

Merck Kommanditgesellschaft auf Aktien

Darmstadt

Germany

- ISIN DE 000 659 990 5 -

- Securities Identification No. 659 990 -

The shareholders of our company are hereby invited to attend the

Annual General Meeting

on Friday, April 23, 2021 at 10:00 a.m. CEST.

Against the background of the continued significant spread of the coronavirus SARS-CoV-2,

the Annual General Meeting 2021 of Merck Kommanditgesellschaft

auf Aktien, Darmstadt, Germany,

will be held as **a virtual Annual General Meeting without the physical**

presence of shareholders or their proxies.

Overview of the agenda

1. Presentation of the annual financial statements approved by the Supervisory Board, as well as the consolidated financial statements approved by the Supervisory Board and the combined management report (including the explanatory report on the information in accordance with section 289a, section 315a of the German Commercial Code - HGB) for fiscal 2020 and the Report of the Supervisory Board
2. Resolution on the adoption of the annual financial statements for fiscal 2020
3. Resolution authorizing the appropriation of the net retained profit for fiscal 2020
4. Resolution on the approval of the actions of the Executive Board for fiscal 2020
5. Resolution on the approval of the actions of the Supervisory Board for fiscal 2020
6. Resolution on the election of the auditors of the annual financial statements and the consolidated financial statements for fiscal 2021 as well as the auditors for the audit review of the interim financial statements and management report of the Group as of June 30, 2021
7. Resolution on the amendment of Article 13 of the Articles of Association concerning the approval of the Supervisory Board for certain transactions with related parties
8. Resolution on the approval of the compensation system for the Executive Board members
9. Resolution on the amendment of Article 20 of the Articles of Association concerning the compensation of the Supervisory Board and confirmation of the compensation system of the Supervisory Board members
10. Resolution on the approval of eleven control and profit and loss transfer agreements

Agenda

1. Presentation of the annual financial statements approved by the Supervisory Board, as well as the consolidated financial statements approved by the Supervisory Board and the combined management report (including the explanatory report on the information in accordance with section 289a, section 315a of the German Commercial Code - HGB) for fiscal 2020 and the Report of the Supervisory Board

The Supervisory Board has approved the annual financial statements and the consolidated financial statements, which were prepared by the Executive Board in accordance with section 171 of the German Stock Corporation Act (AktG). In accordance with Section 286 (1) AktG, Article 29 (3) of the Articles of Association, the annual financial statements are to be adopted by the General Meeting (item 2 of the agenda). The aforementioned documents will be available on the company's website as of the date on which the Annual General Meeting is convened (for more information see the section titled "Information and Documents for the Annual General Meeting; company website"). No resolution is required for item 1 of the agenda.

2. Resolution on the adoption of the annual financial statements for fiscal 2020

The Executive Board and the Supervisory Board propose that the presented annual financial statements of the company for the year ended December 31, 2020 be approved.

3. Resolution authorizing the appropriation of the net retained profit for fiscal 2020

The Executive Board and the Supervisory Board propose that the share of the net retained profit of the company attributable to the shareholders amounting to € 207,612,532.68 be appropriated as follows:

- a) Payment of a dividend of € 1.40 per no par value share of the dividend-bearing share capital as of the date of this Annual General Meeting, being € 180,939,152.80 in total.
- b) Carryforward of the remaining amount of € 26,673,379.88 to new account.

Dividends are payable on the third business day after the General Meeting passing the resolution on the dividend, i.e. on April 28, 2021.

4. Resolution on the approval of the actions of the Executive Board for fiscal 2020

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board in office in fiscal 2020 be approved for their activities in fiscal 2020.

5. Resolution on the approval of the actions of the Supervisory Board for fiscal 2020

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board in office in fiscal 2020 be approved for their activities in fiscal 2020.

6. Resolution on the election of the auditors of the annual financial statements and the consolidated financial statements for fiscal 2021 as well as the auditors for the audit review of the interim financial statements and management report of the Group as of June 30, 2021

The Supervisory Board proposes the election of

KPMG AG Wirtschaftsprüfungsgesellschaft, Berlin,

as auditors of the annual financial statements and the consolidated financial statements for fiscal 2021 as well as for the audit review of the interim financial statements and management report of the Group as of June 30, 2021.

7. Resolution on the amendment of Article 13 of the Articles of Association concerning the approval of the Supervisory Board for certain transactions with related parties

Pursuant to section 111b (1) AktG, certain transactions of a publicly traded stock corporation with related parties within the meaning of section 111a (1) AktG require the prior approval of the Supervisory Board or a committee appointed pursuant to section 107 (3) sentences 4 to 6 AktG. These provisions are applicable not only to publicly traded stock corporations, but also to publicly traded corporations with general partners. In order to avoid any legal uncertainties, a clarifying provision should be added to the Articles of Association.

The Executive Board and the Supervisory Board therefore propose the following resolution:

The following sentences are added to Article 13 (4) of the Articles of Association:

“The right of approval with regard to management measures within the meaning of sections 111b (1), 111a (1) of the German Stock Corporation Act (AktG) is transferred to the Supervisory Board of the company. If the Supervisory Board refuses to grant its approval pursuant to sentence 3, the Executive Board may demand that the Annual General Meeting resolve on the approval. The related parties involved in the transaction may not exercise their voting rights in the adoption of resolutions by the Annual General Meeting in accordance with sentence 4, neither for themselves nor for another individual.”

8. Resolution on the approval of the compensation system for the Executive Board members

At the Annual General Meeting of Merck KGaA, Darmstadt, Germany on April 27, 2018, the limited liability shareholders most recently approved by a large majority the compensation system for the members of the Executive Board in force at that time. The German Act Implementing the Second Shareholders' Rights Directive (ARUG II) added, among other things, the provisions of section 120a AktG. According to section 120a (1) sentence 1 AktG, the Annual General Meeting of a publicly listed company resolves on the approval of the compensation system for the Executive Board members presented by the Supervisory Board, doing so each time a material change is made to the compensation system, at least however every four years. At Merck KGaA, Darmstadt, Germany, unlike publicly listed German stock corporations, it is not the Supervisory Board, but rather the Personnel Committee of the Board of Partners of E. Merck KG, Darmstadt, Germany that specifies the compensation system for the Executive Board members.

The Personnel Committee of the Board of Partners of E. Merck KG, Darmstadt, Germany revised the compensation system for the Executive Board members with effect from January 1, 2021 and thus adapted it to the specifications of the new section 87a AktG. The revised compensation system was integrated into the employment contracts with the Executive Board members with effect as from January 1, 2021. The revised compensation system is now to be presented for approval at the Annual General Meeting.

The adapted compensation system is intended to further strengthen the long-term incentive effect of the compensation and, at the same time, prevent disproportionate discrepancies. The compensation system for the Executive Board essentially comprises the three main components: fixed compensation, profit sharing and the Long-Term Incentive Plan of Merck KGaA, Darmstadt, Germany. It is complemented by contributions to the company pension plan as well as additional benefits.

The adjustments to the compensation system primarily relate to the profit sharing, the Long-Term Incentive Plan and the integration of the sustainability strategy. The most important updates comprise:

- Profit sharing:
 - Reduction of the adjustment factor for individual performance to 0.8 – 1.2 (from 0.7 – 1.3);
 - Introduction of a threshold value for profit after tax for the profit sharing payment;
 - Inclusion of the three new sustainability goals in the catalog of criteria; and
 - Mandatory personal investment amounting to one-third of the net payment of the profit sharing (four-year holding period).
- Long-Term Incentive Plan:
 - Duration now four years instead of three years (three-year performance cycle plus one-year holding period); and
 - Supplementing the key performance indicators with a measurable sustainability factor in a corridor of 0.8 – 1.2, as of 2022.
- Other:
 - Taking into account the pensions and additional benefits within the framework of the maximum compensation; and
 - Reduction of the maximum compensation for the Chair of the Executive Board to € 11.5 million (previously € 12.6 million) and reduction for other members of the Executive Board to € 9.5 million (previously up to € 9.7 million).

In revising the compensation system, the objectives summarized below were pursued in accordance with the principles of good corporate governance. The new compensation system is designed to promote the long-term development of the company. Important stakeholder and sustainability goals are also taken into account; in particular, the variable compensation elements now also include sustainability goals. A further essential part of the revision was the strengthening of the “pay for performance” approach, which is underlined in particular by adjustments to the profit sharing. Overall, the changes thus meet the requirements for an ambitious compensation system that includes a long-term incentive effect for sustainable business success and at the same time ensures responsible corporate governance. As part of the revision, the compensation system was adapted to regulatory requirements.

The revised compensation system is described in more detail under "Supplementary information on agenda item 8" in the section after the agenda.

The Supervisory Board proposes the following resolution:

The compensation system for the members of the Executive Board of Merck KGaA, Darmstadt, Germany is approved.

9. Resolution on the amendment of Article 20 of the Articles of Association concerning the compensation of the Supervisory Board and confirmation of the compensation system of the Supervisory Board members

The German Act Implementing the Second Shareholders' Rights Directive (ARUG II) has also led to an amendment of section 113 (3) AktG. Section 113 (3) sentence 1, 2 AktG stipulates that in the case of publicly traded companies, a resolution on the compensation of the members of the Supervisory Board must be passed at least every four years, whereby a resolution confirming the compensation is permissible.

The compensation of Supervisory Board members is stipulated in Article 20 of the Articles of Association of Merck KGaA, Darmstadt, Germany. Accordingly, Supervisory Board members receive fixed compensation of € 47,000.00. The Chair receives double and the Vice Chair one and a half times the compensation of an ordinary Supervisory Board member. Variable compensation depending on the achievement of certain milestones or goals is not granted to the members of the Supervisory Board.

In February 2021, the Supervisory Board resolved to establish an Audit Committee to handle the monitoring of the statutory accounting process, the effectiveness of the internal control system, the risk management system and of the internal audit system as well as the audit of the full-year financial statements, in this respect particularly the selection and independence of the auditor and the additional services performed by the auditor.

The German Corporate Governance Code recommends that the larger time commitment of the Chair and members of Supervisory Board committees be appropriately taken into account in the compensation of Supervisory Board members. In view of the high demands on the activities of the members of the Audit Committee and in view of the competition for suitable candidates for the Supervisory Board, separate compensation for membership of the Audit Committee shall be provided. In all other respects, the new provisions proposed to the Annual General Meeting do not affect the previous provisions on Supervisory Board compensation. It is therefore to be proposed to the Annual General Meeting that a resolution be passed to adjust the compensation of the Supervisory Board with regard to the separate compensation of

the Chair and the members of the Audit Committee as well as to confirm the compensation of the Supervisory Board.

