated strong volumes in all regions as well as a significant price increase in the United States. Endocrinology, the division's business unit that markets drugs to treat metabolic and growth disorders, also posted solid organic growth of 12.2% through the first nine months, totaling sales of € 298 million (9M 2011: € 253 million). All products of the franchise increased sales organically, with mid-to-high double-digit growth rates generated by Egrifta® and Kuvan®. Finally, sales of the division's Cardiometabolic Care & General Medicine products were flat organically with € 1,482 million in the first nine months of 2012 (9M 2011: € 1,459 million). Healthy volume growth in the Emerging Markets offset both pricing pressure as well as tougher generic competition in Europe.

The division's EBITDA pre one-time items in the first nine months of 2012 increased 11.1% to € 1,289 million (9M 2011: € 1,161 million) driven by the strong top-line performance as well as more efficient resource allocation. Consequently, EBITDA pre one-time items as a percentage of sales increased to 28.8% (9M 2011: 28.2%).

### Merck Serono Pipeline News in Q3 2012

On September 18, 2012, Merck announced the decision to voluntarily withdraw the marketing authorization application to the European Medicines Agency (EMA) of a label extension for Erbitux® in combination with standard first-line platinum-based chemotherapy in patients with advanced or metastatic non-small cell lung cancer (NSCLC) with high epidermal growth factor receptor (EGFR) expression. The decision to withdraw the application was based on feedback from EMA, indicating that further clinical data would be required. Merck will not pursue further development of Erbitux® in the lung cancer indication. These results do not alter the current utility of Erbitux® in patients with KRAS wild-type metastatic colorectal cancer (mCRC) 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.

The division continues to strengthen its early- and mid-stage pipeline via strategic transactions. On September 6, 2012, Merck announced that an exclusive worldwide license agreement was signed with Symphogen A/S, Copenhagen, Denmark, for Sym004, potentially complementing and building upon Merck's existing Erbitux® franchise. Sym004 is an investigational product comprised of two antibodies that are designed to block ligand binding, receptor activation and downstream signaling as well as to elicit removal of EGFR from the cancer cell surface by inducing their internalization and degradation. Sym004 is currently being evaluated in a Phase I/II trial in solid tumors, recently amended to focus on patients with advanced KRAS wild-type mCRC who have previously progressed on treatment with standard chemotherapy and a marketed anti-EGFR monoclonal antibody. In addition, a single-arm, open-label Phase II trial is on-going in patients with SCCHN who have failed anti-EGFR-based therapy.

In agreement with its partner Threshold Pharmaceuticals, Merck plans to initiate a randomized Phase III trial of the investigational hypoxia-targeted drug TH-302 in patients with advanced pancreatic cancer within the coming months. The decision to move into Phase III is based upon the results of a Phase II trial in the same population which showed a statistically significant improvement in progression free survival (PFS), the primary endpoint of the study, when TH-302 was used in combination with gemcitabine. At the European Society for Medical Oncology (ESMO) Congress in Vienna in September, new findings on overall survival (OS), which was a secondary endpoint of the study, were presented. The analysis and interpretation of the OS endpoint was confounded by the fact that for ethical reasons patients randomized to

→ *Divisions*

gemcitabine alone were allowed to cross-over to receive gemcitabine plus TH-302 upon disease progression. Nevertheless, patients treated initially with TH-302 and gemcitabine tended to have a longer OS than those treated with gemcitabine alone, although the difference was not statistically significant. Given the consistency in the PFS, and OS trends Merck and Threshold agreed that progression to a Phase III study in pancreatic cancer is warranted. The US affiliate of Merck has reached an agreement with the FDA regarding a Special Protocol Assessment (SPA) for this study. An SPA is a written agreement with the US Food and Drug Agency (FDA) that documents the agency's agreement that the design and planned analysis of a study can adequately address objectives in support of a regulatory submission. However, FDA's determinations for marketing application approval are made after a complete review of a marketing application and are based on all data in the application.

Turning to ONO-4641, the division's sphingosine-1-phosphate receptor modulator, following the positive outcome from the Phase II DreaMS study in patients with relapsing Multiple Sclerosis presented in April 2012, further studies, both non-clinical and clinical, are being performed. Evaluation of data from these studies will provide more information on efficacy, safety and the potential for differentiation of this agent to allow Merck Serono to make an informed decision about whether to progress this project to Phase III in 2013.

Concerning Stimuvax, the division's MUC1 antigen-specific immunotherapy, the outcome of the Phase III study (START) in over 1,500 patients with inoperable NSCLC (stage III loco-regional disease following first line chemo-radiotherapy) remains on track to deliver top-line results including the primary analysis of OS in the first quarter of 2013.

For cilengitide, Merck Serono's integrin-targeting peptide, the outcome of the pivotal, randomized phase III study (CENTRIC) in 545 first-line glioblastoma patients with methylated MGMT promotor status remains on track to conclude its primary endpoint OS in the first half of 2013.

In the area of immunology/rheumatology, Merck Serono is currently analyzing data from the double-blind, placebo-controlled Phase II study (APRIL SLE) that assessed the therapeutic value of atacicept to treat Systemic Lupus Erythematosus (SLE). The trial initially investigated two doses of atacicept in patients who were stable following steroid taper, and measured the effect of the drug on new disease flares. The study recruited more than 450 patients. Detailed data from this study are expected to be presented at a scientific conference in the first half of 2013.

→ *Divisions*

# Consumer Health

The Consumer Health division reported sales of € 122 million, a decrease of 7.7% (Q3 2011: € 133 million). This reflected a reduction in organic sales of 10.3% and a 2.6% increase from changes in foreign exchange rates. The organic decline was driven primarily by lower European sales, the division's biggest market. Consumer Health is in the process of restructuring the business in 2012 and 2013, an effort that also may include site closures. While some of these activities are affecting the division's top-line performance negatively, the division's EBITDA margin pre one-time items continued to improve year-on-year as a result of lower costs and more efficient resource allocation.

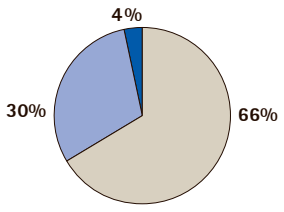
**Consumer Health | Key figures**

| *€ million* | Q3 2012 | Q3 2011 | Change | Jan.-Sept. 2012 | Jan.-Sept. 2011 | Change |
|---|---|---|---|---|---|---|
| Total revenues | 123.2 | 132.8 | –7.3% | 352.7 | 367.7 | –4.1% |
| Sales | 122.4 | 132.5 | –7.7% | 351.1 | 366.4 | –4.2% |
| Operating result (EBIT) | 7.4 | 16.9 | –56.3% | 21.9 | 34.3 | –36.2% |
| *Margin (% of sales)* | *6.0%* | *12.8%* | | *6.2%* | *9.4%* | |
| EBITDA | 10.3 | 18.8 | –45.2% | 30.7 | 42.4 | –27.5% |
| *Margin (% of sales)* | *8.4%* | *14.2%* | | *8.7%* | *11.6%* | |
| EBITDA pre one-time items | 18.4 | 18.8 | –2.1% | 44.7 | 42.4 | 5.6% |
| *Margin (% of sales)* | *15.0%* | *14.2%* | | *12.7%* | *11.6%* | |

Cost of sales was nearly unchanged at € 41 million (Q3 2011: € 42 million), as lower production costs were off-set by inventory write-downs due to the restructuring of the business. The division's gross profit decreased to € 82 million due to the lower sales level (Q3 2011: € 91 million) and write-downs, resulting in a lower gross margin of 67.4% (Q3 2011: 68.5%). Consumer Health continued to effectively manage its operational spending. The division's marketing and selling expenses fell by 7.4% due to an optimization of sales promotion spending and lower sales force costs while overall selling, general and administration (SG&A) costs increased 3.6% to € 69 million (Q3 2011: € 67 million). This increase is solely driven by € 8 million of one-time charges relating to the restructuring program.

