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STATEMENT ON CORPORATE GOVERNANCE

The statement on corporate governance, which is now mandatory, contains the statement of compliance, relevant information on practices within the company as well as a description of the procedures of the most important corporate bodies.

JOINT REPORT OF THE EXECUTIVE BOARD AND THE SUPERVISORY BOARD (ACCORDING TO SECTION 3.10 OF THE GERMAN CORPORATE GOVERNANCE CODE INCLUDING STATEMENT OF COMPLIANCE)

The German Corporate Governance Code is geared exclusively toward the conditions at a German stock corporation (Aktiengesellschaft). Merck KGaA has resolved to apply the Code correspondingly to a corporation with general partners (Kommanditgesellschaft auf Aktien) to serve the interests of shareholders. In order to enable shareholders to compare the situation at other companies more easily, we base corporate governance on the conduct recommendations made by the Code Commission relating to management and supervision (governance) and forego having our own, equally permissible, code. With a few exceptions, the recommendations of the Code, the intent and meaning of which are applied, were complied with in the past and will continue to be complied with in the future.

For a clearer understanding, the following gives a general explanation of the Kommanditgesellschaft auf Aktien (KGaA) company form followed by the specific situation at Merck.

Corporation with general partners (Kommanditgesellschaft auf Aktien)

The corporation with general partners is a company which constitutes a separate legal entity, in which at least one partner has unlimited liability with regard to the creditors of the company (general partner) and the other shareholders are not personally liable for the obligations of the company (limited shareholders) (section 278 (1) of the German Stock Corporation Act – AktG). It is therefore a hybrid of an Aktiengesellschaft (German stock corporation) and a Kommanditgesellschaft with a focus on German stock corporation law. Distinctive differences to the Aktiengesellschaft include the presence of general partners, who essentially also manage the company's business activities, the absence of a management board, and the restriction of rights and obligations of the supervisory board (see pages 86 to 89 for a description of the supervisory board procedures). This legal form also involves special features with regard to the Annual General Meeting. For example, many of the resolutions made require the consent of the general partners (section 285 (2) AktG), including the adoption of the annual financial statements (section 286 (1) AktG). A large number of the conduct recommendations contained in the Code, which is geared toward Aktiengesellschaften, can therefore only be applied to a KGaA as appropriate.

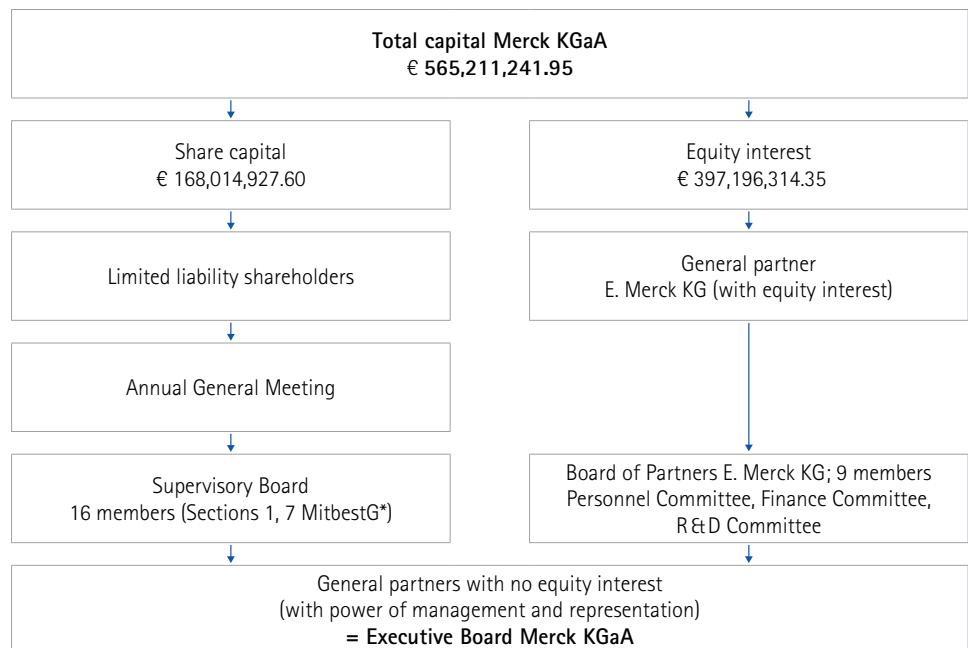
The KGaA is a hybrid of an Aktiengesellschaft and a Kommanditgesellschaft.

