Annual Meeting of Shareholders

May 23, 2023
Forward-looking statement

This news release of Merck & Co., Inc., Rahway, N.J., USA (the “company”) includes “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based upon the current beliefs and expectations of the company’s management and are subject to significant risks and uncertainties. There can be no guarantees with respect to pipeline candidates that the candidates will receive the necessary regulatory approvals or that they will prove to be commercially successful. If underlying assumptions prove inaccurate or risks or uncertainties materialize, actual results may differ materially from those set forth in the forward-looking statements.

Risks and uncertainties include but are not limited to, general industry conditions and competition; general economic factors, including interest rate and currency exchange rate fluctuations; the impact of the global outbreak of novel coronavirus disease (COVID-19); the impact of pharmaceutical industry regulation and health care legislation in the United States and internationally; global trends toward health care cost containment; technological advances, new products and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approval; the company’s ability to accurately predict future market conditions; manufacturing difficulties or delays; financial instability of international economies and sovereign risk; dependence on the effectiveness of the company’s patents and other protections for innovative products; and the exposure to litigation, including patent litigation, and/or regulatory actions.

The company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in the company’s Annual Report on Form 10-K for the year ended December 31, 2022 and the company’s other filings with the Securities and Exchange Commission (SEC) available at the SEC’s Internet site (www.sec.gov).
Annual Meeting of Shareholders

Robert M. Davis
Chairman and Chief Executive Officer
Nominees for Director

Robert M. Davis
Douglas M. Baker, Jr.
Mary Ellen Coe
Pamela J. Craig
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
Peter C. Wendell
Leadership transition

Kenneth C. Frazier
Executive team


Dean Y. Li, M.D., Ph.D.  Caroline Litchfield  Steven C. Mizell  Jannie Oosthuizen  Joseph Romanelli  Dave Williams  Jennifer Zachary
Merck’s Purpose

For more than 130 years, Merck has been guided by one clear and compelling purpose: putting patients first and using the power of leading-edge science to save and improve lives.
## Full-year 2022 highlights

### Human Health Sales

**$52.0B**
- +22%
- +28% ex-FX
- Strong growth in KEYTRUDA, GARDASIL/GARDASIL 9 and LAGEVRIO; launch of VAXNEUVANCE

### Animal Health Sales

**$5.5B**
- 0%
- +6% ex-FX
- Strong growth in COMPANION ANIMAL and LIVESTOCK

### Financial Highlights (Non-GAAP)*

<table>
<thead>
<tr>
<th></th>
<th>Full Year 2022</th>
<th>vs. Prior</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sales</td>
<td>$59.3</td>
<td>+22%</td>
</tr>
<tr>
<td>PGM %</td>
<td>74.4%</td>
<td>-1.7 ppts</td>
</tr>
<tr>
<td>Operating Expense</td>
<td></td>
<td></td>
</tr>
<tr>
<td>SG&amp;A Expense</td>
<td>$21.6</td>
<td>+3%</td>
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<tr>
<td>R&amp;D Expense</td>
<td>$9.8</td>
<td>+5%</td>
</tr>
<tr>
<td>R&amp;D Expense</td>
<td>$11.8</td>
<td>+1%</td>
</tr>
<tr>
<td>Net Income</td>
<td>$19.0</td>
<td>+40%</td>
</tr>
<tr>
<td>Non-GAAP EPS**</td>
<td>$7.48</td>
<td>+39%</td>
</tr>
<tr>
<td>GAAP EPS</td>
<td>$5.71</td>
<td></td>
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</tbody>
</table>

* $ in billions, except EPS amounts

** Beginning in 2022, the company no longer excludes expenses for upfront and pre-approval milestone payments related to collaborations and licensing agreements, or charges related to pre-approval assets obtained in transactions accounted for as asset acquisitions from its non-GAAP results. On a comparable basis, non-GAAP EPS for 2021 would have been $5.37.
Strong progress in pipeline

Cardiovascular  Oncology  Vaccines  Animal Health
Business development to strengthen innovative pipeline

4 programs in oncology sourced through business development

will have Phase III trial starts in 2023, with the opportunity to contribute sustainable growth during the latter half of this decade and into the next.

Recently, we announced our proposed acquisition of Prometheus Biosciences, which will accelerate our presence in immunology where there remains substantial unmet patient need for the treatment of immune-mediated diseases, including ulcerative colitis, Crohn’s disease and potentially other autoimmune conditions.
Sustainability is fundamental to Merck’s long-term success.
Annual Meeting of Shareholders

Dean Y. Li, M.D., Ph.D.
Executive Vice President and President,
Merck Research Laboratories
Making tangible advancements in our cardiovascular pipeline

**Sotatercept**

- Presented **Phase 3** results from the STELLAR trial\(^1\)
  - Substantial **improvement of 40.8 meters in 6MWD** at Week 24
  - Met **8 out of 9 secondary endpoints** including:
    - **84% reduction** in **risk of death or clinical worsening** events\(^2\)
- **Advancing broad clinical program**, including Phase 3 HYPERION, ZENITH, SOTERIA and Phase 2 CADENCE studies

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1. STELLAR trial studied sotatercept plus background therapy versus placebo plus background therapy.
2. TTCW is time to clinical worsening or death (defined by death of any cause or specified non-fatal clinical worsening events); sotatercept plus stable background therapy reduced the risk of clinical worsening or death by 84% compared to placebo plus background therapy with a median follow-up of 32.7 weeks (HR = 0.16 [95% CI, 0.08-0.35]; p < 0.001)
Making tangible advancements in our cardiovascular pipeline

**MK-0616**

- Presented **Phase 2b** results
  - Reduction of LDL-cholesterol levels from **41.2 up to 60.9%** vs placebo, across 4 doses in study
    - **80% to 90%** of patients receiving MK-0616 were able to **reach their LDL-C goals**
  - Defined path toward providing a therapy that could achieve **broad global access**
  - Initiating **multiple Phase 3 studies** including a **cardiovascular outcomes trial**
Leveraging our expertise towards immunology
Continuing to advance science-led strategy through proposed acquisition of Prometheus Biosciences

- Potentially **transformational, first-in-class, late-stage candidate**, in a disease area with **significant unmet medical need**

- Opportunity to potentially **transform standard of care** for certain patients suffering from debilitating autoimmune diseases through **precision medicine** approach

- Diversifies **portfolio** and enhances our **sustainable innovation engine**

- Multi-billion dollar commercial opportunity with potential to **drive long-term revenue and earnings growth** well into the next decade
Nominees for Director

- Robert M. Davis
- Douglas M. Baker, Jr.
- Mary Ellen Coe
- Pamela J. Craig
- 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
- Peter C. Wendell
Proposal 5 – Shareholder Proposal
Proposal 6 – Shareholder Proposal
Proposal 7 – Shareholder Proposal
Proposal 8 – Shareholder Proposal
Proposal 9 – Shareholder Proposal
Proposal 10 – Shareholder Proposal
Question & Answer
Thank you