

**Merck Kommanditgesellschaft auf Aktien
Darmstadt, Germany**

Annual General Meeting 2019

Information on participation and proxy voting

Information on participation and proxy voting

Dear Limited Liability Shareholder,

We kindly ask you to note the following information in connection with our Annual General Meeting on Friday, April 26, 2019 at 10:00 hours CEST at the Jahrhunderthalle Frankfurt, Pfaffenwiese 301, 65929 Frankfurt am Main, Germany.

Please register for the Annual General Meeting as described below. This registration is a prerequisite for your personal participation, the authorization of a third party or for the authorization, with binding instructions, of proxies appointed by the company.

1. Registration for the meeting

In accordance with Article 22 (1) and (2) of the Articles of Association of the company, to be eligible to participate in the Annual General Meeting and to exercise voting rights, shareholders must register with the company under the following address and submit evidence of share ownership issued by the custodial bank or financial institute to the following address:

Merck KGaA
Darmstadt, Germany
c/o Deutsche Bank AG
Securities Production
General Meetings
Postbox 20 01 07
60605 Frankfurt am Main
Germany
Telefax: +49 69 12012-86045
Email: wp.hv@db-is.com

Evidence of share ownership must relate to the start of April 5, 2019 (0:00 hours CEST, so-called "record date") and must be received by the company along with the registration no later than April 19, 2019 (24:00 hours CEST), at the address given above. Registration and evidence of share ownership must be in text form (Section 126b of the German Civil Code (*Bürgerliches Gesetzbuch*)) in either German or English.

Following receipt of registration and evidence of share ownership, the admission ticket to the Annual General Meeting will be sent to the shareholder or his/her proxy. In order to ensure the timely receipt of the admission tickets, we kindly request shareholders to be sure to send their registration and evidence of share ownership to the company in a timely manner.

Normally, the custodial bank or financial institute will take care of submitting the registration and the evidence of share ownership. Shareholders who request an admission ticket to the Annual General Meeting from their custodial bank or financial institute in good time do not need to take any further action in this case. To order an admission ticket, please use the form sent to you by your custodial bank or financial institute. In case of doubt, shareholders should ask their custodial bank or financial institute whether it will handle registration and submission of evidence of share ownership on their behalf.

2. Participation in the meeting

Your admission ticket enables you to

- participate personally in the meeting,
- authorize a person of your choice to exercise your voting rights
 - in text form or
 - electronically via the Web-supported authorization and instruction system,
- issue authorization and instructions to the proxies appointed by the company
 - in text form or
 - electronically via the Web-supported authorization and instruction system.

2.1. Personal participation in the meeting and authorization of a third party

Your admission ticket enables you to participate personally in the meeting. You may also be represented by a person of your choice by giving this person written authorization to represent you. To do so, you may use the printed authorization in **Section B** of the admission ticket "Vollmacht an einen Dritten" (i.e. power of attorney to a third party). Please complete all details and give the admission ticket to your representative.

You can also use the Web-supported authorization and instruction system to authorize a third party electronically to represent you in the meeting. Detailed instructions on this can be found in section 2.3.

Please also note the information on voting by proxy under "Voting by proxy" in the invitation to the Annual General Meeting.

Please present your admission ticket at the entrance desk to participate in the Annual General Meeting. Please enable our employees to complete registration.

If you have multiple admission tickets, please present all admission tickets at the entrance.

The meeting rooms will open at 8:30 hours CEST on April 26, 2019. In the interests of all participants, we will be conducting appropriate security checks. We ask you to refrain from carrying any dangerous objects.

2.2. Authorization of the proxies appointed by the company containing binding instructions

We offer you the possibility to authorize proxies appointed by the company to vote on your behalf and in accordance with your binding instructions.

The company has appointed Constantin Fest and Christian Schützler, each with business address at Darmstadt, Germany, as proxies. The proxies are only entitled to exercise their proxy voting rights on the resolution items of the meeting on presentation of explicit instructions. They are obliged to vote in accordance with the instructions. Should a proposed resolution be divided up into multiple individual votes, the instructions shall be understood in accordance with your instructions for the relevant agenda item (for instance, if individual votes are held to approve the actions of each member of the Executive Board or of the Supervisory Board separately, the proxies would vote in accordance with the instructions that you gave overall for the approval of the actions of the Executive Board or of the Supervisory Board).

Power of representation and instructions for the proxies must be issued or communicated in text form or electronically via the Web-supported authorization and instruction system. If you would like to authorize the proxies electronically via the Web-supported authorization and instruction system, then please note the detailed instructions in section 2.3 below.

To authorize the proxies in text form, please proceed as follows:

The resolution items for the meeting are listed on the authorization form in **Section A** of the admission ticket "Vollmacht und Weisungen für die Stimmrechtsvertretung durch von der Gesellschaft benannte Vertreter" (i.e. power of attorney and instructions for proxies appointed by the company).

