

Press Release 新闻发布



Sanofi-aventis 赛诺菲-安万特	Merck 默克	Schering-Plough 先灵葆雅
Media Contact 新闻发言人:	Media Contact 新闻发言人:	Media Contact 新闻发言人:
Jean-Marc Podvin	David Caouette	Fred Malley
+33 1 53 77 44 50	(908) 423 34 61	(908) 298-7428
Investor Contact 投资联系人:	Investor Contact 投资联系人:	Investor Contact 投资联系人:
Sébastien Martel	Eva Boratto	Janet Barth
+33 1 53 77 45 45	(908) 423-5185	(908) 298-7436

CONFERENCE CALL & WEBCAST

新闻发布会 与 视频

**Sanofi-aventis will host a conference call today, Thursday July 30, 2009
at 7:45 a.m. CET**

赛诺菲-安万特公司于 2009 年 7 月 30 日星期四, 欧洲中部当地时间早上 7:45,
召开了新闻发布会

See details for the conference call at the end or the release.
有关新闻发布会, 详见附后

Sanofi-aventis to Acquire Merck's Interest in Merial 赛诺菲-安万特收购默克所持梅里亚股份

**Agreement includes option for sanofi-aventis to combine Merial with
Intervet/Schering-Plough Animal Health in new equally owned joint venture with the new Merck**
协议中包括赛诺菲-安万特可选择将梅里亚与

新默克公司旗下的英特威/先灵葆雅动物保健部进行合并, 组成新的合资公司, 双方股权对等

Future joint venture would be a global leader in animal health
未来的合资公司将成为全球动物保健行业的领袖

PARIS, FRANCE, WHITEHOUSE STATION, NJ and KENILWORTH, N.J. - July 30, 2009 - Sanofi-aventis (EURONEXT: SAN and NYSE: SNY) and Merck & Co., Inc. (NYSE: MRK) today announced that the companies have signed a definitive agreement under which Merck will sell its 50 percent interest in the companies' current animal health joint venture, Merial Limited (Merial), to sanofi-aventis for \$4 billion (US) in cash. Formed in 1997, Merial is a leading animal health company that is a 50/50 joint venture between Merck and sanofi-aventis. Following the close of the transaction, sanofi-aventis will own 100 percent of Merial.

法国巴黎、美国新泽西州白宫站和美国新泽西州肯尼沃思, 2009 年 7 月 30 日——赛诺菲-安万特(欧洲证交所代号: SAN, 纽约证交所代号: SNY) 和美国默克公司(纽约证交所代号: MRK) 今天宣布, 双方已签署有关赛诺菲-安万特收购默克所持梅里亚股权的最终协议。根据该协议, 赛诺菲-安万特将按 40 亿美元现金的价格收购默克在梅里亚所持有的 50% 股权。梅里亚创立于 1997 年, 是动物保健行业的领导者, 是由默克和赛诺菲-安万特共同创办、双方股权对等的合资公司。收购交易结束后, 赛诺菲-安万特将持有梅里亚 100% 的股权。

Sanofi-aventis said the acquisition price values Merial on the basis of 3.0 x 2008 sales and 10.2 x 2008 earnings before interest and taxes (EBIT). The acquisition is expected to be accretive to sanofi-aventis' adjusted net income from the first year.

赛诺菲-安万特表示，梅里亚的收购价格按梅里亚 2008 年销售额乘以 3.0 以及 2008 年息前、税前收入乘以 10.2 计算而得。此次收购将从交易结束后的第一年起给赛诺菲-安万特的调整后净收入带来增值。

In addition to the Merial agreement, Merck, sanofi-aventis and Schering-Plough announced the signing of a call option agreement. Under the terms of the call option agreement, following the closing of the Merck/Schering-Plough merger, sanofi-aventis would have an option to combine the Intervet/Schering-Plough Animal Health business with Merial to form an animal health joint venture that would be owned equally by the new Merck and sanofi-aventis.

