

**Merck Kommanditgesellschaft auf Aktien  
Darmstadt, Germany**

**Annual General Meeting 2022**

**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 2022 of MERCK KGaA, Darmstadt, Germany

**(Formal information according to EU-IR: fd98b8aafe99ec11812c005056888925)**

2. Type of message: Notice of the Annual General Meeting

**(Formal information according to EU-IR: NEWM)**

### **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 22, 2022

**(Formal information according to EU-IR: 20220422)**

2. Time of the meeting: 10:00 a.m. CEST (8:00 a.m. UTC)

**(Formal information according to EU-IR: 8:00 a.m. UTC)**

3. Type of meeting: Virtual Annual General Meeting without the physical attendance of shareholders or their proxy representatives

**(Formal information according to EU-IR: GMET)**

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](http://www.merckkgaa-darmstadt-germany.com/agm)

**(Formal information according to EU-IR: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm))**

5. Record Date: March 31, 2022, 24:00 CEST (March 31, 2022, 10:00 p.m. UTC)

Decisive for the participation and the voting right is the shareholding on the expiry of March 31, 2022, 12:00 midnight CEST (so called "technical record date") and which therefore corresponds with the beginning of April 1, 2022, 0:00 CEST (March 31, 2022, 10:00 p.m. UTC, so called "record date").

**(Formal information according to EU-IR: 20220331; 10:00 p.m. UTC)**

6. Website for the meeting/URL: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)

## **D. Participation in the general meeting - Exercising of voting rights by postal vote**

### **1. Method of participation by shareholder**

Exercising of voting rights by postal vote

**(Formal information according to EU-IR: EV)**

### **2. Issuer deadline for the notification of participation**

Registration for the General Meeting by: April 15, 2022, 24:00 CEST (time of receipt).

**(Formal information according to EU-IR: 20220415; 10:00 p.m. UTC)**

### **3. Issuer deadline for voting**

Exercising voting rights by by postal vote

- which is done by letter: April 21, 2022, 24:00 CEST (time of receipt),

**(Formal information according to EU-IR: 20220421; 10:00 p.m. UTC)**

- by e-mail or fax: April 21, 2022, 24:00 CEST (time of receipt),

**(Formal information according to EU-IR: 20220421; 10:00 p.m. UTC)**

- electronically via the Investor Portal at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm): until the beginning of the voting process during the Annual General Meeting on April 22, 2022.

**(Formal information according to EU-IR: 20220422; until the beginning of the voting process)**

## **D. Participation in the general meeting - Exercising of voting rights by proxy**

### **1. Method of participation by shareholder**

Authorization by

- granting authorization and issuing instructions to the proxies appointed by the company
- granting authorization to third parties to exercise voting rights by postal vote or by issuing (sub-)proxy authorization to the proxies appointed by the company

**(Formal information according to EU-IR: PX)**

### **2. Issuer deadline for the notification of participation**

Registration for the General Meeting by: April 15, 2022, 24:00 CEST (time of receipt).

**(Formal information according to EU-IR: 20220415; 10:00 p.m. UTC)**

### 3. Issuer deadline for voting

Exercising voting rights by authorizing and instructing proxies appointed by the company / exercising voting rights by authorizing third parties,

- which is done by letter: April 21, 2022, 24:00 CEST (time of receipt),

**(Formal information according to EU-IR: 20220421; 10:00 p.m. UTC)**

- by e-mail or fax: April 21, 2022, 24:00 CEST (time of receipt),

**(Formal information according to EU-IR: 20220421; 10:00 p.m. UTC)**

- electronically via the Investor Portal at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm): until the beginning of the voting process during the Annual General Meeting on April 22, 2022.

**(Formal information according to EU-IR: 20220422; until the beginning of the voting process)**

## E. Agenda

### Agenda item 1

1. Unique identifier of the agenda item: 1
2. Title of the agenda item: 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 the fiscal 2021 and the Report of the Supervisory Board
3. Uniform Resource Locator (URL) of the materials: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)
4. Vote: None
5. Alternative voting options: None

### Agenda item 2

1. Unique identifier of the agenda item: 2
2. Title of the agenda item: Resolution on the adoption of the annual financial statements for fiscal 2021
3. Uniform Resource Locator (URL) of the materials: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)
4. Vote: Binding vote **(Formal information according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, vote against, abstention **(Formal information according to EU-IR: VF; VA; AB)**

### **Agenda item 3**

1. Unique identifier of the agenda item: 3
2. Title of the agenda item: Resolution authorizing the appropriation of the net retained profit for fiscal 2021
3. Uniform Resource Locator (URL) of the materials: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)
4. Vote: Binding vote **(Formal information according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, vote against, abstention **(Formal information according to EU-IR: VF; VA; AB)**

