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## Merck and sanofi-aventis to maintain separate businesses in animal health 默克和赛诺菲-安万特仍将在动保领域保持独立运营

**Whitehouse Station, NJ and Paris, France - March 22, 2011** - Merck (NYSE: MRK) and sanofi-aventis (EURONEXT: SAN and NYSE: SNY) announced today the mutual termination of their agreement to form a new animal health joint venture by combining Merial, the animal health business of sanofi-aventis, with Intervet/Schering-Plough, Merck's animal health unit. As a result, each party will keep its current, separate animal health assets and businesses.

美国新泽西州白宫站和法国巴黎，**2011年3月22日**——默克（纽约证交所代号：MRK）和赛诺菲-安万特（欧洲证交所代号：SAN，纽约证交所代号：SNY）今天宣布，双方共同决定终止关于赛诺菲-安万特旗下动保公司梅里亚与默克旗下动保公司英特威/先灵葆雅合并成立新动保合资公司的协议。因此，双方将各自保持其现有的、独立的动保资产和业务。

Since the initial announcement about the intended combination on March 9, 2010, both companies have worked diligently to create the proposed animal health joint venture, including submitting requests for the required antitrust reviews. The companies are discontinuing their agreement primarily because of the increasing complexity of implementing the proposed transaction, both in terms of the nature and extent of the anticipated divestitures and the length of time necessary for the worldwide regulatory review process. Merck and sanofi-aventis mutually determined that ending their plan is in the best interests of both companies and their respective shareholders, as well as the employees of Merial and Intervet/Schering Plough.

自从双方于**2010年3月9日**宣布合资意向以来，双方就一直在为创立拟组建的动保合资公司而努力，包括申请进行必要的反垄断审查。双方终止合并交易，主要是由于预期资产剥离的性质和范围以及全球反垄断审查过程所需的时间跨度，这两方面的原因使得合并交易的执行难度不断增加。默克和赛诺菲-安万特共同决定，终止这项合并计划能使双方公司、各自股东、以及梅里亚和英特威/先灵葆雅的所有员工受益最佳。

Sanofi-aventis remains strongly committed to its animal health activities, which will continue to develop under the Merial brand as a growth platform of its diversified health business. Merial is one of the world's leading innovation-driven animal healthcare companies dedicated to research, development, manufacturing and commercialization of veterinary pharmaceuticals and vaccines, that generated annual sales of US \$ 2.6 billion in 2010.

赛诺菲-安万特将持续地专注于其动保事业的发展，并将沿用“梅里亚”品牌，作为其多元化保健事业一个发展平台。梅里亚作为一个全球动物保健行业的领导者，始终以创新为驱动力，致力于研发、生产和销售兽用化学制品和生物制品，2010年销售总额达26亿美元。

Merck's Intervet/Schering-Plough is a global leader in the research, development, manufacturing and sale of veterinary medicines and generated sales of US \$ 2.9 billion in 2010. Merck remains firmly committed to animal health and intends to capitalize on Intervet/Schering-Plough's broad and innovative portfolio going forward.

默克旗下的英特威/先灵葆雅是全球领先的兽药研发、生产和销售企业，2010年销售总额达29亿美元。默克仍将坚定致力于动物保健事业，并希望充分利用英特威/先灵葆雅品种广泛而充满创新的系列产品大展鸿图。

As a result of termination, both Merial and Intervet/Schering-Plough will continue to operate independently. The termination of the agreement is without penalty to either party and each party is responsible for its own expenses.

由于协议终止，梅里亚以及英特威/先灵葆雅仍将保持独立运营。协议终止之后双方无需支付违约金，并将各自承担其相关的费用。

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### **About Merck**

Today's Merck is a global healthcare leader working to help the world be well. Merck is known as MSD outside the United States and Canada. Through our prescription medicines, vaccines, biologic therapies, and consumer care and animal health products, we work with customers and operate in more than 140 countries to deliver innovative health solutions. We also demonstrate our commitment to increasing access to healthcare through far-reaching policies, programs and partnerships. For more information, visit [www.merck.com](http://www.merck.com).

#### 默克简介

今日的“默克公司”作为一个全球保健行业的领导者，致力于全球福祉。在美国和加拿大以外的地区又称“默沙东公司”。通过我们的处方药、疫苗、生物治疗，以及个人护理和动物保健产品，我们与客户一起为全球140多个国家提供创新的健康解决方案。我们通过制定具有深远意义的政策，开展影响广泛的项目，并通过世界各地的合作伙伴来实现我们的承诺，即“帮助更多的人获得医药”。更多的信息，请登陆[www.merck.com](http://www.merck.com)

### **About sanofi-aventis**

Sanofi-aventis, a leading global pharmaceutical company, discovers, develops and distributes therapeutic solutions to improve the lives of everyone. Sanofi-aventis is listed in Paris (EURONEXT: SAN) and in New York (NYSE: SNY). For more information, visit [www.sanofi-aventis.com](http://www.sanofi-aventis.com).