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Merck KGaA

The general partner E. Merck KG holds around 70% of the total capital of Merck KGaA (equity interest); the shareholders hold the remainder, which is divided into shares (share capital). E. Merck KG is excluded from the management of business activities. The general partners with no equity interest (Executive Board), on the other hand, manage business activities. Nevertheless, due to its substantial capital investment and unlimited personal liability, E. Merck KG has a strong interest in the businesses of Merck KGaA operating efficiently and in compliance with procedures, and exercises its influence accordingly. Merck KGaA's participation in the profit/loss of E. Merck KG in accordance with articles 26 et seq. of the Articles of Association further harmonizes the interests of the shareholders and of E. Merck KG. E. Merck KG appoints and dismisses the Executive Board. In addition, E. Merck KG has created bodies – complementing the expertise and activities of the Supervisory Board – to monitor and advise the Executive Board. This task applies primarily to the Board of Partners of E. Merck KG. Based on the provisions of the German Stock Corporation Act, the Articles of Association of Merck KGaA and the rules of procedure of the various committees, Merck KGaA has a set of rules for the Executive Board and its supervision that meet the requirements of the Code. The investors, who bear the entrepreneurial risk, are protected as provided for by the Code.

This is illustrated by the following chart:



*German Co-Determination Act

Deviations from the Corporate Governance Code:

1. Contrary to section 3.8 (2), the Directors & Officers ("D&O") liability insurance policy, which Merck KGaA maintains for its Supervisory Board members, currently does not include a deductible. The company dispensed with a deductible in the past because D&O insurance policies with the required deductible were not actively offered by the insurance sector and the individual agreement on a deductible is not countered by a substantial reduction in the premium. On July 1, 2010, Merck KGaA will introduce a deductible in accordance with section 3.8 (2) of the Code.
2. Contrary to section 5.4.1 sentence 2, no age limit is taken into account when proposing candidates for election to the Supervisory Board. The age of Supervisory Board members is not a criterion for their qualifications and competence. Moreover, the many years of experience of Supervisory Board members should not be dispensed with.
3. Contrary to section 5.4.6 (3), the compensation of the Supervisory Board members is not reported individually. The amount of compensation received by the Supervisory Board members can be calculated in accordance with the Articles of Association of Merck KGaA, making a separate disclosure of the individual compensation unnecessary.

Main features of the Executive Board compensation system

(Section 4.2.5 of the German Corporate Governance Code)

The compensation paid to the general partners, who make up the Executive Board of Merck KGaA, is composed of salary payments (fixed portion), profit sharing and additions to pension provisions. Profit sharing is based on the rolling three-year average of profit after tax of the E. Merck Group. Payments in fiscal 2009 were as follows: fixed salary € 3.5 million, profit sharing € 4.0 million.

Compensation of Supervisory Board members

(Section 5.4.6 of the German Corporate Governance Code)

Subject to the approval of the Annual General Meeting on the proposed distribution of a dividend of € 1.00 per share, the compensation of the Supervisory Board in 2009 amounting to € 435 thousand consists of a fixed portion of € 123 thousand and a variable portion of € 312 thousand.

Ownership, purchase or sale of shares in the company by members of the Executive Board and the Supervisory Board

(Section 6.6 of the German Corporate Governance Code)

As of December 31, 2009, the members of the Executive Board and the Supervisory Board held 20,106 shares. Their total ownership represents less than 1% of the issued shares of Merck KGaA.

