



MEMC to Expand Scope of Solar Business with Acquisition of SunEdison

ST. PETERS, Mo. and BELTSVILLE, Md., Oct. 22 /PRNewswire-FirstCall/ -- MEMC Electronic Materials, Inc. (NYSE: WFR), a leading provider of silicon wafers to the semiconductor and solar industries, has reached a definitive agreement to acquire privately held SunEdison LLC, a developer of solar power projects and North America's largest solar energy services provider. The acquisition is expected to close by the end of 2009, subject to customary closing conditions and receipt of regulatory approvals.

The agreement calls for \$200 million to be paid at closing to SunEdison security holders, which will be paid 70% in cash and 30% in MEMC stock. The agreement also includes an earn-out provision, should SunEdison meet certain performance targets in 2010, of up to an additional \$89 million, consisting of cash and stock. In addition, the agreement calls for employee retention payments of \$17 million in cash at closing, plus up to \$34 million in stock which is subject to SunEdison meeting certain performance criteria and time vesting, the payment of certain transaction expenses and the assumption of net debt.

"This acquisition will provide a third engine of growth for MEMC," said Ahmad Chatila, Chief Executive Officer of MEMC. "MEMC will now participate in the actual development of solar power plants and commercialization of clean energy, in addition to supplying the solar and semiconductor industries with our traditional silicon wafer products."

"SunEdison has successfully built about 300 solar power plants representing approximately 80 MW of generating capacity on the rooftops and grounds of customers in the United States, Canada and Europe," said Carlos Domenech, Chief Operating Officer of SunEdison. "Our business is highly scalable and will be able to grow substantially, capitalizing on our more than 1.5 GW of pipeline, backlog and leads with a financially strong, technically sophisticated partner like MEMC, which also has a competitive cost structure in upstream materials. This combination will greatly accelerate our goal of making solar energy cost competitive with grid prices."

SunEdison is based in Beltsville, Maryland and employs approximately 300 people worldwide. It "simplifies solar" by managing the development, financing, operation and monitoring of solar power plants for commercial customers, including many national retail outlets, government agencies, and utilities. In a typical structure SunEdison arranges third-party, non-recourse financing for the facility and the customer has no up-front capital outlay.

With one of the strongest brands in solar, SunEdison will continue to operate with the SunEdison name, as a subsidiary of MEMC. Carlos Domenech will continue to lead SunEdison. After the acquisition is complete, he is expected to be named as Executive Vice President of MEMC and President of SunEdison, reporting to Ahmad Chatila.

"By making solar power more affordable and easy to obtain, we expect to tap into a large pent-up demand," added Mr. Chatila. "We believe this strategy will drive revenue growth for our wafer business while producing a recurring revenue stream from solar-generated electricity. This will also allow us to directly benefit from the technological and cost advances that we are helping to create in the solar industry."

Mr. Chatila concluded, "In short, we believe MEMC and SunEdison make a powerful combination, and we are excited about having their talented employees around the world join the MEMC team."

MEMC expects the acquisition to be accretive to earnings, subject to purchase accounting adjustments, by the second half of 2010.



About MEMC

MEMC is a global leader in the manufacture and sale of wafers and related intermediate products to the semiconductor and solar industries. MEMC has been a pioneer in the design and development of wafer technologies over the past 50 years. With R&D and manufacturing facilities in the U.S., Europe and Asia, MEMC enables the next generation of high performance semiconductor devices and solar cells. MEMC's common stock is listed on the New York Stock Exchange under the symbol "WFR" and is included in the S&P 500 Index. For more information about MEMC, please visit www.memc.com.

About SunEdison

SunEdison is North America's largest solar energy services provider. The company finances, installs and operates distributed power plants using proven photovoltaic technologies, delivering fully managed, predictably priced solar energy services for its commercial, government and utility customers. In 2008, SunEdison delivered more kilowatt hours (kWh) of energy than any other solar services provider in North America. For more information about SunEdison, please visit www.sunedison.com.