

The Board believes that in adopting these supermajority voting provisions, stockholders intended to preserve and maximize the value of Merck shares for all stockholders by protecting against self-interested actions by one or a few large stockholders, as well as to help ensure that important corporate governance rules are not changed without the clear consensus of a substantial majority of stockholders that such change is prudent and in the best interests of the Company.

The Board has a fiduciary duty under the law to act in a manner it believes to be in the best interests of the Company and its stockholders. The Board believes that in the event of an unfriendly or unsolicited bid from one or a few large stockholders to take over or restructure the Company, these supermajority voting provisions encourage individuals making such unfriendly or unsolicited bids to negotiate with the Board on behalf of stockholders. In addition, they allow the Board to consider alternative proposals that maximize the value of the Company for all stockholders, including large institutional investors as well as smaller institutions and individual stockholders.

The Board believes that without these supermajority voting provisions it may be possible for one or a few large stockholders to replace important corporate governance rules of the Company or to take control of the Company without negotiating with the Board to assure that the best results are achieved for all of the Company's stockholders.

While the supermajority provision does require a clear mandate by stockholders, it does not represent an insurmountable hurdle. In 2004, stockholders voted to amend the Company's Restated Certificate of Incorporation to replace the Company's staggered board with an annual system of electing directors. The requisite vote was obtained the first year that the amendment was voted on by stockholders. This reinforces the Board's view that supermajority provisions do not serve to nullify stockholder will, but instead help ensure that crucial decisions are supported by the vast majority of stockholders.

The Board of Directors recommends a vote AGAINST this proposal.

7. STOCKHOLDER PROPOSAL CONCERNING ANIMAL WELFARE POLICY REPORT

The stockholder listed in the proposal below, whose address is c/o Leana Stormont, J.D., 501 Front Street, Norfolk, VA 23510, owning 200 shares of Common Stock of the Company, has given notice that she intends to present for action at the Annual Meeting the following resolution:

This Proposal is submitted by Susan Wandover.

WHEREAS, the Company conducts tests on animals as part of its product research and development; and

WHEREAS, the Company also retains independent laboratories to conduct tests on animals as part of product research and development; and

WHEREAS, abuses in independent laboratories have recently been revealed and disclosed by the media; and

WHEREAS, the Company has a *Policy on the Humane Care and Use of Animals in Medical Research* (the "Policy") posted on its website as part of its commitment to Corporate Responsibility; NOW THEREFORE,

BE IT RESOLVED, that the shareholders request that the Board issue a report to shareholders on the feasibility of amending the Company's Policy to ensure (a) that it extends to all contract laboratories and that it is reviewed with such outside laboratories on a regular basis, and (b) superior standards of care for animals who continue to be used for these purposes, both by the Company itself and by all independently retained laboratories, including provisions to ensure that animals' psychological, social and behavioral needs are met. Further, the shareholders request that the Board issue an annual report to shareholders on the extent to which in-house and contract laboratories are adhering to this policy, including the implementation of the psychological enrichment measures.

Supporting Statement:

A number of pharmaceutical companies have adopted and prominently published animal welfare policies on their websites relating to the care of animals used in product research and development. The Company, as an industry leader, is commended for its commitment to “the highest standards for humane handling, care and treatment of animals used throughout the company’s laboratories.”¹

However, the recent disclosure of atrocities recorded at Covance, Inc. has made the need for a formalized, publicly available animal welfare policy that extends to all outside contractors all the more relevant, indeed urgent. Filmed footage showed primates being subjected to such gross physical abuses and psychological torments that Covance sued to stop PETA Europe from publicizing it. The Honorable Judge Peter Langan, in the United Kingdom, who denied Covance’s petition, stated in his decision that the video was “highly disturbing” and that just two aspects of it, namely the “rough manner in which animals are handled and the bleakness of the surroundings in which they are kept...even to a viewer with no particular interest in animal welfare, at least cry out for explanation.”²

Shareholders cannot monitor what goes on behind the closed doors of the animal testing laboratories, so the Company must. Accordingly, we urge the Board to commit to ensuring that basic animal welfare measures are an integral part of our Company’s corporate stewardship.