In fiscal 2009, Merck KGaA reported the following transactions by members of the Executive Board and the Supervisory Board according to section 15a of the German Securities Trading Act:

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Date of the transaction	Name, Function	Type and place	Financial instrument and ISIN	Number	Price in €	Total volume in €
July 24, 2009	Dr. Karl-Ludwig Kley, Chairman of the Executive Board	Purchase via Xetra	Bearer shares Merck KGaA DE 0006599905	770	64.96	50,019.20
July 24, 2009	Dr. Bernd Reckmann, Member of the Executive Board	Purchase via Xetra	Bearer shares Merck KGaA DE 0006599905	800	64.50	51,600.00
July 30, 2009	Dr. Michael Becker, Member of the Executive Board	Purchase via Xetra	Bearer shares Merck KGaA DE 0006599905	1,000	64.08	64,084.68

All transactions have been published on the company's website at www.merck.de/investors → Corporate Governance → Directors' Dealings.

INFORMATION ON CORPORATE GOVERNANCE PRACTICES

Merck KGaA applies the following corporate governance practices that go beyond the statutory requirements.

Code of Conduct

www.merck.de/corporate →
publications

Merck has created the Code of Conduct as a set of rules and regulations intended to help Merck employees to act responsibly and to make the right decisions in their daily work. The Code of Conduct explains the principles for dealings with business associates, general partners, colleagues and employees, and in the community in which we operate. Thus, it supports all employees in acting ethically – not only in their dealings with one another, but also outside the company. It applies beyond national borders and for all subsidiaries and employees worldwide.

Mission Statement, Values and
Strategy are available at
www.merck.de/corporate

The Code of Conduct is closely linked to Merck's Mission Statement, Values and corporate strategy. The foundation that forms the Values is supplemented by the Mission Statement and the corporate strategy to create an integral whole. The Mission Statement indicates where Merck wants to go, and the strategy states how it intends to get there.

Social Charter

www.merck.de/corporate →
Responsibility → Guidelines

As a family-owned company, Merck has striven throughout the centuries to follow ethical principles and values. All employees shall be treated fairly and in compliance with local laws and regulations. Merck has defined the principles for this in a Social Charter.

PROCEDURES OF THE EXECUTIVE BOARD, SUPERVISORY BOARD, BOARD OF PARTNERS AND ITS COMMITTEES

Executive Board

Member	Memberships in (a) other statutory supervisory boards and (b) comparable German and foreign supervisory bodies of corporations
Dr. Karl-Ludwig Kley Darmstadt Chairman	(a) – Bertelsmann AG, Gütersloh – BMW AG, Munich – 1. FC Köln GmbH & Co KGaA, Cologne (Chairman)
Dr. Michael Becker Darmstadt	no board positions
Dr. Bernd Reckmann Seeheim-Jugenheim	no board positions
Elmar Schnee Darmstadt	(b) Member of the Board of Directors: – ChemGenex Pharmaceuticals Ltd., Geelong, Australia – Arpida Ltd., Reinach, Switzerland (until Dec. 10, 2009) – Merck Serono S.A., Coinsins, Switzerland

Details on responsibilities
and CVs are online at
www.merck.de/Executive Board

The general partners with no equity interest (Executive Board) manage the business activities in accordance with the laws, the Articles of Association and their rules of procedure. They are appointed by E. Merck KG with the consent of a simple majority of the other general partners. The members of the Executive Board are jointly responsible for the entire management of the company. The Executive Board is responsible for preparing the annual financial statements of Merck KGaA, the quarterly and half-year and annual financial statements of the Merck Group. In addition, the Executive Board ensures that all statutory provisions, official regulations and the company's internal policies are abided by, and works to achieve their compliance by all the companies of the Merck Group.

