



**Board Regulations for  
the Merck KGaA,  
Darmstadt, Germany  
Executive Board**

**As of 25 March 2026**

# Board Regulations for the Merck KGaA, Darmstadt, Germany, Executive Board

Pursuant to section 13, paragraph 3 of the Articles of Association of Merck KGaA, Darmstadt, Germany (the "Company"), and as proposed by the Chairperson of the Executive Board of the Company, E. Merck KG, Darmstadt, Germany ("E. Merck, Darmstadt, Germany") approved the following regulations for the Executive Board ("Regulations") on 25 March 2026 with effect from 1 April 2026, 00:00 am CEST:

## § 1 General Provisions

- 1.1 The Executive Board of the Company is responsible for the management of the Company and its affiliates in accordance with the provisions of German law, of the Articles of Associations and of these Regulations. The Executive Board works with the other bodies of the Company and the employee representative bodies to protect the interests of the Company, its partners and limited liability shareholders.
- 1.2 The Chairperson of the Executive Board and the member of the Executive Board in charge of Finance are also members of the Executive Board (*Vorstand*) of E. Merck, Darmstadt, Germany. The members of the Executive Board work closely with the bodies of E. Merck, Darmstadt, Germany, in performing their duties.
- 1.3 The allocation of responsibilities between the members of the Executive Board is defined in the Organizational Plan (Annex 1), which forms an integral part of these Regulations and has been approved by the Personnel Committee of the Board of Partners (*Gesellschafterrat*) of E. Merck, Darmstadt, Germany. The Organizational Plan shall be updated from time to time when changes to the law require the same; the Executive Board is authorized to amend the Organizational Plan to the extent the changes are of a purely editorial nature.
- 1.4 Each member of the Executive Board shall immediately disclose any conflicts of interest to the Chairperson of the Executive Board and inform the other members of the Executive Board thereof. Further, appropriate measures will be taken in such a case to ensure that the interests of the Company and its affiliates are not affected by such conflict of interest, which may include the non-participation of the member of the Executive Board concerned in relevant discussions and/or resolutions.

## § 2 Collective and individual management authority

The members of the Executive Board are collectively responsible for the management of the Company. They cooperate in a professional manner and

inform each other in a timely manner of important matters within their areas of responsibility. Each member of the Executive Board having serious concerns regarding a matter that falls within another member's area of responsibility is required to bring such matter before the Executive Board for decision, unless such matter can be satisfactorily resolved with the responsible other member of the Executive Board.

## § 3 Executive Board management authority

3.1 The Executive Board decides on the following matters:

3.1.1 any matter which requires a decision of the Executive Board pursuant to German law or the Articles of Association of the Company, including the preparation and drawing up of the annual financial statements (*Jahresabschluss*), the proposal for the appropriation of net retained profit, the management report (*Lagebericht*) and the corporate governance report;

3.1.2 the approval of the half-year and quarterly financial reports;

3.1.3 any matter that requires the approval of E. Merck, Darmstadt, Germany, pursuant to Article 13 (4) of the Articles of Association of the Company;

3.1.4 any matter for which the Chairperson of the Executive Board or any member of the Executive Board requests a decision from the Executive Board;

3.1.5 any matter resulting from German law that could have a significant impact on the Company as a whole, affect the Company's image or reputation or potentially result in personal liability of the members of the Executive Board, unless such matter has been assigned to a member of the Executive Board pursuant to the Organizational Plan. Annex 2 to these Regulations contains a (non-exhaustive) list of such matters. This list shall be updated from time to time when changes to the law require the same; the Executive Board is authorized to amend the aforementioned list to the extent the changes are of a purely editorial nature;

3.1.6 any matter which falls under the responsibility of a member of the Executive Board but which is outside the ordinary course of business;

3.1.7 any matter pursuant to section 4 below which has not been assigned by the Executive Board to individual members of the Executive Board.

3.2 The Executive Board members coordinate the presentations made to the Company's Supervisory Board as well as to the Board of Partners and to the Family Board (*Familienrat*) of E. Merck, Darmstadt, Germany.

3.3 The Executive Board receives and considers at least the following reports:

3.3.1 an internal audit report twice a year;

3.3.2 a risk report twice a year;

3.3.3 a compliance report twice a year

3.3.4 a cyber security report twice a year; and

3.3.5 a sustainability report once a year.

The Chairperson of the Executive Board shall ensure that these reports are submitted to the Executive Board when they are due.

## § 4 Individual Executive Board member authority

4.1 Each member of the Executive Board manages the area of business assigned to them in the Organizational Plan under their own responsibility in accordance with these Regulations and the decisions of the Executive Board.

