

MSD Global Tax Strategy

Overview

Merck & Co., Inc., with headquarters in Kenilworth, NJ, USA known as Merck Sharp & Dohme or MSD outside the United States and Canada, has offices in 140 countries. Our operations have positive and diverse social and economic impacts around the world, strengthening the communities where our people live and work. For more than a century, MSD has been inventing for life, bringing forward medicines and vaccines for many of the world's most challenging diseases. Today, MSD continues to be at the forefront of research to deliver innovative health solutions and advance the prevention and treatment of diseases that threaten people and animals around the world.

Our Values & Standards (Patients First, Respect for People, Ethics & Integrity, Innovation and Scientific Excellence, and Our Policies That Guide Us) represent the very core of our character as a company. They guide our decisions and actions, and they are what makes us a company worthy of trust. These simple but enduring values have earned us the trust and respect of our colleagues, customers and communities, and are fundamental to our success.

In line with our corporate and social responsibilities, we recognise our role as a responsible taxpayer to pay our full share of taxes, including corporate income taxes. We also recognise that our contribution is much more than the corporate income tax we pay. We pay a significant amount of taxes to national and local governments in the form of employment taxes, value added taxes, sales taxes, excise taxes, property taxes, and customs duties. We also collect numerous taxes paid by our employees. We pay all taxes due in full and on time in the jurisdictions in which we operate. The way we conduct business, including the economic impact from the taxes we pay, also reflects our commitment to striving to reach those in need with our medicines and vaccines and helping to build robust, durable health systems worldwide through partnership, investment and innovation.

This document¹ outlines MSD's global approach to taxation with respect to:

- Tax governance, risk management and compliance
- Level of acceptable tax risk
- Tax planning
- Engagement with Tax Authorities

¹ This document complies with the obligations of our UK group companies, listed in Schedule 1, to publish their company tax strategies in compliance with their duties under paragraphs 19 and 22 (as applicable) of Section 19 UK Finance Act 2016.

Tax Governance, Risk Management and Compliance

We are committed to complying with all applicable tax laws, regulations and related disclosure requirements in every jurisdiction where we operate. Our tax professionals around the globe are committed to the highest compliance standards and are well educated in relevant tax laws and regulations. Compliance for means paying the right amount of tax in accordance with applicable tax laws and regulations at the appropriate time, while disclosing all relevant facts and circumstances to the applicable tax authority.

Our parent company holds ultimate responsibility for the tax affairs of the total company, and our Chief Financial Officer is ultimately responsible for the company's overall tax position. The day-to-day management of tax is performed by the company's global corporate tax department, which is led by the Senior Vice President of Tax. Effective oversight of the tax function is maintained by at least an annual tax presentation to the Audit Committee of the company. Board of Directors and regular meetings with the Chief Financial Officer, Senior Vice President, Tax and Treasury, and other executive leaders, to discuss emerging tax matters.

We maintain robust internal controls related to tax processes in accordance with accounting and reporting principles and we invest in new technology to continuously improve our financial systems. Management testing of controls is performed by the internal audit group.

Level of acceptable tax risk

We see compliance with tax legislation as key to managing our tax risk. We strive for full compliance and are continuously improving our processes, which are based on standardization, simplification and automation. While we strive to be compliant with all applicable tax laws and regulations, there is an element of tax risk and uncertainty given the ever-changing international tax environment. This uncertainty and complexity of current international tax law is managed by an in-house tax department staffed by qualified, experienced tax professionals. In addition, we regularly seek advice from independent external tax advisors to minimize our tax risk.

Our approach to tax planning

We comply with tax rules and regulations on a worldwide basis and only engage in tax planning that is aligned with our commercial business activities and reputation. We are committed to the arm's length standard in transfer pricing and OECD guidelines for international tax matters. We have a zero-tolerance approach to tax evasion and the facilitation of tax evasion. Where uncertainty exists and when appropriate, we seek clarification from our external advisors and/or governmental authorities. This can take the form of tax rulings or advanced pricing agreements from governmental authorities.

We monitor proposals and changes to tax incentives and regulations in the countries in which we operate in order to assess their impact on our business, and we actively participate in industry groups interacting with government representatives to support the development of effective tax systems that encourage innovation and growth. We utilize available tax incentives and opportunities, such as Research and Development tax reliefs, in the spirit in which they were intended.

Our engagement with Tax Authorities

We are committed to acting with integrity and transparency with all tax authorities. We seek to have a professional and constructive relationship with all tax authorities. We file timely and accurate tax returns, and we respond openly and promptly to any questions that may be raised in relation to our tax returns. Like any multinational company, our tax returns are continuously under audit around the world. In the event a tax authority disagrees with our views on the appropriate tax treatment of a given item, we will work constructively to try to resolve the issue in a timely manner through appropriate methods of dispute resolution. However, given the complex nature of international tax law, we may not always reach agreement with a tax authority on all tax matters.

**Updated December 2020
for year ended 31 December 2020**

Schedule 1

MSD entities

Merck Sharp & Dohme (UK) Limited
MSD R&D Innovation Centre Ltd
MSD Finance Europe Ltd
Intervet UK Ltd
Intervet UK Production Ltd
IOmet Pharma Ltd.
Aquaculture Vaccines Limited
SP RIL Ltd
Schering-Plough (Holdings) Limited
Vree Health Ltd
MSD Limited
MSD Vaccines Limited
Continuum Professional Services Ltd.
Cubist Pharmaceuticals (UK) Ltd.
Cubist (UK) Ltd
SP Ltd (UK)
Organon Laboratories Limited
MSD AH (Companion Health) Ltd

Organon entities

Orgnaon Pharma (UK) Limited
Dashtag (UK)

Antelliq, Vaki and Indentigen entities

Sure Flap Limited
Antelliq Holdings France – UK Branch
Cambridge Resonant Technologies Ltd.
Allfex UK Group Ltd
Vaki Scotland Ltd
IdentiGEN Ltd (UK Branch)