The Executive Board provides the Supervisory Board with regular, up-to-date and comprehensive reports about all company-relevant issues concerning planning, business developments, the risk situation and risk management. A Supervisory Board resolution regulates further details of the information and reporting duties of the Executive Board vis-à-vis the Supervisory Board. The Executive Board informs the Board of Partners and the Supervisory Board at least quarterly of the progress of business and the situation of the company. In addition, the Executive Board informs the stated boards at least annually of the company's annual plans and strategic considerations.

The Executive Board passes its resolutions in meetings that are normally held twice a month.

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Supervisory Board

Member	Memberships in (a) other statutory supervisory boards and (b) comparable German and foreign supervisory bodies of corporations
Prof. Dr. Dr. h. c. Rolf Krebs Mainz Retired physician Chairman (as of July 23, 2009)	(a) – Epigenomics AG, Berlin (Chairman) – Ganymed Pharmaceuticals AG, Mainz (Chairman) – Merz GmbH & Co. KGaA, Frankfurt – Senator GmbH & Co KGaA, Frankfurt – Merz Pharmaceuticals GmbH, Frankfurt (b) – Board of Partners E. Merck KG, Darmstadt – Air Liquide S.A., Paris, France
Prof. Dr. rer. nat. Wilhelm Simson Munich Graduate chemist, Chairman (until June 30, 2009)	(a) – E.ON AG, Düsseldorf – Hochtief AG, Essen – Frankfurter Allgemeine Zeitung GmbH, Frankfurt (b) – Board of Partners E. Merck KG, Darmstadt (until June 30, 2009) – Partners' Committee Freudenberg & Co., Weinheim – Board of Directors Jungbunzlauer Holding AG, Chur, Switzerland
Heiner Wilhelm Reinheim Chairman of the Works Council of the Darmstadt site of Merck KGaA, Vice Chairman	no board positions
Crocifissa Attardo Darmstadt Full-time member of the Works Council of the Darmstadt site of Merck KGaA (as of Oct. 1, 2009)	no board positions
Dr. Mechthild Auge Wehrheim Project manager for planning and information western Europe (as of March 25, 2009)	no board positions
Johannes Baillou Vienna, Austria Entrepreneur	(b) – Board of Partners E. Merck KG, Darmstadt (as of June 27, 2009; Vice Chairman as of July 22, 2009)
Frank Binder Zurich, Switzerland Entrepreneur	(a) – Landbell AG für Rückhol-Systeme, Mainz (Chairman) (b) – Board of Partners E. Merck KG, Darmstadt (as of June 27, 2009) – Board of Directors BMR-Yachting AG, Zurich (Chairman) – Board of Directors Athena AG, Zurich
Dr. Daniele Bruns Darmstadt Head of Safety and Environment (until March 25, 2009)	no board positions
Dr. Wolfgang Büchele Mannheim Chief Executive Officer of BorsodChem Zrt, Hungary (as of July 1, 2009)	(b) – Board of Partners E. Merck KG, Darmstadt (as of July 1, 2009) – BorsodChem Zrt, Kazincbarcika, Hungary (Chairman of the Board) – Kemira Oij, Helsinki, Finland
Judith Delp Fischbachtal Chairperson of the Works Council of Merck Pharma GmbH (until March 25, 2009)	no board positions