除收购梅里亚的协议外，默克、赛诺菲-安万特和先灵葆雅公司同时宣布签署一项购买选择权协议。根据该协议有关条款，默克与先灵葆雅完成合并后，赛诺菲-安万特可选择将梅里亚与新默克公司旗下的英特威/先灵葆雅动物保健部进行合并，成立一家新的股权对等的动保合资公司。

"These agreements should enable us to proceed expeditiously with the closing of our merger with Schering-Plough in the fourth quarter as planned, and also gain an outstanding animal health business through Intervet/Schering-Plough Animal Health," said Richard T. Clark, Merck chairman, president and chief executive officer. *"We are pleased that our long-time partner sanofi-aventis will purchase Merck's interest in Merial, the successful joint venture we built together,"* he added. *"We look forward to the potential opportunity to bring together the strong animal health businesses of sanofi-aventis and the new Merck."*

默克董事长、总裁兼首席执行官 Richard T. Clark 表示：“上述协议能加快我们预定在第四季度完成的与先灵葆雅的合并，并确保我们获得业绩出众的英特威/先灵葆雅动物保健业务。梅里亚是默克与赛诺菲-安万特共同创办的一家非常成功的合资公司。我们非常高兴我们的长期合作伙伴将收购我们在梅里亚的股权，并期待新默克在未来能有机会与赛诺菲-安万特联手打造实力雄厚的动物保健业务。”

Commenting on these agreements, Christopher A. Viehbacher, Chief Executive Officer of sanofi-aventis said: *"We are pleased with the acquisition of Merial, a major global player in animal health, and the possibility of combining Merial and Intervet/Schering-Plough's complementary businesses. The combination would create a new leader in this USD 19 billion global animal health market, supporting our vision of a global diversified healthcare leader. In an environment of increasing complexity, I am convinced that alliances have an important place and I look forward to the prospect of further partnering with the new Merck in animal health to build on our longstanding relationship."*

赛诺菲-安万特首席执行官魏巴赫（Christopher A. Viehbacher）先生表示：“我们非常高兴收购全球领先的动物保健企业梅里亚，并对有机会将梅里亚与英特威/先灵葆雅的互补业务进行合并满怀欣喜。与英特威/先灵葆雅的合作将可能在总值 190 亿美元的全球动物保健市场催生出新的领军企业，并帮助我们实现远景——成为全球多元化保健市场的领军者。上述合作在日益复杂的市场环境下具有重要的意义，我们期待与新默克公司在动物保健领域展开进一步合作，续写赛诺菲-安万特与默克长期合作的佳话。”

The sale of Merck's interest in the Merial joint venture is subject to clearance by the European antitrust authorities. Merck said it anticipates completing the transaction before its planned merger with Schering-Plough is finalized, which is expected to occur during the fourth quarter of 2009. Following the close of Merck's merger with Schering-Plough, sanofi-aventis would have an opportunity to conduct due diligence before any exercise of its call option to form the new joint venture.

默克出售梅里亚股权目前正在等待欧洲反垄断监管机构的放行。默克预期，出售梅里亚的股权将先于 2009 年第四季度默克与先灵葆雅完成合并前结束。默克完成与先灵葆雅的合并后，赛诺菲-安万特将在进行审慎调查后决定是否行使购买选择权，与新默克在动物保健领域成立新的合资公司。

As part of the call option agreement, the value of Merial has been fixed at \$8 billion (US). The minimum total value received by the new Merck and its affiliates by contributing Intervet/Schering-Plough to the combined entity would be \$9.25 billion (US), consisting of a floor valuation of Intervet/Schering-Plough of \$8.5 billion (US) (subject to potential upward revision based on a valuation exercise by the two parties) and an additional payment of \$750 million (US). Based on the valuation exercise of Intervet/Schering-Plough and customary transaction

adjustments, if Merck and Intervet/Schering-Plough are combined, a true-up payment would be paid to establish a 50/50 joint venture with equal ownership between the new Merck and sanofi-aventis.

根据上述购买选择权协议，梅里亚的估价被定为 80 亿美元。如果英特威/先灵葆雅的动物保健与梅里亚实现合并，新默克及其下属公司将获得的最低总价为 92.5 亿美元，其中包括英特威/先灵葆雅的底价 85 亿美元（该底价根据双方估价有可能上调）和 7.5 亿美元的追加付款。根据对英特威/先灵葆雅的估价和交易调整惯例，如果梅里亚和英特威/先灵葆雅合并，新默克和赛诺菲-安万特将在补充资金后建立双方股权对等的合资公司。

Any formation of a new animal health joint venture with sanofi-aventis is subject to customary closing conditions including antitrust review in the United States and Europe.

