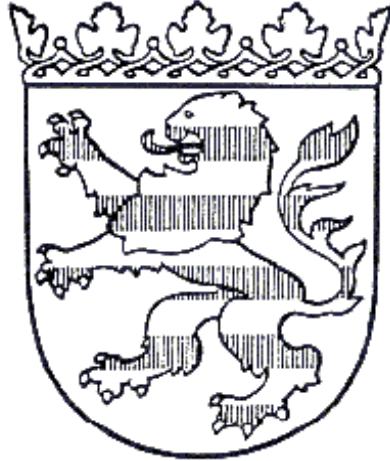


Deed No. 92/2018



Recorded

in Frankfurt am Main, on
March 1st/2nd, 2018.

Before me, the undersigned notary public
Dr. Andreas von Werder,
with registered office situated in Frankfurt am Main, Germany,

appeared at my office in Bockenheimer Anlage 44, 60322 Frankfurt am Main, Germany:

1. Mr. Daniel Rackisch, born on January 11, 1984, office address: Frankfurter Straße 250, 64293 Darmstadt, Germany,

here not acting in his own name, but for and on behalf of Merck Kommanditgesellschaft auf Aktien, Darmstadt, Germany, headquartered in Darmstadt, Germany, with the office address Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the Commercial Register (*Handelsregister*) of the Darmstadt Local Court (*Amtsgericht*) under HRB 6164, acting in accordance with the notarized power of attorney dated February 14, 2018 on which a notarial representation cer-

tificate was issued, the original of which was presented to me, and a notarized copy of which is attached hereto;

2. Dr. Julia Zanotti, born on October 19, 1977, office address: Frankfurter Straße 250, 64293 Darmstadt, Germany,

here not acting in her own name, but for and on behalf of Merck Healthcare Germany GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, headquartered in Darmstadt, Germany, with the office address Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the Commercial Register of the Darmstadt Local Court under HRB 96240, acting in accordance with the notarized power of attorney dated February 19, 2018 on which a notarial representation certificate was issued, the original of which was presented to me, and a notarized copy of which is attached hereto;

3. Mr. Frank Seeber, born on March 11, 1962, office address: Frankfurter Straße 250, 64293 Darmstadt, Germany,

here not acting in his own name, but for and on behalf of Merck Life Science Germany GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, headquartered in Darmstadt, Germany, with the office address Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the Commercial Register of the Darmstadt Local Court under HRB 93771, acting in accordance with the notarized power of attorney dated February 14/19, 2018 on which a notarial representation certificate was issued, the original of which was presented to me, and a notarized copy of which is attached hereto;

4. Mr. Christoph Frieling, born on September 16, 1977, office address: Frankfurter Straße 250, 64293 Darmstadt, Germany,

here not acting in his own name, but for and on behalf of Merck Performance Materials Germany GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, headquartered in Darmstadt, Germany, with the office address Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the Commercial Register of the Darmstadt Local Court under HRB 93768, acting in accordance with the notarized power of attorney dated February 19/28, 2018 on which a notarial representation certificate was issued, the original of which was presented to me, and a notarized copy of which is attached hereto;

5. Mr. Andreas Peters, born on January 18, 1967, office address: Frankfurter Straße 250, 64293 Darmstadt, Germany,

here not acting in his own name, but for and on behalf of Merck Healthcare Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, headquartered in Darmstadt, Germany, with the office address

Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the Commercial Register of the Darmstadt Local Court under HRB 97141, acting in accordance with the notarized power of attorney dated February 14, 2018 on which a notarial representation certificate was issued, the original of which was presented to me, and a notarized copy of which is attached hereto;

6. Dr. Holger Pittroff, born on January 27, 1973, office address: Frankfurter Straße 250, 64293 Darmstadt, Germany,

here not acting in his own name, but for and on behalf of Merck Life Science Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, headquartered in Darmstadt, Germany, with the office address Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the Commercial Register of the Darmstadt Local Court under HRB 97051, acting in accordance with the notarized power of attorney dated February 14, 2018 on which a notarial representation certificate was issued, the original of which was presented to me, and a notarized copy of which is attached hereto;

7. Dr. Stefan Fandel, born on December 6, 1975, office address: Frankfurter Straße 250, 64293 Darmstadt, Germany,

here not acting in his own name, but for and on behalf of Merck Performance Materials Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, headquartered in Darmstadt, Germany, with the office address Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the Commercial Register of the Darmstadt Local Court under HRB 97192, acting in accordance with the notarized power of attorney dated February 14, 2018 on which a notarial representation certificate was issued, the original of which was presented to me, and a notarized copy of which is attached hereto.

The persons appearing identified themselves by presenting a valid German federal identification card (*Bundespersonalausweis*).

After the notary public explained the prohibition to be actively involved as set forth in Sec. 3 (1) (7) German Notarization Act (*BeurkG*), he asked the persons appearing about any prior involvement precluding this notarization; they answered in the negative.

The persons appearing declared that the Hive-down and Transfer Agreements and the Business Lease Agreements to be notarized below are part of a joint transaction concept which shall only to be implemented jointly. In this regard, the Holding Hive-down (hereinafter Part B.) as well as the Business Lease Agreements (hereinafter Parts C., D., and E.) are subject to the condition precedent that the Operational Hive-down becomes effective.

The persons appearing then asked - each acting as described above - for notarization of the agreements below.

A.

**Hive-down and Transfer Agreement
(Operational Hive-down)**

Acting as described above, the persons appearing specified in No. 1 to No. 4 entered into the Hive-down and Transfer Agreement attached as **Annex A**.

B.

**Hive-down and Transfer Agreement
(Holding Hive-down)**

Acting as described above, the persons appearing specified in No. 1 and No. 5 to No. 7 entered into the Hive-down and Transfer Agreement attached as **Annex B**.

C.

Healthcare Business Lease Agreement

Acting as described above, the persons appearing specified in No. 1 and No. 2 entered into the Business Lease Agreement attached as **Annex C**.

D.

Life Science Business Lease Agreement

Acting as described above, the persons appearing specified in No. 1 and No. 3 entered into the Business Lease Agreement attached as **Annex D**.

E.

Performance Materials Business Lease Agreement

Acting as described above, the persons appearing specified in No. 1 and No. 4 entered into the Business Lease Agreement attached as **Annex E**.

F.
Power of attorney

The persons appearing specified in No. 1 to No. 7 hereby authorize - acting in the capacity specified above - the notary public's employees Sabine Oberbossel, Sabine Gerth, Ina Franke, and Christel Fritsch, all with their office address at the notary public's office in Frankfurt am Main, Germany, each under separate power of attorney and discharging them from the restrictions set forth in Sec. 181 German Civil Code (*BGB*), and with the authority to delegate the power of attorney, make any and all declarations and take any and all actions that are required or that these persons, at their sole discretion, deem meaningful for the completion of the above-specified agreements, i.e., the Hive-down and Transfer Agreement regarding the Operational Hive-down, the Hive-down and Transfer Agreement regarding the Holding Hive-down, the Healthcare Business Lease Agreement, the Life Science Business Lease Agreement, as well as the Performance Materials Business Lease Agreement by way of registration in the Commercial Register.

