

## **RESEARCH 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 Secretary of the Committee shall be appointed from time to time by the Committee, with the approval of the Board of Directors. Members of the Compensation and Benefits Committee shall meet with the Research Committee, as appropriate, on matters of compensation for scientific personnel.

### **PURPOSE, GOALS AND RESPONSIBILITIES**

#### **PURPOSE**

The purpose of the Research 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 Merck's drug and vaccine discovery, development and licensing efforts;
- Evaluating the effectiveness of Merck'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 Merck 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;
4. Compensation philosophy and design for scientific personnel;
5. The Company's use of external scientific experts; and
6. 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.