

GOVERNANCE COMMITTEE CHARTER

The Committee is comprised solely of independent directors, to serve at the pleasure of the Board.

The Chairperson of the Committee or, if not present, the senior independent Director present, shall preside at all meetings of the Committee.

The independent Lead Director is the Chairperson of the Committee. The Secretary of the Company is the Secretary of the Committee. The Chief Executive Officer shall meet with the Committee as appropriate.

PURPOSES, GOALS AND RESPONSIBILITIES

PURPOSES

The purposes of the Governance Committee are to:

1. Consider and make recommendations to the Board on all matters pertaining to the effectiveness of the Board, such as:
 - a. size and composition of the Board;
 - b. individuals qualified to become Directors;
 - c. nominees to the Board for action at the next annual meeting of shareholders;
 - d. the structure and composition of the committees of the Board;
 - e. Board compensation; and
 - f. evaluation of the effectiveness of the Board.
2. Advise the Board and management on Company policies and practices that pertain to the Company's responsibilities as a global corporate citizen, its special obligations as a pharmaceutical company whose products and services affect health and quality of life around the world, and its commitment to the highest standards of ethics and integrity in all its dealings.

The Committee shall take a leadership role in shaping the corporate governance of the Company, including the development of a set of corporate governance guidelines for the approval of the Board.

GOALS AND RESPONSIBILITIES

1. Review the size and composition of the Board and make recommendations to the Board as appropriate. The Committee shall have sole authority for the engagement and termination of any search firm to be used to identify director candidates and sole authority to approve engagement fees and terms for such firms.
2. Review criteria for election to the Board and recommend candidates for Board membership.
3. Review policies concerning retirement from the Board and, as appropriate, make recommendations to the Board for changes in policy.

4. Review the structure and composition of Board committees and make recommendations concerning the membership and the chairmanship of each committee based on seniority, expertise, and other relevant considerations.
5. Review the compensation and benefits for non-employee Directors, and when appropriate, make recommendations to the Compensation and Benefits Committee or Board for modifications.
6. Administer the Retirement Plan for the Directors of Merck & Co., Inc. and the Plan for Deferred Payment of Directors' Compensation, and amend or terminate the plans, as required.
7. Evaluate at least annually the overall effectiveness of the Board and make appropriate recommendations to the Board for improvements. Evaluate at least annually the overall effectiveness of the Committee.
8. Consider and make recommendations to the Board concerning such other matters relating to the practices, policies and performance of the Board as may be appropriate from time to time.
9. Report regularly to the Board on the Committee's activities and inform the Board promptly of any issues or concerns.
10. Review related person transactions, and approve, disapprove or ratify such transactions in accordance with the Related Person Transaction Policy under the Policies of the Board.
11. Review the Company's Good Manufacturing Practice (GMP) compliance, including internal and external audits, its Environmental, Health and Safety practices, its supply chain manufacturing strategy and governance, as well as its third party sourcing programs.
12. Review the Company's Enterprise Risk Management Process, its business continuity plans and its Privacy policies and practices.
13. Review the Board's approach to determining director independence periodically and recommend changes as appropriate for consideration and approval by the full Board.
14. Review the D&O indemnity and Fiduciary Liability Insurance coverage for the Company's Officers and non-employee Directors.
15. Review public policy positions, strategy regarding political engagement, and corporate responsibility initiatives with significant financial reputational impact, as appropriate.
16. Monitor and evaluate the Company's corporate citizenship and corporate responsibility programs and activities, including the support of charitable, political and educational organizations and political candidates and causes.
17. Review and make recommendations to the Board on proposals that relate to corporate governance, public policy and/or corporate responsibility issues submitted by shareholders for inclusion in the Company's proxy materials.

18. Review and recommend, as appropriate, external and internal training and educational opportunities for directors in areas of importance to the Company.

MEMBER QUALIFICATIONS; APPOINTMENT AND REMOVAL

Membership shall be limited to the independent Directors of the Company. Members must have an understanding of and interest in corporate governance and corporate board issues, derived from membership on boards of public companies or relevant training or education.

Members shall be appointed to the Committee by a vote of a majority of the Board. Members shall serve on the Committee for such period as the Board may determine, and may be removed from the Committee at any time upon the vote of a majority of the Board. The Chairperson shall be appointed by a vote of the majority of the Board.

QUORUM; MEETING FREQUENCY

For the transaction of business at any meeting of the Committee, a majority of the Committee shall constitute a quorum.

The Committee shall meet no less frequently than twice each year. Meetings may be called by the Chairperson of the Committee or upon the vote of a majority of the Board.