

CHIRON CORP  
Form DEFA14A  
November 10, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934 (Amendment No. )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**CHIRON CORPORATION**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
  - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
  - (4) Proposed maximum aggregate value of transaction:
  - (5) Total fee paid:
- Fee paid previously with preliminary materials.
- Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.
  - (1) Amount Previously Paid:
  - (2) Form, Schedule or Registration Statement No.:
  - (3) Filing Party:
  - (4) Date Filed:

**Persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**



**RULE 14a-12 LEGEND**

**Participants in Solicitation**

Chiron Corporation and Novartis AG and their respective directors & officers may be deemed to be participants in the solicitation of proxies from Chiron shareholders in connection with the merger. Information about the directors and executive officers of Chiron and their ownership of Chiron's stock is set forth in the proxy statement for Chiron's 2005 Annual Meeting of Shareholders.

Investors can obtain more information when the Schedule 13e-3 and the proxy statement become available. Investors should read the Schedule 13e-3 and proxy statement carefully when they become available before making any voting decision.

**Daniel Vasella Chiron Statement**

Dear Chiron associates.

I would have preferred to be with you today in person. However, I know that Dr. Jörg Reinhardt is with you today and I know that he will be able to address all the questions you might have and explain to you not only the strategic rationale for our transaction which we announced on Monday but also to address some of the strategy and implementation questions which you might have.

A situation like you have been going through in the recent months, I know does raise lots of questions and maybe even sometimes uncertainty and anxiety, but at the same time I also believe it is a time where changes can be made and opportunity grasped and the future rebuilt. I know that in the vaccines business you had your fair share of challenges but I also know that you have been working very hard at fixing them and that substantial progress has been achieved meantime. The diagnostics business is being well run, growing dynamically and is very profitable and I don't anticipate any specific changes while the biggest change may occur in the biopharmaceuticals business which will be fully integrated in the Novartis Pharma business worldwide.

So, we have had as intention very clearly to add whatever we have as know-how and assets to make the Chiron operations even more successful in the future. So, this entails technical know-how, it entails investments and we very clearly intend to continue to invest in all businesses in order to ensure future growth and improve the prospects.

The core of our strategic intent is, and remains, innovation. So, while we will focus in fixing still outstanding quality and capacity issues in the vaccines business, we will certainly invest and continue to invest into innovation and I know that Dr. Rappuoli has done an outstanding job in leading this effort in the past and I count and we count on him in doing so in the future.

## Edgar Filing: CHIRON CORP - Form DEFA14A

There will be changes although we will plan them carefully it is impossible for me today to anticipate everything which will happen but you will have one commitment from our side which is that we will keep you informed in a complete and timely fashion so we can keep this period of uncertainty as short as possible.

I would also like to take the opportunity to thank Howard Pien for his anticipated collaboration and his efforts in fixing the issues we know have occurred about a year ago and

---

I am glad to know that he and Jörg will discuss whatever we can discuss until we have regulatory approval and move forward in a swift way.

I wish you a lot of success. I hope you will quickly recognize how great a leader Jörg Reinhardt is once he is in place. Under his leadership I have to say, Novartis Pharmaceuticals and its development activities have reached a world class standard in respect to the quality, the speed and the productivity of the development activities. So I have no doubt that based on his technical experience and his leadership skills we will move together ahead with full success.