新默克与赛诺菲-安万特组建任何新的动保合资公司都将面临美国与欧洲监管机构包括反垄断在内的例行审查。

Between September 30, 2009 and the closing of the merger between Merck and Schering-Plough, the agreements provide Merck with certain rights to terminate the option for a fee of \$400 million or \$600 million (US).

根据协议，在 2009 年 9 月 30 日到默克与先灵葆雅完成合并期间，默克有权通过支付 4 亿美元或 6 亿美元，来终止上述购买选择权。

The companies said Merck and Intervet/Schering-Plough Animal Health will continue to operate independently until the closing of any potential combination of Merck and Intervet/Schering-Plough Animal Health.

三方表示，在梅里亚与英特威/先灵葆雅动物保健可能的合并完成之前，梅里亚和英特威/先灵葆雅动物保健将保持独立运营。

About Merck

Merck & Co., Inc. is a global research-driven pharmaceutical company dedicated to putting patients first. Established in 1891, Merck discovers, develops, manufactures and markets vaccines and medicines to address unmet medical needs. The Company devotes extensive efforts to increase access to medicines through far-reaching programs that not only donate Merck medicines but help deliver them to the people who need them. Merck also publishes unbiased health information as a not-for-profit service. For more information, visit www.merck.com.

默克简介

美国默克制药公司（Merck & Co., Inc.）作为一个以人为本的全球制药公司，始终以研发为驱动力。自 1891 年成立以来，默克不断研究、发展、生产和营销疫苗和化药，最大程度地满足医疗市场的需求。为了帮助更多的人获得医药，默克投入大量人力物力开展具有深远意义的项目，不仅捐赠了默克的药品，还帮助把药品发放到真正需要的人们手中。作为公益服务的一部分，默克还发布无偏见的健康保健信息。更多的信息，请登陆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).

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。

About Schering-Plough

Schering-Plough is an innovation-driven, science-centered global health care company. Through its own biopharmaceutical research and collaborations with partners, Schering-Plough creates therapies that help save and improve lives around the world. The company applies its research-and-development platform to human prescription, animal health and consumer health care products. Schering-Plough's vision is to "Earn Trust, Every Day" with the doctors, patients,

customers and other stakeholders served by its colleagues around the world. The company is based in Kenilworth, N.J., and its Web site is www.schering-plough.com.

先灵葆雅简介

先灵葆雅公司是一家以创新为驱动，科研为中心的全球健康保健公司。通过内部生物制药研究及与战略伙伴的合作，公司研发各种治疗方案，以挽救世界各地病患的生命，提高其生活质量。先灵葆雅的研发平台涉及人用处方药、动物保健产品和健康消费品。先灵葆雅的愿景是在其服务的全球各地的医生、患者、客户和其他利益相关者中“日益赢得信赖”。先灵葆雅公司总部位于美国新泽西州的肯尼沃思，公司的网站是 www.schering-plough.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 5,700 people and operates in more than 150 countries worldwide. Merial Limited is a joint venture between Merck & Co., Inc. and sanofi-aventis. For more information, please see 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 5700 名雇员，业务遍及 150 多个国家。梅里亚（Merial）是美国默克制药公司（Merck & Co., Inc.）和法国赛诺菲-安万特集团（sanofi-aventis）的合资公司。更多的信息，请登陆www.merial.com

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 product development, product potential projections and estimates and their underlying assumptions, statements regarding plans, objectives, intentions and expectations with respect to future events, operations, products and services, 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 EMEA, 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 labelling 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, 2008. 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。这些声明包括产品开发、产品潜力预测和估计及其基本假设，与公司未来事件、运营、产品和服务有关的计划、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 EMEA) 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 2008 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。