Member	Memberships in (a) other statutory supervisory boards and (b) comparable German and foreign supervisory bodies of corporations
Claudia Flauaus Alsbach-Hähnlein Vice Chairperson of the Works Council of the Darmstadt site of Merck KGaA (until Sept. 30, 2009)	no board positions
Michael Fletterich Gernsheim Chairman of the Works Council of the Gernsheim site of Merck KGaA	no board positions
Edeltraud Glänzer Wiesbaden Member of the Managing Board of Industriegewerkschaft Bergbau, Chemie, Energie (IG BCE)	(a) – Abbott Management GmbH/Abbott Holding GmbH, Ludwigshafen (until Jan. 31, 2009) – B. Braun Melsungen AG, Melsungen – Solvay Deutschland GmbH, Hannover (Vice Chairman)
Michaela Freifrau von Glenck Zurich, Switzerland Educator	no board positions
Frieder Kaufmann Roßdorf Full-time member of the Works Council of the Darmstadt site of Merck KGaA	no board positions
Dr. Hans-Jürgen Leuchs Cobham, United Kingdom Retired graduate chemist (as of July 1, 2009)	(a) – Zeton B.V., Enschede, The Netherlands (as of Oct. 15, 2009) (b) – Board of Partners E. Merck KG (as of July 1, 2009)
Albrecht Merck Schriesheim Businessman	(b) – Board of Partners E. Merck KG, Darmstadt
Dr. Arend Oetker Berlin Managing Partner of Dr. Arend Oet- ker Holding GmbH & Co. KG, Berlin (until June 30, 2009)	(a) – Schwartauer Werke GmbH & Co. KGaA, Bad Schwartau (Chairman) – Cognos AG, Hamburg (Chairman) – KWS Saat AG, Einbeck (Vice Chairman) (b) – Board of Partners E. Merck KG, Darmstadt (until June 30, 2009) – Supervisory Board Leipziger Messe GmbH, Leipzig – Supervisory Board Berliner Philharmonie GmbH, Berlin (Chairman) – Board of Directors Hero AG, Lenzburg, Switzerland (President) – Board of Directors Bâloise Holding AG, Basel, Switzerland (until April 30, 2009)
Dr. Karl-Heinz Scheider Gross-Zimmern Chemist (as of March 25, 2009)	no board positions
Prof. Dr. Theo Siegert Düsseldorf Managing Partner of de Haen Carstanjen & Söhne, Düsseldorf	(a) – Deutsche Bank AG, Frankfurt – ERGO AG, Düsseldorf – E.ON AG, Düsseldorf – Henkel AG & Co KGaA, Düsseldorf (as of April 2009) (b) – Board of Partners E. Merck KG, Darmstadt – Board of Directors DKSH Holding Ltd., Zurich, Switzerland
Osman Ulusoy Wiesbaden Regional Director of Indus- triengewerkschaft Bergbau, Chemie, Energie (IG BCE)	(a) – Evonik Röhm GmbH, Darmstadt (Vice Chairman)

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The Supervisory Board performs a monitoring function. It supervises the management of the company by the Executive Board. In comparison with the supervisory board of a German stock corporation, the role of the supervisory board of a corporation with general partners (KGaA) is limited. This is due to the fact that the members of the Executive Board are personally liable partners and therefore are responsible for the management of the company themselves. In particular, the Supervisory Board is not responsible for appointing and dismissing general partners or for regulating the terms and conditions of their contracts. The authority for this belongs to E. Merck KG.

Nor does the Supervisory Board have the authority to issue rules of procedure for the Executive Board or a catalog of business transactions requiring approval. This authority likewise belongs to E. Merck KG (Art. 13 (3) sentence 1 and (4) sentence 1 of the Articles of Association).

However, the fact that the Supervisory Board has no possibilities to directly influence the Executive Board restricts neither its information rights nor audit duties. The Supervisory Board must oversee the Executive Board in terms of legality, regularity, usefulness and economic efficiency. In particular, the Supervisory Board has the duty to examine the reports provided at least quarterly by the Executive Board about the progress of business – in particular sales and the position of the company. In addition, by means of consultation with the Executive Board, it creates the basis for the Supervisory Board to monitor the management of the company according to section 111 (1) AktG.

The Supervisory Board deals with the quarterly and half-year consolidated financial statements and examines the annual financial statements of the Merck Group as well as of Merck KGaA, taking into account the auditor's reports. The adoption of the annual financial statements is not the responsibility of the Supervisory Board, but of the Annual General Meeting. The Supervisory Board normally meets four times a year. Further meetings may be convened if demanded by a member of either the Supervisory Board or the Executive Board. As a rule, resolutions of the Supervisory Board are passed at meetings. At the instruction of the chairman, in exceptional cases a resolution may be passed by other means, details of which are given in the rules of procedure.

