

ORGANON & CO.
PRINCIPLES OF CORPORATE GOVERNANCE

Effective Date: June 2, 2021
(As Amended April 3, 2023)

The Board of Directors of Organon & Co. (the “Company”) has adopted the corporate governance principles (the “Principles”) set forth below as a framework for the governance of the Company. The Environmental, Social and Governance Committee (the “ESG Committee”) reviews the Principles annually and recommends changes to the Board of Directors (the “Board of Directors” or the “Board”) as appropriate.

1. ROLE AND COMPOSITION OF THE BOARD OF DIRECTORS

Role of the Board

The Board of Directors, which is elected by the Company’s shareholders, oversees the management of the Company and its business. The Board selects the senior management team, which is responsible for operating the Company’s business, and monitors the performance of senior management. Consistent with the oversight function of the Board, the Board’s core responsibilities include:

- Assessing the performance of the Chief Executive Officer (the “CEO”) and other senior management and setting their compensation;
- Planning for CEO and senior management succession, overseeing senior management development, and assessing the soundness of the Company’s organizational structure;
- Reviewing the Company’s strategies and monitoring their implementation and results;
- Overseeing the integrity of the Company’s financial statements and the Company’s financial reporting process;
- Overseeing the Company’s processes for assessing and managing risk;
- Overseeing legal and regulatory compliance;
- Overseeing environmental, social, and governance matters, supported by its committees;
- Engaging in succession planning for the Board and key leadership roles on the Board and its committees;
- Nominating the Company’s director candidates and appointing committee members;
- Shaping effective corporate governance; and
- Providing advice and counsel to management regarding significant issues facing

the Company and reviewing and approving significant corporate actions.

In performing these responsibilities, the Board should remain knowledgeable about shareholder views and concerns, and be sensitive to the public and political environment, taking into account the responsibility of the Company to its shareholders, employees, customers and society. In addition, the Board should in the exercise of its duties: (a) be cognizant of the fact that the Company is a medical and scientific company whose primary business is to discover, develop and deliver to patients medicines with well-characterized safety profiles; (b) promote and act to encourage the safety and quality of the Company's products and services; and (c) promote high ethical practices in the conduct of the Company's research and the Company's relations with the academic, scientific and medical community.

Size, Composition and Membership Criteria

Under normal circumstances, the size of the Board should be eight - 15 members. A substantial majority of the Board is made up of independent directors. The Board makes an affirmative determination regarding the independence of each director annually, based upon the recommendation of the ESG Committee.

In making independence determinations, the Board observes all applicable criteria for independence established by the U.S. Securities and Exchange Commission (the "SEC") and the New York Stock Exchange ("NYSE"). The Board considers all relevant facts and circumstances in making an independence determination. To be considered independent, an outside director must meet the bright-line independence tests established by the NYSE and the Board must affirmatively determine that the director has no direct or indirect material relationship with the Company. A material relationship is one which impairs or inhibits—or has the potential to impair or inhibit—a director's exercise of critical and disinterested judgment on behalf of the Company and its shareholders. The Board consults with the Company's counsel to ensure that the Board's determinations are consistent with all relevant securities and other laws and regulations regarding the definition of "independent director," including those set forth in pertinent listing standards of the NYSE as in effect from time to time. The ESG Committee reviews the Board's approach to determining director independence periodically and recommends changes as appropriate for consideration and approval by the full Board.

The ESG Committee considers and makes recommendations to the Board regarding the size, structure, composition and functioning of the Board. In addition, the ESG Committee engages in succession planning for the Board and key leadership roles on the Board and its committees. The ESG Committee is also responsible for establishing and overseeing processes and procedures for the selection and nomination of directors.

The ESG Committee periodically reviews, and recommends to the Board, the skills, experience, characteristics and other criteria for identifying and evaluating directors. To be considered for membership on the Board, a candidate should meet the following criteria:

- (a) Must, above all, be of proven integrity with a record of substantial achievement in an area of relevance to the Company;

- (b) Must have demonstrated ability and sound judgment that usually will be based on broad experience;
- (c) Must be able and willing to devote the required amount of time to the Company's affairs, including attendance at Board meetings, Board committee meetings and annual shareholder meetings;
- (d) Must possess a judicious and critical temperament that will enable objective appraisal of management's plans and programs; and
- (e) Must be committed to building sound, long-term Company growth.

