

Statutes of the Johann Anton Merck Award

Preamble

I. Commencing in 2020, the Biopharma Business of Merck KGaA, Darmstadt, Germany (“Organizer”) bestows the Johann Anton Merck Award. The Award is named after Johann Anton Merck (1756-1805) who was a fifth-generation pharmacist of the Merck family’s pharmacy. Johann Anton Merck combined pharmacy work with scientific research, published in scientific journals and was characterized by curiosity, passion for innovative concepts, and a strive to build global collaboration networks. He created the spirit that enabled his son Heinrich Emanuel Merck to thrive and later to establish the pharmaceutical and chemical factory of today’s Organizer’s Group.

II. The Johann Anton Merck Award takes its place alongside existing corporate and business sector awards initiated by Merck KGaA, Darmstadt, Germany and its affiliates, as the Organizer’s first award program for achievements in the area of Healthcare.

III. The Johann Anton Merck Award recognizes globally renowned external scientists being not Healthcare Professionals (as further described in section 1 below) for outstanding scientific preclinical research accomplishments in the areas of the strategic focus of the Biopharma Business of Organizer.

1. Exclusion of Healthcare Professionals

The external scientists eligible to receive the Johann Anton Merck Award may not be Healthcare Professionals. For the purposes of this Statutes, “Healthcare Professional” means any natural person that is a member of the medical, dental, pharmacy or nursing professions or any other person who, in the course of his or her professional activities, may prescribe, purchase, supply, recommend or administer a medicinal product or provide healthcare services and his/her office staff, and any payer for Pharmaceutical Products, including any national and local reimbursement authority or any other person considered as a healthcare professional under applicable laws and codes. For the purposes of this Statutes, “Pharmaceutical Product” means any Organizer’s or its affiliates’ drug/medicinal product, biological product, or medical device (including investigational products and irrespective of patent or regulatory status and/or whether it is branded or not), whether used alone or in combination, that is intended to be used on the prescription of, or under the supervision of, a Healthcare Professional, and which is

intended for use in the diagnosis, treatment, or prevention of disease in humans, or to affect the structure or any function of the human body.

2. Honorarium

The Johann Anton Merck Award is associated with an honorarium in the amount of 30,000 € (thirty thousand Euro).

3. Frequency

3.1. The Johann Anton Merck Award shall usually be bestowed upon one Winner per year.

4. Scope

4.1. The Johann Anton Merck Award shall consist at least of:

- a written agreement between Organization and the Winner in which the Winner commits to the terms of the Johann Anton Merck Award (as described herein), including, without limitation, to the Winner's Responsibilities (as described further below);
- an Award Ceremony (as further described in section 8 below);
- an associated press release; and
- the following Winner's Responsibilities to be performed by the Winner in recognition of the bestowed Johann Anton Merck Award and as the consideration for its associated Honorarium:
 - Winner's Keynote Lecture at the Award Ceremony (as described in section 8);
 - give a speech on Winner's research accomplishments in the awarded area at a stipulated event of Organizer or its affiliates (approximately 0.5 - 1.5h incl. Q & A);
 - participate in a round-table discussion with Organizer's researchers and managers in the field of the awarded area;
 - preparation of a scientific question or forecast 'key game changers' in a stipulated field;
 - 1-on-1 meetings with selected researchers of Organizer to discuss innovation in a stipulated area;
 - participate in Johann Anton Merck Award related media activities (e.g., video interviews, printed interviews on Organizer's web page, etc.); and
 - provide Organizer with Winner's next upcoming publication to be confidentially distributed to Organizer's scientists.

4.2. In consultation with the Award Winner, additional activities can be added to the agenda.

5. Nomination Criteria

Eligible Candidates may be considered for nomination if:

- their research has the potential to make a difference for patients;
- their research is of utmost scientific quality, recognized by peer review journals, and with a significant impact to the scientific community; and
- has provided important breakthroughs potentially important for the health areas the Biopharma Business of Organizer is focusing on.

Eligible Candidates must not be in breach of any fiduciary or other contractual duty to any third party, and must not be creating any conflict of interest. Eligible Candidates must ensure that they have the power to enter into the award agreement, and have obtained all necessary approvals (whether from their employer or otherwise) to do so.

6. Jury

- 6.1. The Jury consists of selected managers and scientists of Organizer.
- 6.2. The composition, rights and duties of the Jury are regulated by the Jury's rules of procedure to be approved by the Head of Future Insight.

7. Selection and Nomination of Candidates and Determination of the Winner

- 7.1. The Jury will select the Winner in a multi-stage process.
 - 7.1.1. The process starts with the nomination of suitable Candidates, ideally in the months October - December.
 - 7.1.1.1. Suitable candidates are scientists that meet the eligibility criteria stipulated herein (the "Candidates"). In the first stage, the Jury nominates at least twelve (12) suitable Candidates in accordance with the Nomination Criteria stipulated in section 5 above (the "Nominees").
 - 7.1.1.2. The Jury will collect further information about the achievements of the Nominees and then select the winner and a back-up candidate.
 - 7.1.1.3. Head of Future Insight will then inform the selected winner about the Scope of the Johann Anton Merck Award, including, without limitation, about the Winners Responsibilities (as described in section 4 above). In case the selected winner does not select the award the back-up will be contacted.
- 7.2. The Jury shall record the reasons for the nomination of Candidates in writing. In a separate reasoning, the Jury shall explain what distinguishes the winner from the other Nominees.
- 7.3. The Jury's decision will be confirmed by the CEO Merck Healthcare.
- 7.4. The winner will enter into a written agreement as described in section 4.1 above in due time following the notification as described in section 8.1 below in order to be the recipient

of the Johann Merck Award (the “Winner”), otherwise the Jury will disregard that winner and may select a new winner from the remaining Candidates. Any new selected winner is also required to enter into said written agreement in order to be the Winner.

7.5. The Jury’s decisions are final and is not subject to legal recourse.

8. Award Ceremony

8.1. The Jury’s decision will be communicated to the Winner directly by the Head of Future Insight.

8.2. Organizer will timely invite Winner to the Award Ceremony, which will be held publicly and with the participation of the media.

8.3. The Johann Anton Merck Award Ceremony will take place at the Curious Future Insight Conference or at a dedicated event.

8.4. As far as possible, the celebration of the Award Ceremony will take place in the following year of the starting date of a current selection process; only in exceptional cases, a later Ceremony will be held.

8.5. The program of the Award Ceremony includes at least

- an introductory speech by the CEO Merck KGaA, Darmstadt, Germany, Organizer’s CEO Healthcare or Organizer’s Healthcare Head of R&D;
- the hand-over of the Award Trophy to the Winner; and
- Winner’s Keynote Lecture.