

Figure 1: Merck & Co. product lifecycle stage analysis, 2008–13

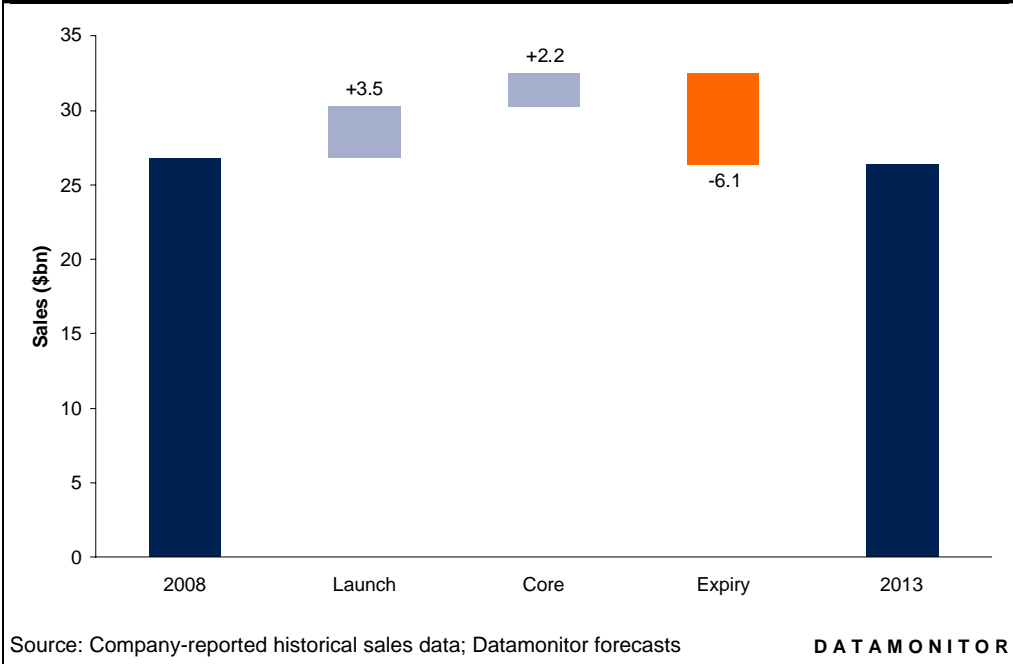


Figure 2: Merck & Co. and Schering-Plough total sales (\$bn), 2008–13

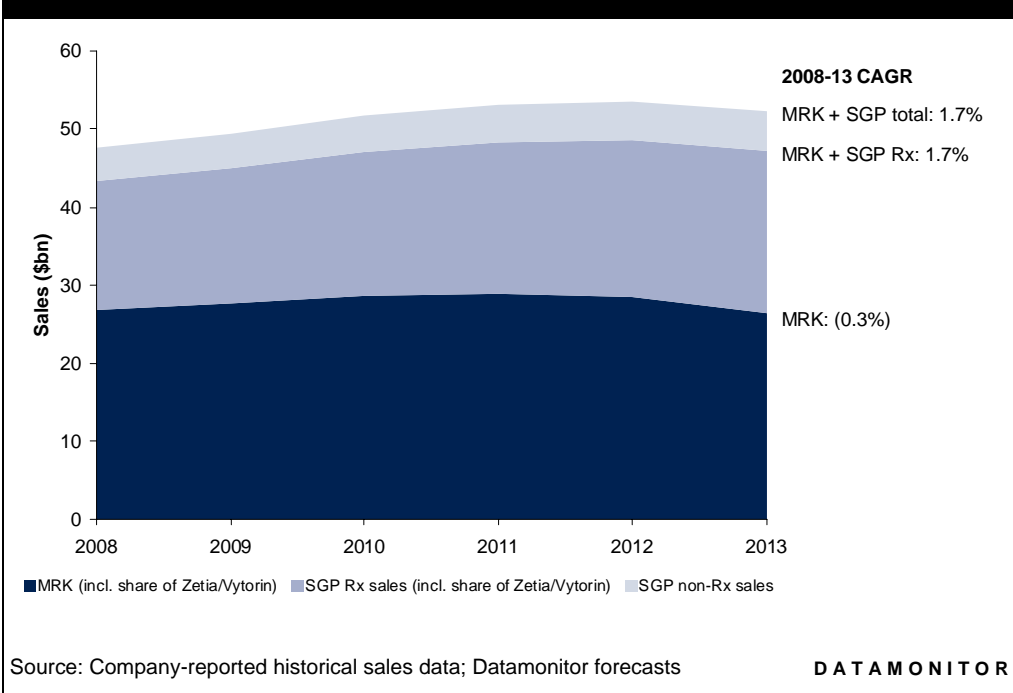