The ESG Committee evaluates the composition of the Board annually 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 in light of the Company's anticipated needs. The Board should have a balanced membership, with representation of relevant areas of experience, types of expertise, and backgrounds. These include pharmaceutical industry expertise, global management experience, marketing and public relations skills, public company governance expertise, women's health experience, medical expertise, data and cybersecurity expertise, risk management experience, environmental (including climate-related) expertise, and financial expertise.

The ESG Committee reviews the qualifications of director candidates and incumbent directors in light of the criteria approved by the Board and recommends the Company's candidates to the Board for election by the Company's shareholders at the annual meeting. The ESG Committee also considers director candidates recommended by Company shareholders in accordance with the procedures that are developed by the ESG Committee and publicly disclosed.

Diversity Policy

The Board endorses the principle that it should have a balance of skills, experience and diversity of perspectives appropriate to the Company's current and future global business and strategic initiatives, opportunities and challenges. The Board recognizes that maintaining a truly diverse membership with varying backgrounds, skills, expertise and other differentiating personal characteristics promotes inclusiveness, fosters a breadth of thinking, enhances the Board's deliberations, and contributes to the Board's overall effectiveness to better represent the long-term interests of the Company and its shareholders.

The ESG Committee, acting on behalf of the Board, is committed to actively identifying and recruiting highly-qualified, diverse candidates in the search process. In evaluating the suitability of individual candidates to the Board, the ESG Committee (or any search firm acting under the direction of the ESG Committee) considers the benefits of diversity, including diversity of thought, viewpoints, educational and professional background, gender, race, age, sexual orientation and ethnic or national background, among other characteristics.

Board Leadership

The Board annually reviews its leadership structure to evaluate whether the structure remains appropriate for the Company.

Currently, the roles of the Chairman of the Board and CEO are separate and the Chairman is an independent director.

Change in Principal Occupation

In the event that a director changes his or her primary position, the director will advise the Chairman of the Board of the change and submit his or her offer to resign from the Board for consideration by the ESG Committee. The Chairman of the Board then consults with the ESG Committee regarding the director's continued service on the Board. The ESG Committee will review each situation on an individual basis, taking into consideration the background, expertise and expected continued contribution of the director and make a recommendation to the full Board on whether to accept the director's offer to resign.

Retirement Age

Non-management directors may not stand for re-election to the Board after they reach the age of 75, unless the Board determines that it is in the best interests of the Company and its shareholders to extend the director's service for an additional period of time. It is expected that a director who also is an employee of the Company will not be a candidate for re-election following termination of regular full-time employment.

Service on Other Boards and Audit Committees

The Board expects that directors will limit the number of other boards on which they serve so as not to interfere with their service as a director of the Company.

Ordinarily, directors may not serve on the boards of more than four public companies, including the Company's Board. Directors who are chief executive officers of public companies may not serve on the boards of more than two public companies, including the Company's Board. Service on the boards of subsidiary companies with no publicly traded stock (or that issue only debt), nonprofit organizations and private companies is not included in this calculation. Moreover, if a director sits on several mutual fund boards within the same fund family, it will count as one board for purposes of this calculation.

In the event that a director wishes to join the board of another company, the director will advise the Chairman of the Board of his or her intention in advance. The Chairman of the Board will then consult with the ESG Committee regarding whether the new commitment will allow the director to continue to fulfill his or her obligations to the Company.

Members of the Audit Committee may not serve on the audit committees of more than three public companies, including the Company, unless the Board determines that such simultaneous service does not impair the efficacy of Board service.

Election of Directors

Until the annual meeting of shareholders in 2025, the Board will be divided into three classes, as nearly equal in number as possible, and approximately one-third of the Board will stand for election each year. Starting with the 2025 annual meeting of shareholders, directors will stand for election annually to serve one-year terms.

