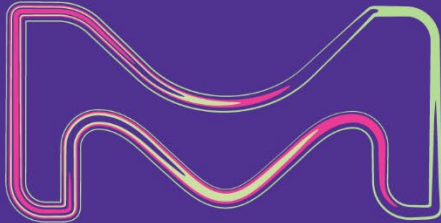
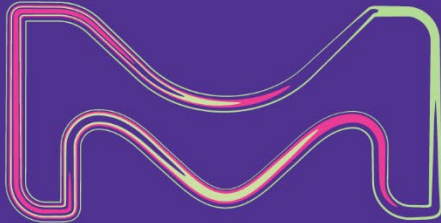


# Convening Notice of the Annual General Meeting 2025

of Merck KGaA, Darmstadt, Germany  
on April 25, 2025



**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 25, 2025, at 10:00 a.m. CEST.**

The 2025 Annual General Meeting 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**

(with the exception of the proxies appointed by the company).

The entire Annual General Meeting will be webcast live in audio and video format via the internet. The voting rights of the shareholders and their proxies are exercised exclusively by way of postal ballot or by granting authorization to the proxies appointed by the company. The place of the Annual General Meeting within the meaning of the German Stock Corporation Act ("Aktiengesetz" or "AktG") is the Company's business premises at Frankfurter Strasse 250, 64293 Darmstadt, Germany.

The physical presence of the shareholders and their proxies (except for the proxies appointed by the company) at the location of the Annual General Meeting is excluded. For more details, please see the section entitled "Further information and notes" at the end of the convening notice, following the agenda.

## **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 sections 289a, 315a of the German Commercial Code (HGB)) for fiscal year 2024 and the Report of the Supervisory Board.
2. Resolution on the adoption of the annual financial statements for fiscal year 2024
3. Resolution authorizing the appropriation of the net retained profit for fiscal year 2024
4. Resolution on the approval of the actions of the Executive Board for fiscal year 2024
5. Resolution on the approval of the actions of the Supervisory Board for fiscal year 2024
6. Resolution on the appointment of the auditor and group auditor for fiscal year 2025 and the auditor for the review of the condensed financial statements and the interim management report of the group as of June 30, 2025
7. Resolution on the approval of the 2024 Compensation Report
8. Resolution on the approval of the compensation system for the Executive Board members
9. Resolutions on the renewal of the authorization of the Executive Board to conduct virtual annual general meetings pursuant to article 21 of the Articles of Association of Merck KGaA, Darmstadt, Germany

# 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 sections 289a, 315a of the German Commercial Code (HGB)) for fiscal year 2024 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 AktG. In accordance with section 286 (1) AktG, article 29 (3) of the Articles of Association of Merck KGaA, Darmstadt Germany, the annual financial statements are to be adopted by the Annual 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 "Information and Documents for the Annual General Meeting; Company Website", which is included at the end of the convening notice under "Supplementary Information"). No resolution is required for item 1 of the agenda.

- 2. Resolution on the adoption of the annual financial statements for fiscal year 2024**

The Executive Board and the Supervisory Board propose that the presented annual financial statements of the company as of December 31, 2024, be approved.

- 3. Resolution authorizing the appropriation of the net retained profit for fiscal year 2024**

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 € 318,714,622.70 be appropriated as follows:

- a) Payment of a dividend of € 2.20 per no-par value share of the dividend-bearing share capital as of the date of this Annual General Meeting, being € 284,332,954.40 in total.
- b) Carryforward of the remaining amount of € 34,381,668.30 to new account.

Dividends are payable on the third business day after the Annual General Meeting passing the resolution on the dividend, i.e., April 30, 2024.

- 4. Resolution on the approval of the actions of the Executive Board for fiscal year 2024**

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board in office in fiscal year 2024 be approved for fiscal year 2024.

## **5. Resolution on the approval of the actions of the Supervisory Board for fiscal year 2024**

The Executive Board and the Supervisory Board propose that the actions of the members of the Executive Board in office in fiscal year 2024 be approved for their activities in fiscal year 2024.

## **6. Resolution on the appointment of the auditor and group auditor for fiscal year 2025 and the auditor for the review of the condensed financial statements and the interim management report of the group as of June 30, 2025**

Based on the recommendation by the Audit Committee, the Supervisory Board proposes that

### **Deloitte GmbH Wirtschaftsprüfungsgesellschaft, Munich,**

be appointed as auditor and group auditor for fiscal year 2025 and auditor for the review of the condensed financial statements and the interim management report contained in the half-year financial report as of June 30, 2025.