Forward Looking Statements by Schering-Plough

先灵葆雅前瞻性声明

This communication also 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 proposed merger between Merck and Schering-Plough, the timing and completion of the sale of Merck’s interest in Merial to sanofi-aventis, the exercise of sanofi-aventis’s call option, and other statements that are not historical facts. Such statements are based upon the current beliefs and expectations of Merck’s and Schering-Plough’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 ability to obtain governmental and self-regulatory organization approvals of the merger on the proposed terms and schedule; the failure of Schering-Plough or Merck stockholders to approve the merger; the possibility that the merger does not close, including, but not limited to, due to the failure to satisfy the closing conditions; the ability to obtain governmental approvals of the sale of Merck’s interest in Merial to sanofi-aventis; and the failure of sanofi-aventis to exercise the call option. Schering-Plough 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 Schering-Plough’s Quarterly Report on Form 10-Q for the period ended June 30, 2009, the merger proxy statement/prospectus filed June 25, 2009, and Schering-Plough’s other filings with the Securities and Exchange Commission (the “SEC”) available at the SEC’s Internet site (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, 赛诺菲-安万特收购默克所持梅里亚股份的时间和交易完成情况, 赛诺菲-安万特行使购买选择权的情况, 以及其他非历史事实的声明。这些前瞻性声明是基于默克和先灵葆雅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, 此次合并按照已拟定的条款和时间表能否获得政府和自我监管机构的放行, 先灵葆雅或默克的股东是否同意此次合并, 此次合并由于(但不限于)无法满足成交条件而不能完成合并的可能性, 赛诺菲-安万特收购默克所持梅里亚股份能否获得政府同意, 赛诺菲-安万特是否行使购买选择权等。无论将来是否有新的信息、事件发生, 先灵葆雅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, 请参考先灵葆雅的截至 2009 年 6 月 30 日的 10-Q 表季度报告, 2009 年 6 月 25 日的合并委托书/招股说明书, 以及先灵葆雅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)。

Forward Looking Statements by Merck

默克前瞻性声明

This communication also 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 proposed 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 and Schering-Plough’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 proposed merger of Merck and Schering-Plough will not be realized, or will not be realized within the

expected time period, due to, among other things, the impact of pharmaceutical industry regulation and pending legislation that could affect the pharmaceutical industry; the ability to obtain governmental and self-regulatory organization approvals of the merger on the proposed terms and schedule; the actual terms of the financing required for the merger and/or the failure to obtain such financing; the failure of Schering-Plough or Merck stockholders to approve the merger; the risk that the businesses will not be integrated successfully; disruption from the merger making it more difficult to maintain business and operational relationships; the possibility that the merger does not close, including, but not limited to, due to the failure to satisfy the closing conditions; 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 2008 Annual Report on Form 10-K, Current Report on Form 8-K filed on June 22, 2009, Merck's other filings with the Securities and Exchange Commission (the "SEC") available at the SEC's Internet site (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和先灵葆雅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，原因可能是（但不限于）化药行业法规的限制以及一些可能影响该行业的特定立法的限制；此次合并按照已拟定的条款和时间表能否获得政府和自我监管机构的放行；合并所需的实际融资条件和/或能否获得此项融资；先灵葆雅或默克的股东是否同意此次合并；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；此次合并由于（但不限于）无法满足成交条件而不能完成合并的可能性；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2008年10-K表年度报告，2009年6月22日8-K表的现状报告，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）。

#

CONFERENCE CALL & WEBCAST 新闻发布会 与 视频

Sanofi-aventis will host a conference call today, Thursday July 30, 2009 at 7:45 a.m. CET
赛诺菲-安万特公司于2009年7月30日星期四，欧洲中部当地时间早上7:45，召开了新闻发布会

Call-in numbers 会议呼入号码:

France 法国: +33 (0)1 72 26 06 12

UK 英国: +44 (0)161 601 8918

Replay会议重放号码:

France 法国: +33 (0)1 72 28 01 49

UK 英国: +44 (0)207 075 3214

USA 美国: +1 866 828 2261

Access code 密码: 296292#

Replay available until August 9, 2009

会议重放将持续到2009年8月9日

The presentation and a webcast of the conference call will be available on our website: www.sanofi-aventis.com. 欲知新闻发布会的演讲稿和视频，请登录网站www.sanofi-aventis.com

The presentation will be followed by a Q&A session. 新闻发布会后有问答环节。