

RESEARCH COMMITTEE CHARTER

The Research Committee (the “Committee”) is comprised solely of independent directors to serve at the pleasure of the Board of Directors (the “Board”) of Merck & Co., Inc. (the “Company”).

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

The Secretary of the Committee shall be appointed by the Committee. Members of the Compensation and Management Development Committee shall meet with the Committee, as appropriate, on matters of compensation for scientific personnel.

PURPOSE, GOALS AND RESPONSIBILITIES

PURPOSE

The purpose of the Committee is to assist the Board in its oversight of matters pertaining to the Company’s strategies and operations for the research and development of pharmaceutical products and vaccines by:

- Identifying areas and activities that are critical to the success of the Company’s drug and vaccine discovery, development and licensing efforts;
- Evaluating the effectiveness of the Company’s drug and vaccine discovery, development and licensing strategies and operations;
- Keeping the Board apprised of this evaluation process and findings;
- Making appropriate recommendations to the President of Merck Research Laboratories, the CEO and to the Board on modifications of strategies and operations; and
- Monitoring compliance with the highest standards of scientific integrity in the conduct of the Company’s research and development.

GOALS AND RESPONSIBILITIES

Areas of oversight shall include:

1. Drug and vaccine discovery, licensing and development strategies, decision-making procedures and outcomes;
2. Processes and procedures for identifying, evaluating and capitalizing on cutting edge scientific developments and advancements and enabling technologies;
3. Recruitment and retention of scientific talent with a special focus on physician scientists and scientists who are native in evolving technologies; and
4. The responsibilities of the Chief Medical Officer.

The Committee may identify additional areas of focus as appropriate. The Committee may engage independent expert consultants when appropriate.

MEETINGS AND REPORTS

Regular meetings of the Committee shall be held as necessary. The Committee shall report to the Board no less than annually.

QUORUM

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

MEMBERSHIP

Membership shall be limited to the independent Directors of the Company.