The Audit Committee has declared that its recommendation is free from undue influence by a third party and that no clause within the meaning of in article 16 (6) of the EU Statutory Audit Regulation (Regulation (EU) No 537/2014 of 16 April 2014 on specific requirements regarding statutory audit of public-interest entities and repealing Commission Decision 2005/909/EC) has been imposed upon it that restricted its choice to specific auditors.

## **7. Resolution on the approval of the 2024 Compensation Report**

In accordance with section 162 AktG, a compensation report for the preceding fiscal year must be prepared by the Executive Board and Supervisory Board and presented to the Annual General Meeting for approval in accordance with section 120a (4) AktG.

The 2024 Compensation Report was audited by the independent auditor in accordance with section 162 (3) AktG to verify that the information required under section 162 (1) and (2) AktG was provided. In addition to the statutory requirements, the auditors also examined the content of the report. The report on the audit of the 2024 Compensation Report is attached to the 2024 Compensation Report.

The 2024 Compensation Report including the report of the independent auditor is available on the company website ([www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)).

The Executive Board and the Supervisory Board propose that the Compensation Report for fiscal year 2024, which has been prepared and audited in accordance with section 162 AktG, be approved.

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

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 determines the compensation system for the Executive Board members.

At the Annual General Meeting of Merck KGaA, Darmstadt, Germany, on April 23, 2021, the shareholders most recently approved the compensation system for the Executive Board members. The

Personnel Committee resolved to replace the Executive Board compensation system submitted to the 2021 Annual General Meeting for approval by a revised compensation system.

The revised compensation system for the Executive Board members is available on the company website ([www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)). The changes that have been made compared to the previous compensation system are also presented there.

The Supervisory Board proposes that the revised compensation system for the members of the Executive Board of Merck KGaA, Darmstadt, Germany be approved.

## **9. Resolutions on the renewal of the authorization of the Executive Board to conduct virtual annual general meetings pursuant to article 21 of the Articles of Association of Merck KGaA, Darmstadt, Germany**

Carrying out virtual annual general meetings is possible only on the basis of a corresponding provision in the Articles of Association. Pursuant to section 118a (1) sentence 1 AktG, the Articles of Association can therefore stipulate or authorize the Executive Board to stipulate that the annual general meeting will take place without the presence of the shareholders or their proxies at the location of the annual general meeting. A corresponding provision in the Articles of Association must be time limited whereby the maximum period amounts to five years as of the entry of the corresponding amendment of the Articles of Association in the commercial register of the company.

An authorization of the Executive Board to provide for virtual annual general meetings is to be renewed in the Articles of Association of Merck KGaA, Darmstadt, Germany, until June 1, 2027. The Executive Board and the Supervisory Board are of the opinion that the format of the virtual annual general meeting in the last years has fundamentally proven its worth. Just like the conventional in-person annual general meeting, virtual annual general meetings, in accordance with the new format, also allow for direct interaction between shareholders and administration during the meeting via video communication and other electronic communication channels. Shareholders have wide-ranging rights to ask questions, speak and submit motions by way of electronic communication.

At the same time, there may also be reasons to conduct annual general meetings of the company as in-person annual general meetings and to make no use of the possibility to conduct virtual annual general meetings. With the proposed authorization in the Articles of Association, the Executive Board is empowered to flexibly make decisions on the appropriate format of the annual general meeting in each case in the interests of the company and its shareholders. When making this decision, the Executive Board together with the Supervisory Board will consider, among other things, the items on the agenda, the objective of the broadest possible participation of shareholders and issues of occupational health and safety and sustainability considerations as well as cost aspects. If the Executive Board decides in favor of holding a virtual annual general meeting, it will ensure that the rights of the shareholders are comprehensively preserved.

The authorization in the Articles of Association is to apply to annual general meetings held before June 1, 2027, and is thus limited to a period of about two years. The shareholders can resolve to renew this authorization of the Executive Board earlier than legally stipulated.

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

Article 21 (5) of the Articles of Association, shall be rephrased as follows:

*[5] <sup>1</sup>The Executive Board is authorized to stipulate that Annual General Meetings that take place before June 1, 2027 will be held without the physical presence of the shareholders or their proxies at the location of the Annual General Meeting (virtual Annual General Meeting). <sup>2</sup>At the virtual Annual General Meeting, all provisions of these Articles of Association for the Annual General Meetings are applicable as long as the law does not obligatorily stipulate otherwise or something else is not expressly stipulated in these Articles of Association.*

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**Current notes and information on the virtual Annual General Meeting can be found on the company website [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm).**

## Further information and notes

### Precondition for exercising shareholder rights in connection with the virtual Annual General Meeting and exercising the voting right

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

In accordance with section 118a (1) AktG in conjunction with article 21 (5) sentence 1 of the Articles of Association of Merck KGaA, Darmstadt, Germany, the Executive Board has resolved to hold the 2025 Annual General Meeting as a virtual Annual General Meeting without the physical presence of shareholders or their proxies (with the exception of the proxies appointed by the company). In-person participation of shareholders or their proxies (with the exception of the proxies appointed by the company) at the location of the Annual General Meeting is therefore excluded. All members of the Executive Board and the Supervisory Board intend to attend the Annual General Meeting for its entire duration.

Shareholders who have properly registered for the virtual Annual General Meeting or their proxies may participate by electronic means on **April 25, 2025, starting at 10:00 a.m. (CEST)**, by using the internet-based general meeting system ("Investor Portal") on the website of Merck KGaA, Darmstadt, Germany at

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

and follow the entire Annual General Meeting via audio and video broadcast. The section below entitled "Access to the Investor Portal and electronic connection to the Annual General Meeting" explains how shareholders and their proxies obtain access to the Investor Portal.

The voting rights of the shareholders or their proxies are exercised exclusively by way of postal ballot (also via electronic communication) or by granting proxy authorization to the proxies appointed by the company. Details are presented below.

#### 2. Registration and evidence of share ownership

To participate in the Annual General Meeting electronically and to exercise voting rights and shareholder rights in connection with the Annual General Meeting, shareholders must have registered with the company under the following address and submitted evidence of share ownership or evidence pursuant to section 67c (3) AktG that relates to the close of business of **April 3, 2025, (12:00 a.m. CEST, "record date")** and issued by the custodial bank or financial institute to the following address:

**Merck KGaA  
Darmstadt, Germany  
c/o Computershare Operations Center  
80249 Munich**



**Germany**  
**or e-mail: anmeldestelle@computershare.de**

**Note:** The relevant provision for the record date is section 123 (4) sentence 2 AktG in its current version with effect from December 15, 2023. The record date is the close of business on the 22nd day before the annual general meeting.

Registration and evidence of share ownership must be in text form (section 126b German Civil Code (BGB)) in either German or English. A registration form, which can be used to register in text form, will be sent together with the invitation. The registration and evidence must be received by the company at the aforementioned address on **April 18, 2025, 12:00 a.m. (CEST)**, at the latest. The registration can also be transmitted to the company by intermediary in accordance with requirements of section 67c AktG.

Following receipt of registration and evidence of share ownership, the access medium for the Annual General Meeting, on which the data for accessing the Investor Portal are printed, will be sent to the shareholder or his/her proxy. With this access data, the shareholder or his/her proxy can sign onto the Investor Portal and use this to exercise shareholder rights (please also see the following section entitled "Access to the Investor Portal and electronic connection to the Annual General Meeting"). In order to ensure the timely receipt of the access medium, we kindly request shareholders to take care of sending their registration and evidence of share ownership to the company as early as possible.

### **3. Access to the Investor Portal and electronic connection to the Annual General Meeting**

In order to conduct the virtual Annual General Meeting, the company has set up the Investor Portal, which properly registered shareholders or their proxies can use to follow the video and audio transmission of the entire Annual General Meeting, to grant authorizations as well as to exercise voting rights and further shareholder rights.

The Investor Portal is accessible on the website of Merck KGaA, Darmstadt, Germany, at

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

After having properly registered for the Annual General Meeting, shareholders will be sent their personal access data needed to access the Investor Portal.

The Investor Portal can also be used by proxies. The precondition for this is that the proxy receives the access data sent to the shareholder unless the access data has been sent to the proxy directly. Authorized intermediaries, shareholder associations, voting rights advisors and other equivalent individuals pursuant to section 135 AktG may also use the Investor Portal.

The Investor Portal is expected to go live on April 4, 2025.

For the duration of the virtual Annual General Meeting on April 25, 2025, properly registered shareholders or their proxies can connect electronically to the virtual Annual General Meeting via the Investor Portal.

The electronic connection enables shareholders or their proxies to exercise shareholder rights at the virtual Annual General Meeting, in particular the right to speak, to submit motions and to receive information.

Watching the virtual Annual General Meeting via the live webcast (please see the section entitled "Live webcast of the Annual General Meeting" which is included at the end of the convening notice under "Supplementary Information") does not lead to electronic access to the virtual Annual General Meeting. Electronic access to the virtual Annual General Meeting is only possible via the Investor Portal.

#### **4. Meaning of the record date**

The record date is the date that is decisive for the extent and the exercise of shareholder rights in connection with the Annual General Meeting. In relation to the company, for the purpose of exercising shareholder rights, including the voting right, only those individuals who have submitted evidence of share ownership as of the record date are considered to be shareholders in connection with the Annual General Meeting. The eligibility to exercise shareholder rights or the extent of voting right is determined exclusively by share ownership as of 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 are exclusively determined by the share ownership as of 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. Individuals 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.

#### **5. Voting by postal ballot**

Shareholders and their proxies may cast their votes by postal ballot. Only those shareholders who have properly registered and provided evidence of share ownership are eligible to vote – either personally or via a proxy (please see the foregoing section entitled "Registration and evidence of share ownership").

Voting by postal ballot as well as changing or revoking the ballots are possible via the Investor Portal at

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

in accordance with the specified procedure. This is also possible in text form by submitting the form "*Stimmrechtsausübung per Briefwahl*" provided to the shareholders together with the access medium after registering properly. If the postal ballot form is used, the completed form must be received by letter or e-mail at the following address by **April 24, 2025, 12:00 a.m. (CEST)**, at the latest:

**Merck KGaA  
Darmstadt, Germany  
c/o Computershare Operations Center  
80249 Munich**

**Germany**  
**or e-mail: anmeldestelle@computershare.de**

Postal ballots may also be transmitted to the company by intermediary until **April 24, 2025, 12:00 a.m. (CEST)**, in accordance with the requirements of section 67c AktG. This also applies to the amendment or revocation of postal ballots.

Electronic postal voting via the Investor Portal is possible from its activation (expected on April 4, 2025) to the point in time at which voting is closed by the Chairman of the virtual Annual General Meeting on April 25, 2025. Votes already cast may be changed or revoked up until the voting is closed.

Shareholders will receive further details on casting postal ballots together with the access medium.

## **6. 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 authorized third parties, e.g., by an intermediary (such as a bank) or shareholder association or by another individual of their choice. Timely registration and evidence of share ownership pursuant to the aforementioned provisions are also required in the case of representation by third parties (please see the foregoing section entitled "Registration and evidence of share ownership").

The granting of the authorization, its amendment, revocation, and proof of authorization vis-à-vis the company must be made in text form or electronically via the Investor Portal on the company's website at

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

in accordance with the specified procedure or by means of transmission through intermediaries in accordance with the requirements of section 67c AktG, if no intermediary (e.g., a bank), no shareholders' association, no voting rights advisor, or no other person treated as equivalent pursuant to section 135 AktG is authorized to exercise voting rights.

In this case, shareholders are requested to use the form provided by the company for granting authorizations in text form. It is sent to the properly registered individuals together with the access medium.

The authorization, its amendment, revocation, and evidence of having issued an authorization can be submitted to the company prior to the Annual General Meeting by letter or by e-mail to the following address:

**Merck KGaA**  
**Darmstadt, Germany**  
**c/o Computershare Operations Center**  
**80249 Munich**  
**Germany**  
**or e-mail: anmeldestelle@computershare.de**

For organizational reasons, in this case as well as in case of transmission through intermediaries in accordance with the requirements of section 67c AktG, submission must take place by **April 24, 2025, 12:00 a.m. (CEST)**, at the latest.

The Investor Portal can be used to grant, amend or revoke authorizations or provide evidence of having issued an authorization up until the virtual Annual General Meeting closes on April 25, 2025.

Section 135 AktG applies to the authorization of intermediaries (e.g., banks), shareholders' associations, voting rights advisors or other individuals treated as equivalent pursuant to section 135 AktG. In particular, the authorization must be held in a verifiable manner by the proxy. In addition, the authorization must be complete and may only contain statements related to the exercise of voting rights. Shareholders who wish to authorize an intermediary (e.g., a bank), a shareholders' association, a voting rights advisor, or another person treated as equivalent pursuant to section 135 AktG should consult with this person about the form of the authorization.

The physical presence of third-party proxies (with exception of the proxies appointed by the company) during the Annual General Meeting is excluded. Third-party proxies can exercise the voting rights for the represented shareholders exclusively by way of postal ballot (please see the foregoing section entitled "Voting by postal ballot") or by granting (sub-)proxy authorization to the proxy appointed by the company (please see the following section entitled "Representation by proxies appointed by the company"). Please note that in order for a proxy to exercise rights via the Investor Portal, the shareholder authorizing the proxy must provide the proxy with the access medium that he or she has received unless the proxy received the access medium directly (please also see the foregoing section entitled "Access to the Investor Portal and electronic connection to the Annual General Meeting").

Shareholders will receive further details on representation by third-party proxies together with the access medium or by visiting the website of the company at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm).

## **7. Representation by proxies appointed by the company**

In addition, we offer our shareholders the possibility of exercising their voting rights at the virtual Annual General Meeting through proxies appointed by the 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 (please see the foregoing section entitled "Registration and evidence of share ownership").