In detail, it is proposed that for membership of the Audit Committee, an additional amount of € 15,000.00 be paid annually on top of basic compensation, with the Chair of the Audit Committee additionally receiving an annual amount of € 30,000.00 on top of his/her basic compensation.

The proposed compensation for Supervisory Board members is described in more detail under "Supplementary information on agenda item 9" in the section following the agenda.

The Executive Board and the Supervisory Board propose the following resolution:

- a) The numbering of the previous paragraphs 2 to 4 of Article 20 of the Articles of Association is to be adapted. The former paragraph 2 will become paragraph 3, the former paragraph 3 will become paragraph 4 and the former paragraph 4 will become paragraph 5.
- b) The following new paragraph 2 shall be added to Article 20 of the Articles of Association:

"For membership of the Audit Committee, the Supervisory Board members shall receive annual compensation of € 15,000 (in words: fifteen thousand euros) on top of their basic compensation and the Chair of the Audit Committee shall receive annual compensation of € 30,000 (in words: thirty thousand euros) on top of his/her basic compensation."
- c) Article 20 (3) of the Articles of Association will be reworded as follows:

"Supervisory Board or Audit Committee members who have only been in office for part of the fiscal year receive lower compensation in proportion to their term of office."
- d) The amendments to the Articles of Association mentioned under b) and c) of this agenda item shall apply for the first time to the fiscal year beginning on January 1, 2021.
- e) The compensation of the members of the Supervisory Board pursuant to Article 20 of the new version of the Articles of Association of Merck KGaA, Darmstadt, Germany, including the compensation system on which it is based, is confirmed.

10. Resolution on the approval of eleven control and profit and loss transfer agreements

As the controlling company (hereinafter referred to as "parent company"), Merck KGaA, Darmstadt, Germany, entered on February 16, 2021 into control and profit and loss transfer agreements with its following subsidiaries:

- a) Merck 42. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- b) Merck 43. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- c) Merck 44. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- d) Merck 45. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- e) Merck 46. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- f) Merck 47. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- g) Merck 48. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- h) Merck 49. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- i) Merck Wohnungs- und Grundstücksverwaltungsgesellschaft mbH (headquarters: Darmstadt, Germany)
- j) AmpTec GmbH (headquarters: Hamburg, Germany), and
- k) AZ Electronic Materials GmbH (headquarters: Darmstadt, Germany)

(hereinafter each referred to as "controlled company"):

The material content of the aforementioned profit and loss transfer agreements is as follows:

- The controlled company subordinates its management to the parent company. Accordingly, the parent company is entitled to issue instructions to the controlled company as regards the management of the company. The management of the controlled company retains full authority to make decisions if and to the extent no instructions are issued.

- The controlled company shall transfer all of its profits to the parent company during the term of the agreement. Subject to the setting up of reserves under the provisions of the agreement, the controlled company shall transfer the net income excluding the profit transfer less any losses carried forward from the previous year and the amount protected from distributions according to section 268 (8) of the German Commercial Code (HGB) plus any other amounts withdrawn from retained earnings under the provisions of the agreement. However, the profit transfer may not exceed the amount stated in section 301 AktG, the respectively valid version of which shall be applied. The transfer of profits stemming from the release of capital reserves (section 272 (2) No. 4 HGB) or retained earnings reported prior to the agreement (section 272 (3) HGB) or from profit carried forward prior to the agreement, shall be ruled out.
- With the approval of the parent company, the controlled company may only transfer amounts from net income to retained earnings in accordance with section 272 (3) HGB to the extent this is permitted under commercial law and it is considered economically justifiable using reasonable commercial judgment.
- Other retained earnings set up during the term of the agreement in accordance with section 272 (3) HGB are to be released if demanded by the parent company and to be used to offset an annual loss or loss carried forward or to be transferred as profit.
- The entitlement to profit transfers shall arise at the end of the controlled company's fiscal year and is effective and due as of this date.
- In accordance with the provisions of the currently valid version of Section 302 AktG, the parent company shall offset any other annual losses during the term of the agreement provided that these are not offset by using other retained earnings for offsetting an annual loss during the term of the agreement. The amount of the loss to be assumed will not be lowered by releasing capital reserves or retained earnings reported prior to the agreement and by profit carried forward prior to the agreement.
- The entitlement to offset any losses shall arise at the end of the controlled company's fiscal year and is effective and due as of this date.
- The parent company has the right to demand advance payments in the course of the fiscal year with respect to expected profit transfers by the controlled company to the extent the liquidity of the controlled company permits such

advance payments to be made. No interest will be paid on the profit transfer account.

- The agreement requires the approval of the Annual General Meeting or the shareholders' meeting of the companies entering the agreement.
- The agreement shall take effect when it is entered in the Commercial Register of the court located at the registered office of the controlled company. With the exception of the parent company's right to issue instructions, it shall apply retroactively as of January 1, 2021, 0:00, thus for the first time in the controlled company's fiscal 2021. The provision concerning the parent company's right to issue instructions shall take effect only once the agreement has been entered in the Commercial Register of the court at the registered office of the controlled company.
- The agreement has been entered into indefinitely. It may not be terminated prior to the expiration of a period of five years as of the start of the controlled company's fiscal year in which the agreement took effect, i.e. at the earliest after December 31, 2026 (minimum term), with exception of the agreements between the parent company and Merck Wohnungs- und Grundstücksverwaltungsgesellschaft mbH (headquarters: Darmstadt, Germany), AmpTec GmbH (headquarters: Hamburg, Germany), and AZ Electronic Materials GmbH (headquarters: Darmstadt, Germany) which can be terminated after December 31, 2025 at the earliest. Subject to the adherence to the minimum term, the agreement may be terminated in writing at the end of each fiscal year of the controlled company by giving three months' notice. This does not affect the right to terminate the agreement without notice for good cause. Good causes include in particular the merger, split or liquidation of one of the two companies entering the agreement. Moreover, the parent company is entitled to terminate the agreement for good cause if it no longer holds directly or indirectly the majority of the voting rights in the controlled company.

The parent company was the sole direct shareholder of each of the following sub-companies (all of which are affiliated companies) at the time the control and profit and loss transfer agreement was entered into and will remain so at the time of the Annual General Meeting:

- Merck 42. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- Merck 43. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- Merck 44. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),

- Merck 45. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
 - Merck 46. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
 - Merck 47. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
 - Merck 48. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
 - Merck 49. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- and
- Merck Wohnungs- und Grundstücksverwaltungsgesellschaft mbH (headquarters: Darmstadt, Germany).

For this reason, the parent company is not required to make any compensation payments or settlements to third-party shareholders. For the same reason, an audit by expert examiners of the control and profit and loss agreements with the above-mentioned controlled companies is not required (section 293b AktG).

The sole shareholder of AmpTec GmbH is Merck Life Science Holding GmbH, Darmstadt Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, the sole shareholder of which is the parent company.

The sole shareholder of AZ Electronic Materials GmbH is Merck 15. Allgemeine Beteiligungs-GmbH, Darmstadt, Germany an affiliated company of Merck KGaA, Darmstadt, Germany, the sole shareholder of which is Merck Financial Trading GmbH, Gernsheim, Germany, an affiliated company of Merck KGaA, Darmstadt, Germany, the sole shareholder of which is the parent company.

Thus, the parent company indirectly holds a 100% interest in AmpTec GmbH and in AZ Electronic Materials GmbH. For this reason, the parent company is not required to make any compensation payments or settlements to third-party shareholders. An audit by expert examiners of the control and profit and loss transfer agreements (section 293b AktG) with the aforementioned controlled companies was performed. The respective audit reports will be available along with the other documents requiring publication on the company's website as of the date on which the Annual General Meeting is convened (for more information see the section titled "Information and Documents for the Annual General Meeting; company website").

The shareholders' meetings of the controlled companies each approved the respective control and profit and loss transfer agreements on February 22, 2021.

In accordance with section 293a AktG, the Executive Board of the parent company and the management boards of the controlled companies have each prepared a joint report in which the legal and economic details of the relevant control and profit and loss transfer agreements were explained and justified. The joint reports will be available

along with the other documents requiring publication on the company's website as of the date on which the Annual General Meeting is convened (for more information see the section titled "Information and Documents for the Annual General Meeting; company website").

The Executive Board and the Supervisory Board propose to approve the control and profit and loss transfer agreements of February 16, 2021 between Merck KGaA, Darmstadt, Germany, Darmstadt, Germany, and its affiliated companies:

- a) Merck 42. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- b) Merck 43. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- c) Merck 44. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- d) Merck 45. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- e) Merck 46. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- f) Merck 47. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- g) Merck 48. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- h) Merck 49. Allgemeine Beteiligungs-GmbH (headquarters: Darmstadt, Germany),
- i) Merck Wohnungs- und Grundstücksverwaltungsgesellschaft mbH (headquarters: Darmstadt, Germany),
- j) AmpTec GmbH (headquarters: Hamburg, Germany), and
- k) AZ Electronic Materials GmbH (headquarters: Darmstadt, Germany).

The documents relevant for the resolution under this agenda item will be available along with the other documents requiring publication on the company's website as of the date on which the Annual General Meeting is convened and will be available for shareholders during the Annual General Meeting.

Current notes and information on the virtual Annual General Meeting can be

found on the website of the company (www.merckkgaa-darmstadt-germany.com/agm).

Supplementary Notes on Agenda Item 8: The compensation system of the Executive Board of Merck KGaA, Darmstadt, Germany pursuant to section 87a (1) AktG

1. Basic principles of the compensation system

As the world’s oldest pharmaceutical and chemical company, Merck KGaA, Darmstadt, Germany attaches great importance to responsible governance and entrepreneurship. This is also reflected by the compensation of the members of the Executive Board of Merck KGaA, Darmstadt, Germany. Unlike management board members of German stock corporations, they are not merely employed members of a corporate board. Rather, they are personally liable general partners of both Merck KGaA, Darmstadt, Germany and the general partner E. Merck KG, Darmstadt, Germany, and in this capacity, they receive profit sharing from E. Merck KG, Darmstadt, Germany.