### **Agenda item 4**

1. Unique identifier of the agenda item: 4
2. Title of the agenda item: Resolution on the approval of the actions of the Executive Board for fiscal 2021
3. Uniform Resource Locator (URL) of the materials: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)
4. Vote: Binding vote **(Formal information according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, vote against, abstention **(Formal information according to EU-IR: VF; VA; AB)**

### **Agenda item 5**

1. Unique identifier of the agenda item: 5
2. Title of the agenda item: Resolution on the approval of the actions of the Supervisory Board for fiscal 2021
3. Uniform Resource Locator (URL) of the materials: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)
4. Vote: Binding vote **(Formal information according to EU-IR: BV)**
5. Alternative voting options: Vote in favour, vote against, abstention **(Formal information according to EU-IR: VF; VA; AB)**

### **Agenda item 6**

1. Unique identifier of the agenda item: 6
2. Title of the agenda item: Resolution on the election of the auditors of the annual financial statements and the consolidated financial statements for fiscal 2022 as well as the auditors for the audit review of the interim financial statements and management report of the Group as of June 30, 2022
3. Uniform Resource Locator (URL) of the materials: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)
4. Vote: Binding vote **(Formal information according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, vote against, abstention **(Formal information according to EU-IR: VF; VA; AB)**

#### **Agenda item 7**

1. Unique identifier of the agenda item: 7

2. Title of the agenda item: Resolution on the election of the statutory auditors of the annual financial statements and the consolidated financial statements for fiscal 2023 as well as the statutory auditors for the audit review of the interim financial statements and management report of the Group as of June 30, 2023

3. Uniform Resource Locator (URL) of the materials: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)

4. Vote: Binding vote **(Formal information according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, vote against, abstention **(Formal information according to EU-IR: VF; VA; AB)**

#### **Agenda item 8**

1. Unique identifier of the agenda item: 8

2. Title of the agenda item: Resolution on the approval of the Compensation Report 2021

3. Uniform Resource Locator (URL) of the materials: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)

4. Vote: Advisory vote **(Formal information according to EU-IR: AV)**

5. Alternative voting options: Vote in favour, vote against, abstention **(Formal information according to EU-IR: VF; VA; AB)**

#### **Agenda item 9**

1. Unique identifier of the agenda item: 9

2. Title of the agenda item: Resolution on the cancellation of the current authorized capital and the creation of new authorized capital with the possibility to exclude subscription rights and the corresponding amendment of the Articles of Association

3. Uniform Resource Locator (URL) of the materials: [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)

4. Vote: Binding vote **(Formal information according to EU-IR: BV)**

5. Alternative voting options: Vote in favour, vote against, abstention **(Formal information according to EU-IR: VF; VA; AB)**

## **F. Specification of the deadlines regarding the exercise of other shareholders rights**

### **Shareholders right – Motions to add agenda items pursuant to sections 278 (3), 122 (2) AktG**

1. Object of deadline: Submission of motions to add agenda items
2. Applicable issuer deadline: March 22, 2022, 24:00 CET (time of receipt is decisive) **(Formal information according to EU-IR: 20220322; 11:00 p.m. UTC)**

### **Shareholders right – Countermotions pursuant to sections 278 (3), 126 (1) AktG in connection with section 1 (2) sentence 3 COVID-19 Act**

1. Object of deadline: Submission of countermotions in response to resolutions proposed on the agenda items
2. Applicable issuer deadline: April 7, 2022, 24:00 CEST (time of receipt is decisive) **(Formal information according to EU-IR: 20220407; 10:00 p.m. UTC)**

### **Shareholders right – Nominations pursuant to sections 278 (3), 127 AktG in connection with section 1 (2) sentence 3 COVID-19 Act**

1. Object of deadline: Submission of nominations relating to the election of auditors
2. Applicable issuer deadline: April 7, 2022, 24:00 CEST (time of receipt is decisive) **(Formal information according to EU-IR: 20220407; 10:00 p.m. UTC)**

### **Shareholders right – Right to ask questions pursuant to section 1 (2) sentence 1 no. 3, sentence 2 COVID-19 Act**

1. Object of deadline: Electronic submission of questions via the Investor Portal
2. Applicable issuer deadline: April 20, 2022, 24:00 CEST (time of receipt is decisive) **(Formal information according to EU-IR: 20220420; 10:00 p.m. UTC)**

### **Shareholders right – Objections for the record pursuant to sections 278 (3), 245 no. 1 AktG in connection with section 1 (2) sentence 1 no. 4 COVID-19 Act**

1. Object of deadline: Submission of objection to resolutions of the Annual General Meeting via the Investor Portal
2. Applicable issuer deadline: On April 22, 2022 from the beginning of the General Meeting until its closure by the chairman of the meeting

**(Formal information according to EU-IR: 20220422; from the beginning to the end of meeting)**