

**ORGANON & CO.**  
**ENVIRONMENTAL, SOCIAL AND GOVERNANCE COMMITTEE CHARTER**

**Effective Date: June 2, 2021**  
*(As Amended April 14, 2025)*

**1. PURPOSE.**

The purpose of the Environmental, Social and Governance Committee (the “**ESG Committee**”) of the Board of Directors (the “**Board**”) of Organon & Co. (the “**Company**”) is to:

- (a) engage in succession planning for the Board;
- (b) identify individuals qualified to become Board members (consistent with criteria approved by the Board);
- (c) recommend to the Board the Company’s director candidates for election at the annual meeting of shareholders;
- (d) develop and recommend to the Board a set of corporate governance principles;
- (e) consider and make recommendations to the Board on other matters pertaining to the effectiveness of the Board;
- (f) perform a leadership role in shaping the Company’s corporate governance; and
- (g) advise the Board and management on Company policies and practices that pertain to the Company’s responsibilities as a global corporate citizen, its special obligations as a healthcare company whose products and services affect health and quality of life around the world, and its commitment to the highest standards of ethics and integrity in all its dealings.

**2. QUALIFICATIONS.**

The Board appoints an ESG Committee of at least three members, consisting entirely of independent directors, and designates one member as chair. Members of the ESG Committee are appointed annually by the Board upon the recommendation of the ESG Committee. Members are “independent,” as such term is defined in applicable New York Stock Exchange (“**NYSE**”) rules and regulations, as determined by the Board in its judgement.

Members of the ESG Committee must have an understanding of and interest in corporate governance and corporate board issues, derived from membership on boards of public companies or relevant training or education.

**3. DUTIES AND RESPONSIBILITIES.**

In carrying out its responsibilities, the ESG Committee shall:

- (a) Periodically review, and recommend to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors.
- (b) Annually evaluate the composition of the Board to assess whether the skills, experience, characteristics and other criteria established by the Board are currently represented on the Board as a whole and in individual directors, and to assess the criteria that may be needed in the future.
- (c) Identify, review the qualifications of, and recruit new candidates for election to the Board.
- (d) In evaluating the suitability of individual candidates to the Board, consider (and instruct any search firm acting under the direction of the ESG Committee to consider) the benefits of diversity broadly, including diversity of thought, viewpoints, experiences, perspectives as well as educational and professional background, with the ultimate decision on all Board nominations being based on the contribution that the selected nominees will bring to the Board.
- (e) Assess the qualifications, contributions and independence of incumbent directors in determining whether to recommend them for reelection to the Board.
- (f) Discuss succession planning for the Board and key leadership roles on the Board and its committees.
- (g) Establish procedures for the consideration of Board candidates recommended for the ESG Committee's consideration by the Company's shareholders.
- (h) Recommend to the Board the Company's candidates for election or reelection to the Board at each annual shareholders' meeting.
- (i) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.
- (j) Develop and recommend to the Board a set of corporate governance principles, and annually review these principles and recommend changes to the Board as appropriate.
- (k) Annually review the Board's leadership structure and recommend changes to the Board's leadership structure as appropriate.
- (l) Make recommendations to the Board concerning the size, structure, composition and functioning of the Board and its committees.
- (m) Recommend committee members and chairs to the Board for appointment, based on seniority, expertise and other relevant considerations.

- (n) Review the Board's approach to determining director independence periodically and recommend changes to the Board as appropriate.
- (o) Review policies concerning retirement from the Board and, as appropriate, make recommendations to the Board for changes in policy.
- (p) Review directorships at other companies offered to directors of the Company.
- (q) Review and assess the channels through which the Board receives information, and the quality and timeliness of information received.
- (r) Review public policy positions, strategy regarding political engagement, and corporate responsibility initiatives with significant financial or reputational impact.
- (s) Receive updates with respect to significant developments in the practice of corporate governance and related law, and monitor compliance with applicable related corporate governance laws, NYSE listing standards and public company regulations, as well as related best practices.
- (t) Except to the extent specifically allocated to another committee of the Board, oversee and make recommendations to the Board regarding environmental, social, governance and other sustainability matters relevant to the Company's business, including Company policies, opportunities, reporting and activities, including the support of charitable and educational organizations and causes.
- (u) Oversee the orientation process for new directors and ongoing education for directors, and review and recommend, as appropriate, external and internal training and educational opportunities for directors in areas of importance to the Company.
- (v) Oversee the annual evaluation of the Board, its committees and individual directors.
- (w) Oversee the Company's shareholder engagement program and the Company's engagement efforts with shareholders on matters within the ESG Committee's areas of responsibility and make recommendations to the Board regarding its involvement in shareholder engagement.
- (x) Oversee product quality and safety, as well as efforts to ensure supply continuity.
- (y) Oversee compliance with the GxP requirements (i.e., regulations and guidelines applicable to life sciences organizations).
- (z) Oversee implementation of any applicable ongoing arrangements with Merck & Co., Inc.

(aa) Review and make recommendations to the Board on proposals that relate to corporate governance, public policy and/or sustainability issues submitted by shareholders for inclusion in the Company's proxy materials.

(bb) Annually evaluate the performance of the ESG Committee and assess the adequacy of the ESG Committee's charter.

(cc) Be responsible for any other matter expressly delegated to the ESG Committee by the Board from time to time.

(dd) Report regularly to the full Board with respect to its activities.

(ee) Have the authority to retain such outside counsel, experts, and other advisers as it determines appropriate to assist it in the full performance of its functions (including the sole authority to retain any search firm used to identify director candidates), and to approve the fees and other retention terms of any advisers retained by the ESG Committee.

**4. MEETINGS.** The ESG Committee will meet as often as may be deemed necessary or appropriate, in its judgment and at such times and places as the ESG Committee or its chair determines. Meetings may be called by the chair of the ESG Committee or upon the vote of a majority of the Board. The chair of the ESG Committee or, if not present, the Chairman of the Board (if a member of the ESG Committee and present, or, otherwise, another independent director designated by the majority of the members of the ESG Committee who are present), will preside at all meetings of the ESG Committee. The majority of the members of the ESG Committee constitutes a quorum. The ESG Committee may invite such members of management, including the CEO, to its meetings as it deems appropriate. However, the ESG Committee shall meet regularly in Executive Session without management.

**5. SUBCOMMITTEES.** The ESG Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate.