

Press Release 新闻发布



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CONFERENCE CALL & WEBCAST

新闻发布会 与 视频

Sanofi-aventis and Merck will host a conference call today, Tuesday March 9, 2010 at 2:00 p.m. (Paris Time - CET) - 8:00 a.m. (NY Time - EST)

赛诺菲-安万特公司和默克公司于 **2010年3月9日** 星期二, 巴黎时间下午 **2:00**, 纽约时间上午 **8:00**, 召开新闻发布会

See details for the conference call at the end of the release.

有关新闻发布会, 详见附后

Sanofi-aventis and Merck to create a Global Leader in Animal Health 赛诺菲-安万特和默克联手打造全球动保领导者

- Sanofi-aventis exercises its option to combine Merial with Intervet/Schering-Plough in a new equally-owned Joint Venture with Merck -

- 赛诺菲-安万特行使购买选择权

将梅里亚与默克旗下的英特威/先灵葆雅进行合并, 组成新的合资公司, 双方股权对等 -

Paris, France and Whitehouse Station, NJ. - March 9, 2010 - Sanofi-aventis (EURONEXT: SAN and NYSE: SNY) and Merck & Co., Inc. (NYSE: MRK) announced today that sanofi-aventis has exercised its option to combine Merial with Intervet/Schering-Plough, Merck's Animal Health business, to create a global leader in Animal Health.

法国巴黎和美国新泽西州白宫站, 2010年3月9日——赛诺菲-安万特(欧洲证交所代号: SAN, 纽约证交所代号: SNY)和默克(纽约证交所代号: MRK)今天宣布, 赛诺菲-安万特已经行使购买选择权, 将梅里亚与默克旗下的英特威/先灵葆雅进行合并, 打造动保行业的全球领导者。

The new joint venture will be equally-owned by Merck and sanofi-aventis. The formation of this new animal health joint venture is subject to execution of final agreements, antitrust review in the United States, Europe and other countries and other customary closing conditions. The completion of the transaction is expected to occur in approximately the next 12 months.

由默克和赛诺菲-安万特共同组建、双方股权对等的新合资公司, 尚需等待最终协议的执行, 并将面临欧美及其他国家监管机构包括反垄断在内的例行审查。整个合并交易预计将在今后 12 个月内完成。

“The upcoming combination of Merial and Intervet/Schering-Plough is an exciting opportunity for sanofi-aventis to create with Merck a leading company in the Animal Health strategic and growing sector”, said Christopher A. Viehbacher, Chief Executive Officer of sanofi-aventis. “I am convinced that, together, we will create strong value in bringing broader and improved offerings in both pet and production animal segments. This transaction represents another consistent milestone in our diversification strategy to bring sustainable growth to sanofi-aventis”.

赛诺菲-安万特首席执行官魏巴赫（Christopher A. Viehbacher）先生表示：“动物保健是个具有战略意义和快速发展的领域，而梅里亚与英特威/先灵葆雅即将进行的合并是赛诺菲-安万特与默克在这个领域里共同创造新的领军企业的极佳机会。我坚信通过双方的合作，我们一定能在伴侣动物和经济动物市场注入新的活力，提供更丰富、更齐全的产品。此次合并也是我们始终坚持的以多元化战略促可持续发展道路上的又一个重要里程碑。”

“Merck has been in the animal health business for well over six decades and through this new joint venture, we will bolster our diverse portfolio and create a new global competitor poised for growth,” said Richard T. Clark, Merck Chairman, President and Chief Executive Officer. “This new joint venture delivers on Merck's commitment to customer focus by creating one of the broadest portfolios of animal health products and services in pharmaceuticals and biologics for millions of customers who include farmers, veterinarians and pet owners. The planned joint venture will have an attractive geographical network of global technology and expertise to provide health solutions based on customers' needs, which often vary regionally.”

默克董事长、总裁兼首席执行官 Richard T. Clark 表示：“默克已经在动保领域发展整整 60 多年。通过这个新的合资公司，我们将更进一步完善多元化的产品结构，在全球动保领域缔造一个新的强有力的竞争者以蓄势待发。此次合并也进一步表达了默克“客户至上”的理念，为包括农场主、兽医和宠物主人在内的数以百万计的客户，提供最广泛、品种最齐全的化药和疫苗产品及服务。新的合资公司将拥有得天独厚的全球技术网络，按各地区不同的客户需求提供个性化的解决方案。”

The enterprise value of Merial has been fixed at \$8 billion and the enterprise value of Intervet/Schering-Plough at \$8.5 billion, leading to a true-up payment of \$ 250 million to Merck to establish a 50/50 joint venture. An additional amount of \$750 million will be paid by sanofi-aventis, as per the terms of the agreement signed on July 29, 2009. All payments, including adjustments for debt and certain other liabilities will be made upon closing of the transaction. This new joint venture will offer a broader portfolio of animal health products and services in pharmaceuticals and biologics, as well as the ability to capitalize on growth opportunities in all fields and countries around the world.

梅里亚的市值被定为 80 亿美元，而英特威/先灵葆雅的市值被定为 85 亿美元，赛诺菲-安万特将需支付默克 2.5 亿美元以成立股权对等的合资公司。另外，根据双方于 2009 年 7 月 29 日签署的协议，赛诺菲-安万特还需支付 7.5 亿美元的追加付款。所有付款（包括债务调整以及其他特定负债在内）将在合并完成前支付完毕。新的动保合资公司将能提供品种更齐全的化药和疫苗产品及服务，并能利用动保领域里的一切机会在世界各地发展。

The worldwide animal health market reached \$19 billion in 2008. Products for companion animals accounted for 40 percent of total sales while products for production animals accounted for the remaining 60 percent of total sales. This market is expected to grow at around 5 percent per year over the next 5 years, driven by a growing demand for animal proteins, as well as a strong consumer needs for companion animal health care.

2008 年全球动保市场总值达 190 亿美元，其中伴侣动物和经济动物产品各占总销售额的 40%和 60%。预计在未来 5 年内，在不断增长的肉制品需求，以及强劲的宠物保健品消费需求的带动下，全球动保市场将以每年 5%的速度递增。

The companies said that both Merial and Intervet/Schering-Plough will continue to operate independently until the closing of the transaction.

双方表示，在合并完成之前，梅里亚和英特威/先灵葆雅将保持独立运营。

About Merck

Today's Merck is working to help the world be well. Through our medicines, vaccines, biologic therapies, and consumer and animal 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 health care through far-reaching programs that donate and deliver our products to the people who need them. Merck. Be Well. For more information, visit www.merck.com.

默克简介

今日的默克致力于全球福祉。通过我们的化药、疫苗、生物治疗，以及消费品和动保产品，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。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。默克。健康与福祉。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 Intervet/Schering Plough

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, spanning products to support performance and to prevent, treat and control disease in all major farm and companion animal species. Intervet/Schering-Plough Animal Health is a fully owned business unit of Merck & Co., Inc., based in Whitehouse Station NJ, USA. For more information about Intervet/Schering-Plough Animal Health visit: www.intervet.com and www.merck.com.

英特威/先灵葆雅简介

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.) 下属的动保部。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 和 www.merck.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. 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 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。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。自 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后，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

Forward Looking Statements 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, due to, among other things, the impact of pharmaceutical industry regulation and pending legislation that could affect the pharmaceutical industry; 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 2009 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).

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，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；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 2009 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）。

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, 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 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。

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TUESDAY MARCH 9, 2010 - CONFERENCE CALL & WEBCAST

2010 年 3 月 9 日星期二——新闻发布会 与 视频

Sanofi-aventis and Merck will host a conference call today, Tuesday March 9, 2010 at 2:00 p.m. CET (8:00 a.m. EST)

赛诺菲-安万特公司和默克公司于 2010 年 3 月 9 日星期二，巴黎时间下午 2:00，纽约时间上午 8:00，召开了新闻发布会。

Call-in numbers 会议呼入号码:

France 法国: +33 (0)1 72 00 15 29

UK 英国: +44 (0) 203 367 94 59

USA 美国: +1 866 907 59 28

Replay 会议重放号码:

France 法国: +33 (0)1 72 00 15 00

UK 英国: +44 (0) 203 367 94 60

USA 美国: +1 877 642 30 18

Access code 密码: 269754#

Replay available until March 19, 2010

会议重放将持续到 2010 年 3 月 19 日

The presentation and a webcast of the conference call will be available on the websites www.sanofi-aventis.com and www.merck.com.

欲知新闻发布会的演讲稿和视频，请登录网站 www.sanofi-aventis.com 和 www.merck.com

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