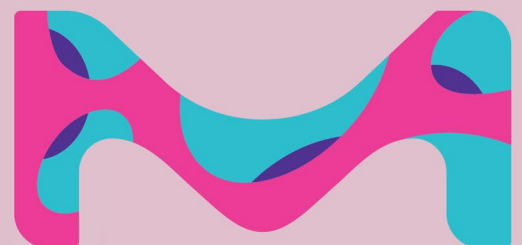


Merck KGaA
Darmstadt, Germany

Statement on Corporate Governance



statement on corporate Governance

The Statement on Corporate Governance contains the Declaration of Conformity, relevant information on practices within the company, and a description of the procedures of the corporate bodies, as well as targets for the percentage of positions held by women and the Diversity Policy.

Joint report of the Executive Board and the Supervisory Board including Declaration of Conformity

The German Corporate Governance Code is geared toward the conditions found in a German stock corporation (“Aktiengesellschaft” or “AG”) and does not take into consideration the special characteristics of a corporation with general partners (“Kommanditgesellschaft auf Aktien” or “KGaA”) such as Merck KGaA, Darmstadt, Germany. Given the structural differences between an AG and a KGaA, several recommendations of the German Corporate Governance Code are to be applied to a KGaA only in a modified form. Major differences between the two legal forms exist in terms of liability and management. In the case of an AG, only the AG is liable as a legal entity, whereas the general partners of a KGaA also have unlimited personal liability for the company’s obligations (section 278 (1) of the German Stock Corporation Act (AktG)). At Merck KGaA, Darmstadt, Germany, this pertains to both E. Merck KG, Darmstadt, Germany – which is excluded from management and representation pursuant to Article 8 (5) of the Articles of Association of Merck KGaA, Darmstadt, Germany – as well as to the managing general partners who collectively make up the Executive Board of Merck KGaA, Darmstadt, Germany. The members of the Executive Board of Merck KGaA, Darmstadt, Germany, are therefore subject to unlimited personal liability. Unlike an AG, their executive authority does not derive from the appointment by the Supervisory Board, but rather by their status as general partners. Consequently, in addition to other responsibilities typical of the supervisory board of an AG (see description of the [procedures of the Supervisory Board](#)), the supervisory board of a KGaA does not have the authority to appoint the executive board, draw up executive board contracts or specify the compensation of the executive board. This legal form also involves special features with regard to the Annual General Meeting. For example, in a KGaA, many of the resolutions made require the consent of the general partners (section 285 (2) AktG), including in particular the adoption of the Annual Financial Statements (section 286 (1) AktG).

Merck KGaA, Darmstadt, Germany, applies the German Corporate Governance Code analogously where these regulations are compatible with the legal form of a KGaA. 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 Government Commission of the German Corporate Governance Code to a broad extent and refrain from adopting our own, equally permissible code. All of the recommendations of the German Corporate Governance Code in the version dated April 28, 2022, the intent and meaning of which are applied, have been complied with since the last Declaration of Conformity was submitted in February 2025.

For a clearer understanding, the following gives a general explanation of the application of German company law at Merck KGaA, Darmstadt, Germany, with additional references to the Annual General Meeting and shareholder rights.

Merck KGaA, Darmstadt, Germany

The general partner E. Merck KG, Darmstadt, Germany, holds around 70% of the total capital of Merck KGaA, Darmstadt, Germany (equity interest); the shareholders hold the remainder, which is divided into shares (share capital). E. Merck KG, Darmstadt, Germany, is excluded from the management of business activities. The general partners with no equity interest (Executive Board) manage the business activities. Nevertheless, due to its substantial capital investment and unlimited personal liability, E. Merck KG, Darmstadt, Germany, has a strong interest in ensuring that the businesses of Merck KGaA, Darmstadt, Germany, operate efficiently and in compliance with procedures. The participation of Merck KGaA, Darmstadt, Germany, in the profit/loss of E. Merck KG, Darmstadt, Germany, in accordance with Articles 26 et seq. of the Articles of Association of Merck KGaA, Darmstadt, Germany, further harmonizes the interests of the shareholders and of E. Merck KG, Darmstadt, Germany. E. Merck KG, Darmstadt, Germany, appoints and dismisses the Executive Board. In addition, E. Merck KG, Darmstadt, Germany, has created bodies – complementing the expertise and activities of the Supervisory Board – to monitor and advise the Executive Board. This applies primarily to the Board of Partners of E. Merck KG, Darmstadt, Germany.

Based on the provisions of the AktG, the Articles of Association of Merck KGaA, Darmstadt, Germany, and the rules of procedure of the various corporate bodies, Merck KGaA, Darmstadt, Germany, has adopted a set of rules for the Executive Board and its supervision that meet the requirements of the German Corporate Governance Code. The investors, who bear the entrepreneurial risk, are protected as provided for by the German Corporate Governance Code. We take suggestions from the capital market on corporate governance seriously and hold discussions with investors and shareholder representatives.

The Annual General Meeting of Merck KGaA, Darmstadt, Germany

The 30th Annual General Meeting of Merck KGaA, Darmstadt, Germany, was held in Darmstadt, Germany, on April 25, 2025. In 2025, the Executive Board again decided, with the approval of the Supervisory Board, to hold the 2025 Annual General Meeting in virtual form, i.e. without the shareholders and their proxies attending in person. In doing so, it made use of the option provided by the legislation in relation to virtual annual general meetings in accordance with section 118a AktG. Shareholders and shareholder representatives participated in the Annual General Meeting virtually. The entire meeting was live streamed with audio and video. At 68.38%, the proportion of share capital represented at the meeting (including postal votes) was slightly lower than in 2024. In 2024, the proportion of share capital represented was 71.78%. The Annual General Meeting service provider does not forward voting instructions to the Group in advance of the Annual General Meeting but keeps them in the system until the votes are counted.

In particular, the Annual General Meeting passes resolutions concerning the approval of the Annual Financial Statements, the appropriation of net retained profit, the approval of the actions of the Executive Board members and the Supervisory Board members, the election of the auditor, amendments to the Articles of Association, the compensation system for the Executive Board, and the control and profit and loss transfer agreements of Merck KGaA, Darmstadt, Germany. The shareholders of Merck KGaA, Darmstadt, Germany, exercised their shareholder rights fully at the virtual Annual General Meeting using the Internet-based General Meeting system and via video communication. In addition, the shareholders were again given the opportunity to submit statements on the agenda to the company prior to the 2025 Annual General Meeting. Shareholders were also able to exercise their right to speak at the Annual General Meeting, with their questions being answered in detail by the company. They were able to exercise their voting rights in person, through an authorized representative or a proxy appointed by the company, or by postal vote. The proxies appointed by the company were in attendance throughout the duration of the Annual General Meeting. All the documents and information concerning upcoming General Meetings (including a summary explanation of shareholder rights) are also posted on our website. The introductory speech by the Chair of the Executive Board was published in advance on the Internet on April 17, 2025, and updated on April 25, 2025, in order to make it available to interested shareholders and members of the public and thus satisfy the high transparency requirements of the Group.

Declaration of Conformity

In accordance with section 161 AktG, applying the provisions of the German Corporate Governance Code correspondingly, the Executive Board and the Supervisory Board issued the following Declaration of Conformity with the recommendations of the Government Commission of the German Corporate Governance Code:

“Declaration of the Executive Board and the Supervisory Board of Merck KGaA, Darmstadt, Germany, on the recommendations of the Government Commission of the German Corporate Governance Code pursuant to section 161 of the German Stock Corporation Act (AktG). Since the last Declaration of Conformity in February 2025, we have complied with all of the recommendations of the Government Commission of the German Corporate Governance Code in the version dated April 28, 2022, as published in the official section of the German Federal Gazette.

With regard to future compliance with the current recommendations of the Government Commission of the German Corporate Governance Code, the Executive Board and the Supervisory Board declare the following: The company will comply with the recommendations of the Code in the version dated April 28, 2022.”

Darmstadt, February 2026

For the Executive Board
Belén Garijo

For the Supervisory Board
Michael Kleinemeier

Information on corporate governance practices

Reporting

It is the objective of Merck KGaA, Darmstadt, Germany, to provide the latest information to all shareholders, media, financial analysts, and interested members of the public while creating the greatest possible transparency. For this reason, the Group uses a wide range of communication platforms to engage in a timely dialogue with all interested parties about the company's situation and business changes. Our principles include providing factually correct, comprehensive and fair information.