With respect to the specific structure of compensation, the determination of individual compensation, the selection of the key performance indicators, and the definition of payment and allocation rules, the following principles are followed:

Long-term Group strategy	The execution of the long-term Group strategy is promoted through the selection of appropriate, ambitious key performance indicators for performance-related compensation.
Regulatory requirements	The compensation system and the calculation of individual compensation is based on the German Stock Corporation Act (AktG) and is oriented towards the German Corporate Governance Code.
Long-term interests of the shareholders	The long-term interests of our shareholders are taken into account through a strong weighting of performance-related compensation and high share price orientation creating a long-term ambition.
Pay for Performance	A strong “Pay for Performance” relationship is created through performance measured by ambitious targets. This means that performance is compensated appropriately and missed targets are taken into account.
Consistency of the compensation system	Consistency of compensation systems across different levels has a strong incentive effect and thus a uniform steering effect.
Appropriateness and competitiveness of the compensation	The compensation of Executive Board members stands in an appropriate relation to their tasks and performance. Moreover, it is ensured that a standard and international competitive compensation package is offered.

2. Process of determining, implementing and reviewing the compensation system

The German Corporate Governance Code is oriented towards the conditions found in a German stock corporation ("Aktiengesellschaft" or "AG") and does not take into consideration the special characteristics of a corporation with general partners ("Kommanditgesellschaft auf Aktien" or "KGaA") such as Merck KGaA, Darmstadt, Germany. Given the structural differences between an AG and a KGaA, several recommendations of the German Corporate Governance Code are to be applied to a KGaA only in a modified form. Major differences between the two legal forms exist in terms of liability and management. While, in the case of an AG, only the AG is liable as a legal entity, the general partners of a KGaA also have unlimited personal liability for the company's obligations (section 278 (1) of the German Stock Corporation Act – "AktG"). Merck KGaA, Darmstadt, Germany applies the German Corporate Governance Code analogously where these regulations are compatible with the legal form of a KGaA.

In Merck KGaA, Darmstadt, Germany, unlike publicly listed German stock corporations, it is not the Supervisory Board, but the Board of Partners of E. Merck KG, Darmstadt, Germany that decides on the structure and reviewing of the compensation system and the amount and composition of compensation received by our Executive Board members. The Board of Partners has assigned this task to its Personnel Committee. The Personnel Committee is thus primarily responsible for the following topics as they relate to the Executive Board and the compensation of its members:

- Development and regular review of the compensation system
- Structuring and examination of performance-independent and performance-related compensation elements
- Review of the appropriateness of compensation
- Contract terms of members of the Executive Board
- Assumption of honorary offices, board positions and other sideline activities

In designing the structure of the compensation system of Executive Board members – especially as regards performance-related compensation components – the Personnel Committee also takes the compensation system for managers and employees below the Executive Board into account in order to ensure the consistency of the compensation systems. The specification of aligned key

performance indicators and criteria results in a uniform steering effect within Merck KGaA, Darmstadt, Germany.

The Personnel Committee will regularly review the compensation of Executive Board members. In particular, the appropriateness of the overall compensation of individual Executive Board members will be reviewed and a benchmarking process will be carried out. If required, the Personnel Committee will change the compensation system and present the new compensation system at the Annual General Meeting for approval.

2.1. Appropriateness of the compensation of the Executive Board

The compensation paid to the members of the Executive Board takes into account the responsibilities and duties of the individual Executive Board members, especially as regards their status as personally liable partners, their individual performance, the economic situation, and the performance and future prospects of the company.

Furthermore, Executive Board compensation orients towards the external peer environment of Merck KGaA, Darmstadt, Germany, meaning in comparison with other German DAX® companies as well as international competitors.

Additionally, the relationship between Executive Board compensation and the compensation of top management and the workforce as a whole is taken into account, also in a multi-year assessment. During this process, the top management levels under the Executive Board are defined as the top leadership circle. Typical employee compensation in Germany (e.g. based on a representative pay scale group) is taken into account for the compensation of the workforce.

The Personnel Committee regularly commissions an independent compensation consultant to review the appropriateness of the compensation.

2.2. Measures for preventing conflicts of interest

All members of the Board of Partners and of the Supervisory Board of Merck KGaA, Darmstadt, Germany are obligated to act exclusively in the company's best interest within their role and shall neither pursue their own personal interests nor provide improper advantages to third parties.

Each member of the Board of Partners should disclose potential conflicts of interest in relation to the Board of Partners that could arise as a result of a consulting relationship, holding a board position or a personal customer relationship in relation to E. Merck KG, Darmstadt, Germany or Merck KGaA, Darmstadt,

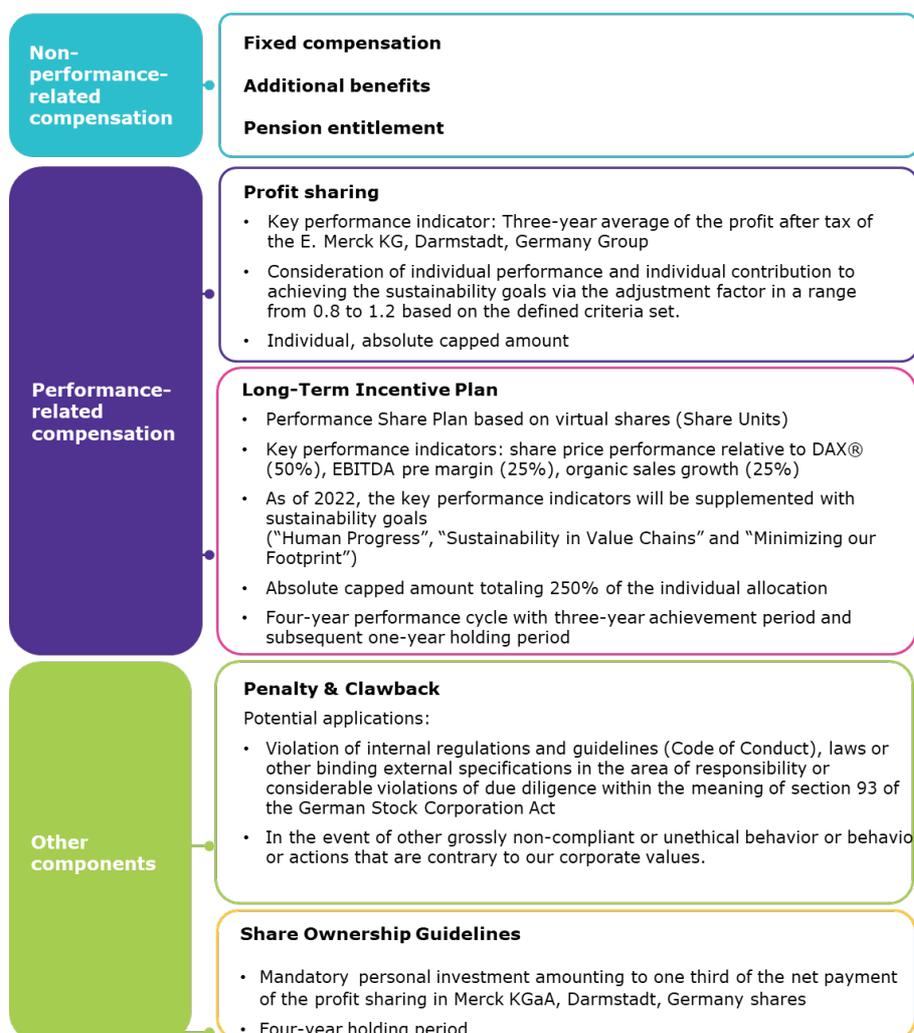
Germany. Significant and not just temporary conflicts of interest shall lead to the end of the mandate.

The Supervisory Board discloses conflicts of interest that have arisen from within the Supervisory Board and how it has dealt with them in a report to the Annual General Meeting. The Supervisory Board must approve contracts for consulting and other services or work between a Supervisory Board member and Merck KGaA, Darmstadt, Germany.

OVERVIEW OF THE STRUCTURE OF THE COMPENSATION SYSTEM

2.3. Compensation components

The following graphic shows an overview of all elements of the compensation system of Executive Board members:



2.4. Compensation structure

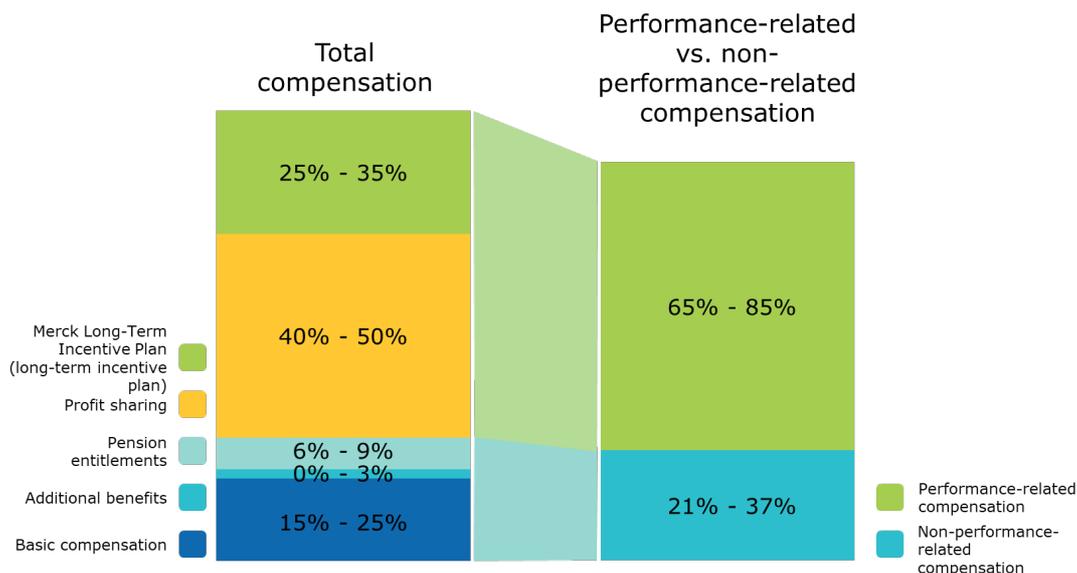
The performance-related compensation components – profit sharing and the Long-Term Incentive Plan – are based on multi-year steering parameters and are thus designed for the long-term development of the company. Their share of the overall compensation significantly exceeds the non-performance-related compensation components. As a result, the overall compensation of the Executive Board members is oriented towards performance to a large extent.

Overall, the percentages of the individual components of total compensation (target compensation structure) striven for by the Personnel Committee when setting compensation are within the following corridors:

- Base compensation: 15% – 25%
- Additional benefits: 0% – 3%
- Provisions for pensions: 5% – 10%
- Profit sharing: 40% – 50%
- Long-Term Incentive Plan: 25% – 35%

The allocation value of the Long-Term Incentive Plan is taken into account for the determination of the target compensation structure. No target value in the actual sense exists as part of the profit sharing. A fictional target value is thus used for the profit sharing. The fictional target value describes the profit sharing that is achieved if the average profit after tax that was defined at the time of the determination of the compensation system based on previous years and medium-term planning is achieved.

