



**Amendment of the Declaration
of the Executive Board and the Supervisory Board of Merck
KGaA, Darmstadt, Germany
on the recommendations of the
“Government Commission German Corporate Governance Code”
pursuant to section 161 German Stock Corporation Act
(Aktiengesetz, AktG)
dated 3 February 2020**

The Executive Board and the Supervisory Board of Merck KGaA, Darmstadt, Germany resolved to amend the Declaration of Conformity issued on 3 February 2020 in accordance with section 161 AktG, applying the provisions of the German Corporate Governance Code dated 7 February 2017 correspondingly, as follows:

The second paragraph of the declaration regarding the deductible pursuant to the D&O liability insurance policy of the members of the Supervisory Board shall be deleted. At the time of the issuance of the declaration of conformity on 3 February 2020 the company did not deviate from section 3.8 (2) and (3) of the German Corporate Governance Code dated 7 February 2017.

The following sentence shall be added at the beginning of the last paragraph of the declaration: *“Merck KGaA, Darmstadt, Germany will maintain a D&O liability insurance policy for the members of the Supervisory Board which includes a deductible as recommended by section 3.8 (2) and (3) of the German Corporate Governance Code until the 20 March 2020. In comparison with the authority of a German stock corporation (Aktiengesellschaft), the authority of the Supervisory Board of Merck KGaA, Darmstadt, Germany is relatively limited. Consequently, the steering effect of a deductible on the Supervisory Board of Merck KGaA, Darmstadt, Germany would not be achieved to the extent intended by section 3.8 (2) and (3) of the German Corporate Governance Code.”*

27 February 2020

For the Executive Board

For the Supervisory Board

gez. Stefan Oschmann

gez. Wolfgang Büchele





**Declaration of the Executive Board and the Supervisory Board
of Merck KGaA, Darmstadt, Germany
on the recommendations of the
“Government Commission German Corporate Governance Code”
pursuant to section 161 German Stock Corporation Act
(Aktiengesetz, AktG)**

In accordance with section 161 AktG, applying the provisions of the German Corporate Governance Code correspondingly, the Executive Board and the Supervisory Board have 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 AktG.

Since the last Declaration of Conformity on February 26, 2019, we have complied with the recommendations of the Government Commission of the German Corporate Governance Code in the version dated February 7, 2017 published in the official section of the German Federal Gazette with the following exceptions:

Merck KGaA, Darmstadt, Germany maintained a D&O liability insurance policy for the members of the Supervisory Board which did not include a deductible in the amount as recommended by section 3.8 (2) and (3) of the German Corporate Governance Code. In comparison with the authority of a German stock corporation (*Aktiengesellschaft*), the authority of the Supervisory Board of Merck KGaA, Darmstadt, Germany is relatively limited. Consequently, the steering effect of a deductible on the Supervisory Board of Merck KGaA, Darmstadt, Germany would not be achieved to the extent intended by section 3.8 (2) and (3) of the German Corporate Governance Code.

Contrary to section 5.3.2 of the German Corporate Governance Code, the Supervisory Board has not established an Audit Committee. However, an Audit Committee does exist in the form of the Finance



Committee of the Board of Partners of E. Merck KG, Darmstadt, Germany which to a large extent exercises the duties described in section 5.3.2 of the Code. Due to the relatively limited authority of the supervisory board of a KGaA in comparison with that of a German stock corporation, this therefore satisfies the requirements of the German Corporate Governance Code.

In view of 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:

With the exception of the aforementioned deviations from section 3.8 (2) and (3) (D&O deductible) and section 5.3.2 (audit committee), the company intends to comply with the recommendations of the Code in the version dated February 7, 2017."

For the Executive Board

For the Supervisory Board

A handwritten signature in blue ink, appearing to read 'Stefan Oschmann'.

s. Stefan Oschmann

A handwritten signature in blue ink, appearing to read 'Wolfgang Büchele'.

s. Wolfgang Büchele