The members of the Board of Partners of E. Merck KG and of the Supervisory Board may be convened to a joint meeting if so agreed by the chairmen of the two boards.

The rules of procedure prescribe that the Supervisory Board may form committees as and when necessary. The Supervisory Board currently has no committees. Because of the limited authority of the Supervisory Board, it does not appear appropriate to subdivide it further.

Board of Partners of E. Merck KG

Some of the responsibilities that lie with the supervisory board of a German stock corporation are fulfilled at Merck by E. Merck KG. This applies primarily to the Board of Partners of E. Merck KG. Therefore, the Board of Partners and the composition and procedures of its committees are described in the following.

The Board of Partners has nine members: Dr. Frank Stangenberg-Haverkamp (Chairman), Johannes Baillou (Vice Chairman), Jon Baumhauer, Frank Binder, Dr. Wolfgang Büchele, Prof. Dr. Dr. h.c. Rolf Krebs, Dr. Hans-Jürgen Leuchs, Albrecht Merck and Prof. Dr. Theo Siegert. The Board of Partners supervises the Executive Board in its management of the company. It informs itself about the business matters of Merck KGaA, and may inspect and examine the company's accounts, other business documents, and assets for this purpose. The Board of Partners convenes as and when necessary, however it meets at least four times a year. The members of the Executive Board of Merck KGaA are invited to all meetings of the Board of Partners, unless the Board of Partners resolves otherwise in individual cases. The members of the Board of Partners may convene a joint meeting with the Supervisory Board of Merck KGaA if so agreed by the chairmen of the two boards.

The Board of Partners may confer the responsibility for individual duties to committees. Currently the Board of Partners has three committees in place: the Personnel Committee, the Finance Committee, and the Research and Development Committee.

The Personnel Committee has four members:

Member	Memberships in (a) other statutory supervisory boards and (b) comparable German and foreign supervisory bodies of corporations
Jon Baumhauer Munich Chairman of the Executive Board and General Partner of E. Merck KG	no board positions
Prof. Dr. Dr. h.c. Rolf Krebs Mainz Retired physician	(a) – Supervisory Board of Merck KGaA, Darmstadt (Chairman as of July 23, 2009) – Epigenomics AG, Berlin (Chairman) – Ganymed Pharmaceuticals AG, Mainz (Chairman) – Merz GmbH & Co. KGaA, Frankfurt – Senator GmbH & Co KGaA, Frankfurt – Merz Pharmaceuticals GmbH, Frankfurt (b) – Air Liquide S.A., Paris, France
Prof. Dr. Theo Siegert Düsseldorf Managing Partner of de Haen Carstanjen & Söhne	(a) – Supervisory Board of Merck KGaA, Darmstadt – Deutsche Bank AG, Frankfurt – ERGO AG, Düsseldorf – E.ON AG, Düsseldorf – Henkel AG & Co KGaA, Düsseldorf (as of April 2009) (b) – Board of Directors of DKSH Holding Ltd., Zurich, Switzerland
Dr. Frank Stangenberg-Haverkamp Darmstadt Vice Chairman of the Executive Board and General Partner of E. Merck KG	(a) – Fortas AG, Rösraht (b) – Travel Asset Group Ltd., Feltham, United Kingdom

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The Personnel Committee is convened as and when necessary. Meetings of the Personnel Committee are attended by members of the Executive Board of Merck KGaA upon request of the Committee. They attend only in an advisory capacity.

The Personnel Committee is responsible, among other things, for the following decisions concerning members and former members of the Executive Board: Contents of contracts of employment and of pension contracts, granting of loans and advance payments, approval to take on honorary offices, board positions and other sideline activities, as well as division of responsibilities within the Executive Board of Merck KGaA. The Personnel Committee passes its resolutions by a simple majority – in matters concerning the Chairman of the Executive Board unanimity is required. The Personnel Committee regularly informs the Board of Partners of its activities.