The amount of the additional benefits and the pension provisions is by nature subject to annual fluctuations. The compensation structure of a specific fiscal year for individual members or all members of the Executive Board can thus differ from the target compensation structure striven for by the Personnel Committee.



2.5. Maximum compensation

The Personnel Committee has specified a maximum compensation for members of the Executive Board in accordance with section 87a para. 1 sentence 2 No. 1 AktG. The maximum compensation limits the compensation granted in a single fiscal year, i.e. the sum of all non-performance-related and performance-related compensation components granted in a fiscal year, regardless of their disbursement date. The maximum compensation of a fiscal year is € 11,500,000 for the Chairman of the Executive Board and CEO and € 9,500,000 for ordinary members of the Executive Board.

Apart from the maximum compensation, a separate payout limit exists for each performance-related compensation component. For profit sharing, a maximum limit is specified for all members of the Executive Board. The payment from the Long-Term Incentive Plan may also not exceed the individual allocation amount by more than a factor of 2.5, even in the event of outstanding performance.

3. The compensation system in detail

3.1. Performance-related compensation

3.1.1. Basic compensation

The fixed compensation received by the members of the Executive Board comprises fixed and non-performance related amounts that are paid in the form of 12 equivalent monthly installments.

3.1.2. Additional benefits

In addition, the members of the Executive Board receive non-performance-related additional benefits. These consist mainly of contributions to insurance policies, personal security expenses as well as a company car, which they may use privately. If a new Executive Board member is appointed, the Personnel Committee may grant a one-time payment on taking office, for instance in order to compensate for any losses on transferring to Merck KGaA, Darmstadt, Germany as a result of compensation already paid by the previous employer.

3.1.3. Pension entitlement

The members of the Executive Board are granted a defined contribution entitlement as a direct commitment. Within the scope of these defined-contribution pension entitlements, every year a set amount is deposited into a benefit account and interest is paid on this at the applicable statutory maximum interest rate for the life insurance industry in accordance with § 2 (1) DeckRV. Once the Executive Board members reach the contractually agreed age limit and are no longer employed by E. Merck KG, Darmstadt, Germany, the amount in the benefit account is disbursed either in ten annual installments or as a one-time payment. The balance in the benefit account is disbursed as a one-time payment, possibly topped up by additional contributions (maximally ten contributions, up to the age of 60) in the event of permanent disability, or in the event or death to surviving dependents. The vested amount from the former defined-benefit pension agreement was credited to the benefit account when the changeover in 2017 took place. For members of the Executive Board whose pension entitlement is changed in the course of their employment from a defined benefit to a defined contribution pension entitlement, the direct commitment modality remains in place.

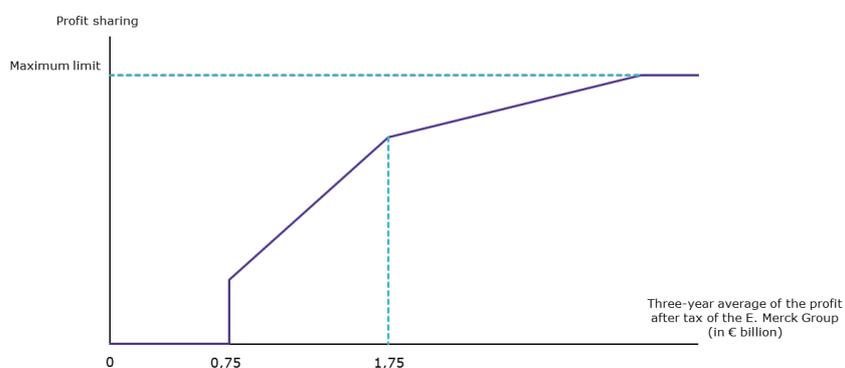
3.2. Performance-related compensation

Performance-related compensation comprises profit sharing as well as the Long-Term Incentive Plan. Both compensation elements are based on multi-year steering parameters and have a strong share-based component, thus taking into account the regulatory requirements of the German Stock Corporation Act (AktG) and the German Corporate Governance Code (DCGK), focusing on the sustainable development of the company and, to a particular extent, meeting the interests of our shareholders.

3.2.1. Profit sharing

As part of profit sharing, an individual per mille rate based on the three-year average of the profit after tax of the E. Merck KG, Darmstadt Germany Group is set for the members of the Executive Board. The current and the two preceding fiscal years are relevant here. The use of profit after tax as the key performance indicator, which also serves as the basis for dividend payments, ensures very close alignment with the shareholder interests. The Personnel Committee may determine certain cases in which the steering parameter can be adjusted, either with respect to individual elements or in relation to individual transactions (e.g. income from disposals of investments or intangible assets, tax effects) in order to achieve an allocation aligned with the applicable period and the actual performance. Should the Personnel Committee make use of this possibility, the adjustments made will be subsequently explained in the Compensation Report along with the reasons for it.

For profit sharing to be paid out, average profit after tax must amount to at least € 0.75 billion. This minimum hurdle underscores the pay for performance concept pursued within the scope of the compensation philosophy. For results above this minimum hurdle, the amount of the individual profit-sharing rates is staggered. The maximum profit-sharing amount is set individually.



To appropriately take into account the individual performance of the Executive Board members, the Personnel Committee may adjust the payment by applying a factor ranging from 0.8 to 1.2. The adjustment factor makes it possible to recognize superb performance of a member of the Executive Board by multiplying profit sharing by a value greater than 1.0 up to 1.2. Similarly, multiplying by a value below 1.0 down to 0.8 can lower profit sharing if the case calls for it. Profit sharing may not exceed the maximum upper limit, also taking into consideration the adjustment factor.

When setting the adjustment factor, the Personnel Committee orients towards criteria set in advance. By taking into account the three ambitious Sustainability goals - ESG (Environment, Social, Governance), which were developed in fiscal 2020 for the Merck KGaA, Darmstadt, Germany Group and orient towards non-financial performance criteria, particularly the Sustainability strategy of Merck KGaA, Darmstadt, Germany is embedded in the compensation of the Executive Board via the adjustment factor. The Sustainability goals encompass the three performance criteria "Human progress", "Sustainability in value chains" and "Minimizing our ecological footprint." Integrating our Sustainability strategy into the compensation system of the Executive Board emphasizes the social and ecological sense of responsibility of Merck KGaA, Darmstadt, Germany, while laying a major cornerstone for the long-term development of Merck KGaA, Darmstadt, Germany.

The criterion "Human progress" describes the goal of Merck KGaA, Darmstadt, Germany to achieve human progress through sustainable science and technology by 2030. This goal is to be advanced particularly with help from sustainable innovations as well as the impact of products and technologies from Merck KGaA, Darmstadt, Germany on the health and well-being of society. As part of "Sustainability in value chains", by 2030 sustainability will be integrated into all value chains. This will take place by integrating a sustainable culture and sustainable values, the focus on sustainable and transparent value chains as well as securing the social license to operate in all regions. The third performance criterion, "Minimizing our ecological footprint" defines the goal of Merck KGaA, Darmstadt, Germany to achieve climate neutrality and reduce its resource consumption by 2040.

The following adjustment criteria may be considered for increasing profit sharing:

- Extraordinary contributions to the Sustainability goals and performance criteria "Human Progress ", "Sustainability in value chains" and

“Minimizing our ecological footprint “(e.g. CO₂ reduction, employee satisfaction, customer satisfaction, Corporate Social Responsibility, diversity)

- Extraordinary success in connection with M&A activities of the Merck KGaA, Darmstadt, Germany Group
- Extraordinary success in the sustainable strategic, technical, product-related, or structural further development or reorganization of the Merck KGaA, Darmstadt, Germany Group
- Extraordinary performance in the execution of especially important projects or the achievement of other exceptionally important objectives in the area of responsibility
- extraordinary performance leading to a clear overachievement of targets for relevant key performance indicators in the area of responsibility

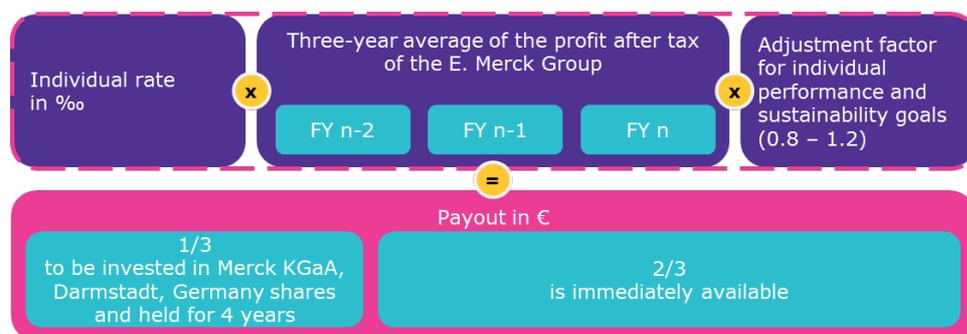
The following adjustment criteria may be considered for lowering profit sharing:

- Significantly failing to meet the Sustainability goals and performance criteria “Human progress “, “Sustainability in value chains” and “Minimizing our ecological footprint “(e.g. CO₂ reduction, employee satisfaction, customer satisfaction, Corporate Social Responsibility, diversity)
- Violations of internal rules and regulations (for instance the Code of Conduct of Merck KGaA, Darmstadt, Germany), laws or other binding external requirements in the area of responsibility
- Significant breaches of duty of care within the meaning of section 93 of the German Stock Corporation Act or other grossly non-compliant or unethical behavior
- Behaviors or actions that are contradictory to our company values
- Failure to execute especially important projects or failing to achieve other exceptionally important objectives in the area of responsibility
- Clear failure to achieve targets for relevant key performance indicators in the area of responsibility

The Personnel Committee may specify the content of the aforementioned criteria and determine their weighting as well as establish other criteria if it is convinced that these are better suited as control variables to promote the long-term development of Merck KGaA, Darmstadt, Germany. The shaping of the individual

adjustment factor will be subsequently disclosed and explained in the Compensation Report. This also applies to the individual profit-sharing rates, the three-year average of profit after tax and the corresponding target achievement.

