



**Merck
Kommanditgesellschaft auf Aktien
Darmstadt**

- ISIN DE 000 659 990 5 -

- Securities Identification No. 659 990 -

The shareholders of our Company are hereby invited to attend the

Annual General Meeting

on Friday, March 28, 2008 at 10:00 a.m.

to be held at the **Jahrhunderthalle Frankfurt, Pfaffenwiese**, Frankfurt am Main.

Agenda

- 1. Presentation of the annual financial statements, the management report of Merck KGaA as well as the consolidated financial statements and the management report of the Merck Group and the Report of the Supervisory Board for fiscal 2007**
- 2. Resolution on the adoption of the annual financial statements of Merck KGaA for the year ended December 31, 2007**

The General Partners and the Supervisory Board propose that the submitted financial statements of Merck KGaA as at December 31, 2007 be adopted.

3. Resolution on appropriation of the net retained profit for fiscal 2007

The General Partners and the Supervisory Board propose that the share of the net retained profit of Merck KGaA attributable to the shareholders amounting to EUR 210,342,375.63 be appropriated as follows:

- a) Payment of a dividend of EUR 1.20 plus a bonus of EUR 2.00 per no par value share of the dividend-bearing share capital as of the date of this Annual General Meeting, being EUR 206,762,003.20 in total.
- b) Carry forward the balance totaling EUR 3,580,372.43 to new account

Accordingly, pursuant to Article 31 para 3 of the Articles of Association of the Company, E. Merck OHG must allocate an amount totaling EUR 8,465,240.75 to the profit carried forward by Merck KGaA. This obligation was already fulfilled in the reporting period since the profit carried forward from the previous year amounts to EUR 9,243,867.19. E. Merck withdrew the difference of EUR 778,626.44 between the profit already carried forward and the profit to be carried forward. In the event that the Annual General Meeting resolves to appropriate profit in a way other than that proposed, these amounts must be adjusted accordingly and retransferred, if necessary. Article 31 para 3 of the Articles of Association shall not apply to that extent.

The dividend is payable on **March 31, 2008**.

Notes to Agenda Item 3

By way of a resolution of the Annual General Meeting of 2000, a stock option program exists at the Company. With the exception of certain black-out periods, the option holders may exercise their options at any time they wish. The exercising of an option has the effect of changing the share capital of the Company. Thus it may have the effect of altering the share capital in the period between publication of this invitation to the Annual General Meeting of the Company and the resolution concerning the appropriation of retained earnings. Irrespective of a potential change in the share capital, the Management proposes a dividend payment of EUR 1.20 plus a bonus of EUR 2.00 per no par value share. In the event of a change in the share capital since the publication of the invitation to the Annual General Meeting, the Management will adjust its proposals in respect of items a) (with regard to the total amount to be paid out) and b) (with regard to the balance to be brought forward to new account) accordingly. This amended proposal will be available for inspection by shareholders at the Annual Meeting.

4. Resolution on the approval of the actions of the Executive Board for fiscal 2007

The General Partners and the Supervisory Board propose that the actions of the members of the Executive Board be approved.

5. Resolution on the approval of the actions of the Supervisory Board for fiscal 2007

The General Partners and the Supervisory Board propose that the actions of the members of the Supervisory Board be approved.

6. Appointment of the auditors for fiscal 2008

The Supervisory Board proposes the appointment of

**KPMG Deutsche Treuhand-Gesellschaft Aktiengesellschaft
Wirtschaftsprüfungsgesellschaft, Mannheim,**

as auditor of Merck KGaA for fiscal 2008.

7. Resolutions on approval for concluding affiliation contracts

As the sole partner and controlling company (parent company), on January 22, 2008 Merck KGaA concluded control and profit and loss pooling agreements with

- Merck 9. Allgemeine Beteiligungs GmbH,
- Merck 10. Allgemeine Beteiligungs GmbH,
- Merck 11. Allgemeine Beteiligungs GmbH,
- Serono GmbH and
- Solvent Innovation GmbH

referred to hereinafter together as "the company" -.

The agreements have the following essential content:

- The management of the respective company shall be directly accountable to Merck KGaA;
- The respective company shall transfer its net retained profit to Merck KGaA.
- Merck KGaA is required to make up for any annual shortfall of the respective company pursuant to Section 302 AktG (German Stock Corporation Act).
- The respective company may, with the approval of Merck KGaA, set up revenue reserves in its annual accounts, provided this is permitted under commercial law and economically justified in reasonable commercial evaluation.
- In the absence of third-party shareholders of the respective company, Merck KGaA is not obligated to make compensation payments or guarantee settlements.
- the agreements apply – with the exception of the right of Merck KGaA to give instruction – retroactively for the period from January 1, 2008 and have an unlimited term. Thereafter, notice may be given to terminate the agreements at the end of each fiscal year. This right to terminate without notice for good cause remains unaffected.