Information subject to disclosure requirements, as well as information that is not, can be accessed worldwide on the Merck KGaA, Darmstadt, Germany, website (www.emdgroup.com), which is the company's most important publication platform. In addition to a comprehensive financial calendar, annual reports and quarterly statements and/or quarterly and half-yearly financial reports covering at least the past five years are available there in German and English. In line with the legal requirements, ad hoc announcements are also published on the website. These contain information on circumstances and facts that could impact our share price.

Regular press conferences, investor meetings on the occasion of investor conferences and roadshows offer another platform for dialogue. The company presentations prepared for this purpose are also available on the website of Merck KGaA, Darmstadt, Germany. In addition, the Investor Relations team is available to private and institutional investors who wish to receive further information. To ensure the greatest possible transparency, all documents concerning the Annual General Meeting are available on the company website. Additionally, the Annual General Meeting is live streamed. The Annual General Meeting on April 25, 2025, was again held virtually and hence was live streamed in full.

Dealing with insider information

Dealing properly with insider information is very important to us. Our Insider Committee examines the existence of insider information, ensures compliance with legal obligations and prepares any necessary actions. The members of the Insider Committee are appointed by the Executive Board; at least two members work in Group Legal & Compliance. The Insider Committee meets at regular intervals or when circumstances require. The Chief Financial Officer is vested with the authority to make the final decision on handling potential insider information.

In order to ensure a high level of protection for insider information, the Executive Board issued internal insider guidelines that are applicable throughout the Group worldwide. The guidelines inform employees about their responsibilities under insider trading laws and give clear instructions for compliant behavior. In addition, they describe the function of the Insider Committee in detail. Moreover, our Code of Conduct, which is binding for all employees, also contains an explicit, detailed reference to the ban on using insider information. All employees are instructed on the stipulations of insider trading within the scope of obligatory training courses on the Code of Conduct as well as specific training courses on insider law.

Accounting and audits of financial statements

Merck KGaA, Darmstadt, Germany, prepares its Consolidated Financial Statements and Combined Management Report in accordance with the International Financial Reporting Standards (IFRS) effective and adopted by the European Union at the end of the reporting period and the additional provisions of section 315e (1) of the German Commercial Code (HGB). The Consolidated Financial Statements and the Combined Management Report are prepared by the Executive Board and examined by an auditor, taking into account the German generally accepted standards for the audit of financial statements promulgated by the Institute of Public Auditors in Germany (Institut der Wirtschaftsprüfer, IDW).

The Supervisory Board commissioned Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, to audit the Consolidated Financial Statements and the Combined Management Report for fiscal 2025. A corresponding proposal was approved by the Annual General Meeting on April 25, 2025. Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, is obliged to inform the Supervisory Board without delay of any grounds for disqualification or bias occurring during the audit if these cannot be immediately rectified. Additionally, the auditor shall immediately report to the Supervisory Board any findings and issues that emerge during the audit that have a direct bearing upon the tasks of the Supervisory Board. The auditor shall inform the Supervisory Board or note in the audit report any circumstances determined during the audit that would render inaccurate the Declaration of Conformity made by the Executive Board and the Supervisory Board. It has also been agreed with the auditor that, in order to assess whether the Executive Board has fulfilled its obligations in accordance with section 91 (2) AktG, the audit will also cover the company's early warning risk identification system. Moreover, the auditor is required to examine and evaluate the internal control system relevant to accounting as part of its audit insofar as this is necessary and appropriate for assessing the accuracy of financial reporting.

Since 2023, Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, has been the auditing firm responsible for the statutory audit of the Annual Financial Statements and Consolidated Financial Statements of Merck KGaA, Darmstadt, Germany. The auditor responsible for auditing the Consolidated Financial Statements changes regularly as required by law. Daniel Weise is currently leading the audit engagement. Mr. Weise has been the German Public Auditor responsible for the engagement since fiscal 2023. The Sustainability Statement contained in the Combined Management Report is also audited by Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich. Daniel Oehlmann has been the German Public Auditor responsible for the engagement since fiscal 2023. Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich, has assured the company that it is independent of the Group entities in accordance with the requirements of European law and German commercial and professional law, and that it has fulfilled its other German professional responsibilities in accordance with these requirements. The Supervisory Board has found no grounds to doubt the independence of Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich. Neither party has identified any conflicts of interest. The Audit Committee reviews the quality of the audit annually, including the performance of the German Public Auditor responsible for the engagement, on the basis of objective indicators.

Further reports

The Combined Management Report of Merck KGaA, Darmstadt, Germany, and the Group for fiscal 2025 includes a Combined Sustainability Statement. The Combined Sustainability Statement was prepared in order to meet the requirements set forth in Directive (EU) 2022/2464 of the European Parliament and of the Council dated December 14, 2022 (Corporate Sustainability Reporting Directive, CSRD), in Article 8 of Regulation (EU) 2020/852 and in sections 289b to 289e, 315b and 315c of the German Commercial Code (HGB) regarding a Combined Non-financial Statement. The Combined Sustainability Statement comprises the Group Sustainability Statement and the Non-financial Statement of the parent company. Deloitte GmbH Wirtschaftsprüfungsgesellschaft conducted a limited assurance engagement of the Combined Sustainability Statement. The (Group) Sustainability Statement has been prepared in full compliance with the first set of European Sustainability Reporting Standards (ESRS). The (Group) Sustainability Statement is included as a separate chapter of the Combined Management Report. An overview of the contents of the Sustainability Statement can be found in a separate index. In the chapter Other Information, we also make disclosures referring to the Global Reporting Initiative (GRI) Standards 2021. In addition, we present the indices, which meet the requirements of the Task Force on Climate-related Financial Disclosures (TCFD) and the Sustainability Accounting Standards Board (SASB). In addition, the Compensation Report is included as a separate item of the disclosures on corporate governance. The Compensation Report for the fiscal year 2025 and the auditor's report, including details of the compensation system currently in force, and the most recent compensation resolutions are publicly available at our [website](#).

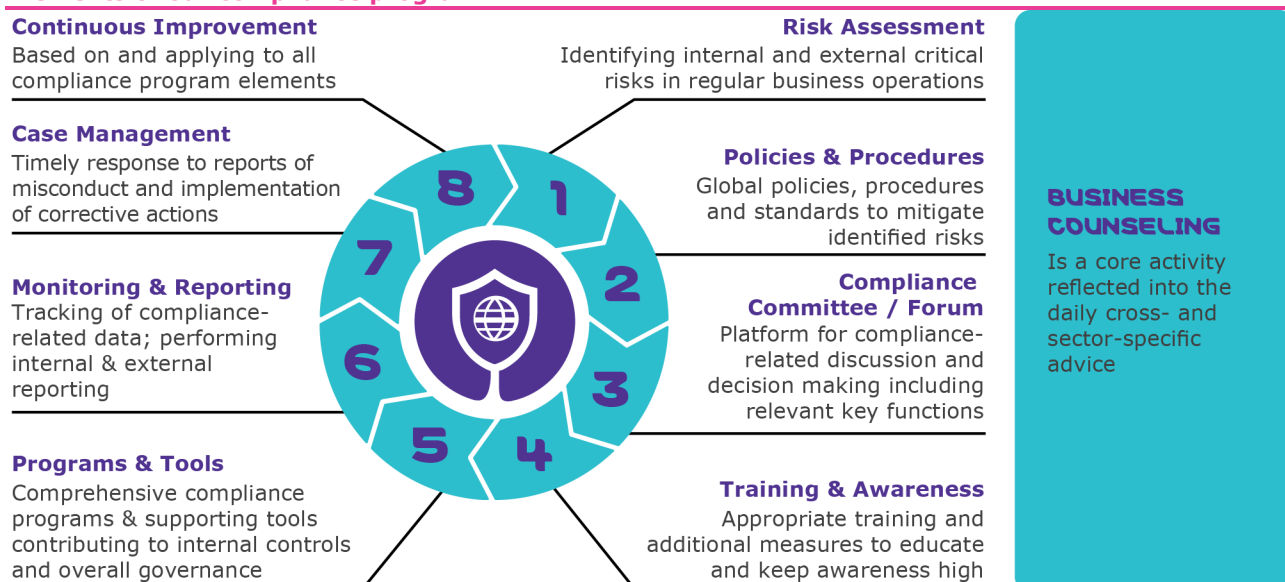
Values and compliance

Responsible entrepreneurship starts with compliance. We aim to ensure that all our activities adhere to relevant laws, regulations and ethical standards around the world. Compliance violations would not only result in possible legal action but could also seriously compromise our reputation as an employer and business partner.