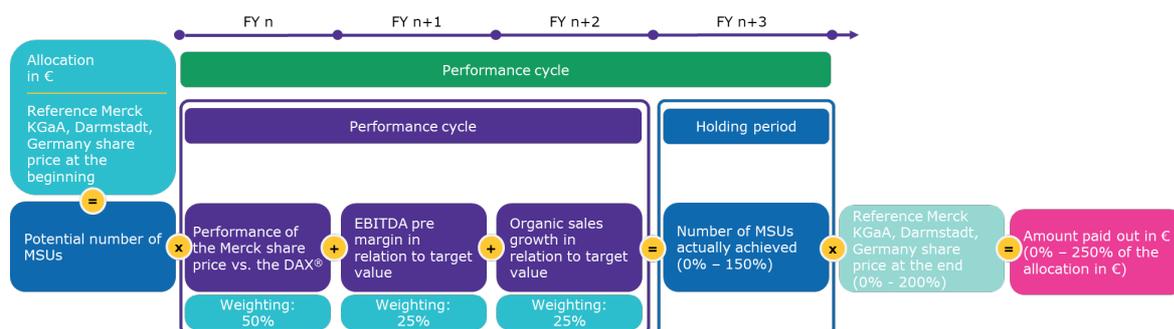
Profit sharing is paid out within four weeks after the approval of the consolidated financial statements of E. Merck KG, Darmstadt, Germany for the preceding fiscal year. Each year, the members of the Executive Board of Merck KGaA, Darmstadt, Germany are obligated to hold shares of Merck KGaA, Darmstadt, Germany in an amount equivalent to one-third of the net profit-sharing payment for at least four years (please refer to the section entitled "Share Ownership Guideline"). A significant personal investment by the members of the Executive Board ensures clear alignment of the compensation system with the interests of our shareholders.



Should extraordinary events have a significantly adverse impact on the economy overall and should the Personnel Committee believe that the negative effects on net income and thus the profit sharing call for a suitable counterweight owing to extraordinary performance by the relevant Executive Board member, the Personnel Committee may grant a compensation payment. The sum of the compensation payment and profit sharing may not amount to more than two-thirds of the maximum profit-sharing limit.

3.2.2. Long-Term Incentive Plan (LTIP)

The Long-Term Incentive Plan is based on a four-year future-oriented performance cycle comprising a three-year target achievement cycle followed by a one-year holding period. As part of the Long-Term Incentive Plan, the members of the Executive Board are eligible to receive a certain number of virtual shares – Share Units of Merck KGaA, Darmstadt, Germany (MSUs).



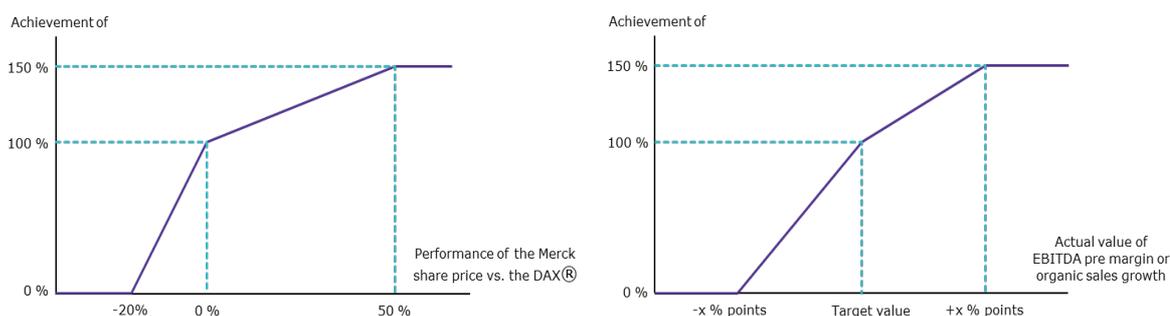
The number of MSUs is calculated as follows: For each Executive Board member an individual grant value is set in euros. This grant value is divided each year by the definitive reference share price at the beginning of the performance cycle, resulting in the potential number of MSUs they could receive. The number of MSUs actually allocated to the Executive Board members after the three-year performance cycle can be between 0% and 150% of the provisionally promised MSUs and depends on the development of three weighted key performance indicators across the three-year performance cycle. The target values for the key performance indicators are defined at the beginning of the performance cycle. The relevant key performance indicators are as follows:

- the performance of the Merck KGaA, Darmstadt, Germany share price compared with the performance of the DAX® with a weighting of 50%
- EBITDA pre margin as a proportion of a defined target value with a weighting of 25%, and
- organic sales growth of the Merck KGaA, Darmstadt Germany Group as a proportion of a defined target value with a weighting of 25%.

The Long-Term Incentive Plan is a key steering element to implement our long-term strategy. On the one hand, it is based on key performance indicators derived from the strategy that firmly anchors our objective of achieving profitable growth amid high cost discipline into the compensation system of the Executive Board. The selected internal key performance indicators are simultaneously a central component of the internal management system of Merck KGaA, Darmstadt, Germany and are taken into consideration in the Report on Expected Developments. On the other hand, the long-term performance of Merck KGaA, Darmstadt, Germany shares compared with the German DAX® is taken into account. This creates an incentive for both the achievement of strategic objectives and the long-term corporate development perspective while taking shareholder value into account. The ambitious objective of each performance criterion also creates a pay-for-performance relationship. To prevent distortions as a result of

exceptional factors as well as to directly reflect the performance of the Executive Board members, the EBITDA pre margin is used.

The target and threshold values for the key performance indicators EBITDA pre margin and organic sales growth are set by the Personnel Committee at the beginning of the performance cycle and subsequently disclosed in the Compensation Report.



The Personnel Committee can determine certain cases in which the steering parameter of key performance indicators can be adjusted, either with respect to individual elements or in relation to individual transactions (e.g. income from disposals of investments or intangible assets, tax effects) in order to achieve an allocation aligned with the applicable period and the actual performance. Should the Personnel Committee make use of this possibility, the adjustments made will be subsequently explained in the Compensation Report along with the reasons for it.

Depending on the development of the KPIs, after the end of the three-year performance cycle, between 0% and 150% of the potential number of MSUs are allocated. Thereafter, they are subject to a one-year holding period so that the LTIP is coupled with the absolute performance of the Merck KGaA, Darmstadt, Germany share price over the full four-year performance cycle. The additional one-year holding period achieves an even longer-term incentive in terms of the sustainable increase in the value of shares in Merck KGaA, Darmstadt, Germany.

The value of the number of MSUs is paid out to the Executive Board members in the year after the performance cycle. For this, the allocated number of MSUs is multiplied by the definitive reference share price at the end of the performance cycle. The maximum increase in the share price is limited to 200% of the reference price at the beginning of the performance cycle, thus limiting participation in external effects that contribute to share price increases. The reference price at the end of the performance cycle is disclosed subsequently in the Compensation

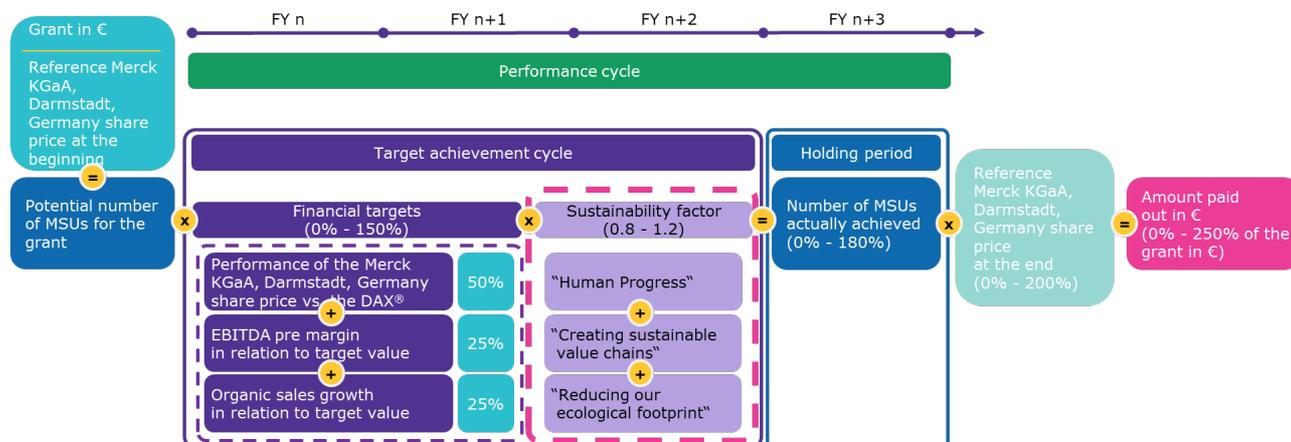
Report. Apart from setting a limit on the number of allocated MSUs and on the applicable share price increase, the overall payment from the Long-Term Incentive Plan is limited to 250% of the individual allocation value. If targets are clearly missed, it is also possible that no payment at all is made from the Long-Term Incentive Plan (0%).

To further increase the transparency of the Executive Board compensation system, the target value and the performance corridor for the key performance indicators used in the Long-Term Incentive Plan are subsequently disclosed and target achievement is reported on. However, the company will continue to refrain from publishing this performance corridor in advance as this could permit market- and competitively relevant conclusions to be drawn about strategic objectives.

As of fiscal 2022, the Sustainability strategy of Merck KGaA, Darmstadt, Germany will be anchored even more firmly into the compensation system of the Executive Board, by supplementing the LTIP by a sustainability factor with a corridor of 0.8 to 1.2. As a result of the sustainability factor, which measures the performance of selected sustainability goals over the three-year performance cycle, the target achievement for the financial key performance indicators can be either increased or decreased by up to 20%.

The Sustainability factor encompasses the three performance criteria "Human progress", "Sustainability in value chains" and "Minimizing our ecological footprint" – as outlined under Profit sharing. The Personnel Committee specifies concrete and measurable targets for each new tranche. The specified targets are disclosed in the Compensation Report for the respective year of the tranche entitlement. Above and beyond this, the Personnel Committee specifies both target and threshold values for the selected objectives and their weighting, on the basis of which target achievement can be calculated after the performance cycle has ended. Target achievement can be between 80% and 120% for each target. The sustainability factor is determined by target achievement and can be between 0.8 and 1.2. The specific objectives including the respective target and threshold values as well as target achievement are disclosed in the Compensation Report after the performance cycle has ended.

The number of MSUs that are actually allocated to the Executive Board members after the performance cycle has ended is determined by multiplying financial target achievement by the sustainability factor. As of fiscal 2022, it can amount to between 0% and 180% of the potential number of MSUs that they could receive.



