

Declaration by the shareholder representatives of the Supervisory Board of Merck KGaA, Darmstadt, Germany, on the independence of the candidates for election to the Supervisory Board

Independence of the candidates

The Supervisory Board has selected suitable candidates to represent the shareholders, considering the objectives of the Supervisory Board with respect to its composition and profile of skills and expertise for the entire board, as well as its diversity policy, and based on the proposal of the Nomination Committee. In the selection of candidates, professional qualifications and personal competency were the main factors. Furthermore, in the assessment of the Supervisory Board of Merck KGaA, Darmstadt, Germany, all proposed candidates are independent.

This also includes candidates for the Supervisory Board who simultaneously hold a position on the Board of Partners of E. Merck KG. In the opinion of the shareholder representatives of the Supervisory Board this does not constitute a dependency because:

- A congruence of interests exists between Merck KGaA, Darmstadt, Germany, and E. Merck KG, Darmstadt, Germany,
- The Board of Partners of E. Merck KG, Darmstadt, Germany complements the Supervisory Board of Merck KGaA, Darmstadt, Germany, and
- E. Merck KG, Darmstadt, Germany does not have shareholder status.

Independence within the meaning of the German Corporate Governance Code

The German Corporate Governance Code in the version dated April 28, 2022 ("**DCGK**") defines independence as a Supervisory Board member being independent of the company and its Management Board, if they have no personal or business relationship with the company or its Management Board that may cause a substantial – and not merely temporary – conflict of interest (C.7 DCGK).

In particular, it should be taken into consideration whether the respective Supervisory Board member or a close family member of the Supervisory Board member

- was a member of the company's Management Board in the two years prior to the appointment,
- whether he/she currently is maintaining (or has maintained) a material business relationship with the company or one of the entities dependent upon the company (e.g., as a customer, supplier, lender, or advisor) in the year up to his/her appointment, directly or as a shareholder, or in a leading position of a non-group entity,
- whether he/she is a close family member of a Management Board member, or,
- whether he/she has been a member of the Supervisory Board for more than twelve years.

In the opinion of the Supervisory Board of Merck KGaA, Darmstadt, Germany, the candidates proposed by the Supervisory Board for the election of the Supervisory Board by the Annual Meeting on April 26, 2024, namely

- Katja Garcia Vila,
- Michael Kleinemeier,
- Dr. Carla Kriwet,
- Barbara Lambert,
- Prof. Dr. Stefan Palzer and
- Dr. Susanne Schaffert

are all to be considered independent pursuant to the definition provided by the German Corporate Governance Code. Factors, constituting grounds for non-independence are not apparent. None of the six candidates meet any of the indicators for a lack of independence listed in C.7 DCGK. Furthermore, the candidates are neither former members of the Executive Board nor do they exercise any board functions or advisory activities for significant competitors of the company or have a personal relationship with such companies.

None of the candidates holds a limited partnership interest in E. Merck KG, Darmstadt, Germany. Merck KGaA, Darmstadt, Germany, has disclosed the following information in the invitation to the Annual Meeting regarding the Supervisory Board election proposals with regard to membership of the Board of Partners of E. Merck KG, Darmstadt, Germany (C.13 DCGK):

„With reference to C.13 of the German Corporate Governance Code, it is declared that the proposed candidates Michael Kleinemeier and Dr. Susanne Schaffert are each also member of the Board of Partners of E. Merck KG, Darmstadt, Germany. Furthermore, in the assessment of the Supervisory Board of Merck KGaA, Darmstadt, Germany none of the proposed candidates has any personal or business relationship with Merck KGaA, Darmstadt, Germany or its subsidiaries, the governing bodies of Merck KGaA, Darmstadt, Germany or any shareholders with a material interest in Merck KGaA, Darmstadt, Germany that are to be disclosed in accordance with this recommendation.“

Membership of the Board of Partner of E. Merck KG does not lead to dependency:

- Congruence of interests between Merck KGaA, Darmstadt, Germany and E. Merck KG, Darmstadt, Germany

E. Merck KG, Darmstadt, Germany holds around 70% of the total capital of Merck KGaA, Darmstadt, Germany and as the general partner of Merck KGaA, Darmstadt, Germany, it has unlimited personal liability for the obligations of Merck KGaA, Darmstadt, Germany. As a result, E. Merck, Darmstadt, Germany has a strong interest in the businesses of Merck KGaA, Darmstadt, Germany operating efficiently and in compliance with procedures, counteracting conflicts of interest between E. Merck KG, Darmstadt, Germany and Merck KGaA, Darmstadt, Germany and thus also counteracting corresponding conflicts of interest between the members of the respective corporate boards. The participation of Merck KGaA, Darmstadt, Germany in the profit/loss of E. Merck KG, Darmstadt, Germany pursuant to articles 26 et

seq. of the Articles of Association of Merck KGaA, Darmstadt, Germany ensures a further harmonization of interests. Ultimately, E. Merck KG, Darmstadt, Germany operates its business exclusively via Merck KGaA, Darmstadt, Germany, from which a congruence of interests is also derived.

- Board of Partners of E. Merck KG, Darmstadt, Germany complements the Supervisory Board of Merck KGaA, Darmstadt, Germany

The Board of Partners exists at the level of E. Merck KG, Darmstadt, Germany complementary to the competencies and the activities of the Supervisory Board of Merck KGaA, Darmstadt, Germany. It is not to be expected that this will cause material and not merely temporary conflicts of interest.

- E. Merck KG does not have shareholder status

Lastly, it must be noted that E. Merck KG does not hold any shares in Merck KGaA, Darmstadt, Germany. Therefore, E. Merck KG, Darmstadt, Germany does not vote at the Annual Meeting of Merck KGaA, Darmstadt, Germany and cannot actively facilitate resolutions by the Annual Meeting. Consequently, it cannot exert any influence on the Supervisory Board via the Annual Meeting, which decides on the election and the approval of the actions of Supervisory Board members.