G.
Costs / Other declarations

The notarization costs relating to this Deed as well as the costs incurred for its performance shall be borne by Merck Kommanditgesellschaft auf Aktien, Darmstadt, Germany.

The persons who appeared before the notary public declared that PharmLog Pharma Logistik GmbH headquartered in Bönen, registered in the Commercial Register of the Hamm Local Court under HRB 3673, and Azelis Deutschland Kosmetik GmbH headquartered in Moers, registered in the Commercial Register of the Kleve Local Court under HRB 8255, in relation to which shares shall be transferred in the course of the Operational Hive-down (Part A. of this Deed), have real property situated in Germany.

H.
Remarks by the notary public

The notary public advised the persons who appeared before him that

- the agreed-upon Hive-downs and Business Lease Agreements will not become effective until their registration in the Commercial Register;
- pursuant to Sec. 54 EStDV, the notary public is obliged to submit a copy of this Deed to the fiscal authorities;

- the notary public does not have any knowledge of the parties' tax position, has not performed a review of the tax implications of this Agreement, and thus does not assume any liability in this respect.

Annexes 3.3, 4.2.a, 4.2.b, 4.4.a, 4.4.b, 4.4.d, 6.1, 7.2, 8.3, 9.4.a, 9.4.b, 10.2, 11.1, 12.3, 15.3, 16.2.a, 16.2.b, 16.4.a, 16.4.b, 16.4.d, 18.1, 19.2, 20.3, 21.4.a, 21.4.b, 22.2, 23.1, 24.3, 27.3, 28.2.a, 28.2.b, 28.4.a, 28.4.b, 28.4.d, 30.1, 31.2, 32.3, 33.4.a, 33.4.b, 34.2, 35.1, 36.3, 39.1.n, 48.1, 48.3.a, and 48.3.b of the Hive-down and Transfer Agreement (Operational Hive-down) which is attached to this Deed as Annex A contains inventories or balance sheets, respectively. Reference is made hereby to these inventories and balance sheets pursuant to Sec. 14 (1) German Notarization Act (*Beurkundungsgesetz*). Hence, the persons specified in No. 1 to No. 4 hereby expressly waive their right to have these annexes read aloud. The aforementioned annexes were presented to the persons appearing specified in No. 1 to No. 4 for their proper consideration and review and signed by them personally on each page.

Furthermore, the parties represented by the persons appearing specified in No. 1 to No. 4 and those represented by the persons appearing specified in No. 2 to 4 have entered into four notarized agreements with trustees of plan assets to continue to secure pension obligations and time accounts of employees and for the prorated transfer of plan assets (Deeds No. 63/2018 and No. 64/2018 dated February 23, 2018 of the notary public Patric Schiweck in Darmstadt, Germany, as well as Deeds No. 160/2018 and No. 161/2018 dated February 26, 2018 of the notary public Dr. Wulf Albach in Darmstadt, Germany), to which the persons specified in No. 1 to No. 4 refer with regard to the notarization of the Hive-down and Transfer Agreement attached hereto as Annex A (hereinafter collectively referred to as "**Reference Deeds**"). Reference is hereby made to the Reference Deeds pursuant to Sec. 13a German Notarization Act; thus, these documents become integral content of this notarial deed and the Hive-down and Transfer Agreement be notarized as Annex A. Notarized copies of the Reference Deeds were presented during today's notarization and will be attached to the Operational Hive-down Agreement in Part A. herein as Annexes 11.8.a, 11.8.b, 11.10.a, and 11.10.b. The persons who appeared before the notary public declared that they have knowledge of the content of the Reference Deeds and waive their right to have them read aloud. The notary public has advised the persons who appeared before him about the significance of such reference.

The Annexes 6.a, 6.b, and 6.c of the Hive-down and Transfer Agreement as Annex B to this Deed (Holding Hive-down) contain balance sheets. Reference is made hereby to these balance sheets pursuant to Sec. 14 (1) German Notarization Act. Hence, the persons appearing specified in No. 1 and No. 5 to No. 7 hereby expressly waive their right to have these annexes read aloud. The aforementioned annexes were presented to the persons appearing specified in No. 1 and No. 5 to No. 7 for their proper considera-

tion and review and signed by them personally on each page.

Moreover, the above deed, including the Annexes A to E together with their additional annexes (Annex V.3, 4.3.b, 4.4, 11.9, 16.3.b, 16.4, 23.9, 28.3.b, 28.4, 35.9, 44.1.a, 44.1.b, and 44.1.c to the Operational Hive-down Agreement (Annex A); Annex 21.3 to the Healthcare Business Lease Agreement (Annex C); Annex 21.3 to the Life Science Business Lease Agreement (Annex D); Annex 21.3 to the Performance Materials Business Lease Agreement (Annex E)), as well as the list of annexes and all cover pages for all annexes (including those treated in accordance with Sec. 14 (1) BeurkG), were read aloud by the notary public to the persons appearing, approved in full by the persons appearing, and signed by them and the notary public personally as follows:

[Signatures and notary seal]

POWER OF ATTORNEY

of

Merck KGaA, Darmstadt, Germany,

with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register (*Handelsregister*) of the lower court of Darmstadt (*Amtsgericht*) under HRB 6164 (*KGaA*).

KGaA together with its German and foreign subsidiaries is a globally operating science and technology company. KGaA is the sole shareholder of

- Merck Healthcare Germany GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 96240 (*HC OpCo*),
- Merck Life Science Germany GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 93771 (*LS OpCo*),
- Merck Performance Materials Germany GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 93768 (*PM OpCo*),
- Merck Healthcare Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 97141 (*HC HoldCo*),
- Merck Life Science Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 97051 (*LS HoldCo*), and
- Merck Performance Materials Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darm-

stadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 97192 (*PM HoldCo*).

KGaA intends for the operational activities of the Healthcare, Life Science, and Performance Materials Business Sectors operated within KGaA in Darmstadt and Gernsheim, along with the associated assets and liabilities (the *Operating Unit KGaA Healthcare*, the *Operating Unit KGaA Life Science*, and the *Operating Unit KGaA Performance Materials*, and, regardless of the business sector, each an *Operating Unit* or *Operating Units*) to be hived down in accordance with Sec. 20 German Reorganization Tax Act (*Umwandlungssteuergesetz – UmwStG*) to three separate subsidiaries via a hive-down by absorption pursuant to Sec. 123 (3) (1) of the German Reorganization Act (*Umwandlungsgesetz – UmwG*) by way of partial universal succession, as well as in part by transferring or granting beneficial ownership (the *Operational Hive-down*). The acquiring entities in the Operational Hive-down are HC OpCo for the Operating Unit KGaA Healthcare, LS OpCo for the Operating Unit KGaA Life Science, and PM OpCo for the Operating Unit KGaA Performance Materials (regardless of the business sector, each referred to as *OpCo* or collectively as *OpCos*). The basis for the Operational Hive-Down shall be a hive-down and transfer agreement between KGaA and the OpCos (Operational Hive-down Agreement) to be entered into in notarized form.