R&D expenses fell to € 5 million (Q3 2011: € 6 million) due to increased focusing of R&D investments, less project-related spending and structural cost savings. On a reported basis, EBIT declined to € 7 million (Q3 2011: € 17 million). Adjusted for one-time restructuring costs of € 8 million, EBITDA pre one-time items declined 2.1% to € 18 million in the third quarter of 2012 (Q3 2011: € 19 million), but climbed to 15.0% of sales compared to 14.2% of sales in Q3 2011.

**Consumer Health | Sales by region – Q3 2012**




| | *€ million* |
|---|---|
| Europe | 81.0 |
| North America | 0.4 |
| Emerging Markets | 36.7 |
| Rest of World | 4.2 |

→ *Divisions*

From a geographic perspective, Emerging Markets was the only region that generated organic sales growth for the division, driven by brands such as Cebion® and Sedalmerck®. In Europe, which represents 66% of the division's top-line, sales were negatively affected by restructuring and regulatory-related sales reductions, declining OTC markets and strong competitive pressure in some Central and Eastern European countries.

**Consumer Health | Growth components by region – Q3 2012**

| *€ million/change in %* | Sales | Organic growth | Exchange rate effects | Acquisitions/ divestments | Reported sales growth |
|---|---|---|---|---|---|
| Europe | 81.0 | –14.2% | 1.4% | – | –12.8% |
| North America | 0.4 | –72.4% | 1.3% | – | –71.1% |
| Emerging Markets | 36.7 | 2.4% | 6.3% | – | 8.7% |
| Rest of World | 4.2 | –7.1% | –0.1% | – | –7.2% |

Sales of the Cough and Cold portfolio remained stable as the division filled first orders for the upcoming winter season. The other portfolios declined due to the overall weaker performance in Europe compared to the third quarter last year.

### First Nine Months 2012 Performance

During the first nine months of 2012, the division reported sales of € 351 million (9M 2011: € 366 million), a decrease of 4.2% due to a 5.9% organic decline in sales that was only partly offset by a 1.7% benefit from foreign exchange rates. The organic sales decline was related to weak Q1 and Q3 performance, mainly in Europe, related to the restructuring of operations in some markets and a refocusing of the brand portfolio towards strategic brands, as well as challenging market environments, especially in Central Europe.

EBITDA pre one-time items of Consumer Health increased during the first nine months of 2012 by 5.6% to € 45 million, or 12.7% of sales, compared to the prior year's € 42 million, or 11.6% of sales.

This improvement was primarily the result of tighter cost control particularly in discretionary marketing and selling expenses.

→ *Divisions*

# Performance Materials

In the third quarter of 2012, the Performance Materials division posted exceptionally strong sales of € 446 million (Q3 2011: € 340 million), up 31.1%, driven by record sales for liquid crystal materials. In addition, Performance Materials' sales growth benefited the most among all Merck's divisions from the stronger US dollar since a significant portion of its sales are recognized in this currency. In summary, Perfomance Materials reported organic sales growth of 19.7% while changes in foreign exchange rates contributed 11.4%.

Volumes in the Liquid Crystals business – which account for approximately three-fourths to the division's sales – benefited from higher demand from panel manufacturers in advance of the holiday shopping season. As a result, the volume of liquid crystals based on polymer stabilized vertical alignment (PS-VA) technology, primarily used in mid- and large-sized televisions, doubled compared to the third quarter in 2011. In addition, strong consumer demand for mobile touch-screen displays (smartphones, tablet PCs) drove liquid crystals volumes. Mobile devices primarily use liquid crystals based on in-plane switching (IPS) technology because it offers the widest viewing angle. Finally, the division is benefiting from the emergence of a Chinese customer base, which is primarily serving local consumer demand for LCDs.

However, given the typical seasonal cyclicality in LCD manufacturing, the company expects demand for liquid crystals in the fourth quarter to soften sequentially resulting in the division's EBITDA pre being around last year's fourth quarter.

In Pigments and Cosmetics, sales increased across all business fields compared to a lower base in the third quarter of 2011. Sales of the business unit's products were lower in Q3 2011 due, in part, to the effects of the earthquake in Japan last year.

**Performance Materials | Key figures**

| *€ million* | Q3 2012 | Q3 2011 | Change | Jan.-Sept. 2012 | Jan.-Sept. 2011 | Change |
|---|---|---|---|---|---|---|
| Total revenues | 446.7 | 341.7 | 30.7% | 1,259.5 | 1,123.8 | 12.1% |
| Sales | 446.0 | 340.1 | 31.1% | 1,258.6 | 1,121.5 | 12.2% |
| Operating result (EBIT) | 161.2 | 115.0 | 40.1% | 467.9 | 549.8 | –14.9% |
| *Margin (% of sales)* | *36.1%* | *33.8%* | | *37.2%* | *49.0%* | |
| EBITDA | 191.9 | 140.3 | 36.8% | 556.0 | 636.3 | –12.6% |
| *Margin (% of sales)* | *43.0%* | *41.2%* | | *44.2%* | *56.7%* | |
| EBITDA pre one-time items | 194.8 | 140.4 | 38.8% | 544.8 | 517.7 | 5.2% |
| *Margin (% of sales)* | *43.7%* | *41.3%* | | *43.3%* | *46.2%* | |

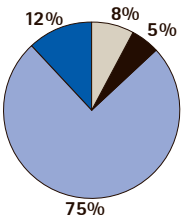
During the third quarter, the division's production costs amounted to € 189 million (Q3 2011: € 146 million), up 30.0%. Increased operating leverage from higher sales was offset by softer pricing for liquid crystals and the company's decision to optimize inventory levels. This resulted in a gross margin of 57.7% that was nearly unchanged year-on-year (Q3 2011: 57.6%)

Selling, general and administration (SG&A) costs increased by 30.6% to € 61 million (Q3 2011: € 47 million) due to higher marketing and selling expenses and € 7 million of one-time charges stemming from the "Fit for 2018" efficiency program that were partly balanced by a release of a provision related to a discontinued business. R&D spending increased slightly to € 35 million (Q3 2011: € 34 million) with the majority of that amount being invested in the Liquid Crystals business.

Reported EBIT was up 40.1% amounting to € 161 million (Q3 2011: € 115 million), while EBITDA increased by 36.8% to € 192 million (Q3 2011: € 140 million). Adjusting for € 3 million in one-time items, EBITDA pre improved by 38.8% to € 195 million, or 43.7% of sales (Q3 2011: € 140 million, or 41.3% of sales).

→ *Divisions*

## Performance Materials | Sales by region – Q3 2012




| | *€ million* |
|---|---|
| Europe | 35.8 |
| North America | 22.5 |
| Emerging Markets | 334.6 |
| Rest of World | 53.1 |

From a regional perspective, Emerging Markets generated 75% of sales for Performance Materials in the third quarter of 2012, reflecting the concentration of liquid crystals customers in Asia. Divisional sales in this region showed a strong 32.9% organic increase. The decline in European sales is mostly related to the Pigments and Cosmetics business unit due to a slowing automotive production in this region.

