

2015年4月1日

各 位

会 社 名	The Dow Chemical Company
代 表 者 名	会長、社長兼最高経営責任者 アンドリュー・N・リバリス (コード番号 4850 東証市場第一部)
問 合 わ せ 先	長島・大野・常松法律事務所 弁護士 月 岡 崇 (Tel : 03-3288-7000)

**ダウ及びオリン・コーポレーション、売上高約70億ドルの  
業界屈指のクロールアルカリ・誘導品事業の新会社を設立予定  
非課税対価が50億ドルの本取引、ダウに大きな利益をもたらす**

- ・ ダウは、クロールアルカリ事業及び川下誘導品事業の大半を分離し、節税効果の高いリバース・モリス・トラスト (Reverse Morris Trust) 取引を利用してそれらの事業をオリンと合併させます。この取引により、売上高約70億ドルの業界屈指の新会社が設立されます。ダウの株主価値は、合併会社の株式を保有することで更に向上する予定です。
- ・ 本取引は、両社の戦略的目的に対して高い補完性を有し、両社の株主価値を向上させる大きな相乗効果と高い潜在的可能性を有しています。
- ・ 本取引は、大きな成長機会を有する高い相乗効果を引き出す取引です。オリンは、最低でも年間200百万ドルのコストの相乗効果を達成することを期待しており、かかる目標は36ヶ月以内に完全に実現できると予想されています。
- ・ 本取引の非課税対価は50億ドル（課税ベースで80億ドル相当）で、ダウ及びダウの株主にとって大きな利益をもたらします。
- ・ 本取引は、ダウが優位性を有するエチレン及びプロピレン誘導品等の統合された革新的な主要バリュー・チェーンに基づく高価値で差別化された製品に重点を置く供給会社に再編するためのダウの戦略を実行する上で極めて重要な成果です。
- ・ 本取引により生じるダウ及びオリンの戦略的關係により、ダウは、主要な川下製品のための塩素事業の統合効果からの恩恵を引き続き受けることができます。オリンは、塩素化製品の川下製品の構成を拡大するとともに、米国メキシコ湾岸地域における低コストECU生産がもたらす機会から恩恵を受けることとなります。
- ・ オリンは、クロールアルカリ事業及び誘導品事業において世界トップクラスの低コスト・グローバル・プレイヤーになり、主要な地域においてその存在を高めることとなります。オリンの事業規模は2倍になり、両社の製品及び加工技術、ネットワーク、物流を組み合わせた結果、さらなる成長が促され、相当な顧客価値が生み出される予定です。

ザ・ダウ・ケミカル・カンパニー（以下「ダウ」又は「当社」といいます。）及びオリン・コーポレーション（以下「オリン」といいます。）は、2015年3月27日、両社の取締役会が、ダウの塩素バリュー・チェーンの大半を分離し、かかる新たな事業体をオリンと合併させる正式契約を全会一致で承認したと発表しました。この取引により、売上高約70億ドルの業界屈指の新会社が設立されます。本取引における、ダウ及びダウ株主への非課税対価は50億ドル（課税ベースで80億ドル相当）です。本取引は、両社の戦略的目的に対して高い補完性を有し、ダウ及びオリン両社の株主価値を向上させ、顧客に大きな利益をもたらす高い潜在的な可能性を有しています。

かかる契約書は、ダウが米国メキシコ湾岸地域におけるクロールアルカリ及びビニル事業、グローバル塩素化有機化合物事業並びにグローバル・エポキシ事業を分離し、その後、それらの事業をリバース・モリス・トラスト取引によりオリンと合併させるよう定めています。この合併により、当社株主は約50.5%のオリン株式を取得し、既存のオリン株主は約49.5%を保有することになります。

本取引の取引額は50億ドルで、ダウに支払われる20億ドルの現金及び現金同等物、2015年3月25日の取引終了時におけるオリンの株式価値を使って計算された約22億ドルのオリン普通株式、並びにオリンが引き受ける約800百万ドルの年金及びその他負債が含まれます。さらに、共同株式保有により、両社の株主は最低でも年間200百万ドルの予想相乗効果とコスト削減からの恩恵を受ける予定です。