Please issue an instruction for each resolution item by ticking the corresponding box. Your instructions here refer to the relevant proposal of the management as published in the invitation to the Annual General Meeting in the Federal Gazette (*Bundesanzeiger*) on March 13, 2019. If you do not issue an instruction, you will be considered to have withheld your vote; if you tick two boxes, this will be considered an invalid vote.

Please send the completed authorization and instructions form via post, fax or email to the following address, where it needs to be received **at the latest by 15:00 hours CEST on April 25, 2019**:

Merck KGaA
Darmstadt, Germany
c/o Computershare Operations Center
80249 Munich
Germany
Telefax: +49 89 30903-74675
Email: MRK-hv2019@computershare.de

In particular, when submitting the form via postal service, please pay attention to the corresponding time needed for delivery since the date on which the form is received by the company is decisive for meeting the deadline.

If you have timely submitted authorization and instructions forms using different forms of communication, we will consider the form that was last received as binding.

2.3. Granting of electronic authorization and instructions

As of April 5, 2019, you can also grant your authorization to third parties as well as powers of representation and instructions to the proxies appointed by the company via our website. Powers of representation and/or your instructions should be issued as early as possible. For technical reasons, **on the day of the Annual General Meeting (April 26, 2019)**, the use of the Web-supported authorization and instruction system can only be offered **until the Chairman of the Executive Board has completed his speech**.

Access to the authorization and instruction system

Access is obtained via our website www.merckkgaa-darmstadt-germany.com/agm. Under "Authorization and Instruction System", you will be directed to the Web-supported authorization and instruction system.

It is necessary to enter your five-digit admission ticket number and the adjacent single-digit check digit in order to log on.

Admission ticket no. 01234 6 Check digit

Then click **»Login«**. Enter your personal details such as first name, surname, place of residence and number of shares.

Please enter this information exactly as it appears on your admission ticket. This also applies in the case of any incorrect spelling of your name or place of residence. Please note that title, name affixes etc. should not be entered in the "First name" or "Surname" fields. After checking your details, click **»Register«**. You will now receive a personal, eight-digit access code, which should be noted down or printed out. This access code, the admission ticket number and check digit are required for logging on to the system in future. In conclusion, click **»Continue«** and confirm acknowledgment of our legal

terms and the Exclusion of Liability.

In the following you can grant authorization to third parties or authorize or instruct proxies appointed by the company.

For this purpose, please select either **»Appoint or instruct the proxies provided by the Company«** or **»Appoint a personal proxy«**.

Appoint and instruct the proxies provided by the Company

Here you may either agree to the overall proposals of the management or issue instructions for each individually listed item on the agenda (click **»Yes«**, **»No«**, or **»Abstain«** accordingly). Applications of shareholders that have to be made available can be viewed on the Web at www.merckkgaa-darmstadt-germany.com/agm. A countermotion, directed exclusively at the rejection of the respective proposal of the management, may be supported by issuing a voting instruction against a management proposal. When all instructions have been entered, click **»Confirm instructions«**.

An overview of your instructions now appears. Please click **»Submit instructions«** to confirm, or **»Change instructions«**. The subsequent confirmation of instructions may then be printed out.

You may now leave the Web-supported authorization and instruction system by clicking **»Log off«**.

Please repeat the procedure as necessary for any further admission tickets.

Appoint a personal proxy

Here you can authorize a third party. For this, please enter the name of the third party (format: last surname, first name) and his/her place of residence (without the postal code) to the corresponding files and click on **»Issue Proxy«**.

A confirmation of the authorization will then appear. It can be printed out.

You can now exit the Web-supported authorization and instruction system by clicking **»Log off«**.

Please repeat the procedure if necessary for any additional admission tickets.

To facilitate registration at the Annual General Meeting registration desks, please give your representative your admission ticket(s) or a print-out of the confirmation of the authorization.

Revocation of authorization and instructions via the Web

You may revoke your authorization or amend your instructions via the authorization and instruction system. Repeat access can be gained to the authorization and instruction system by entering the five-digit number of your admission ticket, the single-digit check digit and your eight-digit personal access code from your initial login.

Please note that for technical reasons, **on the day of the Annual General Meeting (April 26, 2019)**, the authorization and instruction system will only be available until the **Chairman of the Executive Board has completed his speech**.

Technical requirements

Your instructions are encrypted. It is therefore necessary for your browser to support 128-Bit-SSL encryption. This is possible with Google Chrome and Microsoft Web Explorer for Version 6.0 and higher and Mozilla Firefox for Version 3.0 and higher.

3. Web broadcasting of the meeting

The meeting will be broadcast live on the Web at www.merckkgaa-darmstadt-germany.com/hv on April 26, 2019, from 10:00 hours CEST until the Chairman of the Executive Board has completed his speech.