## Performance Materials | Growth components by region – Q3 2012

| *€ million/change in %* | Sales | Organic growth | Exchange rate effects | Acquisitions/ divestments | Reported sales growth |
|---|---|---|---|---|---|
| Europe | 35.8 | –3.1% | 0.6% | – | –2.6% |
| North America | 22.5 | 19.5% | 13.8% | – | 33.4% |
| Emerging Markets | 334.6 | 32.9% | 13.7% | – | 46.7% |
| Rest of World | 53.1 | –17.5% | 8.5% | – | –8.9% |

### First Nine Months 2012 Performance

Looking at the divisional performance for the first nine months of 2012, sales grew 12.2% to € 1,259 million (9M 2011: € 1,122 million) driven by an organic sales increase of 4.4% and a 7.9% benefit from foreign exchange rates. Demand for liquid crystals accelerated in the second and third quarters due to increasing demand from display makers. Sales in Pigments and Cosmetics remained flat during the first nine months of 2012 due to weak demand for coatings in Europe, which was offset by growth from active ingredients for cosmetic applications and a recovery of the US coatings business.

EBITDA pre one-time items increased 5.2% to € 545 million (9M 2011: € 518 million), reflecting the strong year-to-date performance of the Liquid Crystals business unit due to record volumes driven by healthy consumer demand for TVs, smartphones and tablet PC's. However, the division's margin as a percentage of sales declined to 43.3% (9M 2011: 46.2%) due to lower pricing and the weaker operational performance of the Pigments and Cosmetics business unit.

→ *Divisions*

# Merck Millipore

In the third quarter of 2012, the Merck Millipore division continued to benefit from solid demand across all its business units, increasing its sales by 9.5% to € 643 million (Q3 2011: € 587 million). Reported sales reflected 3.0% organic growth, which was driven primarily by higher volumes. Additionally, top-line results reflected a 5.8% benefit from foreign exchange rates, primarily related to the US dollar, and a 0.7% boost from acquisitions.

The primary driver of growth came from the Process Solutions business unit, which generated an increase in organic sales of 4.6% and represents 40% of the division's sales. Higher demand for products used in the production of biologic drugs drove most of the increase. The division is also seeing strong demand for single-use manufacturing technologies. Royalty income increased to € 6 million (Q3 2011: € 2 million), driven by royalties for the Process Solutions's pharmaceutical chemicals products.

Merck Millipore has two business units that primarily serve the needs of researchers and laboratories, Bioscience and Lab Solutions. These business units reported organic sales growth of 2.1% and 1.9%, respectively. The Bioscience business unit, which contributes approximately 18% to divisional sales, continued to grow in-line with the market, but is experiencing soft conditions in the North American, Southern European and Japanese academia markets. The Lab Solutions business unit, which represents approximately 42% of the division's total sales, saw increasing demand for lab-water consumables and bio-monitoring products but softer sales for its laboratory chemicals business.

**Merck Millipore | Key figures**

| *€ million* | Q3 2012 | Q3 2011 | Change | Jan.-Sept. 2012 | Jan.-Sept. 2011 | Change |
|---|---|---|---|---|---|---|
| Total revenues | 648.2 | 588.3 | 10.2% | 1,958.9 | 1,783.2 | 9.9% |
| Sales | 642.7 | 586.7 | 9.5% | 1,944.7 | 1,778.2 | 9.4% |
| Operating result (EBIT) | 63.8 | 55.5 | 15.0% | 207.4 | 178.1 | 16.4% |
| *Margin (% of sales)* | *9.9%* | *9.5%* | | *10.7%* | *10.0%* | |
| EBITDA | 140.3 | 126.5 | 10.9% | 435.4 | 391.8 | 11.1% |
| *Margin (% of sales)* | *21.8%* | *21.6%* | | *22.4%* | *22.0%* | |
| EBITDA pre one-time items | 147.7 | 132.4 | 11.6% | 457.1 | 419.4 | 9.0% |
| *Margin (% of sales)* | *23.0%* | *22.6%* | | *23.5%* | *23.6%* | |

During the third quarter of 2012, the division's cost of sales increased 8.7% to € 269 million (Q3 2011: € 247 million), yielding a gross profit of € 379 million (Q3 2011: € 341 million) or 59.0% of sales (Q3 2011: 58.1%). This gross margin expansion primarily reflects operational leverage from higher volumes and efficiency gains in manufacturing and the positive effects from changes in foreign exchange rates.

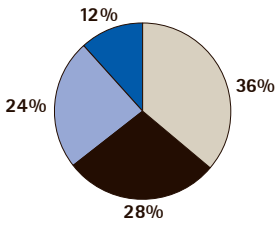
Marketing and selling expenses were up 10.5% to € 166 million (Q3 2011: € 150 million). While part of this increase was driven by the impacts of unfavorable foreign exchange rates due to the concentration of a majority of the division's costs in the United States, it also included the new expenses from acquired businesses. These two factors also were the main contributors to the 9.3% increase in administration costs. Other operating expenses amounted to € 22 million, including € 7 million of one-time charges related to the "Fit for 2018" efficiency program.

Merck Millipore's R&D costs grew 28.1% to € 43 million (Q3 2011: € 33 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 addition, the strong US dollar added to the growth since the majority of the division's R&D activities are located in the United States.

The division's EBIT improved by 15.0% to € 64 million (Q3 2011: € 55 million) while EBITDA increased by 10.9% to € 140 million (Q3 2011: € 126 million). Adjusted for one-time charges of € 7 million, EBITDA pre grew 11.6% to € 148 million, or 23.0% of sales (Q3 2011: € 132 million, 22.6% of sales), mainly due to the higher gross margin.

→ *Divisions*

**Merck Millipore | Sales by region – Q3 2012**




| | *€ million* |
|---|---|
| Europe | 232.8 |
| North America | 182.3 |
| Emerging Markets | 153.3 |
| Rest of World | 74.3 |

In the third quarter of 2012, all regions grew organically in the range of 3%. Organic sales growth stemming from biopharmaceutical customers in Europe offset softer demand from academia. In the United States, sales to academic customers from the Bioscience and the Lab Solutions business units increased slightly, while overall growth was driven by solid demand from the biopharmaceutical industry. Sales growth in the Emerging Markets and Rest of World regions was led by Lab Solutions and Process Solutions while demand for Bioscience products was softer.

**Merck Millipore | Growth components by region – Q3 2012**

| *€ million/change in %* | Sales | Organic growth | Exchange rate effects | Acquisitions/ divestments | Reported sales growth |
|---|---|---|---|---|---|
| Europe | 232.8 | 3.0% | 1.0% | 1.4% | 5.3% |
| North America | 182.3 | 3.4% | 11.6% | 0.4% | 15.4% |
| Emerging Markets | 153.3 | 2.7% | 4.9% | 0.1% | 7.7% |
| Rest of World | 74.3 | 3.2% | 9.9% | 0.6% | 13.7% |

### First Nine Months 2012 Performance

Merck Millipore's first nine months total revenues grew 9.9% to € 1,959 million (9M 2011: € 1,783 million), including € 14 million from royalties (9M 2011: € 5 million). Sales were up 9.4% to € 1,945 million (9M 2011: € 1,778 million). While robust demand in all three business units generated organic sales growth of 3.0%, favorable foreign exchange rates added 4.6%. 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 1.8% to the reported top-line growth.

The division's EBITDA pre one-time items increased 9.0% to € 457 million (9M 2011: € 419 million) during the first nine months of 2012, equivalent to 23.5% of sales, nearly unchanged from the year-ago period (9M 2011: 23.6%).

→ *Divisions*

# Corporate and Other

Corporate and Other comprises Group administration expenses for Group functions such as Finance and Accounting, Tax, Procurement, Communications, Investor Relations and 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 also are reported in Corporate and Other.