The General Partners and the Supervisory Board propose that the concluding of the control and profit and loss pooling agreements be approved.

8. Supervisory Board elections

The Supervisory Board proposes the election to the Supervisory Board of the following persons as shareholder representatives, with the elections being carried out individually:

- Johannes Baillou
- Frank Binder
- Prof. Dr. Dr. h.c. Rolf Krebs
- Dr. Arend Oetker
- Prof. Dr. Theo Siegert
- Prof. Dr. Wilhelm Simson

The members shall be elected for the period ending with the conclusion of the Annual General Meeting resolving to discharge the Supervisory Board for the fourth fiscal year following the beginning of their term of office. The fiscal year in which their term of office begins is not included.

Pursuant to Item 5.4.3 of the German Corporate Governance Code, the Supervisory Board announces that it proposes the election of Professor Simson as Chairman of the Supervisory Board. Appendix 1 provides a list of the occupation, residence and memberships of the proposed persons in other supervisory boards and comparable control bodies.

Notes to Agenda Item 8

The number of employees at Merck KGaA and associated companies has increased. Merck now has more than 10,000 employees throughout Germany. Pursuant to Sections 278 para 3, 97 et seq. of German Stock Corporation Act in conjunction with Section 7 para 1 No. 2 of the German Co-Determination Act, the Supervisory Board must be enlarged. The Executive Board announced this on December 17, 2007 in the electronic Federal Gazette and consequently introduced the procedure specified in Section 97 of German Stock Corporation Act.

Since the court was not invoked pursuant to Sections 97 para 2, 98, para 2 of German Stock Corporation Act, pursuant to Sections 278 para 3, 96 para 1 of the same law and Section 7 para 1 sentence 2 of the German Co-Determination Act, the Supervisory Board is composed of 16 members; eight of whom represent the shareholders and eight of whom represent the employees. Pursuant to Section 6 para 5 and Section 15 para 1 of the Articles of Association, six of the members representing the shareholders are to be elected by the Annual General Meeting and two are to be appointed by the owner of the registered share. The Annual General Meeting is not required to follow election recommendations when electing the six shareholder representatives. The members appointed to the Supervisory Board are Michaela Freifrau von Glenck and Albrecht Merck.

9. Resolution on amending the Articles of Association with respect to the number of Supervisory Board members

The General Partners and the Supervisory Board propose the following resolution:

Article 15 para 1 of the Articles of Association shall be revised as follows:

"Article 15 Composition and Term of Office

- (1) *The Supervisory Board consists of sixteen members. Eight members are appointed by the employees pursuant to the provisions of the German Co-determination Act (Mitbestimmungsgesetz - "MitbestG"). Of the members appointed by the shareholders, six members are elected by the Annual General Meeting and two members are appointed by the holder of the registered share pursuant to Article 6 (5).*

Notes to Agenda Item 9

The amendment of the Articles of Association is necessary as a consequence of the legally stipulated enlargement of the Supervisory Board pursuant to Agenda Item 8.

Documents available for inspection

The annual financial statements of the Company and the management report, the consolidated financial statements and the Group management report, the Report of the Supervisory Board for fiscal 2007, the proposal for the appropriation of net retained profit as well as the control and profit and loss transfer agreements listed under Item 7 of this Agenda as well as the respectively required annual financial statements, management reports and reports by the Executive Board can be inspected at the business offices of

Merck KGaA
Besucherempfang
Frankfurter Strasse 250
64293 Darmstadt

as well as on the Web at

www.hauptversammlung.merck.de

Every shareholder will receive upon request a copy immediately and free of charge of the aforementioned documents, which will also be available for inspection during the Annual General Meeting.

Total number of shares and voting rights

As of the date on which the Annual General Meeting is convened, the subscribed capital of the Company amounts to EUR 167,994,127.60 (in words: one hundred sixty seven million nine hundred ninety-four thousand one hundred twenty-seven euros and sixty cents), divided into 64,613,126 shares. Each share grants the holder one vote, which means as of the convening of the Annual General Meeting, 64,613,126 voting rights existed.

Participating in the Annual General Meeting

Pursuant to Article 22 para 1 and 2 of the Articles of Association, to be eligible to participate in the Annual General Meeting and to exercise voting rights, shareholders must have registered to attend no later than March 20, 2008 by providing evidence of their eligibility to attend and to exercise voting rights. Proof of share ownership issued by the custodial institute shall suffice as evidence of eligibility to participate in the Annual General Meeting or to exercise voting rights. This evidence must relate to the start of the 21st day prior to the Meeting.