Our Group Compliance function is responsible for the following core topics: our Code of Conduct, anti-corruption and anti-bribery (including healthcare compliance, business partner due diligence, transparency reporting), anti-money laundering, and conflicts of interest. Group-wide and local policies, procedures and processes are in place for these important compliance topics in order to ensure that our business activities are consistent with the relevant laws, regulations and international ethical standards.

As a global company, we have set very strict requirements for effective compliance management. Our Compliance Management System comprises eight core elements and ongoing consultation with the business fields that make up our compliance program:

Elements of our compliance program



The Group Compliance Officer is responsible for establishing, maintaining and further developing our global Compliance Management System. The Group Compliance Officer and their team, consisting of a global Compliance Center of Expertise and compliance officers, take appropriate measures to help lower the risk of serious compliance violations and ensure the implementation of the compliance program throughout the Group. Our Group Compliance Officer, together with the Group Data Privacy Officer, reports to the Executive Board and the Audit Committee twice a year, at a minimum, on the status of our compliance and data privacy activities, potential risks and key figures on compliance and data privacy violations.

The importance of compliance is reflected in the subsidiaries, which ensure via country representatives that compliance measures are implemented effectively. Regular global and regional compliance meetings are held to promote the exchange of information within the Compliance organization. This is supplemented by a global concept for global compliance committees and local compliance forums at which relevant compliance topics are discussed with senior management. These compliance forums and committees constitute important elements of risk assessment and quality assurance.

To ensure the effectiveness of our compliance program, we review it regularly and update our initiatives and programs as required to take account of new requirements and internal and external risks. We engage in a dialogue on current compliance issues, trends and targets with the stakeholder groups within our Compliance organization and with external parties.

Values and Code of Conduct

Our corporate culture places our fundamental values – courage, achievement, responsibility, respect, integrity, and transparency – at the heart of our business activities. Our [Code of Conduct](#) plays a central role in implementing these values in our daily interactions. It guides our employees in conducting business ethically and responsibly – in compliance with our values and the law. The Code of Conduct applies to all employees of the Group, in every country and all levels of our organization, and is available in 19 languages.

With the Code of Conduct and the various unit-specific compliance rules, our values are integrated into our daily work and business practice. We also expect our business partners (including customers, suppliers and distributors) to comply with these principles or to have their own comparable principles. Our Supplier Code of Conduct describes our expectations and requirements regarding ethics, general business integrity, business integrity in the pharmaceutical sector, environmental protection, human and labor rights, occupational health and safety, security, cybersecurity, protection of assets, continuous improvement for implementing these principles, and management systems. Our Human Rights Charter supplements the Supplier Code of Conduct with globally recognized human rights principles.

The Compliance department monitors compliance with the Code of Conduct with support from corresponding monitoring and training programs throughout the Group. All employees are called upon to report possible compliance violations so that the Group can take the necessary and appropriate action. In cooperation with Group Internal Auditing, the Compliance department regularly reviews the implementation of Group-wide compliance measures at the subsidiaries.

Risk management

Adequate compliance risk management is also essential in order to identify potential compliance risks and requirements and protect our company for the long term. To this end, we have established a process for evaluating compliance risks in all of our business sectors. This risk-based evaluation uses a comprehensive risk matrix and focuses on bribery and corruption risks. We regularly implement and monitor key performance indicators that allow us to assess risks and the effectiveness of controls. A global framework for ethical and legally compliant business processes serves to minimize risk. This is supplemented by suitable policies and effective controls for reducing risk.

Antitrust and competition law

In addition, we perform regular antitrust risk assessments in a separate process. Our Group-wide Antitrust Standard stipulates that all business activities throughout the Group must always be conducted in accordance with applicable antitrust regulations and standards. We ensure that all employees receive regular training on this matter. We recognize the importance of fair competition and expect the contractual parties acting on our behalf to do the same.

Supplier management

While supplier management ensures that suppliers act in compliance with regulations, third-party risk management encompasses relations with sales-related business partners such as commercial agents, distributors and wholesalers as well as suppliers we consider to be high risk (“high-risk vendors”). We expect our third parties worldwide to adhere to our compliance principles. We only enter into business relationships with third parties that pledge – according to the [Supplier Code of Conduct](#) – to act in accordance with the law, reject all forms of bribery, comply with environmental, health and safety guidelines, and uphold human and labor rights requirements. We apply a risk-based approach to selecting our external business partners, including high-risk vendors. The higher the estimated risk in connection with a particular country, region or service, the more carefully we examine the third party before entering into or prolonging a business relationship. Depending on the outcome, we may decide to reject the potential third party, impose conditions to mitigate identified risks or terminate an existing business relationship.

Anti-money laundering

We also have a global program for combating money laundering. This is supported by our Anti-Money Laundering Group Standard, which describes specific processes and assurance measures aimed at ensuring that warning signs and high-risk transactions are identified, reported and investigated. The implementation of these measures is supported by corresponding training.

Conflicts of interest

Our Conflict of Interest Policy defines conflicts of interest and the associated risks. It sets out clear guidelines for avoiding such situations and contains specific rules for identifying, disclosing, mitigating, and managing the risks that could arise.

Dealing with medical professionals and transparency reporting

We support healthcare systems by collaborating with expert groups, including professional medical associations, patient and carer organizations, university hospitals and other healthcare institutions.

Our Anti-Corruption Standard stipulates that all business activities must be conducted in line with applicable anti-corruption regulations and standards. All forms of bribery are strictly prohibited. We enforce strict limits on the value of gifts and invitations. These limits are stored in the company's internal tool we use to reimburse travel costs and expenses. Additionally, we have specific rules and procedures for dealing with healthcare professionals.

To ensure legally and ethically correct dealings with medical professionals and compliance with transparency requirements, the Compliance organization, together with the affected business units, has taken extensive measures to establish an internal regulatory framework as well as the corresponding processes for approving and documenting interactions with experts that ensure correct publication in line with the applicable data privacy regulations.

We publish the financial and non-financial contributions we make to healthcare experts, such as medical professionals and health organizations, in accordance with local laws and regulations. In addition to disclosing individual non-cash contributions, we publish information on our overall Research and Development expenditure as required.

Compliance training

Within the scope of the global compliance program, a high degree of importance is attached to regular compliance training, which is conducted both as e-learning and in person courses. The aim of this training, in particular, is to sensitize employees and management to the Code of Conduct, corruption and bribery, conflicts of interest, money laundering, antitrust and competition law, and healthcare compliance, as well as the consequences of compliance violations, and to show them ways of avoiding them. By providing employees with targeted training and information about the applicable compliance rules and ethical standards and giving them the responsibility for complying with these requirements, we strengthen their sense of responsibility and accountability. Further information can be found in the Compliance awareness and training chapter.

Compliance Hotline

As described in various compliance training courses and the Code of Conduct, whistleblowers may choose from various reporting channels. The choice of reporting channel may depend on the reason for the report and the whistleblower's preferences in the respective circumstances.

Our Whistleblowing and Investigations Standard reinforces our commitment to maintaining and strengthening a corporate culture in which employees are encouraged and empowered to report potential incidents and compliance violations. The standard provides guidance on the available reporting channels and our procedures for investigating reports of misconduct while ensuring confidentiality and protecting whistleblowers.