取引終了後、オリンは業界屈指のクロールアルカリ事業及び誘導品事業会社となり、相補的な事業、規模の大きさ、統合、コスト優位な原材料及び幅広く多様性のあるエンドユーザー構成の組合せから恩恵を受けることとなります。取引により期待されるコストの相乗効果には、生産力拡大を促進するネットワークの最適化、物流の大幅な効率化及び物流からの大きな恩恵、並びにオリン及びダウが生産した既存製品の新たな地域及び新たな顧客への販売拡大が含まれます。合併後の事業の年間収入は、約70億ドルに達すると予想され、EBITDAは、2014年度のプロフォーマ・ベースで10億ドル（相乗効果を除きます。）になると予想されています。本取引は、オリン株主による承認を条件とし、2015年度末までに完了する予定です。

上記とは別の独立当事者間取引（arms-length transaction）において、当社及びオリンは、当社からオリンへのエチレンの供給に関する20年間の引取権契約（capacity rights agreement）に合意しました。この契約に基づき、当社は前払金を受領し、その対価としてオリンは、共同出資者及び一貫生産者としてエチレンの供給を受けます。この契約は、塩素バリュー・チェーン取引に関して記載されている上記金額には含まれていません。合併会社は、持続可能なクロール・ビニルの一貫生産メーカーとなるため、米国メキシコ湾岸地域における当社の生産拠点からのエチレンの統合的供給を利用します。統合的供給は、当社に規模の利益をもたらす、オリンはこれらの権利のために多額の資本を拠出する予定です。ダウとオリンは、両社の持続可能な成長への鍵となる、長期にわたる持続可能な物理的な統合から恩恵を受けることとなります。

当社の会長兼最高経営責任者のアンドリュー・N・リバリスは、「我々は、当社の世界に通じる資産及び人材をオリンのものと組み合わせることにより、市場における長期的な成長機会を最適な形で利用し、大きな株主価値を生み出すことのできる視野と能力を有する一流企業を生み出そうとしています。」と述べ、また「我々は、より大きな規模、米国シェールガス経済によって支えられている世界的なコスト優位性を十分に利用する能力の向上、技術的優位性、広範な市場アクセス及び大規模な包括的統合の後押しを受けて、オリンが成功するための強固な基盤を共同で作り上げました。」と述べています。

さらにリバリスは「この画期的な取引により、当社の事業構成が、的を絞った高い実績を有する統合された部門及び最終市場に強くシフトし、当社の利益率の拡大、利益の増加及び資本収益率を更に押し

上げる予定です。また、この取引は、株主還元を最大化するよう設計された取引構成となっています。この取引により、当社は70億ドルから85億ドルの非戦略事業及び資産の売却目標を上回ることとなります。目標達成により、当社は引き続き株主還元の向上、負債削減、優先度が高く、高い利益率を有する将来性のある事業への投資に注力することが可能になります。」と述べています。

オリンの会長兼最高経営責任者のジョセフ・D・ラップ氏は、「この取引は、持続可能な長期成長のための基盤を作り、株主価値及び顧客価値の向上を目指す、オリンの戦略的目的と自然に合致しています。」と述べ、また「大幅な統合や大きな規模、優良な低コスト資産、改善及び多様化した製品構成並びに利用価値の高いネットワーク及びその他の相乗効果に後押しされ、我々は顧客により良いサービスを提供し、顧客と共に成長することができます。我々は、両社の事業の強みを組合せ、この取引に内在する大きな機会を利用できることを嬉しく思っています。」と述べています。

当社及びオリンは継続的な営業上及び取引上の強い関係を有することになります。かかる関係には、ダウの戦略的市場志向に沿った川下製品をサポートする複数の長期供給契約、サービス及び販売契約が含まれます。当社は、オリンが取得した事業を成長させる過程において、オリンの重要な主要取引先となる予定です。オリンは、成長と株主への資本の払戻しを支える強固な資本構造とキャッシュ・フローを有することになります。また、オリンは9ヶ国、29箇所の製造拠点において約6,000人の従業員を雇用する予定です。

オリンの指揮は、引き続きラップ氏と当社及びオリン両社の現在の従業員から構成される上級経営陣が執り、オリンの取締役会は、オリンの既存の取締役9名と、当社が新たに指名する3名の取締役から構成される予定です。