**Corporate and Other | Key figures**

| *€ million* | Q3 2012 | Q3 2011 | Change | Jan.-Sept. 2012 | Jan.-Sept. 2011 | Change |
|---|---|---|---|---|---|---|
| Total revenues | – | – | | – | – | |
| Sales | – | – | | – | – | |
| Operating result (EBIT) | –56.9 | –33.2 | 71.5% | –343.7 | –118.1 | 191.0% |
| *Margin (% of sales)* | *n.m.* | *n.m.* | | *n.m.* | *n.m.* | |
| EBITDA | –54.6 | –32.1 | 70.0% | –337.6 | –114.4 | 195.2% |
| *Margin (% of sales)* | *n.m.* | *n.m.* | | *n.m.* | *n.m.* | |
| EBITDA pre one-time items | –62.9 | –31.9 | 97.0% | –160.6 | –96.9 | 65.7% |
| *Margin (% of sales)* | *n.m.* | *n.m.* | | *n.m.* | *n.m.* | |

During the third quarter of 2012, administration expenses of Corporate and Other increased 7.7% to € 31 million (Q3 2011: € 28 million). Other operating expenses totaled € 22 million (Q3 2011: € 2 million). This increase is the net result of losses from cash-flow hedging, a provision of € 48 million related to discontinued businesses and a credit of € 59 million related to a reallocation of restructuring costs to divisional income statements. Initially, € 158 million of restructuring costs were booked in Q2 2012 in the Corporate and Other segment as a proxy related to the Group's "Fit for 2018" efficiency program and planned to be reallocated to the respective divisions as the actual restructuring progressed.

Accordingly, the increase in other operating expenses lowered EBIT and EBITDA to € –57 million (Q3 2011: € –33 million) and € –55 million (Q3 2011: € –32 million), respectively. Adjusted for one-time charges, EBITDA pre one-time items was € –63 million in the third quarter of 2012 (Q3 2011: € –32 million).

### First Nine Months Performance 2012

In the first nine months of 2012, EBITDA pre one-time items for the segment Corporate and Other totaled € –161 million (9M 2011: € –97 million), mainly due to changes in booking of hedging gains and losses as explained above.

# Risk Report

The Merck Group operates globally 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. These sites contribute to the production of Rebif® and other products 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 full compliance with good manufacturing practice standards. Merck is working closely with the FDA to address its observations. The agency has completed its initial evaluation of the company's responses provided earlier this year. In its reply, the FDA stated that "We agree that your proposed corrective actions, if implemented appropriately, should adequately address the violations at issue." Since that initial evaluation, all commitments to the corrective action plan submitted to the FDA have been completed on schedule and a final report was provided to the FDA in September, 2012. FDA re-inspections will take place in this year's fourth quarter to confirm the complete implementation of the proposed corrective actions.

# Report on Expected Developments

Given the performance in the third 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. The company expects demand for its liquid crystals products in the fourth quarter to soften sequentially resulting in the Performance Materials division's EBITDA pre being around last year's fourth quarter. 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 divisions for FY 2012:

**Guidance FY 2012**

| **Merck Divisions** *€ million* | EBITDA pre one-time items |
|---|---|
| Merck Serono | ~ 1,750 – 1,800 |
| Consumer Health | ~ 60 |
| Performance Materials | ~ 700 |
| Merck Millipore | ~ 590 – 600 |
| Corporate and Other | ~ –200 |

| **Merck Group** *€ billion* | |
|---|---|
| Total revenues | ~ 10.9 – 11.0 |
| EBITDA pre one-time items* | 2.90 – 2.95 |

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

FX assumptions for Q4 2012:
€/US$ = 1.29
€/CHF = 1.20

# Interim Consolidated Financial Statements as of September 30, 2012

## Consolidated Income Statement

| *€ million* | Q3 2012 | Q3 2011* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
|---|---|---|---|---|
| **Sales** | **2,721.7** | **2,434.3** | **8,028.7** | **7,381.4** |
| Royalty, license and commission income | 119.4 | 97.3 | 309.4 | 269.3 |
| **Total revenues** | **2,841.0** | **2,531.6** | **8,338.1** | **7,650.7** |
| Cost of sales | –787.6 | –679.1 | –2,344.1 | –2,077.9 |
| **Gross profit** | **2,053.4** | **1,852.5** | **5,994.0** | **5,572.8** |
| Marketing and selling expenses | –598.0 | –584.6 | –1,801.8 | –1,778.5 |
| Royalty, license and commission expenses | –161.6 | –133.9 | –433.4 | –363.7 |
| Administration expenses | –141.6 | –132.6 | –420.6 | –397.1 |
| Other operating expenses and income | –245.1 | –86.3 | –878.4 | –301.5 |
| Research and development | –370.8 | –370.2 | –1,156.5 | –1,117.3 |
| Amortization of intangible assets | –218.2 | –212.9 | –651.8 | –780.1 |
| Investment result | – | –0.1 | 0.5 | 1.9 |
| **Operating result (EBIT)** | **318.1** | **331.8** | **651.9** | **836.4** |
| Financial result | –58.2 | –72.4 | –193.9 | –219.0 |
| **Profit before income tax** | **260.0** | **259.4** | **458.0** | **617.5** |
| Income tax | –71.3 | –32.3 | –154.7 | –135.6 |
| **Profit after tax** | **188.7** | **227.2** | **303.3** | **481.9** |
| of which attributable to Merck KGaA shareholders (net income) | 185.5 | 223.9 | 294.9 | 473.6 |
| of which non-controlling interest | 3.2 | 3.3 | 8.3 | 8.2 |
| **Earnings per share (in €)** | | | | |
| basic | 0.85 | 1.03 | 1.36 | 2.18 |
| diluted | 0.85 | 1.03 | 1.36 | 2.18 |

*Previous year's figures have been adjusted, see explanations on page 27.

# Consolidated Statement of Comprehensive Income

| *€ million* | Q3 2012 | Q3 2011* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
|---|---|---|---|---|
| **Profit after tax** | **188.7** | **227.2** | **303.3** | **481.9** |
| **Available-for-sale financial assets** | | | | |
| Fair value adjustments | 1.1 | –3.2 | 1.2 | 26.1 |
| Reclassification to income statement | – | 0.2 | – | –27.0 |
| Deferred taxes | – | 0.8 | – | 1.4 |
| Changes recognized in equity | **1.1** | **–2.2** | **1.2** | **0.5** |
| **Derivative financial instruments** | | | | |
| Fair value adjustments | 7.9 | –45.8 | –43.1 | –32.6 |
| Reclassification to income statement | 10.7 | –3.2 | 65.0 | –6.8 |
| Deferred taxes | –3.0 | 7.8 | –1.8 | 7.6 |
| Changes recognized in equity | **15.6** | **–41.2** | **20.2** | **–31.8** |
| **Remeasurement of the net defined benefit liability** | | | | |
| Changes in remeasurement | –97.1 | –2.0 | –106.9 | – |
| Deferred taxes | 16.6 | 0.8 | 14.7 | 0.9 |
| Changes recognized in equity | **–80.5** | **–1.2** | **–92.2** | **0.9** |
| **Exchange differences on translating foreign operations** | | | | |
| Changes taken directly to equity | –8.6 | –32.7 | 33.4 | –75.1 |
| Reclassification to income statement | – | – | – | 3.5 |
| Changes recognized in equity | **–8.6** | **–32.7** | **33.4** | **–71.6** |
| **Gains/losses recognized immediately in equity** | **–72.4** | **–77.3** | **–37.4** | **–102.0** |
| **Comprehensive income** | **116.4** | **149.9** | **265.9** | **379.9** |
| of which attributable to Merck KGaA shareholders | 112.5 | 146.2 | 258.0 | 374.4 |
| of which attributable to non-controlling interest | 3.9 | 3.7 | 7.9 | 5.5 |

*Previous year's figures have been adjusted, see explanations on page 27.