Immediately after the Operational Hive-down becoming effective, all shares held by KGaA in the OpCos shall be transferred to holding companies by way of a further hive-down (hereinafter the *Holding Hive-down*), so that, in the future, KGaA will indirectly hold each OpCo via an intermediate holding company. The acquiring entities in the Holding Hive-down are HC HoldCo for the company shares in HC OpCo, LS HoldCo for the company shares in LS OpCo, and PM HoldCo for the company shares in PM OpCo (regardless of the business sector, each referred to as *HoldCo* or collectively as *HoldCos*). The basis for the Holding Hive-Down shall be a hive-down and transfer agreement between KGaA and the HoldCos (Holding Hive-down Agreement) to be entered into in notarized form.

The transfer of the Operating Units to three separate entities shall support the introduction of global, business sector-specific Enterprise Resource Planning Systems (*ERP-systems*) for the German business. Since the technical requirements for introducing the ERP-systems currently do not exist at the OpCos, the business activities hived down to the OpCos shall be leased back temporarily to KGaA until the introduction of the ERP-systems by the respective OpCo. For this purpose, HC OpCo, LS OpCo, and PM OpCo shall each enter into a notarized Business Lease Agreement as specified in Sec. 292 (1) (3) Var. 1 of the German Stock Corporation Act (*Aktiengesetz – AktG*).

NOW THEREFORE, KGaA hereby authorizes

1. Dr. Friederike Rotsch, born on October 31, 1972,

2. Dr. Stefan Fandel, born on December 6, 1975,
3. Dr. Holger Pittroff, born on January 27, 1973,
4. Frank Seeber, born on March 11, 1962,
5. Andreas Peters, born on January 18, 1967,
6. Daniel Rackisch, born on January 11, 1984,
7. Miriam Tolksdorf, born on December 30, 1977,
8. Klaudia Birkental, born on January 31, 1960,
9. Sonja Hilge, born on April 25, 1979,
10. Dr. Christian Schützler, born on October 8, 1981,
11. Alexander Werner, born on November 13, 1967,
12. Dr. Julia Zanotti, born on October 19, 1977, and
13. Christoph Frieling, born on September 16, 1977

all with business address:
c/o MERCK KGaA, Darmstadt, Germany
Frankfurter Straße 250, 64293 Darmstadt, Germany,

(the ***Representatives***),

each separately and independently of each other, to enter into the following contracts in the name of KGaA:

1. a notarized hive-down and transfer agreement with HC OpCo, LS OpCo, and PM OpCo concerning the hive-down of the Operating Units (***Operational Hive-down Agreement***);
2. a notarized hive-down and transfer agreement with HC HoldCo, LS OpCo, and PM OpCo concerning the hive-down of the Operating Units (***Holding Hive-down Agreement***);
3. one business lease agreement each with HC OpCo, LS OpCo, and PM OpCo concerning the lease(back) of the Operating Units previously hived down to the respective OpCo to KGaA.

The Representatives shall be authorized to undertake any steps and actions along with making and accepting statements that, in the Representatives' discretion, are suitable, necessary or expedient for agreeing on or carrying out the measures specified in the Introduction of this power of attorney, the aforementioned legal transactions and/or fulfilment of the purpose of this power of attorney, to include modification and ad-

denda to contracts entered into under this power of attorney and/or any statements and declarations made.

Any personal liability of the Representative, either sole or on a joint and several basis, for any action or measures, to include making and accepting statements, arising from or in connection with this power of attorney, with the exception of liability for intentional conduct, shall hereby be expressly excluded.

The Representatives, to the extent legally permitted, shall be discharged from the restrictions of Sec. 181 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) and, within the scope of this power of attorney, shall be authorized to delegate the powers of attorney, either as a whole or in part.

This power of attorney is subject to German law and shall expire on September 30, 2018.

In case of doubt, this power of attorney shall be construed broadly in order to attain the purpose of its issuance.

Darmstadt, February 14, 2018

[Signature]

[Signature]

Dr. Stefan Oschmann

Dr. Marcus Kuhnert

[Notarial certificate]

POWER OF ATTORNEY

of

**Merck Healthcare Germany GmbH, Darmstadt, Germany,
an affiliated company of Merck KGaA, Darmstadt, Germany**

with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register (*Handelsregister*) of the lower court of Darmstadt (*Amtsgericht*) under HRB 96240 (**HC OpCo**).

Merck KGaA, Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 6164 (**KGaA**), intends for the operational activities of the Healthcare, Life Science, and Performance Materials Business Sectors operated within KGaA in Darmstadt and Gernsheim, along with the associated assets and liabilities (the *Operating Unit KGaA Healthcare*, the *Operating Unit KGaA Life Science*, and the *Operating Unit KGaA Performance Materials*, and, regardless of the business sector, each an *Operating Unit* or *Operating Units*), to be hived down in accordance with Sec. 20 German Reorganization Tax Act (*Umwandlungssteuergesetz – UmwStG*) to three separate subsidiaries via a hive-down by absorption pursuant to Sec. 123 (3) (1) of the German Reorganization Act (*Umwandlungsgesetz – UmwG*) by way of partial universal succession, as well as in part by transferring or granting beneficial ownership (the *Operational Hive-down*).

The acquiring entities in the Operational Hive-down are HC OpCo for the Operating Unit KGaA Healthcare, Merck Life Science Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt, Germany, under HRB 93771 (**LS OpCo**), for the Operating Unit KGaA Life Science, and Merck Performance Materials Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 93768 (**PM OpCo**), for the Operating Unit KGaA Performance Materials (regardless of the business sector, the acquiring entities are each referred to hereinafter as **OpCo** or collectively as **OpCos**). The basis for the Operational Hive-down shall be an operational hive-down agreement between KGaA and the OpCos to be notarized.

The transfer of the Operating Units to three separate legal entities shall, *inter alia*, support the introduction of global business sector-specific Enterprise Resource Planning systems (**ERP-systems**) for the German business. Since the technical requirements for introducing the ERP-systems currently do not exist at the OpCos, the business activities hived down to the OpCos shall be leased back temporarily to KGaA until the introduction of the ERP-systems by the respective OpCo. For this purpose, HC OpCo, LS OpCo, and PM OpCo shall each enter into a notarized Business Lease Agreement as specified in Sec. 292 (1) (3) Var. 1 of the German Stock Corporation Act (*Aktiengesetz – AktG*).