#### 赛诺菲-安万特简介

法国赛诺菲-安万特集团（sanofi-aventis）作为一个全球领先的制药公司，不断研究、发展和推广医疗方案，以提高每个人的生活质量。赛诺菲-安万特分别在巴黎（欧洲证交所代号：SAN）和纽约（纽约证交所代号：SNY）上市。更多的信息，请登陆[www.sanofi-aventis.com](http://www.sanofi-aventis.com)

## **About Intervet/Schering-Plough Animal Health**

Intervet/Schering-Plough Animal Health, based in Boxmeer, the Netherlands, is focused on the research, development, manufacturing and marketing of animal health products. The company offers customers one of the broadest, most innovative animal health portfolios, including products to prevent, treat and control disease in all major farm and companion animal species as well as products for reproduction management. Intervet/Schering-Plough Animal Health: subsidiaries of Merck & Co. Inc., Whitehouse Station NJ, USA. For more information, visit [www.intervet.com](http://www.intervet.com).

### 英特威/先灵葆雅动物保健简介

英特威/先灵葆雅动物保健总部位于荷兰 Boxmeer，致力于研发、生产和销售最广泛、最先进的动保产品，以帮助预防、治疗和控制各种经济动物和伴侣动物的疾病，提高其产能和体能。英特威/先灵葆雅动物保健是美国默克公司（Merck & Co., Inc.）下属的子公司。默克公司总部位于美国新泽西州白宫站。更多的信息，请登陆 [www.intervet.com](http://www.intervet.com)。

## **About Merial**

Merial is a world-leading, innovation-driven animal health company, providing a comprehensive range of products to enhance the health, well-being and performance of a wide range of animals. Merial employs approximately 5,600 people and operates in more than 150 countries worldwide. Formed in 1997, Merial is a leading animal health company that was a 50/50 joint venture between Merck and sanofi-aventis and is now a wholly-owned subsidiary of sanofi-aventis, after sanofi-aventis acquired Merck's interest in Merial for a cash consideration of \$4 billion (US) in 2009. For more information, please visit [www.merial.com](http://www.merial.com).

### 梅里亚简介

梅里亚（Merial）公司作为一个全球动物保健行业的领导者，始终以创新为驱动力，旨在为多种动物提供品种齐全的产品以强化其健康、福祉和体能。梅里亚（Merial）全球约有 5600 名雇员，业务遍及 150 多个国家。创立于 1997 年，梅里亚（Merial）是美国默克公司（Merck & Co., Inc.）和法国赛诺菲-安万特集团（sanofi-aventis）股权对等的合资公司，是动保行业的领导者。2009 年，赛诺菲-安万特按 40 亿美元现金的价格收购默克在梅里亚所持股权，目前她是赛诺菲-安万特的全资子公司。更多的信息，请登陆 [www.merial.com](http://www.merial.com)

## **Forward-Looking Statement by Merck**

### 默克前瞻性声明

This news release includes “forward-looking statements” within the meaning of the safe harbor provisions of the United States Private Securities Litigation Reform Act of 1995. Such statements may include, but are not limited to, statements about the benefits of the merger between Merck and Schering-Plough, including future financial and operating results, the combined company's plans, objectives, expectations and intentions and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Merck's management and are subject to significant risks and uncertainties. Actual results may differ from those set forth in the forward-looking statements. The following factors, among others, could cause actual results to differ from those set forth in the forward-looking statements: the possibility that the expected synergies from the merger of Merck and Schering-Plough will not be realized, or will not be realized within the expected time period; the impact of pharmaceutical industry regulation and health care legislation; the risk that the businesses will not be integrated successfully; disruption from the merger making it more difficult to maintain business and operational relationships; Merck's ability to accurately predict future market conditions; dependence on the effectiveness of Merck's patents and other protections for innovative products; the risk of new and changing regulation and health policies in the U.S. and internationally and the exposure to litigation and/or regulatory actions. Merck undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in Merck's 2010 Annual Report on Form 10-K and the company's other filings with the Securities and Exchange Commission (SEC) available at the SEC's Internet site ([www.sec.gov](http://www.sec.gov)).