Reports to the central reporting channels, including the Compliance Hotline, are received directly by an independent and qualified team at Group Compliance and are examined. The report may be forwarded to a different responsible function for further processing depending on the nature and content of the report. Employees and individuals from outside the company can report potential compliance violations to the Compliance Hotline by telephone or via a web-based application in their respective language. The Compliance Hotline is available 24 hours a day, free of charge. The system enables two-way communication, including anonymous communication. If there are indications of a potential compliance violation, corresponding corrective measures are taken based on concrete action plans. If necessary, disciplinary measures are taken. These can range from a simple warning up to the dismissal of the employee who violated a compliance rule. The Group has set up a Compliance Case Committee to guide these processes. The Compliance Case Committee consists of senior representatives of various Group governance functions; they are involved in reviewing certain compliance violations and initiating appropriate and necessary measures.

In 2025, 132 compliance-relevant cases were reported via the Compliance Hotline and other channels. In 47 closed cases, it was confirmed that the principles of the Code of Conduct or other internal or external guidelines had been violated.

Internal Auditing

Compliance is ensured by the Group Compliance and Group Internal Auditing functions as the second and third lines of defense, respectively. As part of its audits, Group Internal Auditing regularly reviews functions, processes and legal entities worldwide. They also assess the effectiveness of the respective Compliance guidelines, processes and structures. The units also check for violations of our Code of Conduct, Anti-Corruption Standard, Anti-Money Laundering Group Standard, and Antitrust Standard. Our audit planning aims to provide comprehensive risk assurance through the best possible audit coverage of our processes, countries and projects. If an internal audit gives rise to recommendations for corrective actions, Group Internal Auditing performs a systematic follow-up and monitors the implementation of the recommendations. In 2025, Group Internal Auditing conducted 35 internal audits. This included 29 operational risk audits and 6 IT risk audits. A total of 30 internal audits involved risks related to bribery and corruption.

External Certification of the Compliance Management System

Since November 2022 our Compliance Management System is externally audited in accordance with the principles of proper auditing of Compliance Management Systems (IDW AsS 980 as amended September 2022). The focus is on combating bribery, corruption, and money laundering. The audit identifies potential areas for improvement and assesses whether the measures we have implemented comply with applicable regulations, guidelines, and processes. The audit consists of three phases:

The first two phases, preliminary assessment and adequacy review, were completed in 2023 without significant findings. The adequacy review indicates that the procedures and measures related to our Compliance Management System are appropriately designed and implemented to manage our compliance risks. The third phase, the assessment of effectiveness, is not yet completed.

Stakeholder engagement

We take care to ensure that our activities comply with the codes of conduct of the associations of which we are a member. We are members of various organizations, including the German Chemical Industry Association (VCI), the German Institute for Compliance (DICO), the European Federation of Pharmaceutical Industries and Associations (EFPIA), Pharmaceutical Research and Manufacturers of America (PhRMA), the German Association of Voluntary Self-Regulation for the Pharmaceutical Industry (FSA), the International Federation of Pharmaceutical Manufacturers and Associations (IFPMA), the Alliance for Integrity, the capital market association Deutsches Aktieninstitut (DAI), and the International Association of Privacy Professionals (IAPP).

Data privacy

Group data privacy is integrated into the Group's Compliance organization. As required by law, this department operates independently and without being required to follow instructions. As part of our broader compliance reporting efforts, the department prepares regular data privacy updates and a comprehensive Data Privacy Report, which is submitted to the Executive Board and the Audit Committee of the Supervisory Board at least twice a year. The Group Data Privacy Officer has a team of dedicated local data privacy officers working in countries where data privacy is a particularly sensitive issue for Merck KGaA, Darmstadt, Germany. Other individuals around the world also perform a local data privacy function alongside their core activity for the Group. The tasks of these two groups of local data privacy officers include implementing and applying the Global Data Privacy Portfolio in the countries, performing regular efficiency tests and promoting awareness of data privacy. They also advise the company on relevant and critical matters relating to data privacy. A Center of Expertise provides support in the form of structures and tools.

Our Data Privacy Management System encompasses various elements of our portfolio alongside the pillars of people and communication. The portfolio is composed as follows:

Elements of our Data Privacy program



The Data Privacy organization has put specific guidelines in place in order to ensure regulatory compliant processes for data protection compliance. The Group Data Privacy Policy defines the standards according to which data is processed, stored, used, and transmitted within the Group. This enables us to provide a high level of protection when it comes to processing the data of our employees, contract partners, customers, suppliers, patients, physicians, and participants in clinical trials. The statutory documentation requirements are realized in a central IT tool that also serves as the basis for other key data privacy processes: documenting processing activities, performing a general risk audit and – if required by law – a specific data privacy impact assessment, reporting and evaluating potential data privacy violations, and processing requests from data subjects. Our understanding of data privacy throughout the Group is based on European legislation in particular, including the data privacy principles of the EU's General Data Protection Regulation (EU GDPR), which has been in force since May 2018. However, we also comply with and implement local data protection regulations in individual countries.

Corresponding training and awareness measures are a core element of any data privacy management system. The effective communication of relevant standards, procedures and other guidelines in the form of regular training is important, as are regular awareness measures in order to establish an appropriate culture of data privacy within our company. Our data privacy services comprise general awareness measures, such as e-learning on data privacy that is mandatory for all Group employees, and broad-based communication using various channels including e-mail and the company intranet, as well as targeted training, for example, interactive training for certain subsets of employees and standardized training sets focusing on specific topics and tailored to corresponding groups of companies.

Management of opportunities and risks

For detailed information, including a description of the main characteristics of the entire internal control system and risk management system and the statement on the appropriateness and effectiveness of these systems, please refer to the Internal control system section of the Report on Risks and Opportunities in the Combined Management Report.

Avoidance of conflicts of interest

Within the framework of their work, all Executive Board and Supervisory Board members of Merck KGaA, Darmstadt, Germany, are exclusively committed to the interests of the company and neither pursue personal interests nor grant unjustified advantages to third parties.

Before an Executive Board member takes on honorary offices, board positions or other sideline activities, this must be approved by the Personnel Committee of the Board of Partners of E. Merck KG, Darmstadt, Germany. The Chair of the Executive Board, Belén Garijo, and the Chief Financial Officer, Helene von Roeder, are both members of the Executive Board of E. Merck KG, Darmstadt, Germany. This does not, however, create conflicts of interest.

In its report to the Annual General Meeting, the Supervisory Board discloses any conflicts of interest involving its members and how they were dealt with. Consultancy agreements, as well as other service and work contracts of a Supervisory Board member with the Group, require the approval of the Supervisory Board. In fiscal 2025, there were neither conflicts of interest nor consultancy agreements or other service or work contracts with Merck KGaA, Darmstadt, Germany, or another Group company involving Supervisory Board members.

Adherence to environmental and safety standards

Our thinking and actions with regard to environmental protection and safety are based on the principle of sustainability and the guidelines for responsible action as set out by the International Council of Chemical Associations (ICCA) in its Responsible Care Global Charter, which emphasizes overall responsibility for products, supply chains and society. We have signed on to this charter and declared its principles to be binding throughout the Group in our Environment, Health and Safety (EHS) Policy.

We also adopt environmental safety and protection targets with the aim of permanently improving our environmental protection and safety:

- We have set ourselves the goal of climate-neutral business operations along our entire value chain by 2040. By 2030, we aim to reduce our direct (Scope 1) and indirect (Scope 2) emissions by 50% compared with 2020. Our goal is to achieve this primarily by reducing process-related emissions and implementing energy efficiency measures. In terms of our Scope 3 emissions, we want to reduce emissions along the entire value chain by 52% (defined as the rate of tons of CO₂ equivalent per euro million of gross profit) by 2030. These short-term targets for 2030 were approved by the Science-Based Targets initiative (SBTi) in May 2022. The independent initiative assesses and approves companies' targets based on its strict climate science criteria. This confirms that we are helping to limit global warming to 1.5°C, thus meeting the requirements of the Paris Agreement.
- In addition, we are aiming to source 80% of our purchased electricity across our own operations with renewable energies by 2030.
- We also intend to reduce the environmental impact of our waste, reduce water intensity and improve the quality of our wastewater by 2030. Having achieved our short-term targets for waste and water consumption to 2025 ahead of schedule in 2023, we have adopted new ambitions for the period to 2030. By the end of the decade, we want to achieve a circularity rate of 70% in our waste flows and improve our water intensity (per euro value added) by 50%.
- To improve occupational safety, we lowered the lost time injury rate (LTIR) to below 1.0 by the end of 2025.

