

ORGANON & CO.
TALENT COMMITTEE CHARTER

Effective Date: June 2, 2021
(As Amended April 15, 2025)

1. PURPOSE.

The purpose of the Talent Committee of the Board of Directors (the “**Board**”) of Organon & Co. (the “**Company**”) is to:

- a. establish and maintain a competitive, fair and equitable portfolio of compensation and benefits policies, practices and programs designed to attract, engage and retain a workforce that helps the Company achieve immediate and long-term success;
- b. assist the Board in discharging its responsibilities relating to compensation of the Company’s executive officers (as defined below);
- c. oversee the competency and qualifications of executive officers of the Company, including succession and development, organizational structure and other related matters necessary to provide for the effective management of the business;
- d. carry out its responsibilities under the terms of the Company’s executive compensation and benefit plans; and
- e. oversee the Company’s human capital management, focusing on leadership development and workplace culture and inclusion.

For purposes hereof, “executive officer” will have the meaning as set forth in Rule 16a-1 of the Securities Exchange Act of 1934.

2. QUALIFICATIONS.

The Board appoints a Talent Committee of at least three members, consisting entirely of independent directors, and designates one member as chair. Members of the Talent Committee are appointed annually by the Board upon the recommendation of the Environmental, Social and Governance Committee of the Board.

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. In addition, unless the Board provides otherwise, members of the Talent Committee also must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934. A subsequent determination that any member of the Talent Committee does not qualify as a “non-employee director” will not invalidate any previous actions by the Talent Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

Members of the Talent Committee must have an understanding of and interest in compensation and benefits issues relevant to the Company's workforce, derived from substantial management responsibility or relevant training, business experience or education.

3. DUTIES AND RESPONSIBILITIES.

In carrying out its responsibilities, the Talent Committee shall:

- a. Oversee the Company's overall compensation philosophy, policies and programs, and assess whether the Company's compensation philosophy establishes appropriate incentives for management and employees.
- b. Consider the results of shareholder advisory votes on executive compensation matters and the changes, if any, to the Company's executive compensation policies, practices and plans that may be warranted as a result of any such vote.
- c. Review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer ("CEO"), evaluate the CEO's performance in light of those goals and objectives, approve the grant of equity awards to the CEO, and recommend to the independent directors the CEO's compensation level based on this evaluation.
- d. Oversee the evaluation of other executive officers, and review and approve the compensation of these executive officers, based on the CEO's and/or management's assessment of their performance and the Talent Committee's approved compensation principles.
- e. Where Board or Talent Committee approval is required in accordance with applicable General Corporate Resolutions, recommend to the Board or approve salary, severance and other elements of compensation.
- f. Adopt incentive compensation plans and equity-based plans, and other employee benefit plans where Board and/or shareholder approval is required, and administer such plans in accordance with their terms, including with respect to the Company's executive officers.
- g. Approve the terms and grant of equity awards for executive officers.
- h. Review and approve the design of other benefit plans pertaining to executive officers.
- i. Approve, and amend or modify, the terms of other compensation and benefit plans as appropriate.
- j. Periodically work with the independent compensation consultant, who consults with management, to select a group of peer companies against which to assess the Company's compensation programs and practices.

- k. Review and approve any proposed employment agreement (including any amendments) with executive officers. The Talent Committee will review and approve any severance, retention or other termination plans and any severance, retention or other termination payments proposed to be made to any current or former executive officer, except for any such payment made in accordance with a plan or agreement previously approved by the Board or the Talent Committee.
- l. Make recommendations to the Board regarding the election of officers.
- m. Regularly review the form and amount of compensation of directors for service on the Board and its committees and recommend changes in compensation to the Board as appropriate.
- n. Review and recommend for inclusion, executive compensation disclosures made in the Company's annual proxy statement, including the Compensation Discussion and Analysis and the Talent Committee report.
- o. Annually review compliance with the Company's executive stock ownership guidelines.
- p. Oversee succession planning for positions held by executive officers, and review succession planning and management development at least annually with the Board, including recommendations and evaluations of potential successors to fill these positions.
- q. Oversee the assessment of the risks related to the Company's compensation policies and programs applicable to officers and employees, review and report to the Board on the results of this assessment, and review and discuss, at such frequency as may be determined by the Talent Committee, the relationship between the Company's risk management policies and practices, corporate strategy and compensation policies and practices.
- r. Review and recommend to the Board the Company's submissions to shareholders on executive compensation matters, including advisory votes on executive compensation and the frequency of such votes.
- s. Oversee the Company's engagement efforts with shareholders on the subject of executive compensation and other matters within the Talent Committee's areas of responsibility.
- t. Oversee the administration of the Company's clawback policy, and review and recommend changes in the policy to the Board from time to time as appropriate.
- u. Review the Company's strategies and programs for leadership development and for maintaining a talent pipeline for executive roles.

- v. Review and discuss with management the Company's initiatives, objectives, and progress related to fostering a culture of belonging and equal opportunity.
 - w. Review and discuss with management the Company's organizational development activities, including key policies, practices and trends related to: (1) the recruitment, development and retention of Company personnel; (2) employee engagement and effectiveness; and (3) workplace environment and culture.
 - x. Annually evaluate the performance of the Talent Committee and assess the adequacy of the Talent Committee's charter.
 - y. Be responsible for any other matter expressly delegated to the Talent Committee by the Board from time to time.
 - z. Report regularly to the full Board with respect to its activities.
 - aa. Have the authority, in its sole discretion, to retain or obtain the advice of such consultants, outside counsel and other advisers as it determines appropriate to assist it in the full performance of its functions, including any compensation consultant used to assist in the evaluation of director, CEO or executive compensation. The Talent Committee will be directly responsible for the appointment, compensation and oversight of the work of any consultants, outside counsel and other advisers retained by the Talent Committee, and will receive appropriate funding, as determined by the Talent Committee, from the Company for payment of compensation to any such advisers. The Talent Committee will assess the independence of consultants, outside counsel and other advisers (whether retained by the Talent Committee or management) that provide advice to the Talent Committee, prior to selecting or receiving advice from them, in accordance with NYSE listing standards.
- 4. MEETINGS.** The Talent Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at such times and places as the Talent Committee or its chair determines. Meetings may be called by the chair of the Talent Committee or upon the vote of a majority of the Board. The chair of the Talent Committee or, if not present, another independent director designated by the majority of the members of the Talent Committee who are present, will preside at all meetings of the Talent Committee. The majority of the members of the Talent Committee constitutes a quorum. The Talent Committee may invite such members of management, including the CEO, to its meetings as it deems appropriate. However, the Committee shall meet regularly in Executive Session without management, and in all cases the CEO and any other such officers shall not be present at meetings at which their individual compensation is determined.
- 5. SUBCOMMITTEES.** The Talent Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate, subject to any restrictions imposed by any applicable laws, regulations or stock exchange requirements.