この取引は、オリン株主による承認と、関連する課税当局の判断及び規制当局の承認を含む慣例的なクロージング条件が満たされることを条件とします。

以下省略

以 上



**FOR IMMEDIATE RELEASE**

## **Dow and Olin Corporation Create an Industry Leader in Chlor-Alkali and Derivatives with Revenues Approaching \$7 Billion**

### **Transaction is Highly Accretive to Dow, with a Tax Efficient Consideration of \$5 Billion**

- Dow to separate a significant portion of its chlor-alkali and downstream derivatives businesses and merge them with Olin in a tax-efficient Reverse Morris Trust transaction that creates an industry leader with revenues approaching \$7 billion; Dow shareholder value will be further enhanced through the ownership of shares in the combined company.
- Transaction is highly complementary to the strategic objectives of both companies, with substantial synergies and significant potential to enhance value for both sets of shareholders.
- Represents highly synergistic transaction with significant growth opportunities; Olin expects to achieve annualized cost synergies of a minimum of \$200 million, which are anticipated to be fully realized within 36 months.
- Transaction is highly accretive to Dow and Dow shareholders, with a tax efficient consideration of \$5 billion, and a taxable equivalent value of \$8 billion.
- Transaction is a significant achievement in executing Dow's strategic transformation to a focused provider of high value, differentiated products based on key integrated and innovative value chains, such as Dow's advantaged ethylene and propylene derivatives.
- The strategic relationship between Dow and Olin resulting from this transaction will enable Dow to continue to benefit from its integration efficiencies in chlorine for key downstream applications; Olin will expand its downstream portfolio of chlorinated products and benefit from the opportunity provided by low-cost ECU production on the U.S. Gulf Coast.
- Olin will become a leading, low-cost global player in chlor-alkali and derivatives while enhancing its existing presence in key geographies; Olin will more than double its scale and drive incremental growth as a result of the combined companies' product and process technologies, networks, logistics, creating substantial customer value.

**MIDLAND, Mich. and CLAYTON, Mo. – March 27, 2015** – The Dow Chemical Company (NYSE: DOW) and Olin Corporation (NYSE: OLN) announced today that the boards of directors of both companies unanimously approved a definitive agreement under which Dow will separate a significant portion of its chlorine value chain and merge that new entity with Olin in a transaction that will create an industry leader with revenues approaching \$7 billion. The transaction has a tax efficient consideration of \$5 billion, and a taxable equivalent value of \$8 billion to Dow and Dow shareholders. It is highly complementary to the strategic objectives of both companies, with significant potential to enhance value for both Dow and Olin shareholders, and create substantial benefits for customers.

The terms of the agreement call for Dow to separate its U.S. Gulf Coast Chlor-Alkali and Vinyl, Global Chlorinated Organics and Global Epoxy businesses, and then merge these businesses with Olin in a Reverse Morris Trust transaction. The merger will result in Dow shareholders receiving approximately 50.5 percent of the shares of Olin, with existing Olin shareholders owning approximately 49.5 percent.

The transaction is valued at \$5 billion, and includes \$2.0 billion of cash and cash equivalents to be paid to Dow; an estimated \$2.2 billion in Olin common stock using the Olin stock value as of close on March 25, 2015; and approximately \$800 million of assumption of pension and other liabilities. In addition, by virtue of the joint share ownership, both sets of shareholders will benefit from a minimum of \$200 million in projected annual synergies and cost savings.

Following the completion of the transaction, Olin will be an industry leader in chlor-alkali and derivatives – benefiting from the combination of complementary businesses, significant scale, integration, cost-advantaged feedstocks, and a broad and diverse end-uses portfolio. Expected cost synergies of the transaction include network optimization which will facilitate output expansion, significant logistics savings and benefits, and the potential for expansion of existing products produced by Olin and Dow into additional geographies and to additional customers. Annual revenues of the combined business are anticipated to be approximately \$7 billion and EBITDA is expected to be \$1 billion on a 2014 pro forma basis, excluding synergies. The transaction is subject to a vote by Olin shareholders and is expected to close by year-end 2015.