NOW THEREFORE, HC OpCo hereby authorizes

1. Dr. Friederike Rotsch, born on October 31, 1972,
2. Dr. Stefan Fandel, born on December 6, 1975,
3. Dr. Holger Pittroff, born on January 27, 1973,
4. Frank Seeber, born on March 11, 1962,
5. Andreas Peters, born on January 18, 1967,
6. Daniel Rackisch, born on January 11, 1984,
7. Miriam Tolksdorf, born on December 30, 1977,
8. Klaudia Birkental, born on January 31, 1960,
9. Sonja Hilge, born on April 25, 1979,
10. Dr. Christian Schützler, born on October 8, 1981,
11. Alexander Werner, born on November 13, 1967,
12. Dr. Julia Zanotti, born on October 19, 1977, and
13. Christoph Frieling, born on September 16, 1977

all with business address:
c/o MERCK KGaA, Darmstadt, Germany
Frankfurter Straße 250, 64293 Darmstadt, Germany,

(the ***Representatives***),

each individually and independently of each other, to represent HC OpCo comprehensively in connection with the measures described above and, in particular, to enter into the following contracts in the name of HC OpCo:

1. a notarized hive-down and transfer agreement with KGaA, LS OpCo, and PM OpCo concerning the hive-down of the Operating Units in the course of which, *inter alia*, the Operating Unit KGaA Healthcare was hived down to HC OpCo (***Operational Hive-down Agreement***) and
2. a business lease agreement with KGaA as the lessee concerning the lease(back) of the Operating Unit KGaA Healthcare previously hived down to HC OpCo.

The Representatives shall be authorized to undertake any steps and actions along with making and accepting statements that, in the Representatives' discretion, are suitable, necessary or expedient for entering into or carrying out the measures named in the Introduction to this power of attorney, the aforementioned legal transactions and/or fulfilment of the purpose of these measures and this power of attorney, to include

modification and addenda of contracts entered into under this power of attorney and signing applications filed with commercial registers concerning the registration of the Operational Hive-down Agreement or the Business Lease Agreement in the commercial register.

Any personal liability of the Representative, either sole or on a joint and several basis, for any action or measures, to include making and accepting statements, arising from or in connection with this power of attorney, with the exception of liability for intentional conduct, shall hereby be expressly excluded.

This power of attorney is governed by German law. This power of attorney shall expire on September 30, 2018.

The Representatives, to the extent legally permitted, shall be discharged from the restrictions of Sec. 181 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) and, within the scope of this power of attorney, shall be authorized to delegate the powers of attorney, either as a whole or in part.

Darmstadt, February 19, 2018

[Signature]

[Signature]

Dr. André Overmeyer

Dr. Tina Sandmann

[Notarial certificate]

POWER OF ATTORNEY

of

**Merck Life Science Germany GmbH, Darmstadt, Germany,
an affiliated company of Merck KGaA, Darmstadt, Germany**

with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register (*Handelsregister*) of the lower court of Darmstadt (*Amtsgericht*) under HRB 93771 (**LS OpCo**).

Merck KGaA, Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 6164 (**KGaA**), intends for the operational activities of the Healthcare, Life Science, and Performance Materials Business Sectors operated within KGaA in Darmstadt and Gernsheim, along with the associated assets and liabilities (the **Operating Unit KGaA Healthcare**, the **Operating Unit KGaA Life Science**, and the **Operating Unit KGaA Performance Materials**, and, regardless of the business sector, each an **Operating Unit** or **Operating Units**), to be hived down in accordance with Sec. 20 German Reorganization Tax Act (*Umwandlungssteuergesetz – UmwStG*) to three separate subsidiaries via a hive-down by absorption pursuant to Sec. 123 (3) (1) of the German Reorganization Act (*Umwandlungsgesetz – UmwG*) by way of partial universal succession, as well as in part by transferring or granting beneficial ownership (the **Operational Hive-down**).

The acquiring entities in the Operational Hive-down are Merck Healthcare Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 96240 (**HC OpCo**) for the Operating Unit KGaA Healthcare, LS OpCo for the Operating Unit KGaA Life Science, and Merck Performance Materials Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt, Germany, under HRB 93768 (**PM OpCo**) for the Operating Unit KGaA Performance Materials (regardless of the business sector, the acquiring entities are each referred to hereinafter as **OpCo** or collectively as **OpCos**). The basis for the Operational Hive-down shall be an operational hive-down agreement between KGaA and the OpCos to be notarized.

The transfer of the Operating Units to three separate legal entities shall, *inter alia*, support the introduction of global business sector-specific Enterprise Resource Planning systems (**ERP-systems**) for the German business. Since the technical requirements for introducing the ERP-systems currently do not exist at the OpCos, the business activities hived down to the OpCos shall be leased back temporarily to KGaA until the introduction of the ERP-systems by the respective OpCo. For this purpose, HC OpCo, LS OpCo, and PM OpCo shall each enter into a notarized Business Lease Agreement as specified in Sec. 292 (1) (3) Var. 1 of the German Stock Corporation Act (*Aktiengesetz – AktG*).

NOW THEREFORE, LS OpCo hereby authorizes

1. Dr. Friederike Rotsch, born on October 31, 1972,
2. Dr. Stefan Fandel, born on December 6, 1975,
3. Dr. Holger Pittroff, born on January 27, 1973,
4. Frank Seeber, born on March 11, 1962,
5. Andreas Peters, born on January 18, 1967,
6. Daniel Rackisch, born on January 11, 1984,
7. Miriam Tolksdorf, born on December 30, 1977,
8. Klaudia Birkental, born on January 31, 1960,
9. Sonja Hilge, born on April 25, 1979,
10. Dr. Christian Schützler, born on October 8, 1981,
11. Alexander Werner, born on November 13, 1967,
12. Dr. Julia Zanotti, born on October 19, 1977, and
13. Christoph Frieling, born on September 16, 1977

all with business address:
c/o MERCK KGaA, Darmstadt, Germany
Frankfurter Straße 250, 64293 Darmstadt, Germany,

(the ***Representatives***),

each individually and independently of each other, to represent LS OpCo comprehensively in connection with the measures described above and, in particular, to enter into the following contracts in the name of LS OpCo:

1. a notarized hive-down and transfer agreement with KGaA, HC OpCo, and PM OpCo concerning the hive-down of the Operating Units in the course of which, *inter alia*, the Operating Unit KGaA Life Science was hived down to LS OpCo (***Operational Hive-down Agreement***) and
2. a business lease agreement with KGaA as the lessee concerning the lease(back) of the Operating Unit KGaA Life Science previously been hived down to LS OpCo.