Figure 3: Merck & Co.'s forecast operating performance, 2008–13

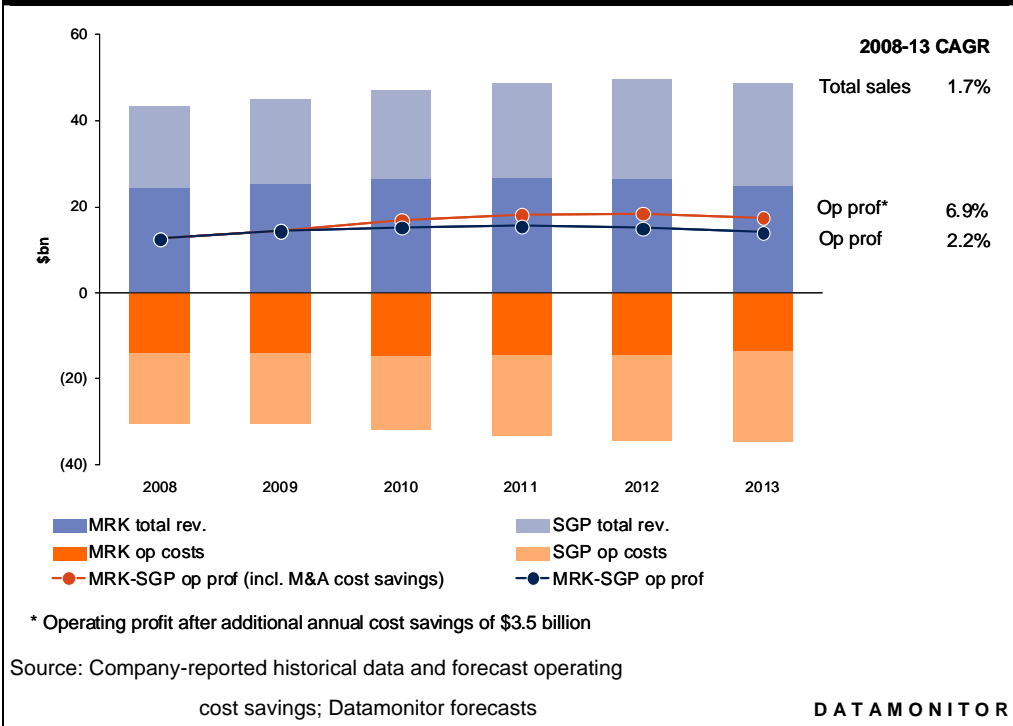


Figure 4: Merck & Co.'s molecule type focus, percentage of prescription pharma sales (%), 2008

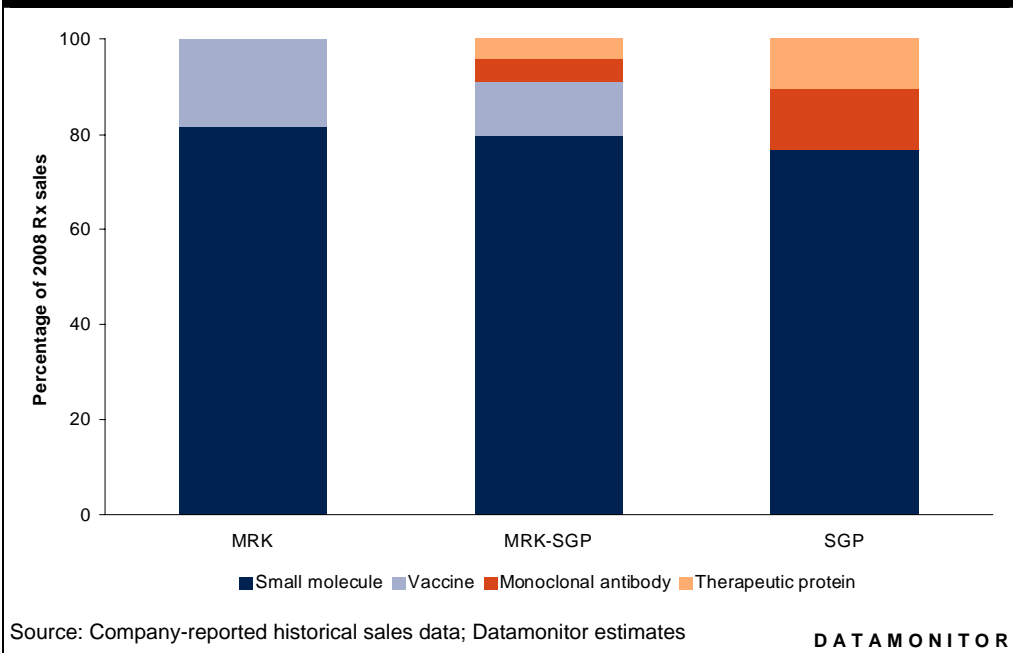
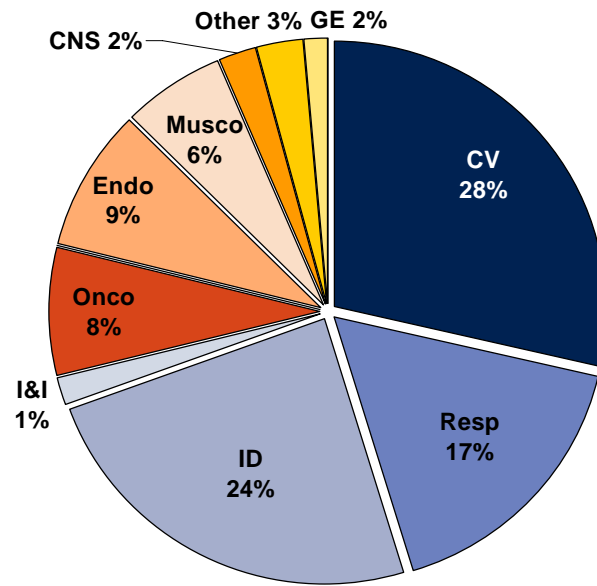