Majority Voting; Director Resignation Policy

The Company has adopted majority voting in the uncontested election of directors and plurality voting in contested elections. In uncontested elections, directors are elected by a majority of the votes cast, which means that the number of shares voted “for” a director must exceed the number of shares voted “against” that director. Any director who is not elected by a majority of the votes cast will tender his or her resignation to the ESG Committee promptly following certification of the shareholder vote for consideration by the ESG Committee and the Board in accordance with the following procedures.

The ESG Committee will promptly consider the resignation offer and recommend to the Board the action to be taken with respect to the resignation offer. The recommendation of the ESG Committee may be, among other things, to: (a) accept the resignation offer; (b) reject the resignation offer but address what the ESG Committee believes to be the underlying reasons for the failure of the incumbent director to be re-elected; or (c) reject the resignation offer. If the ESG Committee recommends that the Board accept the tendered resignation offer, the ESG Committee will also recommend to the Board whether to fill the vacancy resulting from the resignation or to reduce the size of the Board.

In considering a tendered resignation offer, the ESG Committee is authorized to consider all factors it deems relevant to the best interest of the Company, including: (a) what the ESG Committee believes to be the underlying reasons for the failure of the incumbent director to be re-elected, including whether these reasons relate to the incumbent director’s performance as a director, whether these reasons relate to the Company or another company, and whether these reasons are curable and alternatives for effecting any cure; (b) the tenure and qualifications of the incumbent director; (c) the incumbent director’s past and expected future contributions to the Company; (d) the other corporate governance policies and practices of the Board; and (e) the overall composition of the Board, including whether accepting the resignation offer would cause the Company to fail to meet any applicable requirements of the Securities and Exchange Commission, the NYSE or any other regulatory or self-regulatory requirements.

The Board will act on the recommendation of the ESG Committee no later than 90 days following certification of the shareholder vote for the shareholders’ meeting at which the incumbent director was not re-elected. In considering the ESG Committee’s recommendation, the Board is authorized to consider the information and factors considered by the ESG Committee and any additional information and factors as the Board deems relevant to the best interests of the Company. Following the Board’s decision, the Company will promptly file a current report on Form 8-K or issue a press release describing the Board’s decision and providing an explanation of the process by which the decision was reached and, if applicable, the reasons for rejecting the resignation offer.

Any incumbent director who tenders a resignation offer pursuant to this policy in connection with an election of directors will not participate in the ESG Committee's or the Board's consideration of his or her tendered resignation offer or, except as provided below, in the consideration of any other resignation offer tendered pursuant to this policy in connection with that election of directors; provided that any incumbent director may provide to the ESG Committee and/or the Board any information or a statement he or she deems relevant to the ESG Committee's and/or the Board's consideration of his or her tendered resignation offer.

In the event that a majority of the members of the ESG Committee are required to tender their resignation offer pursuant to this policy in connection with an election of directors, then, if the number of independent directors who are not required to tender their resignation offer in connection with an election of directors is three or greater, the Board shall appoint a committee, which shall be comprised of those independent directors selected by the independent directors from amongst themselves, for the purpose of considering the tendered resignation offers in accordance with the factors described above, and that committee will make the recommendation contemplated to be made by the ESG Committee to the Board under this policy.

Notwithstanding the foregoing, in the event that the number of independent directors who are not required to tender a resignation offer pursuant to this policy in connection with an election of directors is less than three, a committee comprised of all independent directors, which will be appointed by the Board, will consider and act upon the tendered resignation offers in accordance with the factors described above; provided that each independent director required to tender his or her resignation offer pursuant to this policy will recuse himself or herself from consideration of his or her resignation offer.

This policy will be summarized or included in each proxy statement relating to election of directors of the Company.

2. FUNCTIONING OF THE BOARD

Agendas

The Chairman of the Board establishes the agenda for each Board meeting. Agenda items that fall within the scope of responsibilities of a Board committee are reviewed with the chair of that committee. Directors are encouraged to suggest the inclusion of items on the agenda. Directors are also free to raise subjects at a Board meeting that are not on the agenda for that meeting.