# Consolidated Balance Sheet

| *€ million* | Sept. 30, 2012 | Dec. 31, 2011* |
|---|---|---|
| **Current assets** | | |
| Cash and cash equivalents | 1,484.7 | 937.8 |
| Marketable securities and financial assets | 1,443.3 | 1,117.1 |
| Trade accounts receivable | 2,206.7 | 2,328.3 |
| Inventories | 1,609.6 | 1,691.1 |
| Other current assets | 275.1 | 252.0 |
| Income tax receivables | 118.4 | 72.7 |
| | **7,137.7** | **6,399.0** |
| **Non-current assets** | | |
| Intangible assets | 11,178.5 | 11,764.3 |
| Property, plant and equipment | 2,950.8 | 3,113.4 |
| Non-current financial assets | 102.1 | 60.3 |
| Other non-current assets | 57.4 | 54.9 |
| Deferred tax assets | 846.5 | 730.0 |
| | **15,135.3** | **15,722.9** |
| **Total assets** | **22,273.1** | **22,121.9** |
| **Current liabilities** | | |
| Current financial liabilities | 1,674.0 | 1,394.4 |
| Trade accounts payable | 1,297.9 | 1,100.8 |
| Other current liabilities | 918.4 | 1,102.1 |
| Income tax liabilities | 429.4 | 399.4 |
| Current provisions | 678.0 | 365.5 |
| | **4,997.8** | **4,362.2** |
| **Non-current liabilities** | | |
| Non-current financial liabilities | 3,380.9 | 4,144.9 |
| Other non-current liabilities | 21.8 | 43.6 |
| Non-current provisions | 820.1 | 617.0 |
| Provisions for pensions and other post-employment benefits | 1,280.4 | 1,140.3 |
| Deferred tax liabilities | 1,206.0 | 1,319.6 |
| | **6,709.2** | **7,265.4** |
| **Net equity** | | |
| Equity capital | 565.2 | 565.2 |
| Reserves | 8,683.2 | 8,672.6 |
| Gains/losses recognized immediately in equity | 1,265.3 | 1,210.2 |
| **Equity attributable to Merck KGaA shareholders** | **10,513.7** | **10,448.0** |
| Non-controlling interest | 52.5 | 46.3 |
| | **10,566.1** | **10,494.3** |
| **Total liabilities and stockholders' equity** | **22,273.1** | **22,121.9** |

*Previous year's figures have been adjusted, see explanations on page 27.

# Consolidated Cash Flow Statement

| *€ million* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
|---|---|---|
| **Profit after tax** | **303.3** | **481.9** |
| Depreciation/amortization/impairment losses/write-ups | 1,037.4 | 1,253.5 |
| Changes in inventories | 93.4 | –87.5 |
| Changes in trade accounts receivable | 139.3 | –74.7 |
| Changes in trade accounts payable | 192.1 | –74.3 |
| Changes in provisions | 550.9 | 22.7 |
| Changes in other assets and liabilities | –216.8 | –121.7 |
| Neutralization of gain/loss on disposals of assets | –32.0 | –205.7 |
| Other non-cash income and expenses | 6.1 | 22.6 |
| **Net cash flows from operating activities** | **2,073.9** | **1,216.7** |
| Purchase of intangible assets | –88.0 | –35.8 |
| Purchase of property, plant and equipment | –181.1 | –246.0 |
| Acquisitions | –4.1 | –84.3 |
| Investments in financial assets | –14.6 | –6.5 |
| Disposal of non-current assets | 63.6 | 557.3 |
| Purchase/sale of marketable securities | 10.5 | –21.3 |
| Changes in other financial assets | –370.8 | –912.0 |
| **Net cash flows from investing activities** | **–584.4** | **–748.6** |
| Dividend payments | –102.2 | –84.5 |
| Profit transfers to E. Merck KG and changes in reserves | –92.1 | –233.0 |
| Changes in liabilities to E. Merck KG | –143.2 | 81.5 |
| Repayment of bonds | –500.0 | – |
| Changes in current and non-current financial liabilities | –106.2 | –37.6 |
| **Net cash flows from financing activities** | **–943.7** | **–273.6** |
| **Changes in cash and cash equivalents** | **545.7** | **194.5** |
| Changes in cash and cash equivalents due to currency translation | 1.3 | –2.2 |
| 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 |
| **Cash and cash equivalents as of September 30** | **1,484.7** | **1,137.2** |

*Previous year's figures have been adjusted, see explanations on page 27.

# Consolidated Statement of Changes in Net Equity

| | Equity capital | | Reserves | | | Gains/losses recognized immediately in equity | | | | | |
|---|---|---|---|---|---|---|---|---|---|---|---|
| *€ million* | 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 | Equity attributable to Merck KGaA shareholders | Non-controlling interest | Equity |
| **Balance as of January 1, 2011** | **397.2** | **168.0** | **3,813.7** | **5,040.9** | **–370.4** | **–3.1** | **–61.1** | **1,344.6** | **10,329.8** | **42.0** | **10,371.8** |
| Adjustment IAS 19 | – | – | – | –0.6 | 5.4 | – | – | – | 4.8 | – | 4.8 |
| **Balance as of January 1, 2011 adjusted** | **397.2** | **168.0** | **3,813.7** | **5,040.3** | **–365.0** | **–3.1** | **–61.1** | **1,344.6** | **10,334.6** | **42.0** | **10,376.6** |
| Profit after tax* | – | – | – | 473.6 | – | – | – | – | 473.6 | 8.2 | 481.9 |
| Gains/losses recognized immediately in equity* | – | – | – | – | 0.9 | 0.5 | –31.8 | –68.9 | –99.3 | –2.7 | –102.0 |
| **Comprehensive income*** | **–** | **–** | **–** | **473.6** | **0.9** | **0.5** | **–31.8** | **–68.9** | **374.4** | **5.5** | **379.9** |
| Dividend payments | – | – | – | –80.8 | – | – | – | – | –80.8 | –3.8 | –84.6 |
| Profit transfers to/from E. Merck KG including transfers to reserves | – | – | – | –233.0 | – | – | – | – | –233.0 | – | –233.0 |
| Changes in scope of consolidation/Other | – | – | – | –1.8 | – | – | – | – | –1.8 | 1.4 | –0.4 |
| **Balance as of September 30, 2011*** | **397.2** | **168.0** | **3,813.7** | **5,198.3** | **–364.1** | **–2.6** | **–92.9** | **1,275.7** | **10,393.3** | **45.1** | **10,438.4** |
| **Balance as of January 1, 2012** | **397.2** | **168.0** | **3,813.7** | **5,248.7** | **–390.7** | **0.8** | **–94.6** | **1,304.0** | **10,447.1** | **46.3** | **10,493.4** |
| Adjustment IAS 19 | – | – | – | –11.6 | 12.5 | – | – | – | 0.9 | – | 0.9 |
| **Balance as of January 1, 2012 adjusted** | **397.2** | **168.0** | **3,813.7** | **5,237.1** | **–378.2** | **0.8** | **–94.6** | **1,304.0** | **10,448.0** | **46.3** | **10,494.3** |
| Profit after tax | – | – | – | 294.9 | – | – | – | – | 294.9 | 8.3 | 303.3 |
| Gains/losses recognized immediately in equity | – | – | – | – | –92.1 | 1.2 | 20.2 | 33.7 | –37.0 | –0.4 | –37.4 |
| **Comprehensive income** | **–** | **–** | **–** | **294.9** | **–92.1** | **1.2** | **20.2** | **33.7** | **258.0** | **7.9** | **265.9** |
| Dividend payments | – | – | – | –96.9 | – | – | – | – | –96.9 | –5.3 | –102.2 |
| Profit transfers to/from E. Merck KG including transfers to reserves | – | – | – | –92.1 | – | – | – | – | –92.1 | – | –92.1 |
| Changes in scope of consolidation/Other | – | – | – | –3.3 | – | – | – | – | –3.3 | 3.6 | 0.2 |
| **Balance as of September 30, 2012** | **397.2** | **168.0** | **3,813.7** | **5,339.7** | **–470.3** | **2.0** | **–74.4** | **1,337.7** | **10,513.7** | **52.5** | **10,566.1** |

*Previous year's figures have been adjusted, see explanations on page 27.