3.3. Other contractual provisions

The employment contracts with members of the Executive Board are generally entered into for a period of five years. If a contract begins or ends during the year, the fixed compensation, profit sharing and the individual tranches from the LTIP are paid or granted on a pro rata basis.

3.3.1. Share Ownership Guideline

The Share Ownership Guideline for the members of the Executive Board is firmly anchored in profit sharing. Every year, the members of the Executive Board are obligated to hold for at least four years shares of Merck KGaA, Darmstadt, Germany in an amount equivalent to one-third of the net profit-sharing payment. The volume specified by the Share Ownership Guideline is thus dependent on the profit-sharing amount of the four preceding fiscal years. The requirement to hold the shares for four years automatically obligates the Executive Board members to hold the shares for up to four years after ending their employment relationship. The Share Ownership Guideline promotes even stronger alignment between the interests of the Executive Board members and the long-term interests of our shareholders, and it additionally raises the entrepreneurial responsibility of the Executive Board members not only as personally liable general partners.

3.3.2. Malus- and Clawback regulations

Through their status as personally liable general partners of Merck KGaA, Darmstadt, Germany and of E. Merck KG, Darmstadt, Germany, the Executive Board members bear a very unique entrepreneurial responsibility. This is also reflected by the malus criteria set forth in profit-sharing and the German statutory

regulations on liability for damages stipulated in section 93 of the German Stock Corporation Act.

In order to take even greater account of the prominent position of entrepreneurial responsibility in compensation, a clawback provision has been implemented for the Long-Term Incentive Plan. Cases in which the clawback provision may be applied include violations of internal rules and regulations (Code of Conduct of Merck KGaA, Darmstadt, Germany), legislation, other binding external requirements in the area of responsibility, significant breaches of duty of care within the meaning of section 93 of the German Stock Corporation Act (AktG), and other grossly non-compliant or unethical behavior or actions that are contradictory to our company values. In these cases, amounts already allocated from the Long-Term Incentive Plan may be withheld. The Personnel Committee has the right to demand an Executive Board member to pay back profit sharing and the LTIP if it later on becomes clear that the payment was made unjustly, either in full or in part. This is for example the case if the targets are not achieved or not achieved to the extent assumed on the basis of incorrect information when the amount of the payout was determined. The scope of the claim for repayment is determined by section 818 of the German Civil Code (BGB). The Personnel Committee can agree deadlines with the members of the Executive Board for the asserting it repayment claims.

3.3.3. Entitlements in connection with the termination of duties as an Executive Board member

Ordinary termination of the employment contract is ruled out. Extraordinary termination for good cause pursuant to section 626 of the German Civil Code is possible both by Merck KGaA, Darmstadt, Germany, and the Executive Board member without adhering to a period of notice.

In the event of the early termination of the employment relationship, without notice for good cause, the payment is capped. Pursuant to this, payments in connection with the termination of an Executive Board member's duties shall not exceed twice the annual total compensation or amount to more than the remaining term of the employment contract (severance cap). If an Executive Board member's duties end prior to the end of the four-year performance cycle of an active tranche of the Long-Term Incentive Plan by was if termination of the employment relationship by the company or the Executive Board member, the entitlements resulting from the plan remain intact if certain reasons for termination, such as non-renewal of employment after expiry of the contract, exist

or the Board of Partners stipulates this at its reasonable discretion; otherwise the entitlements lapse. If the compensation in the current fiscal year when the relationship ends is likely to be substantially higher or lower than in the previous fiscal year, the Board of Partners can decide on the adaptation of the total compensation amount at its own reasonable discretion.

The contracts of the Executive Board members can provide for the continued payment of fixed compensation to surviving dependents for a limited period of time in the event of death. Above and beyond existing pension entitlements, no further entitlements shall exist in the event of the termination of the contractual relationships of the Executive Board members.

3.3.4. Post-contractual non-competition clause

A non-competition clause may be subsequently agreed with the members of the Executive Board. As compensation for each year of the two-year non-competition period, an amount equal to 50% of the average contractual benefits paid to the respective Executive Board member within the past 12 months prior to leaving the company may be stipulated. During the period of the non-competition clause, other employment income and pension payments can be credited to this compensation. Furthermore, in the event that a severance payment is granted, the compensation will lapse for the period in which the steering parameter for the severance payment applies. E. Merck KG, Darmstadt, Germany has the possibility to refrain from adhering to the non-competition clause with the consequence that the obligation to make the compensation payment shall cease to apply six months after having declared the intention to refrain.

4. Extraordinary events

In special exceptional cases, i.e. particularly in cases of unusual, unforeseeable developments (e.g. in the event of an economic crisis), the Personnel Committee has the right to deviate temporarily from the compensation system if this is necessary in the interests of the long-term welfare of the company. Generally unfavorable market developments do not justify any temporary deviation from the compensation system. A temporary deviation from the compensation system can only proceed by way of a Personnel Committee resolution.

In the event of such a resolution, the compensation structure as well as the key performance indicators and the determination of target achievement for the performance-related compensation elements may be temporarily deviated from. In addition, the Personnel Committee may temporarily grant supplementary

compensation components or replace individual compensation components with others if this is necessary to maintain an appropriate incentive level of Executive Board compensation. The Personnel Committee will decide on a deviation from the compensation system on the basis of a presentation detailing the requirements and the nature and duration of the planned deviation, which will be made available to the members of the Personnel Committee within at least two weeks prior to the resolution. The presentation must explain the likely impact of the situation on compensation and the reasons for the proposed deviation from the compensation system. Under no circumstances may a deviation from the compensation system lead to maximum compensation being exceeded. The deviation can be specified for one year or a portion of one year.

Supplementary Notes on Agenda Item 9: Description of Supervisory Board Compensation including the Compensation System

1. Process of determining and implementing the compensation of the Supervisory Board; conflicts of interest

With the entry into force of the German Act Implementing the Second Shareholders' Rights Directive (ARUG II), a compensation system for members of the Supervisory Board is to be established in accordance with the guidelines pursuant to section 113 (3) and section 87a (1) sentence 3) of the German Stock Corporation Act (AktG). A resolution must be passed on the compensation of Supervisory Board members at least every four years or in the event of a material change.

The Supervisory Board of Merck KGaA, Darmstadt, Germany exercises a control function. It monitors the Executive Board in the management of the businesses. In comparison with the supervisory board of a German stock corporation (AG), the role of the supervisory board of a corporation with general partners (KGaA) is limited. This is due to the fact that the members of the Executive Board are personally liable partners and therefore are themselves responsible for the management of the company. In particular, the Supervisory Board is not responsible for appointing and dismissing personally liable partners or for regulating the terms and conditions of their contracts. The Supervisory Board also has no authority to issue rules of procedure for the Executive Board or a list of business transactions that require approval. However, the fact that no possibilities of a direct effect on the Executive Board are attributable to the Supervisory Board leads neither to a limitation of its information rights nor its monitoring obligations. The Supervisory Board must examine the lawfulness, compliance, expediency, and efficiency of the Executive Board's work. In particular, the Supervisory Board is responsible for the task of receiving and checking the reports to be given by the Executive Board. These include regular reports on the planned business policy and other fundamental questions on corporate planning, especially financial, investment and HR planning as well as reports on the profitability of the company, the course of business, the risk situation, risk management (including compliance), and the internal audit system. Moreover, through consultation with the Executive Board, it creates the foundation for supervision of the Executive Board by the Supervisory Board pursuant to section 111 (1) of the German Stock Corporation Act.

In designing the compensation system for the Supervisory Board members of Merck KGaA, Darmstadt, Germany, the provisions of the German Stock Corporation Act and the recommendations of the German Corporate Governance Code (DCGK) specify the regulatory framework. The German Corporate Governance Code is oriented towards the conditions found in a German stock corporation ("Aktiengesellschaft" or "AG") and does not take into consideration the special characteristics of a corporation with general partners ("Kommanditgesellschaft auf Aktien" or "KGaA") such as Merck KGaA, Darmstadt, Germany. Given the structural differences between an AG and a KGaA, several recommendations of the German Corporate Governance Code are to be applied to a KGaA only in a modified form. Merck KGaA, Darmstadt, Germany applies the German Corporate Governance Code analogously where these regulations are compatible with the legal form of a KGaA.

Pursuant to section 113 of the German Stock Corporation Act, the compensation of the Supervisory Board is defined in the Articles of Association of Merck KGaA, Darmstadt, Germany or approved by the Annual General Meeting. A resolution must be passed on the compensation of Supervisory Board members at least every four years or in the event of a change. The compensation of the members of the Supervisory Board is regulated in Article 20 of the Articles of Association and is presented to the Annual General Meeting for approval, as set forth under section 2.

Following the resolution on the compensation of the Supervisory Board, the decision is published on the website of Merck KGaA, Darmstadt, Germany. If the compensation system is not approved, a reviewed compensation system is presented for resolution no later than at the following Annual General Meeting. In accordance with the requirements of the German Stock Corporation Act and the German Corporate Governance Code, the Supervisory Board prepared a Compensation Report every year.

All members of the Supervisory Board of Merck KGaA, Darmstadt, Germany are obligated to act exclusively in the company's best interests within the scope of their activities and shall neither pursue their own personal interests nor provide improper advantages to third parties. The Supervisory Board discloses conflicts of interest that have arisen within the Supervisory Board and how it has dealt with them in its report to the Annual General Meeting.

2. Structure of the compensation system of the Supervisory Board

The compensation of the Supervisory Board aims to adequately take into account the responsibility associated with the control function, the requirements of the Supervisory Board office and the time commitment.

The compensation of the Supervisory Board is regulated in Article 20 of the Articles of Association and is specified as follows:

- (1) In addition to being reimbursed for their expenses, the members of the Supervisory Board receive fixed compensation of € 47,000.00 (in words: forty-seven thousand euros), payable every year following the end of the fiscal year. The Chairman receives double and the Vice Chairman receives one and a half times this amount.
- (2) For their membership of the Audit Committee, Supervisory Board members receive, in addition to their fixed compensation, annual compensation of € 15,000.00 (in words: fifteen thousand euros). The Chairman of the Audit Committee additionally receives annual compensation of € 30,000.00 (in words: thirty thousand euros).
- (3) In addition, members of the Supervisory Board receive a meeting fee of € 750.00 (in words: seven hundred and fifty euros) for each Supervisory Board meeting in which they participate. If multiple meetings take place in a single day, the meeting fee is paid only once.
- (4) Supervisory Board members who have been members of the Supervisory Board or the Audit Committee for only part of the fiscal year receive lower compensation in proportion to their term of office.
- (5) The company reimburses the value-added tax levied on the compensation.