Evidence of share ownership must be received by the Company no later than March 20, 2008 at the following address:

**Merck KGaA
c/o Deutsche Bank AG
Annual General Meeting
60272 Frankfurt am Main**

Voting by proxy

Shareholders who do not wish to attend the Annual General Meeting personally may also have their voting rights exercised by proxy, e.g. by a bank or shareholder association.

In addition, we continue to offer our shareholders the possibility to exercise their voting rights through a proxy appointed by our company. For this purpose, these proxies must be given the required authorization and instructions on how the votes are to be cast. The proxies are obliged to vote in line with the instructions given to them.

Prior to the Annual General Meeting, the authorizations and instructions to the proxies appointed by the company can be granted via the Web or in writing. Authorizations and instructions may also be granted or amended via the Web even during the Annual General Meeting until the Chairman of the Executive Board has completed his speech. An admission ticket to the Annual General Meeting is also necessary in order to authorize the proxies appointed by the company.

Shareholders will receive further details on participating in the Annual General Meeting as well as on granting authorization and issuing voting instructions together with the admission ticket or by visiting the aforementioned website.

Broadcasting of the Annual General Meeting on the Web

As authorized by the Chairman of the Meeting, shareholders of Merck KGaA as well as interested members of the public can follow the Annual General Meeting live on the Web at www.agm.merck.de on March 28, 2008 from 10 a.m. until the Chairman of the Executive Board completes his speech.

Motions and proposals for elections

Motions and election proposals from shareholders are to sent exclusively to the following address:

**Merck KGaA
- HV-Büro -
Frankfurter Strasse 250
64293 Darmstadt
Fax: 06151/72 7776**

We will publish on the Web at www.agm.merck.de motions and election proposals sent to us at this address as long as we received them no later than two weeks before the date of the Annual General Meeting.

Darmstadt, February 19, 2008

Merck Kommanditgesellschaft auf Aktien

Executive Board

Appendix 1

Information on the Supervisory Board candidates proposed for election under Item 8 of the Agenda

Memberships of

- (a) other statutory supervisory boards,
- (b) comparable German and foreign supervisory bodies of business enterprises

Johannes Baillou Vienna, Businessman	(b) – Family Board E. Merck OHG, Darmstadt
Frank Binder Zurich, Businessman	(a) – Landbell AG für Rückholsysteme, Mainz (Chairman) (b) – Board of Directors BMR Yachting AG, Zurich, Switzerland (Chairman) – Board of Directors Athena AG Dataengineering + Consulting, Zürich, Schweiz – Family Board E. Merck OHG, Darmstadt
Prof. Dr. Dr. h.c. Rolf Krebs Mainz, Physician	(a) – Epigenomics AG, Berlin (Chairman) – Ganymed Pharmaceuticals AG, Mainz – Merz GmbH & Co. KGaA, Frankfurt (b) – Board of Partners E. Merck OHG, Darmstadt – Supervisory Board Air Liquide S.A., Paris – Supervisory Board Merz Pharmaceuticals GmbH, Frankfurt
Dr. Arend Oetker Berlin, Managing Partner Dr. Arend Oetker Holding GmbH & Co. KG, Berlin	(a) – Schwartauer Werke GmbH & Co. KGaA, Bad Schwartau (Chairman) – Cognos AG, Hamburg (Chairman) – KWS Saat AG, Einbeck (Vice Chairman) (b) Board of Partners E. Merck OHG, Darmstadt – Supervisory Board Leipziger Messe GmbH, Leipzig – Supervisory Board Berliner Philharmonie GmbH, Berlin (Chairman) – Board of Directors Hero AG, Lenzburg, Switzerland (President) – Board of Directors Baloise Holding AG, Basel, Switzerland
Prof. Dr. Theo Siegert Düsseldorf, Managing Partner of de Haen Carstanjen & Söhne, Düsseldorf	(a) – Deutsche Bank AG, Frankfurt – ERGO AG, Düsseldorf – E.ON AG, Düsseldorf (b) Board of Partners E. Merck OHG, Darmstadt – Board of Directors DKSH Holding Ltd., Zurich, Switzerland
Prof. Dr. Wilhelm Simson Munich, Dipl.-Chemiker	(a) - E.ON AG, Düsseldorf – Hochtief AG, Essen – Frankfurter Allgemeine Zeitung GmbH, Frankfurt (b) Board of Partners E. Merck OHG, Darmstadt – Partners' Committee Freudenberg & Co. KG, Weinheim – Board of Directors Jungbunzlauer Holding AG, Chur, Switzerland