4.2 The Executive Board establishes a detailed list of the matters that shall be brought to the Executive Board for decision ("Approval Standard"). The Approval Standard further includes a list of the matters that fall within the areas of the responsibility of the members of the Executive Board and have to be approved by them personally; they shall not be authorized to delegate any such matters.

4.3 In their area of responsibility, each member of the Executive Board has authority for any matter that does not fall under the responsibility of the Executive Board pursuant to the preceding § 4.2. In the event of doubt, the member of the Executive Board shall bring the matter to the Executive Board for decision. The Executive Board will decide if such matter shall be a matter under the responsibility of the member of the Executive Board who brought it forward, of the joint responsibility of two or more members of the Executive Board or of the entire Executive Board.

4.4 To the extent that a matter under the responsibility of a member of the Executive Board also affects one or more areas under the responsibility of one or more other members of the Executive Board, the Executive Board member shall first confer with and obtain the approval of the other members of the Executive Board involved on the action that he/she intends to undertake. This shall in particular apply when a member of the Executive Board implements a major initiative, process or policy in their area of responsibility that could have a material impact in the area of responsibility of other members of the

Executive Board. If agreement cannot be reached, the matter shall be brought before the Executive Board for decision.

- 4.5 Notwithstanding anything to the contrary in these Regulations, a member of the Executive Board can make a decision without consulting the other members of the Executive Board or the entire Executive Board, if in their reasonable business judgment an immediate decision is required to protect the interests of the Company and the other members of the Executive Board or the Executive Board cannot be reached or convened beforehand. The relevant member of the Executive Board shall inform the other members of the Executive Board as soon as possible, at the latest at the next regular meeting of the Executive Board.
- 4.6 If and to the extent members of the Executive Board contest a majority decision of the Executive Board on a matter of particular importance for the Company, or which entails a considerable business risk, they are authorized to bring their dissenting opinion before the Board of Partners of E. Merck, Darmstadt, Germany, (the "Board of Partners"). They shall however first confer with the Chairperson of the Executive Board.

## § 5 Chairperson of the Executive Board

- 5.1 The Chairperson of the Executive Board plays a leading role in the determination of the strategic direction of the Company. He/she is responsible for the alignment of the management of the Company with the objectives adopted by the Executive Board. The Chairperson of the Executive Board organizes and coordinates the activities of the Executive Board. He/she can request from members of the Executive Board that they inform him/her in advance on specific types of business matters falling within their area of responsibility.
- 5.2 The Chairperson of the Executive Board represents the Executive Board and the Company externally, in particular vis-à-vis authorities, associations, professional organizations and public institutions. He/she can delegate this responsibility to another member of the Executive Board for specific types of matters or for a specific occasion.
- 5.3 In the event that the Chairperson is prevented from fulfilling their responsibilities, the Vice Chairperson, or in the absence of a Vice Chairperson, the longest-serving member on the Executive Board, shall exercise their rights and fulfill their duties.

## § 6 Cooperation with E. Merck, Darmstadt, Germany, and its bodies

- 6.1 The members of the Executive Board shall regularly inform the Executive Board of E. Merck, Darmstadt, Germany, of material matters and coordinate their activities with the Executive Board of E. Merck, Darmstadt, Germany. In reverse, the Executive Board of E. Merck, Darmstadt, Germany, shall also involve the Executive Board in its activities. The details of such mutual information and coordination shall be agreed upon by the Chairperson of the Executive Board of E. Merck, Darmstadt, Germany, and the Chairperson of the Executive Board of the Company.
- 6.2 The Board of Partners supervises the Executive Board of the Company. E. Merck, Darmstadt, Germany, has in that respect entrusted the Board of Partners to exercise the powers set forth in § 118 HGB. The Board of Partners can obtain information on the business of the Company through its members or – for specific matters – through experts and for that purpose access and audit the books, records and assets of the Company.
- 6.3 The Chairperson of the Executive Board coordinates any oral and written interaction with E. Merck, Darmstadt, Germany, and its bodies.
- 6.4 The Executive Board shall report quarterly to the Board of Partners on the business and state of affairs of the Company. The Chairpersons of the Executive Board of E. Merck, Darmstadt, Germany, and of the Executive Board of the Company shall agree on the details of such reporting. In addition, the Executive Board of the Company shall inform the Board of Partners at least once per year on the annual plan and strategy of the Company. The Chairperson of the Executive Board of the Company shall immediately inform the Chairperson of the Executive Board of E. Merck, Darmstadt, Germany, of important matters that could have a significant impact on the business of the Company.
- 6.5 At the request of the Executive Board of E. Merck, Darmstadt, Germany, the Executive Board shall inform the Family Board of E. Merck, Darmstadt, Germany, on the business, strategy and plans of the Company. The Chairpersons of the Executive Board of E. Merck, Darmstadt, Germany, and of the Executive Board of the Company shall agree on the details of such information.
- 6.6 The Executive Board requires the approval of E. Merck, Darmstadt, Germany, for matters that are outside the ordinary course of the Company (section 13 paragraph 4 of the Articles of Association of the Company). Annex 3 to these Regulations contains a (non-exhaustive) list of such matters with specifications for submission, if any.