The homepage for the Web broadcast will be activated one week prior to the meeting, thus ensuring that you are able to adapt system settings and achieve optimal transmission quality.

4. Shareholder motions

Shareholder motions that have to be made available can be viewed on the Web at www.merckkgaa-darmstadt-germany.com/agm. A countermotion, directed exclusively at the rejection of the respective proposal of the management, may be supported by issuing a voting instruction against the management proposal. Please note that the proxies appointed by the company are exclusively appointed to vote in accordance with your instructions on those management proposals published in the invitation for the Annual General Meeting published on March 13, 2019 in the Federal Gazette (*Bundesanzeiger*). The proxies are not able to exercise other shareholder rights, such as the posing of questions or issuing of petitions or submission of declarations. The proxies will also not participate in voting on motions that do not relate exclusively to the rejection of a proposal made by management. In these cases, they will withhold their votes. Should you wish to exercise your rights as a shareholder beyond the scope described here, you should participate in meeting personally or authorize a third party to do so on your behalf.

5. Legal terms / exclusion of liability

5.1. Personal participation after granting authorization

Even after granting authorization to a third party or the proxies appointed by the company, you are still entitled to participate in the meeting in person. If you do not have an admission ticket, please present an official form of personal identification or a passport.

5.2. Use of the Web service

- On receipt of your admission ticket, please check that the envelope is intact. Please keep the personal access code from the initial login to the electronic authorization and instruction system in a safe place. Should you suspect abuse of the online use, please call the hotline number +49 6151 72-2212.
- The instruction and authorization system can only be used to grant authorizations and instructions to the extent described in the foregoing. It is not possible to address the meeting or ask any questions via the Web.
- The stability and availability of the Web-supported authorization and instruction system for the Annual Meeting, together with the Web transmission of the speeches given by the Chairman of the Supervisory Board and the Chairman of the Executive Board at the beginning of the meeting may be subject to fluctuation and disruption, in accordance with the state-of-the-art available. Neither Merck KGaA, Darmstadt, Germany, nor the proxies have any influence over the availability, functionality, stability and reliability of the telecommunications network and the utilized third-party Web services. Should we discover unauthorized third-party influence on the Web system, in spite of the security measures in place, we reserve the right to interrupt utilization or end it prematurely, without warning. In this case, only those authorizations and instructions for which manipulation can be excluded will be taken into consideration.

5.3. Exclusion of liability

We assume no guarantee or liability for the functionality, availability, stability and reliability of the Web-supported authorization and instruction system, together with access to the system.

Independently of this, Merck KGaA, Darmstadt, Germany, assumes no liability for the Web services and network elements of third parties that are made use of. Moreover, we assume no liability for errors and defects in the hardware and software used in the exercising of voting rights via the Web, including those of the service companies employed.

This exclusion of liability shall not apply in the event of intent or gross negligence on the part of Merck KGaA, Darmstadt, Germany, or its agents.

5.4. Data protection

The legally compliant collection and processing of shareholders' personal data is of great importance to the company. The collection and processing of personal data (name, address, email address, number of shares, class of shares, type of share ownership and number of admission ticket) is carried out in accordance with the applicable data protection laws.

The collection and processing of personal data is absolutely necessary for the participation in the Annual General Meeting and is carried out in order to facilitate the participation of each registered shareholder. The company is responsible for collection and processing. It is our legal obligation to hold an Annual General Meeting and to enable the exercise of voting rights. For this purpose we have to process the named data. The legal basis for the processing of your personal data is the German Stock Corporation Act in conjunction with Article 6 (1) lit. c) DSGVO.

Computershare Deutschland GmbH & Co. KG, Munich, Germany, as external service provider commissioned for the purpose of holding the Annual General Meeting, shall only receive such personal data as is necessary for the performance of the commissioned service and shall process the data exclusively on behalf of and in accordance with instructions from the company.

Your data will only be processed in countries belonging to the European Union.

All shareholders have the right to access, correction, restriction, objection and deletion at any time with regard to the processing of their personal data, as well as the right to data transmission in accordance with Chapter III of the DSGVO.

Shareholders may assert these rights vis-à-vis the company free of charge using the following contact details:

Merck KGaA
Darmstadt, Germany
- HV-Büro -
Frankfurter Strasse 250
64293 Darmstadt
Germany
or telefax: +49 6151 72-9877
or email: hauptversammlung@merckkgaa-darmstadt-germany.com

The company's data protection officer can be reached at:

Merck KGaA
Darmstadt, Germany
- Data Protection Officer -
Frankfurter Strasse 250
64293 Darmstadt
Germany
or telefax: +49 6151 72-915167
or email: datenschutz@merckkgaa-darmstadt-germany.com

Further information on data protection, in particular on our storage obligations and your rights, is available on the company's website (www.merckkgaa-darmstadt-germany.com/agm).