We have also rolled out BeHealthy, a global program aimed at maintaining and promoting employee health. The objective of the program is to strengthen the physical, mental, social, and workplace-related health of all employees for the long term. The focal points of the content are healthy leadership, mindfulness and delivering a diverse healthcare offering that is accessible globally.

Based on our Environment, Health and Safety (EHS) Policy, a number of guidelines specify how the sites and employees of the Group are to observe the principles in their daily work. The Group function Corporate Sustainability, Quality and Trade Compliance steers these global activities and ensures compliance with statutory requirements, internal standards and business needs throughout the entire Group. In this way, Group-wide risks are minimized and continuous improvement is promoted in the areas of environment, health, safety, security, and quality.

We report on our ecological, environmental and social performance transparently in accordance with the internationally recognized principles of the Global Reporting Initiative (GRI), the Sustainability Accounting Standards Board (SASB), and the recommendations of the Task Force on Climate-related Financial Disclosures (TCFD).

Procedures of the Executive Board, Supervisory Board, Board of Partners and its Committees

Members of the Executive Board of Merck KGaA, Darmstadt, Germany

Information on memberships in statutory supervisory boards and comparable German and foreign control bodies (section 285 no. 10 HGB in conjunction with section 125 (1) sentence 5 AktG).

Member	Memberships as of December 31, 2025 of (a) statutory supervisory boards and (b) comparable German and foreign control bodies of corporations
Belén Garijo Frankfurt am Main, Germany, Chair	(b) • Banco Bilbao Vizcaya Argentaria S. A., Bilbao, Spain (listed)
Kai Beckmann Darmstadt, Germany, Vice Chair (since September 25, 2025), CEO Electronics	(a) • Bundesdruckerei GmbH, Berlin, Germany (not listed) • Bundesdruckerei Gruppe GmbH, Berlin, Germany (not listed)
Dan Pinhas Bar Zohar (since June 1, 2025) Darmstadt, Germany, CEO Healthcare	No mandates
Khadija Ben Hammada (since March 1, 2025) Darmstadt, Germany, Chief People Officer	No mandates
Peter Guenter (until May 31, 2025) Berlin, Germany, CEO Healthcare	(b) • Galapagos N.V., Mechelen, Belgium (listed) • Zentiva Group a.s., Prague, Czech Republic (not listed)
Matthias Heinzl (until May 31, 2025) Weinheim, Germany, CEO Life Science	No mandates
Helene von Roeder Frankfurt am Main, Germany, Chief Financial Officer	No mandates
Jean-Charles Wirth (since June 1, 2025) Darmstadt, Germany, CEO Life Science	No mandates

The general partners with no equity interest (Executive Board) manage the business activities in accordance with the laws, the Articles of Association of Merck KGaA, Darmstadt, Germany, and their rules of procedure. They are appointed by E. Merck KG, Darmstadt, Germany, with the approval 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. Certain tasks are assigned to individual Executive Board members based on a responsibility distribution plan. Each Executive Board member promptly informs the other members of any important actions or operations in their respective business area. Among other things, the Executive Board is responsible for preparing the Annual Financial Statements of Merck KGaA, Darmstadt, Germany, and of the Group as well as for approving the quarterly and half-yearly financial statements of the Group. In addition, the Executive Board ensures that all legal provisions, official regulations and the company's internal policies are observed, and works to achieve compliance with them by all the companies of the Group. A Group-wide guideline defines in detail which transactions require prior approval by the Executive Board.

The Executive Board provides the Supervisory Board and its Audit Committee with regular, up-to-date and comprehensive reports about all company-relevant issues concerning strategy, planning, business development, the risk situation, risk management, and compliance. The rules of procedure of the Executive Board and of the Supervisory Board govern the further details and ensure that the Supervisory Board is kept adequately informed by the Executive Board.

The Executive Board informs the Board of Partners of E. Merck KG, Darmstadt, Germany, 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 aforementioned 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 once a month.

Supervisory Board

The Supervisory Board has 16 members. In fiscal 2025, the Supervisory Board was composed as follows:

Member	Memberships as of December 31, 2025 of (a) other statutory supervisory boards and (b) comparable German and foreign control bodies of corporations	Member of the Supervisory Board since	Attendance of meeting of the Supervisory Board
Michael Kleinemeier (Chair of the Supervisory Board) Heidelberg, Germany, Managing Director of e-mobiligence GmbH, Heidelberg, Germany (Independent Shareholder Representative)	(a) • Merck Life Science KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany ¹ (Chair) (not listed) • Merck Electronics KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany ¹ (not listed) (b) • E. Merck KG, Darmstadt, Germany ¹ (not listed) • SRH Holding (SdbR), Heidelberg, Germany (not listed)	Apr. 26, 2019	5/5
Sascha Held (Vice Chair of the Supervisory Board until June 30, 2025) As of June 30, 2025, Riedstadt, Germany, Application Consultant (full-time member and Chair of the Joint Works Council of Merck KGaA, Darmstadt, Germany)	No board positions	Apr. 26, 2019	3/3
Anne Lange (Vice Chair of the Supervisory Board since July 1, 2025) Riedstadt, Germany, Application Engineer (currently full-time member and Chair of the Joint Works Council of Merck KGaA, Darmstadt, Germany)	No board positions	Apr. 26, 2019	5/5
Birgit Biermann Bochum, Germany, Vice Chair of the German Mining, Chemical and Energy Industrial Union (IG BCE), Hanover, Germany	(a) • Adidas AG, Herzogenaurach, Germany (listed) • Lanxess Aktiengesellschaft, Cologne, Germany (listed) • Lanxess Deutschland GmbH, Cologne, Germany (not listed) (b) • DGB Rechtsschutz GmbH, Düsseldorf, Germany (not listed) • Technische Hochschule Georg Agricola, Bochum, Germany (not listed)	Jul. 14, 2022	5/5
Katja Garcia Vila Hanover, Germany, Chief Financial Officer of MTU Aero Engines AG, Munich, Germany (Independent Shareholder Representative)	No board positions	Apr. 26, 2024	5/5 ³
Carla Kriwet Munich, Germany, Chair of Managing Directors of CeramTec GmbH, Polchingen, Germany (Independent Shareholder Representative)	(a) • Save the Children e.V., Berlin, Germany (not listed)	Apr. 26, 2024	5/5
Barbara Lambert Givrins, Switzerland, Supervisory and Administrative Board member (Independent Shareholder Representative)	(a) • Deutsche Börse AG, Eschborn, Germany (listed) (b) • Implen AG, Glattpark (Opfikon), Switzerland (listed) • UBS Switzerland AG, Zurich, Switzerland (not listed)	Aug. 11, 2023	5/5
Dietmar Oeter Seeheim-Jugenheim, Germany, Director Corporate Quality Assurance	No board positions	May 09, 2014	5/5
Stefan Palzer Lausanne, Switzerland, Member of the Executive Board for Innovation, Technology, R&D and Chief Technology Officer at Nestlé S.A., Vevey, Switzerland (Independent Shareholder Representative)	No board positions	Apr. 26, 2024	4/5 ^{3, 4}

