

**Merck Kommanditgesellschaft auf Aktien
Darmstadt, Germany**

Annual General Meeting 2020

Information on participation and proxy voting

Information on participation and proxy voting

Dear Limited Liability Shareholder,

against the background of the spread of the coronavirus SARS-CoV-2, the Executive Board has decided, with the consent of the Supervisory Board, that the General Meeting will be held as a virtual General Meeting without the physical presence of the shareholders or their proxies and that the shareholders will cast their votes in the General Meeting in particular also by means of electronic communication. Holding the General Meeting in the form of a virtual General Meeting under the COVID-19 Act results in modifications to the procedures of the General Meeting.

This year, we therefore kindly ask you to pay particular attention to the following information in connection with our Annual General Meeting which will be held as a virtual General Meeting on Thursday, May 28, 2020 at 10:00 hours CEST.

Please register for the General Meeting as described below. This registration is a prerequisite for exercising your shareholder rights at the virtual General Meeting, the authorization of a third party or for the authorization, with binding instructions, of proxies appointed by the company.

1. Registration for the meeting

To be eligible to exercise shareholder rights in connection with the virtual General Meeting, 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**

The registration must be received by the company by May 21, 2020, 24:00 hours CEST at the latest. Evidence of share ownership must relate to the start of May 16, 2020 (0:00 hours CEST, so-called "record date") and must be received by the company at the address given above no later than May 24, 2020 (24:00 hours CEST), unless it has already been submitted with the registration. 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 access medium to the Annual General Meeting will be sent to the shareholder or his/her proxy. In order to ensure the timely receipt of the access medium, 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 access medium 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 access medium, 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. Exercise of shareholder rights

Your access medium enables you to

- exercise your shareholder rights yourself, in particular by postal voting via the web-based AGM system or in text form,
- authorize a person of your choice to exercise your voting rights
 - in text form or
 - electronically via the web-based AGM system,
- issue authorization and instructions to the proxies appointed by the company
 - in text form or
 - electronically via the web-based AGM system.

2.1. Personal exercise of shareholder rights (in particular postal vote) and authorization of a third party

Your access medium enables you to personally exercise your shareholder rights. In particular, you can cast your vote by postal vote via the web-based AGM system.

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 access medium "Vollmacht an einen Dritten" (i.e. power of attorney to a third party). Please complete all details and give the access medium to your proxy.

You can also use the web-based AGM 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.

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 Anna Steudner, 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.

Power of representation and instructions for the proxies must be issued or communicated in text form or electronically via the web-based AGM system. If you would like to authorize the proxies electronically via the web-based AGM 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 access medium "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 May 7, 2020. 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 24:00 hours CEST on May 27, 2020:**

Merck KGaA
Darmstadt, Germany
c/o Computershare Operations Center
80249 Munich
Germany
Telefax: +49 89 30903-74675
Email: MRK-hv2020@computershare.de

In particular when submitting the form via postal service, the more so against the background of potential effects of the spread of the coronavirus SARS-CoV-2 on the performance of postal and delivery services, 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 May 16, 2020, 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. Authorizations and instructions to the proxies appointed by the company may also be granted, amended or revoked even during the Annual General Meeting on May 28, 2020 via the web-based AGM system until the beginning of the voting process.

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-based AGM system.

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

Access 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 access medium. 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 number on your access medium 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 cast your postal votes, grant authorization to third parties or authorize or instruct proxies appointed by the company.

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

Voting by postal vote

Here you can cast your vote on each individual agenda item by postal vote.

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**, or **»No«** accordingly). Published counter motions

and nominations of shareholders can be viewed on the Web at www.merckkgaa-darmstadt-germany.com/agm. A counter-motion, 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-based AGM system by clicking »**Log off**«.

Please repeat the procedure as necessary for any further access mediums.

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-based AGM system by clicking »**Log off**«.

Please repeat the procedure if necessary for any additional access mediums.

To exercise your rights at the Annual General Meeting, please give your proxy your access medium(s).

Revocation of authorization and instructions via the Web

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

Authorizations and instructions to the proxies appointed by the company may also be granted, amended or revoked even during the Annual General Meeting on May 28, 2020 via the web-based AGM system until the beginning of the voting process.

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 entire meeting will be broadcast live on the Web at www.merckkgaa-darmstadt-germany.com/hv on May 28, 2020, from 10:00 hours CEST.

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

Published counter-motions and nominations of shareholders can be viewed on the Web at www.merckkgaa-darmstadt-germany.com/agm. A counter-motion, 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 May 7, 2020 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 personally exercise your shareholder rights or authorize a third party to do so on your behalf.

5. Legal terms / exclusion of liability

5.1. Exercise of shareholder rights after granting authorization

Even after granting authorization to a third party or the proxies appointed by the company, you are still entitled to exercise your shareholder rights by revoking the authorization granted. 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.

5.2. Use of the Web service

- On receipt of your access medium, please check that the envelope is intact. Please keep the personal access code from the initial login to the web-based AGM system in a safe place. Should you suspect abuse of the online use, please call the hotline number +49 6151 72-2212.
- The web-based AGM 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-based AGM system for the Annual Meeting, together with the Web transmission 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-based AGM 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-based AGM 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 personal data of the shareholders and their proxies is of great importance to the company. Our data protection information for shareholders is available under Data Protection on www.merckkgaa-darmstadt-germany.com/hv.