Supervisory Board compensation is paid by granting fixed compensation. This ensures high transparency and strengthens the neutral and objective control function of the Supervisory Board through the independence of the compensation from performance-oriented key figures. As a result, it is possible for the Supervisory Board to independently focus its activities on strategic support and control. In addition, the compensation of the Supervisory Board members based on a fixed compensation corresponds to the national best practice and recommendation G.18 of the German Corporate Governance Code.

A differentiation of the compensation pursuant to recommendation G.17 of the German Corporate Governance Code is made based on the function within the Supervisory Board: Chair of the Supervisory Board, Vice Chair of the Supervisory

Board, Chair of the Audit Committee, member of the Audit Committee and ordinary member.

Additional compensation is stipulated for membership or chairmanship of the Audit Committee because of the special importance of this committee, the required professional qualifications as well as the increased onboarding and preparation effort both for members and, in particular, for the Chair.

A further differentiation of the compensation based on committee memberships is not made because the Supervisory Board does not have any further committees apart from the Audit Committee and the Nomination Committee. This is based on the limited authority of the Supervisory Board due to the legal form of Merck KGaA, Darmstadt, Germany.

Supervisory Board members are covered by a financial loss liability insurance policy for representative bodies and specified executives (D&O insurance) in the event that Merck KGaA, Darmstadt, Germany, maintains such a policy.

**Requirements for exercising shareholder rights in
connection with
the virtual Annual General Meeting
and exercising voting rights**

1. Virtual Annual General Meeting without the physical presence of the shareholders

In accordance with Section 1 (1), (2), (6) sentence 1, (8) sentence 1 of the German Act on Measures in Corporate, Cooperative, Association, Foundation and Housing Law to Combat the Effects of the COVID-19 Pandemic in the version applicable as of February 28, 2021 (COVID-19 Act), 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. In order to protect the health of the shareholders and the physically present members of the Supervisory Board and the Executive Board, shareholders are not granted access to the company's offices.

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 and to the shareholder rights. The entire General Meeting will be broadcast in audio and video format on the internet, shareholders will be able to exercise their voting rights via electronic communication and issue a power of attorney, shareholders will have the right to ask questions via electronic communication, and shareholders who have exercised their voting rights will be able to object to resolutions of the General Meeting via electronic communication.

Once again, this year we ask shareholders to pay particular attention to the following information on registering for the Annual General Meeting, exercising voting rights and other shareholder rights.

2. Registration and evidence of share ownership

To be eligible to exercise shareholder rights in connection with the virtual Annual General Meeting, shareholders must have registered with the company under the following address and submitted evidence of share ownership related to the beginning of **April 2, 2021** (0:00 CEST, "record date") and 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
or telefax: +49 69 12012-86045
or email: wp.hv@db-is.com

Registration and evidence of share ownership must be in text form (section 126b German Civil Code – “BGB”) in either German or English. The registration and evidence must be received by the company **April 16, 2021, 24:00 CEST** at the latest.

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. The access medium contains the access data for the web-based AGM system (“Investor Portal”) which provides shareholders with various options for voting and proxy authorization as well as for the exercise of other rights (including the right to ask questions). Details on the registration, proxy authorization and exercise of rights at the Annual General Meeting are set out below.

3. Meaning of the record date

The record date is the date that is decisive for the extent and the exercise of shareholder rights. With a view to the Annual General Meeting and the exercise of voting rights, only individuals who have provided evidence of share ownership on the record date are considered shareholders of the company. The eligibility to exercise shareholder rights or the extent of the voting right is determined exclusively by share ownership per the record date. Changes in share ownership after the record date have no significance in this context. The record date does not involve a suspension of the ability to sell the shares held. Also in the event of the full or partial sale of the shares after the record date, the exercise of shareholder rights and the extent of the voting right is exclusively determined by the share ownership on the record date, i.e. the sale of shares after the record date has no impact on the eligibility to exercise shareholder rights or the extent of the voting right. This applies accordingly to the acquisition of additional shares after the record date. Persons who do not yet own shares as of the

record date, and only become shareholders thereafter, are only entitled to exercise shareholder rights insofar as they are authorized by the previous shareholder to represent them or to exercise their rights on their behalf. The record date is of no relevance to a possible dividend entitlement.

4. Representation by third-party proxies

Shareholders who do not wish to exercise their shareholder rights in connection with the Annual General Meeting personally may also be represented by a third party as a proxy, e.g. by an intermediary (such as a credit institution) or shareholder association or by another third party. Pursuant to the aforementioned provisions, timely registration and evidence of share ownership are also required in the case of representation by third parties as proxies.

The authorization, changes of the authorization, its revocation and evidence thereof vis-à-vis the company must be given in text form or electronically via the Investor Portal on the company's website (www.merckkgaa-darmstadt-germany.com/agm) if neither an intermediary (e.g. a credit institution), nor a shareholder association nor any other person equated in Section 135 AktG is authorized to exercise the voting rights.

Shareholders wishing to authorize a third party as a proxy are kindly requested to use the form provided by the company. It is sent to persons who register correctly together with the access medium.

Shareholders can use the Investor Portal for proxy authorization. In order to use the Investor Portal, it is necessary to enter the number printed on the access medium as well as a verification code that can also be found on the access medium. Investor Portal simultaneously serves as an electronic means of transmitting evidence to the company of having appointed a proxy.

The authorization, changes of the authorization, its revocation and evidence of having authorized a proxy can be transmitted to the company prior to the Annual General Meeting by surface mail, by fax or by email to the following address:

Merck KGaA
Darmstadt, Germany
c/o Computershare Operations Center
80249 Munich
Germany
or telefax: +49 89 30903-74675
or email: anmeldestelle@computershare.de

In this case, the transmission must take place for organizational reasons by **April 22, 2021, 24:00 CEST** at the latest.

The authorization, changes of the authorization, its revocation and evidence of having authorized a proxy can also be transmitted via the Investor Portal at

www.merckkgaa-darmstadt-germany.com/agm.

A corresponding transmission is possible until the closure of the Annual General Meeting on April 23, 2021.

When authorizing an intermediary (e.g. a credit institution), a shareholder association or another person equated in Section 135 AktG to exercise voting rights, the authorization must be recorded by the proxy holder in a verifiable manner. The authorization must be completed in full and may only contain statements related to the exercise of voting rights. Shareholders wishing to authorize an intermediary (e.g. a credit institution), a shareholder association or another person equated in Section 135 AktG should come to an agreement with this party about the form of the authorization.

If the shareholder authorizes more than one person, the company may reject one or more of them.

Shareholders will receive further details on exercising shareholder rights as well as on granting authorization to third-party proxies together with the access medium or by visiting the website of the company (www.merckkgaa-darmstadt-germany.com/agm).

5. Representation by proxies appointed by the company

In addition, we offer our shareholders the possibility to exercise their voting rights through proxies appointed by our company. Timely registration and evidence of share ownership pursuant to the aforementioned provisions are also required in the case of representation by proxies appointed by the company.

For this purpose, the proxies must be given the required authorization and instructions on how the votes are to be cast. The proxies are obliged to vote in line with the instructions given to them; without instructions from the shareholder, the proxies appointed by the company are not authorized to exercise the shareholder's voting rights. In case of absence of express and clear instructions, the proxy specified by the company shall abstain from voting on the relevant voting item. They will not accept any instructions relating to requests to speak, asking questions or bringing forward motions or nominations, or the filing of objections against resolutions by the General Meeting.

Prior to the Annual General Meeting, authorizations and instructions to the proxies appointed by the company can be granted electronically via the Investor Portal or via the form entitled "Authorizations and instructions for proxy voting by representatives appointed by the company", which can be found on the access medium which is sent to shareholders after registration. Authorizations and instructions to the proxies appointed by the company as well as changes thereto and their revocation that are submitted to the company by surface mail, by fax or by email must be received by the company no later than April 22, 2021 (24:00 CEST) at the following address:

Merck KGaA
Darmstadt, Germany
c/o Computershare Operations Center
80249 Munich
Germany
or telefax: +49 89 30903-74675
or email: anmeldestelle@computershare.de

Authorizations and instructions to the proxies appointed by the company may also be granted, amended, or revoked via the Investor Portal at

www.merckkgaa-darmstadt-germany.com/agm

even during the Annual General Meeting on April 23, 2021 until the beginning of the voting process.

Authorized third-party proxies, intermediaries (e.g. credit institutions), shareholders' associations or other equivalent persons as defined in Section 135 AktG may also authorize and instruct the proxies appointed by the company.

Shareholders will receive further details on granting authorization and issuing voting instructions to the proxies appointed by the company together with the access medium or by visiting the website of the company (www.merckkgaa-darmstadt-germany.com/agm).

6. Voting by postal vote

Shareholders may also cast their votes in writing or by means of electronic communication without participating in the Annual General Meeting ("postal vote"). Timely registration and evidence of share ownership as described above are also required in case of voting by postal vote.

Prior to the Annual General Meeting, postal votes and any changes or revocations thereto may be cast electronically via the Investor Portal or by sending the form "postal

vote” provided to the shareholders together with the access medium. If the postal vote form is used, the completed form must be received by surface mail, fax or email at the following address by April 22, 2021 (24:00 CEST) at the latest:

Merck KGaA
Darmstadt, Germany
c/o Computershare Operations Center
80249 Munich
Germany
or telefax: +49 89 30903-74675
or email: anmeldestelle@computershare.de

Via the Investor Portal at

www.merckkgaa-darmstadt-germany.com/agm

postal votes may still be cast, changed or revoked during the Annual General Meeting on April 23, 2021 until the beginning of the voting process.

Shareholders will be sent further details on how to cast postal votes together with the access medium or can view them at www.merckkgaa-darmstadt-germany.com/agm.

Authorized third-party proxies, intermediaries (e.g. credit institutions), shareholders' associations or other equivalent persons as defined in Section 135 AktG may also avail themselves of postal voting.

7. Opportunity to object to resolutions of the General Meeting

Shareholders and their proxies who have exercised their voting rights via electronic communication or by proxy are given the opportunity to object to resolutions of the General Meeting without having to appear at the General Meeting. Corresponding declarations must be sent to the company via the email address

notar@merckkgaa-darmstadt-germany.com

and can be made from the beginning of the General Meeting until its closure by the Chairman of the Meeting.

8. Transmission of the General Meeting on the Internet

Duly registered shareholders and the interested public can follow the entire General Meeting on April 23, 2021 from 10:00 a.m. CEST on the Internet at www.merckkgaa-

darmstadt-germany.com/agm. The speech of the Chairman of the Executive Board and the voting results will also be published there following the Annual General Meeting.