The Finance Committee has four members:

Member	Memberships of (a) other statutory supervisory boards and (b) comparable German and foreign supervisory bodies of corporations
Johannes Baillou Vienna, Austria Entrepreneur	(a) – Supervisory Board of Merck KGaA, Darmstadt
Dr. Wolfgang Büchele Mannheim CEO BorsodChem Zrt., Hungary	(a) – Supervisory Board of Merck KGaA, Darmstadt (as of July 1, 2009) (b) – BorsodChem Zrt., Kazincbarcika, Hungary (Chairman of the Board) – Kemira Oij, Helsinki, Finland
Prof. Dr. Theo Siegert Düsseldorf Managing Partner of de Haen-Carstanjen & Söhne	(a) – Supervisory Board of Merck KGaA, Darmstadt – Deutsche Bank AG, Frankfurt – ERGO AG, Düsseldorf – E.ON AG, Düsseldorf – Henkel AG & Co KGaA, Düsseldorf (as of April 2009) (b) – Board of Directors of DKSH Holding Ltd., Zurich, Switzerland
Dr. Frank Stangenberg-Haverkamp Darmstadt Vice Chairman of the Executive Board and General Partner of E. Merck KG	(a) – Fortas AG, Rösrath (b) – Travel Asset Group Ltd., Feltham, United Kingdom

The Finance Committee holds at least four meetings a year, two of which are joint meetings with the auditor. Further meetings are convened as and when necessary. Meetings of the Finance Committee are attended by members of the Executive Board of Merck KGaA upon request of the Committee. The Chairman of the Executive Board and the Chief Financial Officer regularly attend these meetings. The members of the Executive Board attend only in an advisory capacity. The Finance Committee is responsible, among other things, for analyzing and discussing the annual financial statements and the respective auditor's report as well as the quarterly and half-year financial reports. In addition, it deals with the financial position, results of operations and liquidity of Merck as well as accounting issues. It examines and gives recommendations on investments requiring the approval of the Board of Partners.

The Research and Development Committee has three members:

Member	Memberships of (a) other statutory supervisory boards and (b) comparable German and foreign supervisory bodies of corporations
Prof. Dr. Dr. h.c. Rolf Krebs Mainz Retired physician	(a) – Supervisory Board of Merck KGaA, Darmstadt (Chairman as of July 23, 2009) – Epigenomics AG, Berlin (Chairman) – Ganymed Pharmaceuticals AG, Mainz (Chairman) – Merz GmbH & Co. KGaA, Frankfurt – Senator GmbH & Co KGaA, Frankfurt – Merz Pharmaceuticals GmbH, Frankfurt (b) – Air Liquide S.A., Paris, France
Dr. Hans-Jürgen Leuchs Cobham, United Kingdom Retired graduate chemist	(a) – Supervisory Board of Merck KGaA, Darmstadt (as of July 1, 2009) (b) – Zeton B.V., Enschede, The Netherlands (as of Oct. 15, 2009)
Dr. Frank Stangenberg-Haverkamp Darmstadt, Vice Chairman of the Executive Board and General Partner of E. Merck KG	(a) – Fortas AG, Rösraath (b) – Travel Asset Group Ltd., Feltham, United Kingdom

The Research and Development Committee is convened as and when necessary, but holds full-day meetings at least twice a year. Meetings of the Research and Development Committee are attended by members of the Executive Board of Merck KGaA upon request of the Committee. These meetings regularly include the Chairman of the Executive Board for the members of the Executive Board responsible for Pharmaceuticals and Chemicals. The members of the Executive Board attend only in an advisory capacity. The Research and Development Committee is responsible, among other things, for analyzing and discussing the research activities of Pharmaceuticals and Chemicals. The Pharmaceuticals and Chemicals business sectors present the status of their respective research to the Research and Development Committee in special meetings. The Committee deals thoroughly with the pharmaceutical research progress report and with developments of new medicines in Phases II and III of clinical research. The Research and Development Committee reports to the Board of Partners twice a year on the insights gained from the meetings held.