本新闻包含符合《1995 年美国私人证券诉讼改革法案》中安全港条例的前瞻性声明。这些前瞻性声明包括但不限于默克与先灵葆雅进行合并的收益，未来财务业绩和运营业绩，合并后公司的“计划”、“目

标”、“预期”和“打算”，以及其他非历史事实的声明。这些前瞻性声明是基于默克管理层目前的信念和预期，受制于诸多风险和不确定性因素，其实际结果可能与这些前瞻性声明中所预计的结果有很大出入。这些风险和不确定性因素包括但不限于，默克与先灵葆雅合并后企业预期的协同作用可能无法发挥，或者无法在预期的时间内见效；化药行业法规和动保立法的限制；合并后业务能否成功整合的风险；合并使业务中断，并难以保持业务和运营关系；默克准确预测未来市场条件的能力；对默克专利权有效期的依赖，以及对创新产品的其他保护方法的依赖；美国和国际有关健康保健的法规政策的更新和改变，以及遭遇诉讼和/或管制行动的风险。无论将来是否有新的信息、事件发生，默克不承担更新任何前瞻性声明的义务。更多可能导致实际结果与前瞻性声明发生重大偏差的因素，请参考默克的 2010 年 10-K 表年度报告，以及默克向美国证券交易委员会（SEC）提交的其他文件（查询网站 [www.sec.gov](http://www.sec.gov)）。

## **Forward Looking Statements by sanofi-aventis**

### 赛诺菲-安万特前瞻性声明

This press release contains forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995, as amended. Forward-looking statements are statements that are not historical facts. These statements include projections and estimates and their underlying assumptions, statements regarding plans, objectives, intentions and expectations with respect to future financial results, events, operations, services, product development and potential and statements regarding future performance. Forward-looking statements are generally identified by the words “expects”, “anticipates”, “believes”, “intends”, “estimates”, “plans” and similar expressions. Although sanofi-aventis’ management believes that the expectations reflected in such forward-looking statements are reasonable, investors are cautioned that forward-looking information and statements are subject to various risks and uncertainties, many of which are difficult to predict and generally beyond the control of sanofi-aventis, that could cause actual results and developments to differ materially from those expressed in, or implied or projected by, the forward-looking information and statements. These risks and uncertainties include among other things, the uncertainties inherent in research and development, future clinical data and analysis, including post marketing, decisions by regulatory authorities, such as the FDA or the EMA, regarding whether and when to approve any drug, device or biological application that may be filed for any such product candidates as well as their decisions regarding labeling and other matters that could affect the availability or commercial potential of such products candidates, the absence of guarantee that the products candidates if approved will be commercially successful, the future approval and commercial success of therapeutic alternatives, the Group’s ability to benefit from external growth opportunities as well as those discussed or identified in the public filings with the SEC and the AMF made by sanofi-aventis, including those listed under “Risk Factors” and “Cautionary Statement Regarding Forward-Looking Statements” in sanofi-aventis’ annual report on Form 20-F for the year ended December 31, 2010. Other than as required by applicable law, sanofi-aventis does not undertake any obligation to update or revise any forward-looking information or statements.

本新闻包含符合《1995 年美国私人证券诉讼改革法案》修正案界定的前瞻性声明。这些前瞻性声明并非历史事实。这些声明包括预测和估计及其基本假设，与公司未来财务业绩、事件、运营、服务、产品开发和潜力有关的计划、目标、打算和预期的声明，以及关于公司未来业绩的声明。通常可以利用诸如“预测”、“预计”、“相信”、“打算”、“估计”以及“计划”等措辞，以及类似表达法来界定这些前瞻性声明。尽管赛诺菲-安万特管理层认为这些前瞻性声明中所反映的预期具有合理性，投资者仍需注意这些前瞻性信息和声明会受制于诸多风险和不确定性因素，其中有很多都很难预测和一般都超出了赛诺菲-安万特控制范围，它们都可能导致实际结果和发展情况与这些前瞻性声明中所表达、暗示或预计的结果有很大出入。这些风险和不确定性因素包括但不限于研发、未来的临床数据和分析时所固有的不确定性，后期营销，法规机构（如 FDA 或 EMA）的相关决策，如是否以及何时批准任何与此类候选产品相关联的药品、设备或生物制品的申请，对标签和其他可能影响此类候选产品的上市或营销的相关事项的决策，还包括缺少担保（即担保此类候选产品一旦获批后是否能成功营销），未来治疗用替换药物的审批和营销成功与否，集团从外部发展机遇中获益的能力，以及赛诺菲-安万特向美国证券交易委员会（SEC）和法国金融市场管理局（AMF）提交的公开文件中所讨论或提出的内容，还有赛诺菲-安万特的截至 2010 年 12 月 31 日的 20-F 表年度报告中“风险因素”和“关于前瞻性声明的警戒性声明”条目下列出的各种因素。除适用法律要求之外，赛诺菲-安万特不承担更新或修改任何前瞻性信息或声明的任何义务。