Member	Memberships as of December 31, 2025 of (a) other statutory supervisory boards and (b) comparable German and foreign control bodies of corporations	Member of the Supervisory Board since	Attendance of meeting of the Supervisory Board
Alexander Putz Michelstadt, Germany, Chemical Laboratory Assistant (currently full-time member of the Joint Works Council of Merck KGaA, Darmstadt, Germany)	(a) • Merck Electronics KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany ¹ (not listed)	May 28, 2020	5/5
Christian Raabe Höchst, Germany, IT Business Partner	No board positions	Apr. 26, 2019	5/5
Michael Reinhart Kleinostheim, Germany, District Manager of the German Mining, Chemical and Energy Industrial Union (IGBCE) Darmstadt, Germany	(a) • Merck Healthcare KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany ¹ (not listed)	Apr. 26, 2024	5/5
Susanne Schaffert Neumarkt, Germany, Supervisory Board member and Independent Consultant (Independent Shareholder Representative)	(a) • Merck Healthcare KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany ¹ (Chair) (not listed) • Merck Life Science KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany ¹ (not listed) (b) • E. Merck KG, Darmstadt, Germany ¹ (not listed) • ARTBio Inc., Cambridge, MA/USA (not listed) • Incyte Corporation, Wilmington, DE/USA (listed) • Novo Holdings A/S, Hellerup, Denmark (not listed) • Vetter Holding GmbH & Co. KG, Ravensburg, Germany (not listed)	Apr. 26, 2024	4/5
Sandra Schwebke Griesheim, Germany, Biologist (currently full-time member of the Joint Works Council of Merck KGaA, Darmstadt, Germany)	No board positions	Apr. 26, 2024	5/5
Daniel Thelen² Cologne, Germany, Head of commercial project management general reconstruction west at DB InfraGO AG, Frankfurt am Main, Germany	(b) • E. Merck KG, Darmstadt, Germany ¹ (not listed)	Apr. 26, 2019	5/5
Simon Thelen² Cologne, Germany, Member of the Executive Board of E. Merck KG, Darmstadt, Germany, adjunct Medical Professor and Physician	(a) • Merck Healthcare KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany ¹ (not listed) • Merck Life Science KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany ¹ (not listed) • Merck Electronics KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany ¹ (not listed) (b) • E. Merck KG, Darmstadt, Germany ¹ (not listed)	Apr. 26, 2019	5/5
Sven Vollrath (since July 1, 2025) Biblis, Germany, Chemical Technician, Technical Business Economist (currently full-time member and Vice Chair of the Joint Works Council of Merck KGaA, Darmstadt, Germany)	(a) • Administrative Board member BKK of Merck KGaA, Darmstadt, Germany ¹ (not listed)	July 1, 2025	2/2

¹ Internal board position.

² Members delegated according to Article 6 (5) of the Articles of Association of Merck KGaA, Darmstadt, Germany.

³ Participation in one meeting was held virtually.

⁴ The supervisory board member participated partially in one meeting.

The Supervisory Board performs a monitoring function. It supervises the Executive Board's management of the company. 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. In particular, the Supervisory Board is not responsible for appointing and dismissing general partners or for regulating the terms and conditions of their contracts. This is the responsibility of E. Merck KG,

Darmstadt, Germany. Similarly, the Supervisory Board does not have the authority to issue rules of procedure for the Executive Board or a catalog of business transactions requiring approval. This is also the responsibility of E. Merck KG, Darmstadt, Germany (Article 13 (3) sentence 1 and (4) sentence 1 of the Articles of Association of Merck KGaA, Darmstadt, Germany).

However, the fact that the Supervisory Board has no possibility of directly influencing the Executive Board restricts neither its information rights nor its audit duties. The Supervisory Board must monitor the legality, regularity, usefulness, and economic efficiency of the Executive Board. In particular, the Supervisory Board has the duty to examine the reports provided by the Executive Board. This includes regular reports on the intended business policy, as well as other fundamental issues pertaining to corporate planning, especially financial, investment and HR planning, the profitability of the Group, and the course of business. In particular, this also includes IT security and sustainability issues, which fall within the responsibility of the Audit Committee. The regular reports pertaining to Group Internal Auditing, risk management, the internal control system, and compliance are received by the Audit Committee of the Supervisory Board. In addition, by means of consultation with the Executive Board, it creates the basis for supervision of the management of the company by the Supervisory Board in accordance with section 111 (1) AktG. The Supervisory Board and the Audit Committee examine the Annual Financial Statements as well as the Consolidated Financial Statements and the Combined Management Report including the (Group) Sustainability Statement, taking into account the auditor's reports in each case. Moreover, the Audit Committee discusses the quarterly statements and the half-yearly financial report, taking into account in the latter case the report of the auditor on the audit review of the abridged financial statements and the interim management report of the Group, and reports to the Supervisory Board. The adoption of the Annual Financial Statements is not the responsibility of the Supervisory Board but of the Annual General Meeting. The Supervisory Board and the Audit Committee normally meet four times per year. Further meetings may be convened if requested 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 Chair, a resolution may be passed by other means in exceptional cases, details thereof can be found in the rules of procedure of the Supervisory Board.

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

The Supervisory Board has adopted rules of procedure for its activities. The rules of procedure are published on the [company website](#).

The rules of procedure prescribe that the Supervisory Board may form committees. The Supervisory Board has formed a Nomination Committee and an Audit Committee.

Nomination Committee

The Nomination Committee comprises three shareholder representatives. Its members are Michael Kleinemeier (Chair), Susanne Schaffert and Simon Thelen. The Nomination Committee is responsible for proposing to the Supervisory Board suitable candidates for its proposal to the Annual General Meeting. In addition to the legal requirements and the recommendations of the German Corporate Governance Code on topics such as independence and overboarding, the objectives of the Supervisory Board with respect to its composition, the qualification matrix and the Diversity Policy must be taken into consideration.

Audit Committee

The Audit Committee comprises three shareholder representatives and three employee representatives. Its members are Barbara Lambert (Chair), Katja Garcia Vila, Michael Kleinemeier, Christian Raabe, Michael Reinhart and Sven Vollrath (since July 1, 2025, as successor of Sascha Held).

The AktG and the German Corporate Governance Code in the versions currently applicable to the company state that at least one member of the Audit Committee shall have professional expertise in accounting and at least one additional member of the Audit Committee shall have professional expertise in auditing. Accounting and auditing also include sustainability reporting and the auditing thereof. The Chair of the Audit Committee should have professional expertise in at least one of the two areas. As a financial expert, Barbara Lambert has particular knowledge and experience in the application of accounting principles and internal control and risk management systems. She is also familiar with auditing and, in this context, with sustainability reporting. Barbara Lambert's aforementioned knowledge is based, among other things, on her education and many years of professional experience as an auditor and as a member of the Board of Directors of Banque Pictet & Cie SA until 2022. She is also a member of the Supervisory Board and Chair of the Audit Committee of Deutsche Börse AG and a member of the Board of Directors of UBS Switzerland AG. In these roles, she regularly participates in the training offered by the respective companies. Barbara Lambert thus qualifies as a financial expert within the meaning of section 100 (5) AktG and Recommendation D.3 of the German Corporate Governance Code. Furthermore, Katja Garcia Vila qualifies as a financial expert within the meaning of section 100 (5) AktG and recommendation D.3 of the German Corporate Governance Code. In particular, due to her degree in Business Studies from a university of applied sciences and her many years of experience in management positions in the financial sector, including as CFO of MTU Aero Engines AG since April 1, 2025, she has particular knowledge and experience in the application of reporting principles (including sustainability reporting), internal control and risk management systems. Finally, Michael Kleinemeier also has expertise in the area of accounting. In addition to his degree in business administration, his expertise results from his role as Managing Director of e-mobiligence GmbH as well as his many years of experience in management positions at SAP SE and other companies and his membership in other control bodies. Michael Kleinemeier thus also qualifies as a financial expert within the meaning of section 100 (5) AktG and Recommendation D.3 of the German Corporate Governance Code.

Defining the required knowledge in more detail, a further provision of the AktG states that the members of the Supervisory Board must be collectively familiar with the sector in which their company operates. This requirement is addressed in the Supervisory Board's qualification matrix, which stipulates that the Supervisory Board should have at least four members who possess such knowledge of the sector. We currently meet this requirement (see also Objectives of the Supervisory Board with Respect to Its Composition, Profile of Skills and Expertise, and Qualification Matrix). Information on the independence of the shareholder representatives can be found under Objectives of the Supervisory Board with Respect to Its Composition, Profile of Skills and Expertise, and Qualification Matrix.

The Supervisory Board and the Audit Committee conduct regular self-assessments every two years. These take the form of internal efficiency reviews based on an extensive questionnaire. The self-assessment resulted in a positive opinion on all topics. The topics covered by the questionnaire included the organization and meetings of the bodies and their composition, cooperation within the bodies and with the Executive Board, dialogue with the other bodies, corporate governance, accounting, and risk management. Potential improvements to further optimize the work of the bodies in individual areas were identified and discussed based on the feedback provided, and corresponding measures were initiated.