The proxies must be given the required authorization and instructions on how the votes are to be cast. The proxies are obligated 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 the absence of express and clear instructions, the proxy appointed 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 submit motions or nominations, or the filing of objections against resolutions by the Annual General Meeting.

Authorizations and instructions to the proxies appointed by the company can be issued, amended or revoked in text form or electronically via the Investor Portal on the website of the company at

**[www.merckkaa-darmstadt-germany.com/agm](http://www.merckkaa-darmstadt-germany.com/agm)**

in accordance with the specified procedure.

To issue authorizations and instructions, shareholders are requested to use the form entitled "*Vollmacht und Weisungen für die Stimmrechtsvertretung durch von der Gesellschaft benannte Vertreter*", which is sent along with the access medium after proper registration.

For organizational reasons, authorizations and instructions to the proxies appointed by the company as well as changes thereto and their revocation must be received by the company by letter or by e-mail no later than by **April 24, 2025, 12:00 a.m. (CEST)**, at the following address:

**Merck KGaA  
Darmstadt, Germany  
c/o Computershare Operations Center  
80249 Munich  
Germany  
or e-mail: [anmeldestelle@computershare.de](mailto:anmeldestelle@computershare.de)**

Authorizations and instructions to the proxies appointed by the company can also be issued, amended or revoked in accordance with the requirements of section 67c AktG, until **April 24, 2025, 12:00 a.m. CEST**.

Authorizations and instructions to the proxies appointed by the company can also be issued, amended or revoked via the Investor Portal during the Annual General Meeting on April 25, 2025, until the time the voting is closed by the Chairman of the Annual General Meeting. The foregoing section entitled "Access to the Investor Portal and electronic connection to the Annual General Meeting" explains how shareholders and their proxies obtain access to the Investor Portal.

Authorized third parties including intermediaries (e.g., banks), shareholders' associations, proxy advisors, or other persons treated as equivalent pursuant to section 135 AktG may also grant authorizations and issue instructions to the proxies appointed by the company.

Shareholders will receive further details on granting authorizations and issuing instructions to the proxies appointed by the company together with the access medium.

## **8. Further information on exercising voting rights**

If declarations to cast or amend postal votes or declarations to grant, amend or revoke authorizations or instructions to the proxies appointed by the company are received in due time by several of the permissible means of transmission (letter, e-mail, electronically via the Investor Portal, or in accordance with section 67c AktG in conjunction with article 2 (1) and (3) and article 9 (4) of the Implementing Regulation ((EU)

2018/1212)), which contradict each other in terms of content and are not revoked, these declarations will be considered in the following order of priority of the transmission channels, regardless of the time of receipt: 1. electronically via the Investor Portal, 2. pursuant to section 67c AktG in conjunction with article 2 (1) and (3) and article 9 (4) of the Implementing Regulation ((EU) 2018/1212), 3. by e-mail, 4. by letter.

If both postal votes and authorizations and instructions to the proxies are received in due time by the same means of transmission, which contradict each other in terms of content and are not revoked, the postal votes will be given precedence. If either several postal votes or several authorizations and instructions to the proxies are received in due time by the same means of transmission, which contradict each other in terms of content and are not revoked, the declaration received last shall be binding.

A later casting of a vote as such shall not be deemed to be a revocation of an earlier casting of a vote. The last revocation of a declaration received in due time shall be decisive.

The order of priority of the transmission channels pursuant to paragraph 1 of this section "Further information on exercising voting rights" does not apply to the declaration of revocation.

Votes cast by postal ballot or proxies and instructions to the proxies on agenda item 3 (appropriation of net profit) shall remain valid even in the event of an adjustment of the proposal for the appropriation of net profit as a result of a change in the number of shares entitled to dividends. If an individual vote is held on an agenda item instead of a collective vote, the postal vote or instruction to the proxies submitted on this agenda item shall apply accordingly to each item of the individual vote.

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## **Disclosure of shareholders' rights pursuant to sections 278 (3), 122 (2), 126 (1) and (4), 127, 130a, 131 (1), 118a (1) sentence 2 no. 8 AktG**

### **1. Motions to add agenda items**

Pursuant to sections 278 (3), 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 not less than € 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. Requests to add items to the agenda are to be addressed in writing to the Executive Board of Merck KGaA, Darmstadt, Germany, and must be received by the company at least 30 days before the Annual General Meeting, i.e., at the latest by the end of **March 25, 2025, 12:00 a.m. (CET)**. Please send your demand to the following address:

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

Motions to add agenda items within the meaning of section 122 (2) AktG may also be sent to the company in electronic form to the e-mail address [hauptversammlung@merckkgaa-darmstadt-germany.com](mailto:hauptversammlung@merckkgaa-darmstadt-germany.com) in accordance with the requirements of section 126a of the German Civil Code.