→ *Notes to the Interim Consolidated Financial Statements*

# Notes to the Interim Consolidated Financial Statements as of September 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 September 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 1, 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 period from January 1 to September 30, 2011 led to an increase of € 3.6 million in expenses and adversely affected the financial result by € 5.7 million. Taking deferred taxes into consideration, this reduced profit after tax by € 8.1 million and earnings per share by € 0.04. 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 changes in deferred taxes that are recognized in income. 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 September 30, 2012, 215 (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. A total of 14 companies are no longer consolidated due to ten liquidations and four mergers.

### Other operating expenses and income

The item "Other operating expenses and income" in the income statement for the period from January 1 to September 30, 2012 shows an expense balance of € 878.4 million (year-earlier period: € 301.5 million expense balance). The sharp increase over the previous year was due mainly to one-time items. Whereas in the first nine months of 2011 one-time items totaling € –60.8 million were reported, the period from January 1 to September 30, 2012 included one-time items of € –527.9 million. More information on the presentation of one-time items can be found on pages 36 and 37.

### Amortization of intangible assets

The decline in amortization of intangible assets in the period from January 1 to September 30, 2012 to € 651.8 million (year-earlier period: € 780.1 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 nine months 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 36 and 37.

→ *Notes to the Interim Consolidated Financial Statements*

### Trade accounts receivable

In the period from January 1 to September 30, 2012, trade receivables in Italy and Spain with a nominal value of € 226.2 million were sold for € 216.7 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.

### 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 period from January 1 to September 30, 2012 amounting to € 11.2 million has been recognized in the income statement.

→ *Notes to the Interim Consolidated Financial Statements*

## Segment Reporting

### Information by division

| | Merck Serono | | | |
|---|---|---|---|---|
| *€ million* | Q3 2012 | Q3 2011* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
| Sales | 1,510.6 | 1,374.9 | 4,474.3 | 4,115.3 |
| Royalty, license and commission income | 112.4 | 93.9 | 292.7 | 260.6 |
| **Total revenues** | **1,623.0** | **1,468.8** | **4,767.0** | **4,375.9** |
| Gross profit | 1,335.1 | 1,226.0 | 3,890.6 | 3,636.1 |
| Marketing and selling expenses | –339.0 | –343.2 | –1,030.0 | –1,060.5 |
| Royalty, license and commission expenses | –156.6 | –128.2 | –419.9 | –347.4 |
| Administration expenses | –67.0 | –64.1 | –191.3 | –189.8 |
| Other operating expenses and income | –177.6 | –52.1 | –540.7 | –317.1 |
| Research and development | –287.3 | –296.9 | –916.0 | –903.4 |
| **Operating result (EBIT)** | **142.7** | **177.6** | **298.4** | **192.3** |
| Depreciation and amortization | 219.8 | 213.6 | 663.6 | 624.5 |
| Impairment losses | 10.5 | 3.5 | 42.8 | 320.1 |
| Other | – | –1.9 | – | –2.2 |
| **EBITDA** | **373.1** | **392.8** | **1,004.8** | **1,134.7** |
| One-time items | 83.1 | – | 284.3 | 25.9 |
| **EBITDA pre one-time items (Segment result)** | **456.1** | **392.8** | **1,289.1** | **1,160.7** |
| EBITDA margin pre one-time items (in % of sales) | 30.2 | 28.6 | 28.8 | 28.2 |
| Net operating assets** | – | – | 8,201.1 | 9,207.3 |
| Segment liabilities** | – | – | –1,395.5 | –1,163.5 |
| Capital spending on property, plant and equipment | 27.0 | 44.3 | 84.1 | 140.3 |
| Investments in intangible assets | 24.7 | 5.7 | 64.0 | 17.3 |
| Net cash flows from operating activities | 664.4 | 423.8 | 1,754.2 | 911.7 |
| Net cash flows from investing activities | –48.6 | –38.8 | –112.5 | 172.7 |
| Free cash flow | 615.8 | 384.9 | 1,641.7 | 1,084.4 |
| Free cash flow margin (in % of sales) | 40.8 | 28.0 | 36.7 | 26.4 |

*Previous year's figures have been adjusted, see explanations on page 27.
**Reporting period ending on September 30, 2012, previous year's figures as of December 31, 2011.

→ *Notes to the Interim Consolidated Financial Statements*

## Segment Reporting

### Information by division

| | Consumer Health | | | |
|---|---|---|---|---|
| *€ million* | Q3 2012 | Q3 2011* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
| Sales | 122.4 | 132.5 | 351.1 | 366.4 |
| Royalty, license and commission income | 0.8 | 0.3 | 1.6 | 1.3 |
| **Total revenues** | **123.2** | **132.8** | **352.7** | **367.7** |
| Gross profit | 82.4 | 90.8 | 237.1 | 252.6 |
| Marketing and selling expenses | –52.6 | –56.8 | –159.4 | –174.2 |
| Royalty, license and commission expenses | –0.2 | –1.4 | –0.4 | –2.1 |
| Administration expenses | –5.9 | –5.6 | –17.5 | –17.4 |
| Other operating expenses and income | –10.6 | –3.2 | –20.7 | –5.1 |
| Research and development | –4.5 | –5.8 | –13.9 | –16.4 |
| **Operating result (EBIT)** | **7.4** | **16.9** | **21.9** | **34.3** |
| Depreciation and amortization | 2.9 | 2.7 | 8.8 | 8.0 |
| Impairment losses | – | –0.1 | – | 0.8 |
| Other | – | –0.8 | – | –0.7 |
| **EBITDA** | **10.3** | **18.8** | **30.7** | **42.4** |
| One-time items | 8.1 | – | 14.0 | – |
| **EBITDA pre one-time items (Segment result)** | **18.4** | **18.8** | **44.7** | **42.4** |
| EBITDA margin pre one-time items (in % of sales) | 15.0 | 14.2 | 12.7 | 11.6 |
| Net operating assets** | – | – | 319.9 | 321.1 |
| Segment liabilities** | – | – | –71.2 | –80.7 |
| Capital spending on property, plant and equipment | 0.7 | 1.1 | 1.7 | 3.0 |
| Investments in intangible assets | 0.1 | 0.2 | 0.2 | 5.9 |
| Net cash flows from operating activities | 20.4 | 5.6 | 35.9 | 22.8 |
| Net cash flows from investing activities | –0.5 | –1.3 | –0.3 | –8.4 |
| Free cash flow | 20.0 | 4.2 | 35.6 | 14.4 |
| Free cash flow margin (in % of sales) | 16.3 | 3.2 | 10.1 | 3.9 |

*Previous year's figures have been adjusted, see explanations on page 27.
**Reporting period ending on September 30, 2012, previous year's figures as of December 31, 2011.