## § 7 Cooperation with the Supervisory Board

- 7.1 The Chairperson of the Executive Board is responsible for the oral and written interaction with the Chairperson and the members of the Supervisory Board.

- 7.2 The Executive Board shall report to the Supervisory Board at least quarterly on the business and state of affairs of the Company and when appropriate on such other matters as may be required pursuant to German law. In addition, the Executive Board shall inform the Supervisory Board at least once per year on the annual plan and strategy of the Company. The Chairpersons of the Supervisory Board and of the Executive Board shall agree on the details of such reporting.
- 7.3 The Chairperson of the Executive Board shall regularly inform the Chairperson of the Supervisory Board on the business and state of affairs the Company. The Chairperson of the Executive Board is required to immediately inform the Chairperson of the Supervisory Board of important issues and business matters that could have a significant impact on the business of the Company.

## § 8 Meetings and resolutions

- 8.1 The Executive Board shall adopt its resolutions in meetings, which shall generally take place once a month at the Company's principal place of business. Meetings of the Executive Board can take place at another place, if no member of the Executive Board justifiably objects. Each year, the Chairperson of the Executive Board draws up a plan of the resolutions and reports required by applicable law to be made respectively provided to, the Executive Board.
- 8.2 The meetings are convened by the Chairperson of the Executive Board. Each member can request the Chairperson of the Executive Board to convene a meeting specifying the topic to be discussed; such meeting shall be convened forthwith and take place within the next three business days, unless urgency requires shorter notice.
- 8.3 If there are good reasons for doing so, meetings of the Executive Board can be held by telephone conference or videoconference, unless a member requests a physical meeting.
- 8.4 The Executive Board can adopt resolutions in the form of a written resolution signed by all members, or by way of a written exchange, including by way of electronic means of communication such as email, unless a member objects to this way of adopting a resolution.
- 8.5 Meetings of the Executive Board have a quorum when a majority of the members attend. Members that participate by telephone or video conference shall be deemed to be present. In the event that a member of the Executive Board is prevented from attending a meeting, he/she can inform the Chairperson of the Executive Board in writing or through electronic means of communication (including by email) of their decisions. Their decisions shall then be counted for the vote.

- 8.6 The Chairperson of the Executive Board may invite, and members of the Executive Board may request the Chairperson of the Executive Board to invite, persons who are not members of the Executive Board to attend meetings of the Executive Board, if their expertise is required and no member justifiably objects. Whether or not such objection is justified is decided by the Chairperson of the Executive Board.
- 8.7 The resolutions of the Executive Board are adopted by a simple majority of the members present, or whose vote count pursuant to section 8.5. In the event of a split vote, the casting vote shall lie with the Chairperson of the Executive Board.
- 8.8 The Chairperson of the Executive Board decides on the voting procedure.

## § 9 Minutes of meetings

- 9.1 Minutes of the meetings of the Executive Board shall be taken and reflect the date, time and place of the meeting, the participants, the agenda and the resolutions adopted. The Executive Board shall appoint someone to keep minutes; such person does not have to belong to the Executive Board. The minutes shall be signed by the Chairperson of the Executive Board and the person preparing them and sent to the other members of the Executive Board.
- 9.2 The minutes of a meeting are considered to be approved when no member of the Executive Board has raised any objection at the subsequent meeting during which such minutes are on the agenda. If a member of the Executive Board objects to the minutes of a meeting, the matter(s) that were objected to shall be the subject of a new resolution at the meeting during which such minutes are reviewed.
- 9.3 To the extent resolutions of the Executive Board have not been documented in a written resolution as contemplated in section 8.4, such resolutions shall be recorded in the minutes of the following meeting or in separate minutes, which shall be signed by the Chairperson of the Executive Board and the person who prepared the minutes.

Darmstadt, 25 March 2026

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