In a separate, arms-length transaction, Dow and Olin agreed to a 20-year long-term capacity rights agreement for the supply of ethylene by Dow to Olin, in which Dow will receive up-front payments and, in return, Olin will receive ethylene at co-investor, integrated producer economics. The agreement is additive to the financials outlined above for the chlorine value chain transaction. The combined company will utilize an integrated supply of ethylene from Dow's production grid on the U.S. Gulf Coast to be a sustainable, integrated chlor-vinyl producer. It will create scale benefits to Dow, and Olin will contribute significant capital for these rights. Together, both Dow and Olin will benefit from long-term, sustainable physical integration, which is key to the ongoing sustainable growth of both companies.

“By combining Dow’s world-class assets and people with Olin, we are creating a premier company with the scope and capabilities to optimally leverage long-term growth opportunities in the marketplace and generate significant shareholder value,” said Andrew N. Liveris, Dow’s chairman and chief executive officer. “We have jointly created a solid foundation for success for Olin, driven by the benefits of greater scale, an enhanced ability to capitalize on globally advantaged cost positions backed by U.S. shale gas economics, technology advantages, broader market access and significant envelope integration.”

Liveris added, “This milestone is a powerful shift in our portfolio towards targeted, integrated high performance sectors and end-markets that will drive further margin expansion, earnings growth, and return on capital – with a deal structure designed to maximize total shareholder return. With this transaction we will exceed our target to divest \$7 billion to \$8.5 billion of non-strategic businesses and assets. This achievement will allow us to have an ongoing focus to continue to enhance shareholder remuneration, reduce debt and continue to invest in future growth in our high priority and high margin businesses.”

“This transaction is a natural fit to our strategic objectives - creating a sustainable, long-term growth platform and enhanced shareholder and customer value,” said Joseph D. Rupp, Olin’s chairman and chief executive officer. “Supported by significant integration and scale, premier low-cost assets, an upgraded and diversified product mix, and valuable network and other synergies, we will be able to better serve and grow with our customers. We are excited to combine the strengths of our businesses and capitalize on the significant opportunities inherent in this transaction.”

Dow and Olin will have a strong, ongoing operational and commercial relationship including several long-term supply, service and purchase agreements which will support downstream products aligned with Dow’s strategic market focus. Dow will be an important anchor customer of Olin as it works to grow the acquired business. Olin will have a strong capital structure and cash flow to support growth and return of capital to shareholders. It will employ approximately 6,000 employees at 29 operating sites in 9 countries.

Olin will continue to be led by Rupp and a senior management team comprised of both Dow and Olin current employees. Olin’s Board of Directors will consist of the existing nine Olin Company directors and three new members to be designated by Dow.

The transaction is subject to approval by Olin shareholders and completion of customary closing conditions, including relevant tax authority rulings and regulatory approvals.

Dow and Olin will host a live Webcast to discuss this announcement today at 9:00 a.m. ET on [www.dow.com](http://www.dow.com) and [www.olin.com](http://www.olin.com).

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### **About Dow**

Dow (NYSE: DOW) combines the power of science and technology to passionately innovate what is essential to human progress. The Company is driving innovations that extract value from the intersection of chemical, physical and biological sciences to help address many of the world's most challenging problems such as the need for clean water, clean energy generation and conservation, and increasing agricultural productivity. Dow's integrated, market-driven, industry-leading portfolio of specialty chemical, advanced materials, agrosiences and plastics businesses delivers a broad range of technology-based products and solutions to customers in approximately 180 countries and in high-growth sectors such as packaging, electronics, water, coatings and agriculture. In 2014, Dow had annual sales of more than \$58 billion and employed approximately 53,000 people worldwide. The Company's more than 6,000 products are manufactured at 201 sites in 35 countries across the globe. References to "Dow" or the "Company" mean The Dow Chemical Company and its consolidated subsidiaries unless otherwise expressly noted. More information about Dow can be found at [www.dow.com](http://www.dow.com).