→ *Notes to the Interim Consolidated Financial Statements*

## Segment Reporting

### Information by division

| | Performance Materials | | | |
|---|---|---|---|---|
| *€ million* | Q3 2012 | Q3 2011* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
| Sales | 446.0 | 340.1 | 1,258.6 | 1,121.5 |
| Royalty, license and commission income | 0.6 | 1.5 | 0.9 | 2.3 |
| **Total revenues** | **446.7** | **341.7** | **1,259.5** | **1,123.8** |
| Gross profit | 257.5 | 196.1 | 715.3 | 659.7 |
| Marketing and selling expenses | –38.1 | –33.0 | –106.4 | –99.0 |
| Royalty, license and commission expenses | –1.0 | –0.6 | –1.8 | –3.5 |
| Administration expenses | –9.4 | –8.2 | –27.0 | –24.7 |
| Other operating expenses and income | –12.5 | –4.8 | –8.6 | 127.6 |
| Research and development | –35.0 | –33.9 | –102.3 | –99.7 |
| **Operating result (EBIT)** | **161.2** | **115.0** | **467.9** | **549.8** |
| Depreciation and amortization | 26.6 | 25.2 | 83.9 | 77.1 |
| Impairment losses | 4.2 | – | 4.2 | 9.4 |
| Other | – | 0.1 | – | – |
| **EBITDA** | **191.9** | **140.3** | **556.0** | **636.3** |
| One-time items | 2.9 | 0.1 | –11.2 | –118.6 |
| **EBITDA pre one-time items (Segment result)** | **194.8** | **140.4** | **544.8** | **517.7** |
| EBITDA margin pre one-time items (in % of sales) | 43.7 | 41.3 | 43.3 | 46.2 |
| Net operating assets** | – | – | 1,227.2 | 1,331.0 |
| Segment liabilities** | – | – | –138.5 | –131.7 |
| Capital spending on property, plant and equipment | 12.8 | 18.0 | 33.0 | 43.8 |
| Investments in intangible assets | 26.6 | – | 27.2 | 1.3 |
| Net cash flows from operating activities | 293.3 | 173.6 | 631.7 | 461.8 |
| Net cash flows from investing activities | –21.8 | –17.8 | –28.3 | 150.7 |
| Free cash flow | 271.5 | 155.7 | 603.4 | 612.4 |
| Free cash flow margin (in % of sales) | 60.9 | 45.8 | 47.9 | 54.6 |

*Previous year's figures have been adjusted, see explanations on page 27.
**Reporting period ending on September 30, 2012, previous year's figures as of December 31, 2011.

→ *Notes to the Interim Consolidated Financial Statements*

## Segment Reporting

### Information by division

| | Merck Millipore | | | |
|---|---|---|---|---|
| *€ million* | Q3 2012 | Q3 2011* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
| Sales | 642.7 | 586.7 | 1,944.7 | 1,778.2 |
| Royalty, license and commission income | 5.5 | 1.6 | 14.2 | 5.1 |
| **Total revenues** | **648.2** | **588.3** | **1,958.9** | **1,783.2** |
| Gross profit | 379.2 | 340.8 | 1,154.0 | 1,027.9 |
| Marketing and selling expenses | –166.2 | –150.3 | –502.1 | –442.6 |
| Royalty, license and commission expenses | –3.7 | –3.7 | –11.2 | –10.7 |
| Administration expenses | –28.7 | –26.2 | –86.9 | –78.7 |
| Other operating expenses and income | –22.1 | –24.0 | –71.2 | –80.2 |
| Research and development | –42.8 | –33.4 | –122.2 | –97.5 |
| **Operating result (EBIT)** | **63.8** | **55.5** | **207.4** | **178.1** |
| Depreciation and amortization | 76.5 | 70.1 | 228.0 | 210.7 |
| Impairment losses | – | – | – | 2.0 |
| Other | – | 0.9 | – | 1.0 |
| **EBITDA** | **140.3** | **126.5** | **435.4** | **391.8** |
| One-time items | 7.5 | 5.9 | 21.7 | 27.7 |
| **EBITDA pre one-time items (Segment result)** | **147.7** | **132.4** | **457.1** | **419.4** |
| EBITDA margin pre one-time items (in % of sales) | 23.0 | 22.6 | 23.5 | 23.6 |
| Net operating assets** | – | – | 6,475.3 | 6,608.6 |
| Segment liabilities** | – | – | –372.7 | –335.4 |
| Capital spending on property, plant and equipment | 22.7 | 22.2 | 58.4 | 64.4 |
| Investments in intangible assets | 1.3 | 5.4 | 6.8 | 8.1 |
| Net cash flows from operating activities | 179.9 | 129.3 | 437.9 | 289.8 |
| Net cash flows from investing activities | –21.7 | –100.4 | –64.1 | –146.0 |
| Free cash flow | 158.2 | 28.9 | 373.8 | 143.9 |
| Free cash flow margin (in % of sales) | 24.6 | 4.9 | 19.2 | 8.1 |

*Previous year's figures have been adjusted, see explanations on page 27.
**Reporting period ending on September 30, 2012, previous year's figures as of December 31, 2011.

→ *Notes to the Interim Consolidated Financial Statements*

## Segment Reporting

### Information by division

| | Corporate and Other | | | |
|---|---|---|---|---|
| *€ million* | Q3 2012 | Q3 2011* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
| Sales | – | – | – | – |
| Royalty, license and commission income | – | – | – | – |
| **Total revenues** | **–** | **–** | **–** | **–** |
| Gross profit | –0.7 | –1.2 | –3.1 | –3.6 |
| Marketing and selling expenses | –2.1 | –1.3 | –4.0 | –2.1 |
| Royalty, license and commission expenses | – | – | 0.1 | – |
| Administration expenses | –30.7 | –28.5 | –98.0 | –86.4 |
| Other operating expenses and income | –22.4 | –2.1 | –237.1 | –26.8 |
| Research and development | –1.1 | –0.1 | –2.1 | –0.4 |
| **Operating result (EBIT)** | **–56.9** | **–33.2** | **–343.7** | **–118.1** |
| Depreciation and amortization | 2.0 | 1.2 | 5.7 | 3.8 |
| Impairment losses | 0.4 | – | 0.4 | 0.4 |
| Other | – | –0.1 | – | –0.5 |
| **EBITDA** | **–54.6** | **–32.1** | **–337.6** | **–114.4** |
| One-time items | –8.3 | 0.2 | 177.0 | 17.5 |
| **EBITDA pre one-time items (Segment result)** | **–62.9** | **–31.9** | **–160.6** | **–96.9** |
| EBITDA margin pre one-time items (in % of sales) | – | – | – | – |
| Net operating assets** | – | – | 21.6 | –1.3 |
| Segment liabilities** | – | – | –37.9 | –22.8 |
| Capital spending on property, plant and equipment | 1.1 | –0.3 | 3.9 | 0.2 |
| Investments in intangible assets | 2.8 | –0.3 | 6.8 | 3.3 |
| Net cash flows from operating activities | –249.9 | –92.6 | –785.9 | –469.5 |
| Net cash flows from investing activities | –303.9 | –650.1 | –379.2 | –917.6 |
| Free cash flow | –250.7 | –92.3 | –794.3 | –475.1 |
| Free cash flow margin (in % of sales) | – | – | – | – |

*Previous year's figures have been adjusted, see explanations on page 27.
**Reporting period ending on September 30, 2012, previous year's figures as of December 31, 2011.