The Representatives shall be authorized to undertake any steps and actions along with making and accepting statements that, in the Representatives' discretion, are suitable, necessary or expedient for entering into or carrying out the measures named in the Introduction to this power of attorney, the aforementioned legal transactions and/or

fulfilment of the purpose of these measures and this power of attorney, to include modification and addenda of contracts entered into under this power of attorney and signing applications filed with commercial registers concerning the registration of the Operational Hive-down Agreement or the Business Lease Agreement in the commercial register.

Any personal liability of the Representative, either sole or on a joint and several basis, for any action or measures, to include making and accepting statements, arising from or in connection with this power of attorney, with the exception of liability for intentional conduct, shall hereby be expressly excluded.

This power of attorney is governed by German law. This power of attorney shall expire on September 30, 2018.

The Representatives, to the extent legally permitted, shall be discharged from the restrictions of Sec. 181 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) and, within the scope of this power of attorney, shall be authorized to delegate the powers of attorney, either as a whole or in part.

Darmstadt, February 14, 2018

[Signature]

[Signature]

Robert Nass

Stephan Lahrkamp

[Notarial certificate]

POWER OF ATTORNEY

of

Merck Performance Materials Germany GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany

with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register (*Handelsregister*) of the lower court of Darmstadt (*Amtsgericht*) under HRB 93768 (**PM OpCo**).

Merck KGaA, Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 6164 (**KGaA**), intends for the operational activities of the Healthcare, Life Science, and Performance Materials Business Sectors operated within KGaA in Darmstadt and Gernsheim, along with the associated assets and liabilities (the **Operating Unit KGaA Healthcare**, the **Operating Unit KGaA Life Science**, and the **Operating Unit KGaA Performance Materials**, and, regardless of the business sector, each an **Operating Unit** or **Operating Units**), to be hived down in accordance with Sec. 20 German Reorganization Tax Act (*Umwandlungssteuergesetz – UmwStG*) to three separate subsidiaries via a hive-down by absorption pursuant to Sec. 123 (3) (1) of the German Reorganization Act (*Umwandlungsgesetz – UmwG*) by way of partial universal succession, as well as in part by transferring or granting beneficial ownership (the **Operational Hive-down**).

The acquiring entities in the Operational Hive-down are Merck Healthcare Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 96240 (**HC OpCo**), for the Operating Unit KGaA Healthcare, Merck Life Science Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 93771 (**LS OpCo**) for the Operating Unit KGaA Life Science and PM OpCo for the Operating Unit KGaA Performance Materials (regardless of the business sector, the acquiring entities are each referred to hereinafter as **OpCo** or collectively as **OpCos**). The basis for the Operational Hive-down shall be an operational hive-down agreement between KGaA and the OpCos to be notarized.

The transfer of the Operating Units to three separate legal entities shall, *inter alia*, support the introduction of global business sector-specific Enterprise Resource Planning systems (**ERP-systems**) for the German business. Since the technical requirements for introducing the ERP-systems currently do not exist at the OpCos, the business activities hived down to the OpCos shall be leased back temporarily to KGaA until the introduction of the ERP-systems by the respective OpCo. For this purpose, HC OpCo, LS OpCo, and PM OpCo shall each enter into a notarized Business Lease Agreement as specified in Sec. 292 (1) (3) Var. 1 of the German Stock Corporation Act (*Aktiengesetz – AktG*).

NOW THEREFORE, PM OpCo hereby authorizes

1. Dr. Friederike Rotsch, born on October 31, 1972,
2. Dr. Stefan Fandel, born on December 6, 1975,
3. Dr. Holger Pittroff, born on January 27, 1973,
4. Frank Seeber, born on March 11, 1962,
5. Andreas Peters, born on January 18, 1967,
6. Daniel Rackisch, born on January 11, 1984,
7. Miriam Tolksdorf, born on December 30, 1977,
8. Klaudia Birkental, born on January 31, 1960,
9. Sonja Hilge, born on April 25, 1979,
10. Dr. Christian Schützler, born on October 8, 1981,
11. Alexander Werner, born on November 13, 1967,
12. Dr. Julia Zanotti, born on October 19, 1977, and
13. Christoph Frieling, born on September 16, 1977

all with business address:

c/o MERCK KGaA, Darmstadt, Germany
Frankfurter Straße 250, 64293 Darmstadt, Germany,

(the ***Representatives***),

each individually and independently of each other, to represent PM OpCo comprehensively in connection with the measures described above and, in particular, to enter into the following contracts in the name of PM OpCo:

1. a notarized hive-down and transfer agreement with KGaA, HC OpCo, and LS OpCo concerning the hive-down of the Operating Units in the course of which, *inter alia*, the Operating Unit KGaA Performance Materials was hived down to PM OpCo (***Operational Hive-down Agreement***), and
2. a business lease agreement with KGaA as the lessee concerning the lease(back) of the Operating Unit KGaA Performance Materials previously hived down to PM OpCo.

The Representatives shall be authorized to undertake any steps and actions along with making and accepting statements that, in the Representatives' discretion, are suitable,

necessary or expedient for entering into or carrying out the measures named in the Introduction to this power of attorney, the aforementioned legal transactions and/or fulfilment of the purpose of these measures and this power of attorney, to include modification and addenda of contracts entered into under this power of attorney and signing applications filed with commercial registers concerning the registration of the Operational Hive-down Agreement or the Business Lease Agreement in the commercial register.

Any personal liability of the Representative, either sole or on a joint and several basis, for any action or measures, to include making and accepting statements, arising from or in connection with this power of attorney, with the exception of liability for intentional conduct, shall hereby be expressly excluded.

This power of attorney is governed by German law. This power of attorney shall expire on September 30, 2018.

The Representatives, to the extent legally permitted, shall be discharged from the restrictions of Sec. 181 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) and, within the scope of this power of attorney, shall be authorized to delegate the powers of attorney, either as a whole or in part.

Darmstadt, February 28, 2018

[Signature]

Dr. Andreas Kruse

Anke Steffen

[Notarial certificate]

POWER OF ATTORNEY

of

Merck Performance Materials Germany GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany

with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register (*Handelsregister*) of the lower court of Darmstadt (*Amtsgericht*) under HRB 93768 (**PM OpCo**).

Merck KGaA, Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 6164 (**KGaA**), intends for the operational activities of the Healthcare, Life Science, and Performance Materials Business Sectors operated within KGaA in Darmstadt and Gernsheim, along with the associated assets and liabilities (the *Operating Unit KGaA Healthcare*, the *Operating Unit KGaA Life Science*, and the *Operating Unit KGaA Performance Materials*, and, regardless of the business sector, each an *Operating Unit* or *Operating Units*), to be hived down in accordance with Sec. 20 German Reorganization Tax Act (*Umwandlungssteuergesetz – UmwStG*) to three separate subsidiaries via a hive-down by absorption pursuant to Sec. 123 (3) (1) of the German Reorganization Act (*Umwandlungsgesetz – UmwG*) by way of partial universal succession, as well as in part by transferring or granting beneficial ownership (the *Operational Hive-down*).

