RESOLVED: Shareholders of Merck & Co., Inc. ("Merck" or the "Company") request the Board of Directors oversee an analysis and report to shareholders (at reasonable cost and omitting confidential and proprietary information) on the alignment of the Company's political contributions, both direct and indirect (through trade associations and social welfare organizations), with its business, and any steps Merck takes to address misalignments. Lobbying activities are not covered by this proposal.

SUPPORTING STATEMENT

Merck says that "[p]olitical spending shall reflect the company's interests" and that contribution decisions are guided by, among other things, "improving access to medicines and vaccines."[1]

We applaud Merck's disclosure regarding its political spending. That said, candidates, trade associations and other organizations to which Merck belongs or contributes may take positions that undermine its strategy or long-term financial prospects. We therefore believe that Merck should periodically evaluate the alignment of its political spending with its business.

Vaccines are one of Merck's focus areas,[2] and the Company recently opened a new $1 billion facility for manufacturing them.[3] Recently, policies have gained momentum at the state and federal levels that could undermine the health benefits of vaccines. Hundreds of bills have been introduced in state legislatures in 2024 and 2025 to weaken vaccination requirements and criminalize "vaccine harm," among other topics.[4] Some bills promote disinformation about vaccines by designating products using mRNA technology as "weapons of mass destruction"[5] or implying that mRNA vaccines alter DNA or result in the implantation of a chip under the recipient's skin.[6]

Merck recognizes potential changes to vaccine or other healthcare policy in the United States could result in increased risk to its business.[7] Yet the company has contributed to the authors of bills introduced in 2024 that aim to weaken vaccination requirements, including a New Jersey bill barring vaccination requirements to attend public school and imposing liability on the state if it requires a vaccine that causes harm to any person[8] and a Missouri bill prohibiting educational institutions from requiring the COVID-19 vaccine or "gene therapy."[9] Such bills, we believe, signal efforts to undermine vaccination regulations broadly, threatening Merck's core vaccine business.

Merck also belongs to the Pharmaceutical Research and Manufacturers of America trade association, which spent $16,688,488 of Merck's 2024 dues on lobbying and political activity.[10] (Merck's report does not distinguish between lobbying and election-related spending.) Such indirect contributions are important to monitor because the interests of companies and their trade associations may not be fully aligned.

An alignment report, as requested in this proposal, would give Merck the opportunity to better manage risks associated with misaligned political spending, which are higher than ever, and allow shareholders to evaluate the quality of Merck's internal procedures and board oversight of political spending.

[1] https://www.merck.com/wp-content/uploads/sites/124/2021/11/Merck-Principles-Gov-Corp-Political-Spending.pdf

[2] https://www.merck.com/what-we-do/

[3] https://www.merck.com/news/merck-unveils-new-facility-to-increase-vaccine-production-capacity/

[4] See apnews.com/article/vaccines-fluoride-kennedy-trump-science-antiscience-legislation-73af8e65f407331e8f31b2909812a004; https://www.ncsl.org/health/state-public-health-legislation-database

[5] MN S.3456

[6] E.g., MO H.2652; SC S.975

[7] https://www.sec.gov/Archives/edgar/data/310158/000162828025007732/mrk-20241231.htm, at 36

[8] https://custom.statenet.com/public/resources.cgi?id=ID:bill:NJ2024000S379&ciq=ncsl&client_md=a06ce01c667094e055471085bc60a983&mode=current_text (Testa-R)

[9] H.1807 (Gregory-R)

[10] https://www.merck.com/wp-content/uploads/sites/124/2025/04/2024-Trade-Association-Dues-Attachment-3.pdf