Those submitting such motions must document that they have been the owners of the shares for a duration of at least 90 days prior to the day of the receipt of the motion and hold the shares until such a time as a decision of the Executive Board is rendered regarding their motion. Section 70 AktG applies to the calculation of the share ownership period.

### **2. Countermotions and nominations**

Shareholders or their proxies have the opportunity to submit to the company before the Annual General Meeting countermotions to proposals by the Executive Board and Supervisory Board on certain agenda items in accordance with sections 278 (3), 126 (1) AktG and nominations for the election of Supervisory Board members or auditors in accordance with sections 278 (3), 127 AktG.

Any countermotions and nominations received by the company at the following address by **April 10, 2025, 12:00 a.m. (CEST)**, will be published immediately after receipt on the internet at [www.merckkgaa-darmstadt-germany.com/agm](http://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, 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:

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

or transmitted to the company in accordance with the requirements of section 67c AktG by way of transmission through intermediaries. Any countermotions and nominations sent to any other addresses will not be made accessible.

Countermotions and nominations, which are to be made accessible in accordance with sections 278 (3), 126, 127 AktG, are deemed to have been made at the time of publication in accordance with section 126 (4) AktG. Voting rights can be exercised on such motions and nominations, e.g., via the Investor Portal at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm), as soon as shareholders can prove that they meet the legal or statutory requirements for exercising their voting rights. If the shareholder submitting the motion or nomination is not properly authorized and has not properly registered for the Annual General Meeting, the motion or nomination does not have to be dealt with at the Annual General Meeting.

Shareholders or their proxies who are connected electronically to the Annual General Meeting also have the right to submit motions and nominations during the meeting by means of video communication as part of their right to speak (please see the section below entitled "Right to speak").

The right of the Chairman of the Annual General Meeting to put the proposals of the administration to the vote first remains unaffected.

### **3. Submitting statements**

Pursuant to sections 278 (3), 130a (1) – (4) AktG, properly registered shareholders or their proxies also have the right to submit statements on the agenda items in text form or in video or audio format. Statements are to be submitted via the Investor Portal on the website of Merck KGaA, Darmstadt, Germany, at

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

in accordance with the specified procedure.

Statements are to be submitted no later than five days before the Annual General Meeting, i.e., by **April 19, 2025, 12:00 a.m. (CEST)**, at the latest.

Statements must be in German and relate to the agenda of the Annual General Meeting. Statements in text form should not exceed 10,000 characters (including spaces), video or audio submissions should not exceed three minutes. Statements in text form are to be submitted in PDF file format. Statements in video



format must be submitted in the file formats MP4, MOV, MPEG, QT, OGV, WEBM, and audio submissions in the file formats MP3 or WAVE; they must not exceed a file size of 500 MB. Further information on the technical requirements regarding statements and their submission will be made available by the company on its website at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm).

Only those statements in video format in which the shareholder or his proxy appears himself are admissible.

Properly submitted statements on the agenda items will be made available no later than four days before the Annual General Meeting, i.e., no later than **April 20, 2025, 12:00 a.m. (CEST)**, on the Investor Portal of the website of Merck KGaA, Darmstadt, Germany, at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm), which is only accessible to properly registered shareholders or their proxies. By submitting a statement, the shareholder or his proxy agrees to the statement being made accessible on the Investor Portal with his/her name being mentioned.

The company will not publish statements subject to the preconditions of sections 130a (3) sentence 4, 126 (2) sentence 1 no. 1, no. 3 or no. 6 AktG, i.e., in particular if they contain discriminatory, insulting or otherwise criminally relevant, obviously false, or misleading content. Statements will not be published if they do not relate to the agenda of the Annual General Meeting, are longer than 10,000 characters (including spaces) or exceed three minutes.

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 and to comment on the statements submitted.

Motions and nominations as well as questions, and objections to resolutions by the Annual General Meeting made in the statements submitted in text form, video or audio format will not be taken into consideration at the Annual General Meeting. The submission of motions or nominations (please see the foregoing section entitled "Counter motions and nominations"), the exercise of the right to information (please see the section below entitled "Right to information") and the lodging of objections to resolutions of the Annual General Meeting (please see the section below entitled "Declaring objections") are only possible via the channels described separately in this convening notice.

#### **4. Right to speak**

Shareholders or their proxies who are connected electronically to the Annual General Meeting have the right to speak at the meeting via video communication. Shortly before the start of the Annual General Meeting, a virtual registration desk will be accessible via a "Request to speak" button on the Investor Portal on the website of Merck KGaA, Darmstadt, Germany, at

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

where shareholders or their proxies can register to speak.

