

MEMC[®]

TECHNOLOGY IS BUILT ON US

Acquisition of SunEdison

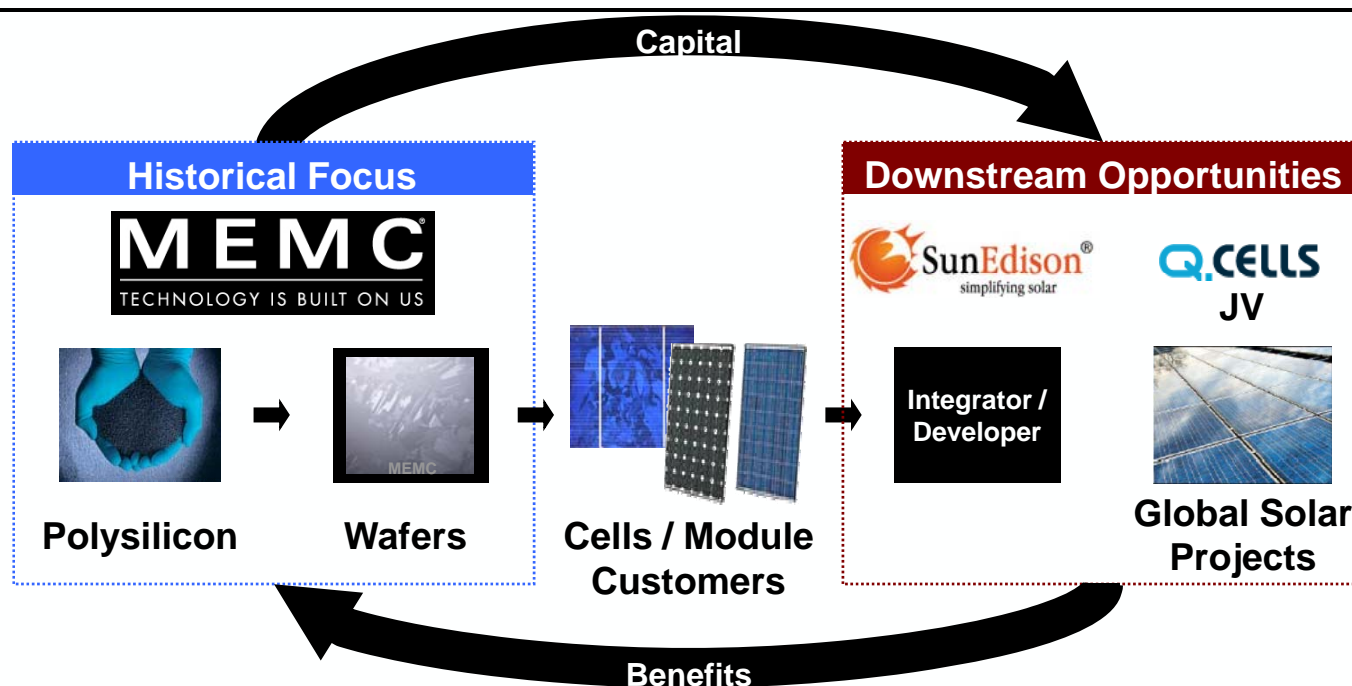
October 22, 2009

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Safe Harbor

With the exception of historical information, the matters disclosed in this presentation are forward-looking statements. Such statements involve certain risks and uncertainties that could cause actual results to differ materially from those in the forward-looking statements. Potential risks and uncertainties are described in the Company's filings with the Securities and Exchange Commission, including its 2008 Form 10-K. These forward-looking statements represent the Company's judgment as of the date of this presentation. The Company disclaims, however, any intent or obligation to update these forward-looking statements.