The acquiring entities in the Operational Hive-down are Merck Healthcare Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 96240 (**HC OpCo**), for the Operating Unit KGaA Healthcare, Merck Life Science Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 93771 (**LS OpCo**) for the Operating Unit KGaA Life Science and PM OpCo for the Operating Unit KGaA Performance Materials (regardless of the business sector, the acquiring entities are each referred to hereinafter as **OpCo** or collectively as **OpCos**). The basis for the Operational Hive-down shall be an operational hive-down agreement between KGaA and the OpCos to be notarized.

The transfer of the Operating Units to three separate legal entities shall, *inter alia*, support the introduction of global business sector-specific Enterprise Resource Planning systems (**ERP-systems**) for the German business. Since the technical requirements for introducing the ERP-systems currently do not exist at the OpCos, the business activities hived down to the OpCos shall be leased back temporarily to KGaA until the introduction of the ERP-systems by the respective OpCo. For this purpose, HC OpCo, LS OpCo, and PM OpCo shall each enter into a notarized Business Lease Agreement as specified in Sec. 292 (1) (3) Var. 1 of the German Stock Corporation Act (*Aktiengesetz – AktG*).

NOW THEREFORE, PM OpCo hereby authorizes

14. Dr. Friederike Rotsch, born on October 31, 1972,
15. Dr. Stefan Fandel, born on December 6, 1975,
16. Dr. Holger Pittroff, born on January 27, 1973,
17. Frank Seeber, born on March 11, 1962,
18. Andreas Peters, born on January 18, 1967,
19. Daniel Rackisch, born on January 11, 1984,
20. Miriam Tolksdorf, born on December 30, 1977,
21. Klaudia Birkental, born on January 31, 1960,
22. Sonja Hilge, born on April 25, 1979,
23. Dr. Christian Schützler, born on October 8, 1981,
24. Alexander Werner, born on November 13, 1967,
25. Dr. Julia Zanotti, born on October 19, 1977, and
26. Christoph Frieling, born on September 16, 1977

all with business address:

c/o MERCK KGaA, Darmstadt, Germany
Frankfurter Straße 250, 64293 Darmstadt, Germany,

(the ***Representatives***),

each individually and independently of each other, to represent PM OpCo comprehensively in connection with the measures described above and, in particular, to enter into the following contracts in the name of PM OpCo:

3. a notarized hive-down and transfer agreement with KGaA, HC OpCo, and LS OpCo concerning the hive-down of the Operating Units in the course of which, *inter alia*, the Operating Unit KGaA Performance Materials was hived down to PM OpCo (***Operational Hive-down Agreement***), and
4. a business lease agreement with KGaA as the lessee concerning the lease(back) of the Operating Unit KGaA Performance Materials previously hived down to PM OpCo.

The Representatives shall be authorized to undertake any steps and actions along with making and accepting statements that, in the Representatives' discretion, are suitable,

necessary or expedient for entering into or carrying out the measures named in the Introduction to this power of attorney, the aforementioned legal transactions and/or fulfilment of the purpose of these measures and this power of attorney, to include modification and addenda of contracts entered into under this power of attorney and signing applications filed with commercial registers concerning the registration of the Operational Hive-down Agreement or the Business Lease Agreement in the commercial register.

Any personal liability of the Representative, either sole or on a joint and several basis, for any action or measures, to include making and accepting statements, arising from or in connection with this power of attorney, with the exception of liability for intentional conduct, shall hereby be expressly excluded.

This power of attorney is governed by German law. This power of attorney shall expire on September 30, 2018.

The Representatives, to the extent legally permitted, shall be discharged from the restrictions of Sec. 181 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) and, within the scope of this power of attorney, shall be authorized to delegate the powers of attorney, either as a whole or in part.

Darmstadt, February 28, 2018

[Signature]

Dr. Andreas Kruse

Anke Steffen

[Notarial certificate]

POWER OF ATTORNEY

of

**Merck Healthcare Holding GmbH, Darmstadt, Germany,
an affiliated company of Merck KGaA, Darmstadt, Germany**

with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register (*Handelsregister*) of the lower court of Darmstadt (*Amtsgericht*) under HRB 97141 (*HC HoldCo*).

Merck KGaA, Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 6164 (*KGaA*), intends for the operational activities of the Healthcare, Life Science, and Performance Materials Business Sectors operated within KGaA in Darmstadt and Gernsheim, along with the associated assets and liabilities (the *Operating Unit KGaA Healthcare*, the *Operating Unit KGaA Life Science*, and the *Operating Unit KGaA Performance Materials*, and, regardless of the business sector, each an *Operating Unit* or *Operating Units*), to be hived down in accordance with Sec. 20 German Reorganization Tax Act (*Umwandlungssteuergesetz – UmwStG*) to three separate subsidiaries via a hive-down by absorption pursuant to Sec. 123 (3) (1) of the German Reorganization Act (*Umwandlungsgesetz – UmwG*) by way of partial universal succession, as well as in part by transferring or granting beneficial ownership (the *Operational Hive-down*).

The acquiring entities in the Operational Hive-down are Merck Healthcare Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 96240 (*HC OpCo*) for the Operating Unit KGaA Healthcare, Merck Life Science Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 93771 (*LS OpCo*), for the Operating Unit KGaA Life Science, and Merck Performance Materials Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt Local Court under HRB 93768 (*PM OpCo*) for the Operating Unit KGaA Performance Materials (regardless of the business sector, the acquiring entities are each referred to hereinafter as *OpCo* or collectively as *OpCos*). The basis for the Operational Hive-down shall be an operational hive-down agreement between KGaA and the OpCos to be notarized.

Immediately after the Operational Hive-down becoming effective upon registration in the commercial register, all shares held by KGaA in the OpCos shall be transferred to holding companies by way of a further hive-down (hereinafter the *Holding Hive-down*), so that, in the future, KGaA will indirectly hold each OpCo via an intermediate holding company. The acquiring entities in the Holding Hive-down are HC HoldCo for the company shares in HC OpCo, Merck Life Science Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, regis-

tered in the commercial register of the lower court Darmstadt under HRB 97051 (*LS HoldCo*), for the company shares in LS OpCo, and Merck Performance Materials Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 97192 (*PM HoldCo*), for the company shares in PM OpCo (regardless of the business sector, each referred to as *HoldCo* or collectively as *HoldCos*). The basis for the Holding Hive-Down shall be a hive-down and transfer agreement between KGaA and the HoldCos (Holding Hive-down Agreement) to be entered into in notarized form.

