



The Annual Meeting of Shareholders of Merck & Co., Inc. was held on May 24, 2022, by means of remote communication. Kenneth C. Frazier, Executive Chairman of the Board presided. Stock represented at the meeting was 83.67% of the total number of votes entitled to be cast.

Election of Directors

The fourteen nominees for the Board of Directors were elected. Douglas M. Baker, Jr., Mary Ellen Coe, Pamela J. Craig, Robert M. Davis, Kenneth C. Frazier, Thomas H. Glocer, Risa J. Lavizzo-Mourey, M.D., Stephen L. Mayo, Ph.D., Paul B. Rothman, M.D., Patricia F. Russo, Christine E. Seidman, M.D., Inge G. Thulin, Kathy J. Warden and Peter C. Wendell were each elected for a one-year term ending in 2023.

Voting Outcome on Proposals

The management proposal on the non-binding advisory vote to approve the compensation of our named executive officers was approved. It received an affirmative vote of 91.88% of the total votes cast. A majority of the votes cast at the meeting was required for approval of the proposal.

The management proposal to ratify the appointment of PricewaterhouseCoopers LLP as the independent registered public accounting firm for 2022 was approved. It received an affirmative vote of 96.03% of the total votes cast. A majority of votes cast at the meeting was required for approval of this proposal.

The shareholder proposal regarding independent board chairman received an affirmative vote of 34.49% of the votes cast. A majority of the votes cast at the meeting was required for approval of this proposal.

The shareholder proposal regarding access to COVID-19 products received an affirmative vote of 35.96% of the votes cast. A majority of the votes cast at the meeting was required for approval of this proposal.

The shareholder proposal regarding lobbying expenditure disclosure received an affirmative vote of 16.09% of the votes cast. A majority of the votes cast at the meeting was required for approval of this proposal.