Board of Partners of E. Merck KG, Darmstadt, Germany

Some of the responsibilities that lie with the supervisory board of a German stock corporation are fulfilled at the company by E. Merck KG, Darmstadt, Germany. This applies primarily to the Board of Partners of E. Merck KG, Darmstadt, Germany. Accordingly, the Board of Partners, as well as the composition and procedures of its committees, are described below.

The Board of Partners has nine members. In fiscal 2025, the Board of Partners was composed as follows:

Member	Memberships as of December 31, 2025 of (a) statutory supervisory boards and (b) comparable German and foreign control bodies of corporations
Wolfgang Büchele (Chair of the Board of Partners) (external member) Römerberg, Germany, Chair of Exyte GmbH, Stuttgart, Germany	(a) <ul style="list-style-type: none"> Merck Life Science KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed) Merck Electronics KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (Chair) (not listed) Gelita AG, Eberbach, Germany (Chair) (not listed) (b) <ul style="list-style-type: none"> KNDS NV, Amsterdam, Netherlands (not listed)
Simon Thelen (Vice Chair of the Board of Partners) Cologne, Germany, Member of the Executive Board of E. Merck KG, Darmstadt, Germany, adjunct Medical Professor and Physician	(a) <ul style="list-style-type: none"> Merck KGaA, Darmstadt, Germany (listed) Merck Healthcare KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed) Merck Life Science KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed) Merck Electronics KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed)
Johannes Baillou Vienna, Austria, Chair of the Executive Board and General Partner of E. Merck KG, Darmstadt, Germany	(a) <ul style="list-style-type: none"> Merck Healthcare KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed) Merck Life Science KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed) Merck Electronics KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed)
Michael Kleinemeier (external member) Heidelberg, Germany, Managing Director of e-mobiligence GmbH, Heidelberg, Germany	(a) <ul style="list-style-type: none"> Merck KGaA, Darmstadt, Germany (Chair) (listed) Merck Life Science KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (Chair) (not listed) Merck Electronics KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed) (b) <ul style="list-style-type: none"> SRH Holding (SdbR), Heidelberg, Germany (not listed)
Katharina Kraft Mannheim, Germany, Senior Product Manager at BASF SE, Ludwigshafen, Germany	No board positions
Susanne Schaffert (external member) Neumarkt, Germany, Board Director and Independent Consultant	(a) <ul style="list-style-type: none"> Merck KGaA, Darmstadt, Germany (listed) Merck Healthcare KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (Chair) (not listed) Merck Life Science KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed) (b) <ul style="list-style-type: none"> ARTBio Inc., Cambridge, MA/USA (not listed) Incyte Corporation, Wilmington, DE/USA (listed) Novo Holdings A/S, Hellerup, Denmark (not listed) Vetter Holding GmbH & Co. KG, Ravensburg, Germany (not listed)
Carl Christoph Schweickert Stuttgart, Germany, Managing Partner of Eureka Beteiligungs GmbH, Stuttgart, Germany; Managing Partner of DIH Beteiligungen GmbH, Königstein im Taunus, Germany	No board positions
Daniel Thelen Cologne, Germany, Head of commercial project management general reconstruction west at DB InfraGO AG, Frankfurt am Main, Germany	(a) <ul style="list-style-type: none"> Merck KGaA, Darmstadt, Germany (listed)
André Wyss (external member) Bottmingen, Switzerland, Administrative Board Member	(a) <ul style="list-style-type: none"> Merck Healthcare KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed) Merck Life Science KGaA, Darmstadt, Germany, a subsidiary of Merck KGaA, Darmstadt, Germany (not listed) (b) <ul style="list-style-type: none"> Schweizerische Bundesbahn AG, Bern, Switzerland (listed)

The Board of Partners supervises the Executive Board in its management of the company. It informs itself about the business matters of Merck KGaA, Darmstadt, Germany, and may inspect and examine the company's accounts, other business documents and assets for this purpose. According to Article 13 (4) of the Articles of Association of Merck KGaA, Darmstadt, Germany, the Executive Board requires the approval of E. Merck KG, Darmstadt, Germany, for transactions that are beyond the scope of the Group's ordinary business activities. For such transactions, approval must first be obtained from the Board of Partners of E. Merck KG, Darmstadt, Germany. The Board of Partners convenes as and when necessary; however, it normally meets four times per year. The members of the Executive Board of Merck KGaA, Darmstadt, Germany, are invited to all meetings of the Board of Partners, unless the Board of Partners decides otherwise in individual cases. The members of the Board of Partners may convene a joint meeting with the Supervisory Board of Merck KGaA, Darmstadt, Germany, if so agreed by the Chairs of the two boards.

The Board of Partners may delegate the performance of 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.

Personnel Committee

The Personnel Committee has four members. These are Johannes Baillou (Chair), Wolfgang Büchele, Michael Kleinemeier, and Simon Thelen. The Personnel Committee meets at least twice a year. Further meetings are convened as and when necessary. Meetings of the Personnel Committee are attended by the Chair of the Executive Board of Merck KGaA, Darmstadt, Germany, unless the committee decides otherwise. Among other things, the Personnel Committee is responsible for the following decisions concerning members and former members of the Executive Board: contents and conclusion of employment contracts and pension contracts; granting of loans and salary advances; changes to the compensation structure and adaptation of compensation; approval for taking on honorary offices, board positions and other sideline activities; and division of responsibilities within the Executive Board of Merck KGaA, Darmstadt, Germany. The Personnel Committee passes its resolutions by simple majority; in matters concerning the Chair of the Executive Board, unanimity is required. The Chair of the Committee regularly informs the Board of Partners of its activities.

Finance Committee

The Finance Committee has four members. These are André Wyss (Chair), Carl Christoph Schweickert, Daniel Thelen, and Simon Thelen. The Finance Committee holds at least four meetings per year, some of which are joint meetings with the Audit Committee of the Supervisory Board. At least one meeting is a joint meeting with the auditor of Merck KGaA, Darmstadt, Germany. Further meetings are convened as and when necessary. Meetings of the Finance Committee are attended by the Chief Financial Officer of Merck KGaA, Darmstadt, Germany. Other members of the Executive Board of Merck KGaA, Darmstadt, Germany, may attend the meetings upon request of the Finance Committee. These meetings regularly include the Chair of the Executive Board. Among other things, the Finance Committee is responsible for analyzing and discussing the Annual Financial Statements, the Consolidated Financial Statements, and the respective reports of the auditor for E. Merck KG, Darmstadt, Germany, and Merck KGaA, Darmstadt, Germany, as well as the half-yearly financial report and the quarterly statements for Merck KGaA, Darmstadt, Germany. In addition, the Finance Committee addresses the Group's net assets, financial position, results of operations and liquidity, as well as accounting issues. Upon request of the Board of Partners, the Finance Committee examines investment projects that must be approved by the Board of Partners and provides recommendations pertaining thereto. It passes its resolutions with simple majority. The Chair of the Committee regularly informs the Board of Partners of the activities of the Finance Committee.

Research and Development Committee

The Research and Development Committee has three members. These are Susanne Schaffert (Chair), Katharina Kraft and Simon Thelen. The Research and Development Committee is convened as and when necessary but holds at least two meetings per year. Meetings of the Research and Development Committee are attended by members of the Executive Board of Merck KGaA, Darmstadt, Germany, upon request of the committee. These meetings regularly include the Chair of the Executive Board as well as the CEO Life Science, the CEO Healthcare and the CEO Electronics. Among other things, the Research and Development Committee is responsible for reviewing and discussing the research activities of the Healthcare, Life Science and Electronics business sectors. It passes its resolutions with simple majority. The Chair of the Committee reports to the Board of Partners on the insights gained from the meetings.

Stipulations to promote the participation of women in management positions pursuant to section 76 (4) and section 111 (5) AktG

Stipulations pursuant to section 76 (4) AktG (target for the percentage of positions held by women on the two upper management levels below the Executive Board)

We are committed to ensuring that all employees feel a sense of belonging. This commitment is firmly anchored in our company values and principles and reflects our drive to do the right thing for our employees, patients and customers. We offer everyone – regardless of background – equal opportunities to join the Group and succeed on the basis of performance and potential. All our actions and initiatives are consistent with the applicable legal requirements of the respective countries.