We urge shareholders to support this Resolution.

Board of Directors’ Statement in Opposition to the Resolution

The Company’s primary mission is to discover, develop, manufacture and market innovative medicines and vaccines that treat and prevent illness to both humans and animals. Laboratory animal research is indispensable to this mission. We would like to assure the proponents and all of our shareholders that the Company is dedicated to the ethical and responsible treatment of all animals used in the development of medicines and vaccines. The Company publicly provides an animal welfare policy, Our Policy on the Humane Care and Use of Animals in Medical Research, on our web site (www.merck.com). This policy is integral to the culture of Merck worldwide regarding the use of animals in research.

The care and use of laboratory animals in biomedical research is highly regulated. In general, the regulations govern housing, feeding, veterinary care, research project review, as well as internal and external oversight. All but one of the Company’s animal care and use programs in North America are already accredited by an independent organization, Association for Assessment and Accreditation of Laboratory Animal Care (www.aaalac.org), and we are in the process of obtaining accreditation for the remaining North American program that was more recently opened. The Company standards for animal care and use meet or exceed applicable local, national, and international laws and regulations on a global basis.

When and if the Company uses an outside animal research laboratory to support its mission, the Company has policies and procedures in place to manage sourcing. Sourcing strategies may include careful requirement assessment, due diligence reviews, negotiations, monitoring, and legal contracts. The Company requires all vendors to be in compliance with and conform to all applicable laws and regulations. Vendors are also subject to rigorous internal and external inspections and reviews.

Furthermore, the Company is dedicated to the philosophy of replacement, reduction, and refinement (3Rs) for laboratory animal based research. It is our responsibility to use the most appropriate methodology and

¹ http://www.merck.com/about/cr/policies_performance/social/animals_policy.html

² The case captioned *Covance Laboratories Limited v. PETA Europe Limited* was filed in the High Court of Justice, Chancery Division, Leeds District Registry, Claim No. 5C-00295. In addition to ruling in PETA’s favor, the Court ordered Covance to pay PETA £50,000 in costs and fees.

to stridently seek alternatives to the use of animals in research. Merck annually presents an Animal Alternative Award to the team of Merck scientists who develops new techniques to support the alternative principle. In 2004, the Company was presented the Bennett J. Cohen Animal Stewardship Award by the American Association for Laboratory Animal Science. This award was created to recognize individuals, organizations, or institutions that have exhibited an extraordinary effort toward advancement of methods that replace or reduce the number of animals used in research, testing or teaching, or for development of programs or procedures that elevate the comfort and well-being of such animals. The Company believes it currently has the mechanisms of oversight in place to assure the humane and the responsible use of animals in research.

The Board of Directors recommends a vote AGAINST this proposal.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Securities Exchange Act of 1934 requires the Company's officers and directors, and persons who own more than 10 percent of a registered class of the Company's equity securities, to file reports of ownership and changes in ownership of such securities with the Securities and Exchange Commission and the New York Stock Exchange. Officers, directors and greater than 10-percent beneficial owners are required by applicable regulations to furnish the Company with copies of all Section 16(a) forms they file. The Company is not aware of any beneficial owner of more than 10 percent of Merck Common Stock.

Based solely upon a review of the copies of the forms furnished to the Company, or written representations from certain reporting persons that no Forms 5 were required, the Company believes that all filing requirements applicable to our officers and directors were complied with during the 2005 fiscal year.

Other Matters

The Board of Directors is not aware of any other matters to come before the meeting. However, if any other matters properly come before the meeting, it is the intention of the persons named in the enclosed proxy to vote said proxy in accordance with their judgment in such matters.

MERCK & CO., INC.

March 9, 2006