### **About Olin Corporation**

Olin Corporation is a manufacturer concentrated in three business segments: Chlor Alkali Products, Chemical Distribution and Winchester. Chlor Alkali Products, with eight U.S. manufacturing facilities and one Canadian manufacturing facility, produces chlorine and caustic soda, hydrochloric acid, hydrogen, bleach products and potassium hydroxide. Chemical Distribution manufactures bleach products and distributes caustic soda, bleach products, potassium hydroxide and hydrochloric acid. Winchester, with its principal manufacturing facilities in East Alton, IL and Oxford, MS, produces and distributes sporting ammunition, law enforcement ammunition, reloading components, small caliber military ammunition and components, and industrial cartridges.

*Use of non-GAAP measures: Dow's management believes that measures of income excluding certain items ("non-GAAP" measures) provide relevant and meaningful information to investors about the ongoing operating results of the Company. Such measurements are not recognized in accordance with accounting principles generally accepted in the United States of America ("GAAP") and should not be viewed as an alternative to GAAP measures of performance. Reconciliations of non-GAAP measures to GAAP measures are provided in the Supplemental Information tables.*

*Note: The forward looking statements contained in this document involve risks and uncertainties that may affect Dow's and Olin's operations, markets, products, services, prices and other factors as discussed in filings with the Securities and Exchange Commission ("SEC"). These risks and uncertainties include, but are not limited to, economic, competitive, legal, governmental and technological factors. Accordingly, there is no assurance that the expectations of either company will be realized. This document also contains statements about Dow's agreement to separate a substantial portion of its chlor-alkali and downstream derivatives business, distribute the business to Dow shareholders and then merge it with a subsidiary of Olin (the "Transaction"). Many factors could cause actual results to differ materially from these forward-looking statements with respect to the Transaction, including risks relating to the completion of the transaction on anticipated terms and timing, including obtaining shareholder and regulatory approvals, anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, losses, future prospects, business and management strategies for the management, expansion and growth of the new combined company's operations, Olin's ability to integrate the business successfully and to achieve anticipated synergies, and the risk that disruptions from the Transaction will harm Dow's or Olin's business. While the list of factors presented here is considered representative, no such list should be considered to be a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material adverse effect on Dow's or Olin's consolidated financial condition, results of operations or liquidity. Neither Dow nor Olin assumes any obligation to provide revisions to any forward looking statements should circumstances change, except as otherwise required by securities and other applicable laws.*

#### **Important Notices and Additional Information**

*In connection with the proposed transaction, Blue Cube Spinco Inc. ("Spinco") will file a registration statement on Form S-4/S-1 containing a prospectus and Olin will file a proxy statement on Schedule 14A and a registration statement on Form S-4 containing a prospectus with the SEC. INVESTORS AND SECURITY HOLDERS ARE ADVISED TO READ THE REGISTRATION STATEMENTS/PROSPECTUSES AND PROXY STATEMENT WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT THE PARTIES AND THE PROPOSED TRANSACTION. Investors and security holders may obtain a free copy of the prospectuses and proxy statement (when available) and other documents filed by Dow, Spinco and Olin with the SEC at the SEC's web site at <http://www.sec.gov>. Free copies of these documents, once available, and each of the companies' other filings with the SEC may also be obtained from the respective companies by directing a written request to Olin at 190 Carondelet Plaza, Clayton, MO 63105. Attention: Investor Relations or Dow or Spinco at The Dow Chemical Company, 2030 Dow Center, Midland, Michigan 48674, Attention: Investor Relations.*

*This communication is not a solicitation of a proxy from any investor or security holder. However, Olin, Dow, and certain of their respective directors, executive officers and other members of management and employees, may be deemed to be participants in the solicitation of proxies from shareholders of Olin in respect of the proposed transaction under the rules of the SEC. Information regarding Olin's directors and executive officers is available in Olin's 2014 Annual Report on Form 10-K filed with the SEC on February 25, 2015, and in its definitive proxy statement for its annual meeting of shareholders filed March 4, 2015. Information regarding Dow's directors and executive officers is available in Dow's Annual Report on Form 10-K filed with the SEC on February 13, 2015, and in its definitive proxy statement for its annual meeting of shareholders, which is expected to be filed on March 27, 2015. These documents can be obtained free of charge from the sources indicated above. Other information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be contained in the registration statements, prospectuses and proxy statement and other relevant materials to be filed with the SEC when they become available.*

*This communication shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be*

*unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended.*

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