Figure 5: Merck's therapy area focus, 2008



CV – Cardiovascular; Resp – Respiratory; ID – Infectious diseases; I&I – Immunology & inflammation; Onco – Oncology; Endo – Endocrine, metabolic & genetic disorders; Musco – Musculoskeletal; GE – Gastroenterology

Source: Company-reported historical sales data; Datamonitor estimates

DATAMONITOR

Figure 6: Shift in Merck & Co.'s therapeutic focus (ppt) from the addition of Schering-Plough's prescription pharma portfolio (\$m), 2008

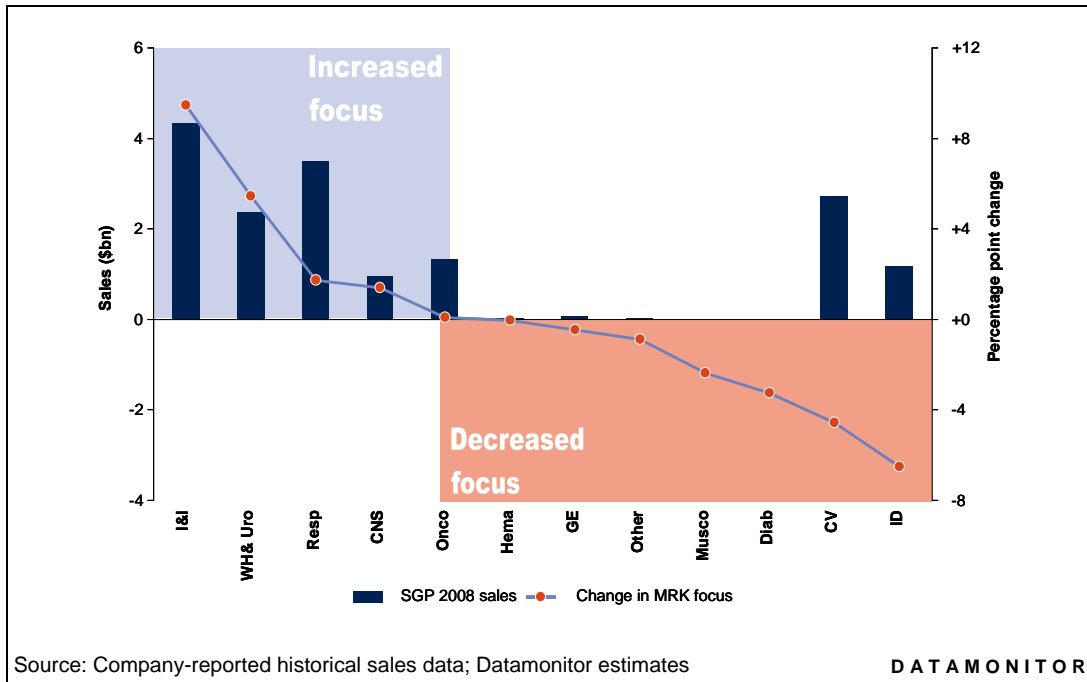


Figure 7: Ability of the reverse merger agreement to bypass the change of control provisions

PROVISION : COMMENT

Any merger, reorganization, consolidation or combination in which a party to this Agreement is not the surviving corporation	Since Schering-Plough is still a surviving corporation, the reverse merger agreement will probably bypass this provision
Any "person", excluding a party's Affiliates, is or becomes the beneficial owner, directly or indirectly, of securities of the party representing more than fifty percent (50%) of either (A) the then-outstanding shares of common stock of the party or (B) the combined voting power of the party's then-outstanding voting securities Likely the most challenging provision to overturn	Although no single "person" has the control of the majority of Schering-Plough's shares (since control is spread across Merck's shareholders), it might be difficult for this provision to be bypassed.
If the "Incumbent Board" ceases to constitute at least a majority of the Board of Directors of the party; provided, however, that any individual becoming a director subsequent to the Effective Date whose election, or nomination for election by the party's shareholders, was approved by a vote of at least a majority of the directors then comprising the Incumbent Board shall be considered as though such individual were a member of the Incumbent Board	Although Schering-Plough will only have 3 seats on the board of the new company, this provision may be bypassed since the new members of the Board will be approved by the Incumbent Board.
Approval by the shareholders of a party of a complete liquidation or the complete dissolution of such party	Does not apply to this situation.

Source: Company disclosures; Credit Suisse, Datamonitor