MEMC's Downstream Solar Strategy



Benefits to MEMC

- Participate in profit pools at both ends of value chain, add high growth segment
- Generate incremental demand for our polysilicon and wafer customers by enabling growth of the solar market, particularly in the US
- Benefit from cost reductions throughout value chain
- Expand market through better products & pricing; gain share, maintain margin
- Provide high-value solutions for customers
- Generate attractive returns on capital

SunEdison Overview

Business Overview

- Largest solar energy services provider in North America (176 GWh)
- Develops, finances and operates solar plants (~80 MW of installed projects worldwide)
- >1.5 GW of backlog, pipeline & leads
- Leader in innovation - first to develop the Solar Power Sales Agreement (SPSA) model which precludes the need for a customer to make upfront capital investment

Diversified Customer Base

<u>Commercial</u>	Walmart, Kohls, Staples, Whole Foods
<u>Government</u>	State of California, U.S. Dept of Energy
<u>Utilities</u>	Duke Energy, Xcel Energy, Progress Energy

Summary of Acquisition Benefits

Integrated Model

- Combines MEMC's technological, manufacturing, supply-chain and financial capabilities with the premier solar downstream platform in the U.S.

Market Leadership

- Positions MEMC to be a market leader in growing the U.S. solar marketplace
 - Enormous underpenetrated market with fastest expected growth
 - SunEdison is the leading development platform in the U.S.
 - Growing international presence
 - Large pipeline of projects with > 1.5 GW in backlog, pipeline & leads

Spur Additional Demand for Solar

- Enable sale of solar electricity at grid competitive prices
- Drive costs out of value chain while maintaining margins
- Make solar decision simple – tailored solution with no upfront cost

Cost Improvement

- Participate in profit pools at both ends of the solar value chain
 - Downstream market growth to drive incremental growth in solar wafer business
 - Drive incremental business to key cell/module customers

Technological Platform

- Enables MEMC to leverage technology to drive down cost of solar
 - Combines technology development and system level design capabilities

Acquisition of World-Class Downstream Capabilities

Enabling Solar Together

SunEdison enables the growth of the US market by “simplifying solar” for customers and MEMC provides SunEdison with the complementary capabilities required to scale the market today

Value Proposition

MEMC’s technological, manufacturing, supply-chain and financial capabilities



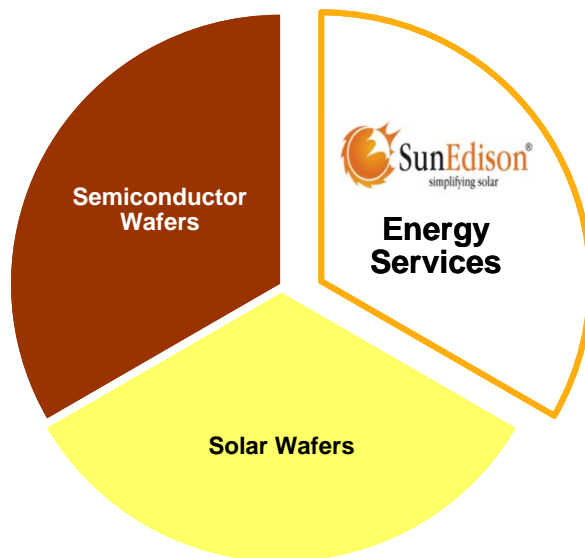
SunEdison’s premier solar development platform in the US

Capabilities Acquired

- Scalable full-service company with proven development, financing and operating abilities
- > 1.5 GW in pipeline, backlog & leads
- Existing marquee customer base and large untapped market opportunity

Strategic Rationale

- MEMC able to accelerate the solar build-out with better downstream products, financial and pricing certainty
- Drives business to key MEMC customers



Pie chart illustrative, not actual revenue or profit breakdown.

Financial Impact

- Transaction consideration includes an earn out component subject to volume and margin milestones
- Attractive gross margins
- Anticipated to be accretive to GAAP earnings by second half of 2010
- Economics driven by project installations...GAAP earnings recognized over sale leaseback period

Acquisition Meets MEMC's Priorities and Key Objectives

Enable customer success

√ Provides demand for our customers

Manage capacity and resources

√ Provides better visibility into end market demand trends

Drive technology innovation

√ Provides opportunity to determine technology visibility into end market development trends to better focus upstream technology initiatives

Recruit the best talent

√ Provides a critical mass of experienced downstream personnel

Reduce product cost

√ Provides incremental source of demand to enable economies of scale

Expand customer base

√ Provides access to the end-user

Q & A

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