Shareholders or their proxies who have registered to speak via the virtual registration desk will be allowed to speak via the Investor Portal. The company reserves the right to check the functionality of the video communication between the shareholder or proxy and the company prior to the communication and to reject it if it does not meet the required test. The minimum technical requirement for a speech contribution via video communication is an internet-capable end-user device with camera and microphone. Further details on the procedures and the technical requirements for speech contributions will be provided on the website of Merck KGaA, Darmstadt, Germany, at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm).

The right to speak also includes in particular the right to submit motions and nominations in accordance with section 118a (1) sentence 2 no. 3 AktG and to request information in accordance with section 131 (1) AktG (please see the section below entitled "Right to information").

Pursuant to article 23 (2) sentence 3 of the Articles of Association of Merck KGaA, Darmstadt, Germany, the Chairman of the Annual General Meeting may impose reasonable time limits on the shareholder's right to ask questions and speak. In particular at the beginning of the Annual General Meeting or during its course, he is entitled to set a reasonable time limit for the entire course of the Annual General Meeting, for individual agenda items or for individual speakers.

## **5. Right to information**

Pursuant to sections 278 (3), 131 (1) AktG, each shareholder who has properly registered or his proxy must be provided with information on the company's affairs by the Executive Board at the Annual General Meeting upon request, insofar as the information is necessary for the proper assessment of an agenda item and there is no right to refuse to provide information. The duty of the Executive Board to provide information also extends to the company's legal and business relations with affiliates as well as to the situation of the group and the entities included in the consolidated financial statements. The right to information also includes the possibility of asking questions regarding answers already given by the Executive Board.

It is intended that the Chairman of the Annual General Meeting will determine that the aforementioned right to information pursuant to section 131 (1) AktG may only be exercised at the Annual General Meeting by way of video communication, i.e., when exercising the right to speak via the Investor Portal on the website of Merck KGaA, Darmstadt, Germany, at

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

as determined by the Chairman of the Annual General Meeting (please see the preceding section entitled "Right to speak"). Such requests for information may presumably not be made by any other means.

Section 131 (4) sentence 1 AktG stipulates that if a shareholder has been provided with information outside the Annual General Meeting in his capacity as a shareholder, this information must be provided to any other shareholder or his proxy at his/her request at the Annual General Meeting, even if it is not necessary for a proper assessment of the agenda item. The Executive Board has determined that the aforementioned right to information pursuant to section 131 (4) sentence 1 AktG may only be exercised at the Annual General Meeting by way of video communication, i.e., when exercising the right to speak via the Investor

Portal on the website of Merck KGaA, Darmstadt, Germany, at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm). It is intended that the Chairman of the Annual General Meeting will confirm this determination at the Annual General Meeting.

Pursuant to section 131 (5) sentence 1 AktG, a shareholder who is refused information may request that his question and the reason for which the information was refused be included in the minutes of the meeting. The virtual Annual General Meeting ensures that shareholders or their proxies who are electronically connected to the Annual General Meeting can submit their requests during the Annual General Meeting in accordance with section 131 (5) sentence 1 AktG by means of electronic communication via the Investor Portal on the website of Merck KGaA, Darmstadt, Germany, at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm) in accordance with the specified procedure.

## **6. Declaring objections**

Shareholders or their proxies who are connected electronically to the Annual General Meeting have the right to declare their objection to resolutions of the Annual General Meeting by means of electronic communication in accordance with sections 278 (3), 118a (1) sentence 2 no. 8 AktG. Objections may be declared via the Investor Portal on the website of Merck KGaA, Darmstadt, Germany, at

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

in accordance with the specified procedure during the Annual General Meeting, i.e., from the opening of the Annual General Meeting until its closing.

## **7. Further explanations of shareholders' rights**

Further explanations of shareholders' rights pursuant to sections 278 (3), 122 (2), 126 (1) and (4), 127, 130a (1) to (4), 131 (1), 118a (1) sentence 2 no. 8 AktG are available on the company's website ([www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm)).

## **Supplementary information**

### **1. Advance publication of the speech by the Chair of the Executive Board**

The company expects to publish a manuscript of the speech by the Chair of the Executive Board on the website of Merck KGaA, Darmstadt, Germany, at

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

on April 17, 2025.

### **2. Live webcast of the Annual General Meeting**

The entire Annual General Meeting will be webcast live on **April 25, 2025, starting at 10:00 a.m. (CEST)**, on the internet at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm). After the Annual General Meeting,

recordings of the speeches by the Chairman of the Supervisory Board and the Chairwoman of the Executive Board will be published at the same internet address.