9. Publication of the speech of the Chairman of the Executive Board

The company expects to publish a manuscript of the speech by the Chairman of the Executive Board on the website of Merck KGaA, Darmstadt, Germany on April 15, 2021.

**Disclosure of rights of shareholders in accordance with
section 278 (3) in conjunction with
sections 122 (2), 126 (1), 127, in each case in connection
with section 1 of the COVID-19 Act**

**1. Motions to add agenda items pursuant to sections 278 (3) and 122 (2)
AktG**

Pursuant to Sections 278 (3) and 122 (2) AktG, shareholders whose shares amount in aggregate to not less than a twentieth of the share capital or represent an amount of the share capital corresponding to € 500,000.00, may demand that items are put on the agenda and published. Each new item shall be accompanied by an explanation or a draft proposal. Pursuant to Sections 278 (3), 122 (2) AktG, Act Such requests are to be made in writing and must be received by the company at least 30 days before the General Meeting, i.e., at the latest by the end of March 23, 2021 (24:00 CET) at the following address:

**Merck KGaA
Darmstadt, Germany
- HV-Büro -
Frankfurter Strasse 250
64293 Darmstadt
Germany**

Those submitting such requests must document that they have been the owners of the shares for the duration of at least 90 days prior to the day of the receipt of the request and hold the shares until such time as a decision of the Executive Board is rendered regarding their request (Section 278 (3), Section 122 (2), Section 122 (1) sentence 3 AktG and Section 70 AktG).

The announcement and provision of requests for supplements is carried out in the same way as convening notices.

2. Countermotions and nominations by shareholders pursuant to Sections 278 (3), 126 and 127 AktG in connection with Section 1 (1), (2) COVID-19 Act

Motions or nominations by shareholders which are to be made available pursuant to Sections 126, 127 AktG shall be deemed to have been made at the meeting if the shareholder making the motion or submitting the nomination is duly authorized and has registered for the Annual General Meeting. Shareholders therefore have the right to submit countermotions against proposals of the Executive Board and Supervisory Board on certain agenda items and to submit nominations for the election of the auditor prior to the General Meeting pursuant to the following provisions. Countermotions must include a statement of reasons; such statement of reasons is not required for nominations.

Any countermotions and nominations received by the company at the following address no later than 14 days before the day of the General Meeting, i.e. by April 8, 2021, 24:00 CEST, will be published immediately after receipt on the internet at (www.merckkgaa-darmstadt-germany.com/agm) including the name of the shareholder and – in case of countermotions – including the statement of reasons in application of Sections 278 (3), 126 and 127 AktG. Possible statements by the administration will also be published under the same Internet address.

Countermotions to the agenda and nominations are to be directed exclusively to the following address of the company:

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

Any countermotions sent to any other addresses cannot be considered.

3. Right to ask questions by way of electronic communication

Pursuant to Section 1 (1), (2) of the COVID-19 Act, shareholders are offered the right to submit questions by way of electronic communication.

The Executive Board has stipulated that any questions must be submitted by electronic means one day prior to the Meeting at the latest. The Executive Board will decide how to answer the questions, according to its dutiful and free discretion.

Shareholders and their proxies who have registered for the General Meeting may submit their questions to the company until April 21, 2021 (24:00 CEST) by using the corresponding form in the Investor Portal at

www.merckkgaa-darmstadt-germany.com/agm.

We note that in the context of answering questions also the name of the shareholder submitting the question may be disclosed.

4. Opportunity to submit statements for publication prior to the Annual General Meeting

Due to the design of the virtual AGM as per the COVID-19 Act, shareholders do not have the opportunity to speak at the AGM on the agenda. However, above and beyond the requirements of the COVID-19 Act, shareholders and their proxies are provided the opportunity to submit statements on the agenda to the company prior to the Annual General Meeting; these statements will be published in the Investor Portal and can be viewed there by shareholders until the end of the Annual General Meeting.

Shareholders and their proxies may submit corresponding statements in text form as well as in the form of a video or audio contribution, stating their name and shareholder number, by Tuesday, April 20, 2021 (24:00 CEST) via the Investor Portal.

Submissions in text form should not exceed 5,000 characters, and video or audio submissions should not exceed three minutes. Statements by video or audio contribution are only permissible if the shareholder or his proxy is speaking in person. Statements are to be submitted in German only.

It should be noted that there is no legal entitlement to the publication of an opinion, in whatever form. The company reserves the right not to publish statements without any reference to the agenda of the Annual General Meeting as well as statements whose length exceeds 5,000 characters or a duration of three minutes or which have not been submitted via the Investor Portal by the time specified above. The same applies to statements with insulting or criminally relevant content or obviously false or misleading content. Furthermore, the company reserves the right to publish only one

statement per shareholder. Any motions, election proposals, questions and objections to resolutions of the Annual General Meeting in the submitted statements will not be considered. These must be submitted exclusively by the means described separately in this Notice of the Annual General Meeting.

Further information on the opportunity to submit statements will be published on the company's website (www.merckkgaa-darmstadt-germany.com/agm).

Statements duly submitted in advance of the Annual General Meeting in accordance with the above provisions will be published in the Investor Portal as from April 16, 2021.

The company reserves the right to present statements in full or excerpts thereof either in video or audio format either directly before or during the Annual General Meeting.

By submitting the statement, the shareholder and/or his proxy agree that the statement may be published with the shareholder's name or, as the case may be, with the proxy's name.

5. Supplementary information

Further details on the rights of shareholders

Further details on the rights of shareholders pursuant to Section 278 (3) AktG in conjunction with Sections 122 (2), 126 (2), 126 (1), 127, and 131 (1) AktG (in connection with Section 1 COVID-19 Act, where applicable) as well as an overview over the information in accordance with Section 125 of the German Stock Corporation Act (AktG) in conjunction with Article 4, Table 3 of the Annex of the Implementing Regulation (EU) 2018/1212 ("EU-IR") can be found on the website of the company (www.merckkgaa-darmstadt-germany.com/agm).

Information and Documents for the Annual General Meeting; company website

The information pursuant to Section 124a AktG and further information relating to the Annual General Meeting is available on the following website of the company once the Annual General Meeting has been convened:

www.merckkgaa-darmstadt-germany.com/agm

In particular, the documents mentioned with reference to agenda items 1 and 10 are available there.

Upon request, each shareholder will receive a copy of the abovementioned documents without undue delay and free of charge. The request is to be sent to the address referred to above in section 2 (Counter motions and nominations by shareholders pursuant to sections 278 (3), 126 and 127 AktG in connection with section 1 (1), (2) sentence 3 COVID-19 Act).

Any requests from shareholders for items to be included on the agenda, counter motions and nominations of candidates for election that require publication will also be made available on the aforementioned website.

Time references in this Notice of Meeting

All time references in this Notice of Meeting are to Central European Time (CET) for dates up to and including March 27, 2021, and to Central European Summer Time (CEST) for dates from and including March 28, 2021. With regard to coordinated universal time (UTC), this corresponds to the ratio UTC = CET minus one hour or UTC = CEST minus two hours.

Total number of shares and voting rights when the General Meeting is convened

As of the date on which the General Meeting is convened, the subscribed capital of the company amounts to € 168,014,927.60 (in words: one hundred and sixty-eight million, fourteen thousand nine hundred twenty-seven euros and sixty cents), divided into 129,242,251 no par value bearer shares plus one registered share. Each of the total number of 129,242,252 shares grants the holder one vote, which means that as of the date on which the General Meeting is convened, 129,242,252 voting rights exist.

6. Notes on data protection

The legally compliant collection and processing of personal data of the shareholders and their proxies is of great importance to the company. The collection and processing of personal data (in particular name, first name, address, email address, number of shares, class of shares, type of share ownership, number of the access medium as well as – where applicable – name, first name and address of the proxy authorized by the

respective shareholder) is carried out in accordance with the applicable data protection laws.

The collection and processing of personal data is absolutely necessary for exercising shareholder rights in connection with the virtual Annual General Meeting and is carried out for this purpose for each registering shareholder or his proxies. 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 technical execution 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. Personal data of the shareholders or their proxies will only be processed in countries belonging to the European Union.

Shareholders and their proxies have the right to access, correction, restriction, and deletion in accordance with applicable law with regard to the processing of their personal data. Shareholders or their proxies may assert these rights vis-à-vis the company free of charge and at any time 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 the rights of shareholders and their proxies, is available on the company's website (www.merckkgaa-darmstadt-germany.com/agm).

Information in accordance with Section 125 of the German Stock Corporation Act (AktG) in conjunction with the Implementing Regulation (EU) 2018/1212 ("EU-IR")

A. Specification of the message

1. Unique identifier of the event: Virtual Annual General Meeting 2021 of Merck KGaA, Darmstadt, Germany
2. Type of message: Notice of the Annual General Meeting

B. Specification of the issuer

1. ISIN: DE0006599905
2. Name of issuer: MERCK Kommanditgesellschaft auf Aktien, Darmstadt, Germany

C. Specification of the meeting

1. Date of the meeting: April 23, 2021
2. Time of the meeting: 10:00 a.m. CEST (8:00 a.m. UTC)
3. Type of meeting: Virtual Annual General Meeting without the physical attendance of shareholders or their proxy representatives
4. Location of the meeting: Location of the meeting pursuant to the German Stock Corporation Act (AktG): Frankfurter Str. 250, 64293 Darmstadt, Germany

URL to the company's shareholder portal for following the Annual General Meeting in video and audio and for exercising shareholder rights: www.merckkgaa-darmstadt-germany.com/agm

5. Record Date: April 1, 2021, 12:00 midnight (April 1, 2021, 10:00 p.m. UTC)

Decisive for the participation and the voting right is the shareholding on the expiry of April 1, 2021, 12:00 midnight CEST (so called "technical record date") and which therefore corresponds with the beginning of April 2, 2021, 0:00 CEST (April 1, 2021, 10:00 p.m. UTC, so called "record date").

6. Website for the meeting/URL: www.merckkgaa-darmstadt-germany.com/agm

Further information on the notice of the Annual General Meeting (blocks D through F of Table 3 of the Annex to the Implementing Regulation (EU) 2018/1212)

Information on participation in the Annual General Meeting (block D), the agenda (block E) and details of the deadlines for exercising other shareholder rights (block F) can be found on the following website: www.merckkgaa-darmstadt-germany.com/agm

Merck Kommanditgesellschaft auf Aktien, Darmstadt, Germany, 2021
The Executive Board