In countries where it is permitted by law, we promote a balanced gender distribution in management and strive to continuously increase the proportion of management positions held by women (managers, experts and project managers in roles 4 and above). We monitor and manage the gender balance of our workforce on an ongoing basis to ensure that progress is transparent, targeted and sustainable.

We work continuously to further develop our actions and create a corporate culture in which all employees can develop their potential in the long-term.

In addition, Merck KGaA, Darmstadt, Germany, is subject to the statutory obligations under section 76 (4) AktG.

On December 11, 2024, the Executive Board of Merck KGaA, Darmstadt, Germany, set the new targets to be achieved by December 31, 2027, in order to implement the obligations under section 76 (4) AktG as follows:

- First management level of Merck KGaA, Darmstadt, Germany, below the Executive Board: 48.1% of positions held by women, corresponding to full headcounts at the date on which the targets were defined.
- Second management level of Merck KGaA, Darmstadt, Germany, below the Executive Board: 35.8% of positions held by women, also corresponding to full headcounts at the date on which the targets were defined.

The first management level comprises all managers of Merck KGaA, Darmstadt, Germany, with a direct reporting line to the Executive Board of Merck KGaA, Darmstadt, Germany, or who belong to the Global Executive Group. The second management level comprises all managers of Merck KGaA, Darmstadt, Germany, who report to managers with a direct reporting line to the Executive Board of Merck KGaA, Darmstadt, Germany, or the Global Executive Group.

Stipulations pursuant to section 111 (5) AktG (target for the percentage of positions on the Supervisory Board held by women)

Pursuant to section 111 (5) AktG, the supervisory boards of companies that are listed or subject to co-determination must stipulate binding targets for the percentage of positions on the supervisory board and on the management board held by women. Merck KGaA, Darmstadt, Germany, is not required to stipulate targets pursuant to section 111 (5) AktG for the following reasons:

The statutory target of 30% pursuant to section 96 (2) AktG is already applied to the Supervisory Board of Merck KGaA, Darmstadt, Germany; this eliminates the obligation to stipulate a further target for the percentage of positions held by women on the Supervisory Board (see section 111 (5) sentence 8 AktG).

In turn, the obligation to stipulate a target for the percentage of positions held by women on the management board pursuant to section 111 (5) AktG and the minimum composition requirement for the management board pursuant to section 76 (3a) AktG are not applicable to the legal form of a corporation with general partners (Kommanditgesellschaft auf Aktien), as a corporation with general partners neither has a management board comparable to that of a stock corporation, nor does the supervisory board have personnel authority over the executive board. Instead, the Executive Board of Merck KGaA, Darmstadt, Germany, consists of personally liable general partners (see also the [description of Supervisory Board procedures](#)). In line with its Diversity Policy, however, the Group also continues to pursue representation of both genders as an objective for the Executive Board.

Diversity Policy pursuant to section 289f (2) no. 6 HGB

We advocate a culture of mutual esteem and respect. As an expression of this open and dynamic company culture, belonging and inclusion are important to us throughout the Group – at all levels, including the Executive Board and Supervisory Board.

We believe that a diverse workforce boosts the innovative strength of the Group and contributes materially to our business success. That is why we are fostering a culture of belonging and inclusion independent of factors such as age, gender, disability, ethnic or cultural background, religion, industry experience, and educational background. As part of our efforts, we have developed a policy to strategically steer the topics of belonging and inclusion in our corporate bodies (see S1 Own Workforce of the Sustainability Statement); this focuses on the following key criteria:



In this context, it should be noted that, with respect to the Executive Board of Merck KGaA, Darmstadt, Germany, many rules can only be applied correspondingly. This is because the Executive Board comprises personally liable general partners of Merck KGaA, Darmstadt, Germany, and is not a management board with employed members of a corporate body (for details, please also see the [Joint Report of the Executive Board and the Supervisory Board](#)).

In addition to the aspects presented below, reference is made to the objectives of the Supervisory Board with respect to its composition and the profile of skills and expertise and the qualification matrix for the Supervisory Board (see the information on the Objectives of the Supervisory Board with Respect to Its Composition, Profile of Skills and Expertise, and Qualification Matrix). The statements made therein form part of the Diversity Policy for the Supervisory Board presented here.

Age

Our boards are to have a balanced age structure. This permits future-oriented and consistent succession planning and is a key element of sustainable company management and monitoring. There are upper age limits for the Executive Board and Supervisory Board. There is an age limit of 70 years for members of the Executive Board and a standard age limit of 75 years for members of the Supervisory Board. Our Diversity Policy aims for an age range of at least ten years between the youngest and the oldest member of the respective board.

The current composition of both bodies satisfies this objective. The age range of the Supervisory Board spans 27 years, while the age range of the Executive Board currently spans 20 years.

Gender

Gender balance also plays a crucial role, since it enables us to benefit from a larger talent pool and allows us to develop a better understanding of important customer groups as a company.

Our company continues to pursue representation of both genders as an objective for the Executive Board. The Board of Partners of E. Merck KG, Darmstadt, Germany, appointed Belén Garijo as the new Chair of the Executive Board effective May 1, 2021, making it the first time a woman had been appointed to this position. Helene von Roeder has been a member of the Executive Board and the Chief Financial Officer of Merck KGaA, Darmstadt, Germany, since July 1, 2023. Khadija Ben Hammada has also been a member of the Executive Board and Chief People Officer since March 1, 2025. This means that women currently account for 50% of the members of the Executive Board. The statutory target of 30% pursuant to section 96 (2) AktG already applies to the Supervisory Board of Merck KGaA, Darmstadt, Germany, and is currently met at 44%.

Internationality and global mindset

As a global science and technology company with operations and major markets on five continents and more than 62,000 employees¹ at locations in 65² countries, internationality and the associated global mindset are one of our key success factors. Our Diversity Policy stipulates that the Executive Board should demonstrate internationality through leadership experience or background, relative to our key sales markets or those locations that are organizationally and culturally relevant to our employee development efforts. For both criteria, Europe, North America and Asia-Pacific are currently the key regions.

The Executive Board and the Supervisory Board meet this objective with management experience in these regions, and especially in the following countries: Belgium, China, France, the United Kingdom, India, Israel, Italy, Japan, Malaysia, Switzerland, Singapore, Spain, and the United States. In addition, 67% of the Executive Board members are of non-German origin.

¹ Our company also employs people at sites of subsidiaries that are not fully consolidated. This number refers to people employed in fully consolidated subsidiaries.

² Each country with at least one active employee is included as a separate country.

Management experience

The key prerequisites for high-performance leadership teams are the diversity of the individual profile of skills and expertise and a balance between an internal and external management perspective. Therefore, the Executive Board as a whole must have in-depth knowledge and experience in the following key areas of importance to the company: strategy and planning, finance and accounting, sales and operations, human resources, legal and compliance, and information technology, as well as ecological, environmental and social sustainability. In addition, it is important for the composition of the Executive Board to ensure a good balance of members from within and outside the company. Our Diversity Policy seeks to derive inspiration and innovation from outside the company and to identify the latest trends of relevance to the core businesses of the company while ensuring sustainability and continuity in line with our corporate culture.

The current Executive Board fulfills both of the aforementioned objectives: All required aspects of the profile of skills and expertise are covered by at least one member of the Executive Board. Likewise, several members of the Executive Board possess multiple years of corporate experience both within and outside the Group prior to their appointment to the Executive Board. This is also true for the Supervisory Board.

Industry knowledge

To efficiently lead and manage the Group, the Executive Board must have in-depth knowledge of the key industries and business sectors in which the company operates. In accordance with the Diversity Policy, there should be at least one member of the Executive Board with in-depth expertise in the Healthcare, Life Science or Electronics business sectors.

Our Boards cover the full range of the necessary industry experience.

Educational background

In order to translate the tremendous innovative potential of a science and technology company into sustainable business success, interdisciplinary educational backgrounds are a key element of our Diversity Policy both for the Executive Board and for the Supervisory Board. The current composition of both boards illustrates this interdisciplinary aspect to a very high degree.

Furthermore, half of the members of the Executive Board and seven Supervisory Board members are university graduates and hold doctorates.