NOW THEREFORE, HC OpCo hereby authorizes

1. Dr. Friederike Rotsch, born on October 31, 1972,
2. Dr. Stefan Fandel, born on December 6, 1975,
3. Dr. Holger Pittroff, born on January 27, 1973,
4. Frank Seeber, born on March 11, 1962,
5. Andreas Peters, born on January 18, 1967,
6. Daniel Rackisch, born on January 11, 1984,
7. Miriam Tolksdorf, born on December 30, 1977,
8. Klaudia Birkental, born on January 31, 1960,
9. Sonja Hilge, born on April 25, 1979,
10. Dr. Christian Schützler, born on October 8, 1981,
11. Alexander Werner, born on November 13, 1967,
12. Dr. Julia Zanotti, born on October 19, 1977, and
13. Christoph Frieling, born on September 16, 1977

all with business address:

c/o MERCK KGaA, Darmstadt, Germany
Frankfurter Straße 250, 64293 Darmstadt, Germany,

(the *Representatives*),

each individually and independently of each other, to represent HC HoldCo comprehensively in connection with the measures described above and, in particular, to enter into a notarized hive-down and transfer agreement with KGaA, the LS HoldCo and PM HoldCo concerning hive-down of all company shares held by KGaA (i) in LS OpCo to LS HoldCo, (ii) in HC OpCo to HC HoldCo and (iii) in PM OpCo to PM HoldCo (*Holding Hive-down Agreement*).

The Representatives shall be authorized to undertake any steps and actions along with making and accepting statements that, in the Representatives' discretion, are suitable, necessary or expedient for entering into or carrying out the measures named in the Introduction to this power of attorney, the aforementioned legal transactions and/or fulfilment of the purpose of these measures and this power of attorney, to include modification and addenda of contracts entered into under this power of attorney and signing applications filed with commercial registers concerning the registration of the Holding Hive-down Agreement in the commercial register.

Any personal liability of the Representative, either sole or on a joint and several basis, for any action or measures, to include making and accepting statements, arising from or in connection with this power of attorney, with the exception of liability for intentional conduct, shall hereby be expressly excluded.

This power of attorney is governed by German law. This power of attorney shall expire on September 30, 2018.

The Representatives, to the extent legally permitted, shall be discharged from the restrictions of Sec. 181 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) and, within the scope of this power of attorney, shall be authorized to delegate the powers of attorney, either as a whole or in part.

Darmstadt, February 14, 2018

[Signature]

Dr. Friederike Rotsch

[Signature]

Stephan Lahrkamp

[Notarial certificate]

POWER OF ATTORNEY

of

**Merck Life Science Holding GmbH, Darmstadt, Germany,
an affiliated company of Merck KGaA, Darmstadt, Germany**

with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, Germany, registered in the commercial register (*Handelsregister*) of the lower court of Darmstadt (*Amtsgericht*) under HRB 97051 (***LS HoldCo***).

Merck KGaA, Darmstadt, Germany, registered in the Commercial Register of the Darmstadt Local Court under HRB 6164 (***KGaA***), intends that the operational activities of the Healthcare, Life Science, and Performance Materials Business Sectors operated within KGaA in Darmstadt and Gernsheim, along with the associated assets and liabilities (the ***Operating Unit KGaA Healthcare***, the ***Operating Unit KGaA Life Science***, and the ***Operating Unit KGaA Performance Materials***, and, regardless of the Business Sector, each an ***Operating Unit*** or ***Operating Units***), to be hived down in accordance with Sec. 20 German Reorganization Tax Act (*Umwandlungssteuergesetz – UmwStG*) to three separate subsidiaries via a hive-down by absorption pursuant to Sec. 123 (3) (1) of the German Reorganization Act (*Umwandlungsgesetz – UmwG*) by way of partial universal succession, as well as in part by transferring or granting beneficial ownership (the ***Operational Hive-down***).

The acquiring entities in the Operational Hive-down are Merck Healthcare Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 96240 (***HC OpCo***), for the Operating Unit KGaA Healthcare, Merck Life Science Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 93771 (***LS OpCo***), for the Operating Unit KGaA Life Science, and Merck Performance Materials Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 93768 (***PM OpCo***) for the Operating Unit KGaA Performance Materials (regardless of the business sector, the acquiring entities are each referred to hereinafter as ***OpCo*** or collectively as ***OpCos***). The basis for the Operational Hive-down shall be an operational hive-down agreement between KGaA and the OpCos to be notarized.

Immediately after the Operational Hive-down becoming effective upon registration in the commercial register, all shares held by KGaA in the OpCos shall be transferred to holding companies by way of a further hive-down (hereinafter the ***Holding Hive-down***), so that, in the future, KGaA will indirectly hold each OpCo via an intermediate holding company. The acquiring entities in the Holding Hive-down are Merck Healthcare Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, registered in the commercial register of the lower court

of Darmstadt under HRB 97141 (*HC HoldCo*) for company shares in HC OpCo, LS HoldCo for the company shares in LS OpCo, and Merck Performance Materials Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 97192 (*PM HoldCo*) for the company shares in PM OpCo (regardless of the business sector, each referred to as *HoldCo* or collectively as *HoldCos*). The basis for the Holding Hive-down between KGaA and the HoldCos shall be a hive-down and transfer agreement also in notarized form to be entered into immediately after the notarization of the Operational Hive-down Agreement.

NOW THEREFORE, LS HoldCo hereby authorizes

1. Dr. Friederike Rotsch, born on October 31, 1972,
2. Dr. Stefan Fandel, born on December 6, 1975,
3. Dr. Holger Pittroff, born on January 27, 1973,
4. Frank Seeber, born on March 11, 1962,
5. Andreas Peters, born on January 18, 1967,
6. Daniel Rackisch, born on January 11, 1984,
7. Miriam Tolksdorf, born on December 30, 1977,
8. Klaudia Birkental, born on January 31, 1960,
9. Sonja Hilge, born on April 25, 1979,
10. Dr. Christian Schützler, born on October 8, 1981,
11. Alexander Werner, born on November 13, 1967,
12. Dr. Julia Zanotti, born on October 19, 1977, and
13. Christoph Frieling, born on September 16, 1977

all with business address:
c/o MERCK KGaA, Darmstadt, Germany
Frankfurter Straße 250, 64293 Darmstadt, Germany,

(the *Representatives*),

each individually and independently of each other, to represent LS HoldCo comprehensively in connection with the measures described above and, in particular, to enter into a notarized hive-down and transfer agreement with KGaA, PM HoldCo, and HC HoldCo concerning the hive-down of all company shares held by KGaA (i) in LS OpCo to LS HoldCo, (ii) in HC OpCo to HC HoldCo, and (iii) in PM OpCo to PM HoldCo (*Holding Hive-down Agreement*).