→ *Notes to the Interim Consolidated Financial Statements*

## Segment Reporting

### Information by division

| | Group | | | |
|---|---|---|---|---|
| *€ million* | Q3 2012 | Q3 2011* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
| Sales | 2,721.7 | 2,434.3 | 8,028.7 | 7,381.4 |
| Royalty, license and commission income | 119.4 | 97.3 | 309.4 | 269.3 |
| **Total revenues** | **2,841.0** | **2,531.6** | **8,338.1** | **7,650.7** |
| Gross profit | 2,053.4 | 1,852.5 | 5,994.0 | 5,572.8 |
| Marketing and selling expenses | –598.0 | –584.6 | –1,801.8 | –1,778.5 |
| Royalty, license and commission expenses | –161.6 | –133.9 | –433.4 | –363.7 |
| Administration expenses | –141.6 | –132.6 | –420.6 | –397.1 |
| Other operating expenses and income | –245.1 | –86.3 | –878.4 | –301.5 |
| Research and development | –370.8 | –370.2 | –1,156.5 | –1,117.3 |
| **Operating result (EBIT)** | **318.1** | **331.8** | **651.9** | **836.4** |
| Depreciation and amortization | 327.8 | 312.7 | 990.1 | 924.1 |
| Impairment losses | 15.1 | 3.5 | 47.4 | 332.8 |
| Other | – | –1.7 | – | –2.5 |
| **EBITDA** | **661.0** | **646.3** | **1,689.4** | **2,090.8** |
| One-time items | 93.2 | 6.2 | 485.7 | –47.6 |
| **EBITDA pre one-time items (Segment result)** | **754.2** | **652.5** | **2,175.1** | **2,043.2** |
| EBITDA margin pre one-time items (in % of sales) | 27.7 | 26.8 | 27.1 | 27.7 |
| Net operating assets** | – | – | 16,245.2 | 17,466.6 |
| Segment liabilities** | – | – | –2,015.9 | –1,734.3 |
| Capital spending on property, plant and equipment | 64.3 | 85.2 | 181.1 | 251.7 |
| Investments in intangible assets | 55.5 | 10.9 | 105.0 | 35.8 |
| Net cash flows from operating activities | 908.2 | 639.6 | 2,073.9 | 1,216.7 |
| Net cash flows from investing activities | –396.5 | –808.4 | –584.4 | –748.6 |
| Free cash flow | 814.8 | 481.5 | 1,860.2 | 1,380.1 |
| Free cash flow margin (in % of sales) | 29.9 | 19.8 | 23.2 | 18.7 |

*Previous year's figures have been adjusted, see explanations on page 27.
**Reporting period ending on September 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* | Q3 2012 | Q3 2011* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
|---|---|---|---|---|
| **Total EBITDA pre one-time items for the operating businesses** | **817.1** | **684.4** | **2,335.7** | **2,140.1** |
| Corporate and Other | –62.9 | –31.9 | –160.6 | –96.9 |
| **EBITDA pre one-time items Merck Group** | **754.2** | **652.5** | **2,175.1** | **2,043.2** |
| Depreciation and amortization/impairment losses/other | –342.9 | –314.5 | –1,037.4 | –1,254.4 |
| One-time items | –93.2 | –6.2 | –485.7 | 47.6 |
| **Operating result (EBIT)** | **318.1** | **331.8** | **651.9** | **836.4** |
| Financial result | –58.2 | –72.4 | –193.9 | –219.0 |
| **Profit before income tax** | **260.0** | **259.4** | **458.0** | **617.5** |

*Previous year's figures have been adjusted, see explanations on page 27.

One-time items are as follows:

| *€ million* | Q3 2012 | Q3 2011 | Jan.–Sept. 2012 | Jan.–Sept. 2011 |
|---|---|---|---|---|
| Integration/IT-related costs | –6.9 | –5.9 | –23.4 | –26.8 |
| Restructuring costs | –42.8 | – | –408.6 | – |
| Gains/losses from discontinued businesses | –43.5 | –0.3 | –53.7 | 146.6 |
| Acquisition costs | – | – | – | – |
| Other one-time items | – | – | – | –72.2 |
| **One-time items excluding impairment losses** | **–93.2** | **–6.2** | **–485.7** | **47.6** |
| Impairment losses | –11.1 | – | –42.2 | –318.5 |
| **One-time items (Total)** | **–104.3** | **–6.2** | **–527.9** | **–271.0** |

The restructuring costs incurred in the period from January 1 to September 30, 2012 amounting to € 408.6 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 September 30, 2012. In addition, within the scope of the efficiency improvement and cost reduction program, asset impairments of € 23.0 million were recorded. Consequently, restructuring measures resulted in expenses totaling € 431.6 million. The reported gains and losses from discontinued businesses totaling € –53.7 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 previous year 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 reassessment of the business potential of cladribine tablets (€ 50.4 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).

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* | Sept. 30, 2012 | Dec. 31, 2011* |
|---|---|---|
| Assets | 22,273.1 | 22,121.9 |
| Monetary assets (cash and cash equivalents, loans, securities) | –3,001.2 | –2,082.7 |
| Non-operating receivables, income tax receivables, deferred taxes and net defined benefit assets | –1,010.9 | –838.3 |
| **Operating assets (gross)** | **18,261.1** | **19,200.9** |
| Trade accounts payable | –1,297.9 | –1,100.8 |
| Other operating liabilities | –718.0 | –633.5 |
| **Segment liabilities** | **–2,015.9** | **–1,734.3** |
| **Operating assets (net)** | **16,245.2** | **17,466.6** |

*Previous year's figures have been adjusted, see explanations on page 27.

## Notes to the cash flow statement

In the nine-month period from January to September 2012, the net balance of interest paid and interest received resulted in a cash outflow of € 193.1 million (year-earlier period: € 144.7 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.–Sept. 2012 | Jan.–Sept. 2011 |
|---|---|---|
| **Net cash flows from operating activities** | **2,073.9** | **1,216.7** |
| Purchase of intangible assets | –88.0 | –35.8 |
| Purchase of property, plant and equipment | –181.1 | –246.0 |
| Acquisitions | –4.1 | –84.3 |
| Investments in financial assets | –14.6 | –6.5 |
| Disposal of non-current assets | 63.6 | 557.3 |
| Purchase/sale of marketable securities | 10.5 | –21.3 |
| **Free cash flow** | **1,860.2** | **1,380.1** |

## 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.

| | Q3 2012 | Q3 2011* | Jan.–Sept. 2012 | Jan.–Sept. 2011* |
|---|---|---|---|---|
| Profit after tax attributable to Merck KGaA shareholders (net income) (€ million) | 185.5 | 223.9 | 294.9 | 473.6 |
| Weighted average number of theoretical shares outstanding (in millions) | 217.4 | 217.4 | 217.4 | 217.4 |
| **Basic earnings per share (€)** | **0.85** | **1.03** | **1.36** | **2.18** |

*Previous year's figures have been adjusted, see explanations on page 27.

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

## Related-party disclosures

As of September 30, 2012, there were liabilities by Merck Financial Services GmbH, Merck & Cie, Switzerland, and Merck KGaA to E. Merck KG in the amount of € 371.6 million. Additionally, as of September 30, 2012, Merck KGaA had receivables from E. Merck Beteiligungen KG totaling € 3.1 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 liabilities of € 283.5 million, which were subject to standard market interest rates.

From January to September 2012, Merck KGaA performed services for E. Merck KG with a value of € 0.8 million, for E. Merck Beteiligungen KG with a value of € 0.3 million and for Emanuel-Merck-Vermögens-KG with a value of € 0.2 million. 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, November 14, 2012

Karl-Ludwig Kley

Kai Beckmann

Stefan Oschmann

Bernd Reckmann

Matthias Zachert

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

* Employee representative

# Financial calendar 2013

## Annual Press Conference
Thursday, March 7

## Annual General Meeting
Friday, April 26

## Interim Report
Q1 – Wednesday, May 15

## Interim Report
Q2 – Tuesday, August 6

## Interim Report
Q3 – Thursday, November 14

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Published on November 15, 2012
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Concept and design:
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Typesetting: typowerkstatt Dickerhof + Schwarz, Darmstadt