Shareholders watching the virtual Annual General Meeting as part of the live webcast are not automatically electronically connected to the virtual Annual General Meeting. Electronic access to the virtual Annual General Meeting and the exercise of shareholders' rights at the Annual General Meeting is only possible via the Investor Portal. The section entitled "Access to the Investor Portal and electronic connection to the Annual General Meeting" explains how shareholders and their proxies obtain access to the Investor Portal.

### **3. Information and documents for the Annual General Meeting; website**

The information pursuant to section 124a AktG, an overview with the information pursuant to section 125 AktG in conjunction with the Implementing Regulation (EU) 2018/1212 as well as further information relating to the Annual General Meeting are available on the following website of the company once the Annual General Meeting has been convened and for the duration of the Annual General Meeting:

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

Upon request, each shareholder will receive a copy of the aforementioned documents without undue delay and free of charge. The request is to be sent to the following address:

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

Any requests for items to be included on the agenda, counter motions, or nominations of candidates for election made by shareholders requiring publication will also be made available on the company's aforementioned website. The voting results will also be published there after the Annual General Meeting.

During the virtual Annual General Meeting and before the first vote, the list of participants will be available on the website of Merck KGaA, Darmstadt, Germany, at [www.merckkgaa-darmstadt-germany.com/agm](http://www.merckkgaa-darmstadt-germany.com/agm) via the Investor Portal to all properly registered shareholders and their proxies who are electronically connected to the Annual General Meeting.

Confirmation of the vote count pursuant to section 129 (5) AktG can also be obtained via the Investor Portal within one month of the date of the Annual General Meeting.

### **4. Deadlines and postal delivery times**

All deadlines in this convening notice of Annual General Meeting refer to the time of receipt by the company. This means that shareholders must take into account the respective postal delivery times in the event of dispatch by letter.

## **5. Time references in this Notice of Annual General Meeting**

All time references in this Notice of Annual General Meeting are to Central European Time (CET) for dates up to and including March 29, 2025, and to Central European Summer Time (CEST) for dates from and including March 30, 2025. In terms of Coordinated Universal Time (UTC), this corresponds to the ratio UTC = CET minus one hour or UTC = CEST minus two hours.

## **6. Total number of shares and voting rights when the Annual General Meeting is convened**

As of the date on which the Annual General Meeting is convened, the share capital of the company amounts to € 168,014,927.60 (in words: one hundred 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 Annual General Meeting is convened, 129,242,252 voting rights exist.

## **7. Notes for intermediaries**

The registration for the Annual General Meeting, voting (also by authorized representatives), the authorization and instruction to proxies appointed by the Company and the authorization of third parties can be transmitted to the company by intermediaries pursuant to section 67c AktG in the ISO 20022 format (for example via SWIFT, CMDHDEMXXX). In these cases, authorization via the SWIFT Relationship Management Application (RMA) is required for transmission via SWIFT.

## **8. 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, surname, first name, address, e-mail address, number of shares, class of shares, type of share ownership, number of the access medium as well as – where applicable – surname, 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/her 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 must process the named data. The legal basis for the processing of your personal data is the German Stock Corporation Act (AktG) in conjunction with article 6 (1) lit. c) General Data Protection Regulation (GDPR).

The external service providers commissioned for the technical execution of the Annual General Meeting, shall only receive as much 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 the instructions of the company.

Personal data of the shareholders or their proxies will only be processed in European Union member states.

Shareholders and their proxies have the right to access, correct, restrict, and delete their personal data in accordance with applicable law with regard to the processing of such information. 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 e-mail: [hauptversammlung@merckkgaa-darmstadt-germany.com](mailto:hauptversammlung@merckkgaa-darmstadt-germany.com)**

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

**Merck KGaA**  
**Darmstadt, Germany**  
**- Data Privacy Officer -**  
**Frankfurter Strasse 250**  
**64293 Darmstadt**  
**Germany**  
**or e-mail: [datenschutz@merckkgaa-darmstadt-germany.com](mailto: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](http://www.merckkgaa-darmstadt-germany.com/agm)).

**Information in accordance with section 125 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 2025 of MERCK KGaA, Darmstadt, Germany

**(Formal information according to EU-IR: a45e6360ebeaef11b53e00505696f23c)**

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 25, 2025

**(Formal information according to EU-IR: 20250425)**

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

**(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 proxies

**(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 Investor 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: April 3, 2025, 12:00 a.m. (CEST) (April 3, 2025, 10:00 p.m. (UTC))

Decisive for the participation and the voting right is the shareholding on the expiry of April 3, 2025, 12:00 a.m. (CEST) (so called "technical record date") and which therefore corresponds to the record date.

**(Formal information according to EU-IR: 20250403; 10:00 p.m. (UTC))**

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

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

MERCK Kommanditgesellschaft auf Aktien, Darmstadt, Germany, March 2025

The Executive Board