The Representatives shall be authorized to undertake any steps and actions along with making and accepting statements that, in the Representatives' discretion, are suitable, necessary or expedient for entering into or carrying out the measures named in the Introduction to this power of attorney, the aforementioned legal transactions and/or fulfilment of the purpose of these measures and this power of attorney, to include modification and addenda of contracts entered into under this power of attorney and signing applications filed with commercial registers concerning the registration of the Holding Hive-down Agreement in the commercial register.

Any personal liability of the Representative, either sole or on a joint and several basis, for any action or measures, to include making and accepting statements, arising from or in connection with this power of attorney, with the exception of liability for intentional conduct, shall hereby be expressly excluded.

This power of attorney is governed by German law. This power of attorney shall expire on September 30, 2018.

The Representatives, to the extent legally permitted, shall be discharged from the restrictions of Sec. 181 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) and, within the scope of this power of attorney, shall be authorized to delegate the powers of attorney, either as a whole or in part.

Darmstadt, February 14, 2018

[Signature]

Dr. Friederike Rotsch

[Signature]

Stephan Lahrkamp

[Notarial certificate]

POWER OF ATTORNEY

of

**Merck Performance Materials Holding GmbH, Darmstadt, Germany,
an affiliated company of Merck KGaA, Darmstadt, Germany**

with its corporate seat in Darmstadt, Germany, business address: Frankfurter Straße 250, 64293 Darmstadt, registered in the commercial register (*Handelsregister*) of the lower court of Darmstadt (*Amtsgericht*) under HRB 97192 (***PM HoldCo***).

Merck KGaA, Darmstadt, Germany, registered in the Commercial Register of the Darmstadt Local Court under HRB 6164 (***KGaA***), intends that the operational activities of the Healthcare, Life Science, and Performance Materials Business Sectors operated within KGaA in Darmstadt and Gernsheim, along with the associated assets and liabilities (the ***Operating Unit KGaA Healthcare***, the ***Operating Unit KGaA Life Science***, and the ***Operating Unit KGaA Performance Materials***, and, regardless of the Business Sector, each an ***Operating Unit*** or ***Operating Units***), to be hived down in accordance with Sec. 20 German Reorganization Tax Act (*Umwandlungssteuergesetz – UmwStG*) to three separate subsidiaries via a hive-down by absorption pursuant to Sec. 123 (3) (1) of the German Reorganization Act (*Umwandlungsgesetz – UmwG*) by way of partial universal succession, as well as in part by transferring or granting beneficial ownership (the ***Operational Hive-down***).

The acquiring entities in the Operational Hive-down are Merck Healthcare Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 96240 (***HC OpCo***), for the Operating Unit KGaA Healthcare, Merck Life Science Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 93771 (***LS OpCo***), for the Operating Unit KGaA Life Science, and Merck Performance Materials Germany GmbH, Darmstadt, Germany, an affiliated company of KGaA, registered in the commercial register of the lower court of Darmstadt under HRB 93768 (***PM OpCo***), for the Operating Unit KGaA Performance Materials (regardless of the business sector, the acquiring entities are each referred to hereinafter as ***OpCo*** or collectively as ***OpCos***). The basis for the Operational Hive-down shall be an operational hive-down agreement between KGaA and the OpCos to be notarized.

Immediately after the Operational Hive-down becoming effective upon registration in the commercial register, all shares held by KGaA in the OpCos shall be transferred to holding companies by way of a further hive-down (hereinafter the ***Holding Hive-down***), so that, in the future, KGaA will indirectly hold each OpCo via an intermediate holding company. The acquiring entities in the Holding Hive-down are Merck Healthcare Holding GmbH, Darmstadt, an affiliated company of Merck KGaA, Darmstadt, Germany, registered in the commercial register of the lower court of

Darmstadt under HRB 97141 (*HC HoldCo*) for the company shares in HC OpCo, Merck Life Science Holding GmbH, Darmstadt, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, registered in the commercial register of the lower court of Darmstadt under HRB 97051 (*LS HoldCo*) for the company shares in LS OpCo, and PM HoldCo for the company shares in PM OpCo (regardless of the business sector, each referred to as *HoldCo* or collectively as *HoldCos*). The basis for the Holding Hive-down between KGaA and the HoldCos shall be a hive-down and transfer agreement also in notarized form to be entered into immediately after the notarization of the Operational Hive-down Agreement.

NOW THEREFORE, PM HoldCo hereby authorizes

1. Dr. Friederike Rotsch, born on October 31, 1972,
2. Dr. Stefan Fandel, born on December 6, 1975,
3. Dr. Holger Pittroff, born on January 27, 1973,
4. Frank Seeber, born on March 11, 1962,
5. Andreas Peters, born on January 18, 1967,
6. Daniel Rackisch, born on January 11, 1984,
7. Miriam Tolksdorf, born on December 30, 1977,
8. Klaudia Birkental, born on January 31, 1960,
9. Sonja Hilge, born on April 25, 1979,
10. Dr. Christian Schützler, born on October 8, 1981,
11. Alexander Werner, born on November 13, 1967,
12. Dr. Julia Zanotti, born on October 19, 1977, and
13. Christoph Frieling, born on September 16, 1977

all with business address:

c/o MERCK KGaA, Darmstadt, Germany
Frankfurter Straße 250, 64293 Darmstadt, Germany,

(the *Representatives*),

each individually and independently of each other, to represent PM HoldCo comprehensively in connection with the measures described above and, in particular, to enter into a notarized hive-down and transfer agreement with KGaA, LS HoldCo, and HC HoldCo concerning the hive-down of all company shares held by KGaA (i) in LS OpCo to LS HoldCo, (ii) in HC OpCo to HC HoldCo and (iii) in PM OpCo to PM HoldCo (*Holding Hive-down Agreement*).

The Representatives shall be authorized to undertake any steps and actions along with making and accepting statements that, in the Representatives' discretion, are suitable, necessary or expedient for entering into or carrying out the measures named in the Introduction to this power of attorney, the aforementioned legal transactions and/or fulfilment of the purpose of these measures and this power of attorney, to include modification and addenda of contracts entered into under this power of attorney and signing applications filed with commercial registers concerning the registration of the Holding Hive-down Agreement in the commercial register.

Any personal liability of the Representative, either sole or on a joint and several basis, for any action or measures, to include making and accepting statements, arising from or in connection with this power of attorney, with the exception of liability for intentional conduct, shall hereby be expressly excluded.

This power of attorney is governed by German law. This power of attorney shall expire on September 30, 2018.

The Representatives, to the extent legally permitted, shall be discharged from the restrictions of Sec. 181 of the German Civil Code (*Bürgerliches Gesetzbuch – BGB*) and, within the scope of this power of attorney, shall be authorized to delegate the powers of attorney, either as a whole or in part.

Darmstadt, February 14, 2018

[Signature]

Dr. Friederike Rotsch

[Signature]

Stephan Lahrkamp

[Notarial certificate]