Distribution and Review of Board Materials

Board materials related to agenda items are provided to directors sufficiently in advance of Board meetings to allow directors to review and prepare for discussion of the items at the meeting. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting.

Meetings

The Board holds regularly scheduled meetings throughout the year and holds additional meetings as necessary to carry out its responsibilities. Directors are expected to attend Board meetings and meetings of the Board committees on which they serve.

Chairmanship of Board Meetings

In the absence of the Chairman of the Board, the Chair of the ESG Committee or, in his or her absence, the Chair of the Audit Committee or, in his or her absence, another director chosen by the Board of Directors will preside at all meetings of the Board of Directors.

Executive Sessions

The non-management or independent directors meet in executive session without management present at least quarterly. If the non-management directors include directors who are not independent, the independent directors meet in executive session at least annually. The Chairman of the Board presides at executive sessions. In addition, the Board meets regularly with the CEO.

Strategic Planning

The Board reviews the Company's long-term strategic plan at least annually and monitors implementation of the strategic plan throughout the year.

Confidentiality

Directors must protect and hold confidential all non-public information that comes to them, from whatever source, in their capacity as a director of the Company, unless disclosure is authorized or required by law. Proceedings and deliberations of the Board and its committees are confidential.

Attendance at Annual Meeting of Shareholders

Directors are expected to attend the annual meeting of shareholders.

3. STRUCTURE AND FUNCTIONING OF COMMITTEES

Number, Structure and Independence of Committees

The Board has three standing committees: Audit, ESG, and Talent.

The Audit, ESG, and Talent Committees consist solely of independent directors. In addition, directors who serve on the Audit Committee and the Talent Committee must meet additional, heightened independence criteria applicable to directors serving on these committees under NYSE listing standards.

The Board may also establish and maintain other committees from time to time as it deems necessary and appropriate.

It is the Board's philosophy that matters of significance should be considered and, where appropriate, acted on by the full Board. The Board's committees should function to perform the duties reserved to them by statute, regulation or charter, and to identify and focus issues for discussion by the full Board.

Assignment of Committee Members and Chairs

The ESG Committee considers and makes recommendations to the Board regarding the composition of the Board's committees in consultation with the Chairman of the Board. Committee members and chairs are recommended to the Board by the ESG Committee and appointed by the full Board.

Committee assignments should reflect the expertise and interests of Board members, with the goal of ensuring that committee members have the requisite background and expertise to participate fully on the committees on which they serve. There is no mandatory rotation of Board members among committees. The chair of each committee generally serves for a three-year term, or until his or her resignation or removal as the chair of the committee or a director. A committee chair may serve more than one term, either sequentially or over time, as determined by the Board.

Responsibilities

Each standing committee operates under a written charter that sets forth the purposes and responsibilities of the committee as well as qualifications for committee membership. Each standing committee assesses the adequacy of its charter annually and recommends changes to the Board as appropriate. All committees report regularly to the full Board with respect to their activities.

Meetings and Agendas

The chair of each committee determines the frequency, length and agenda of the committee's meetings. Materials related to agenda items are provided to committee members sufficiently in advance of meetings to allow the members to review and prepare for discussion of the items at the meeting.

4. DIRECTOR ACCESS TO MANAGEMENT AND ADVISERS

At the invitation of the Board, members of senior management may attend Board meetings or portions of meetings for the purpose of presenting matters to the Board and participating in discussions. Directors also have full access to members of the Company's management, subject to reasonable efforts to avoid disruption to the Company's business and operations.

The Board has the authority to retain such outside counsel, experts and other advisers as it determines appropriate to assist it in the performance of its functions. Each of the Audit, ESG, and Talent Committees has similar authority to retain outside advisers as it determines appropriate to assist it in the performance of its functions.

5. DIRECTOR COMPENSATION

The Talent Committee regularly reviews the compensation that is provided to directors of the Company and makes recommendations to the Board regarding any appropriate modifications. The Talent Committee has the authority to engage consultants and experts as it determines appropriate to assist with this process. Compensation provided to directors should remunerate the directors fairly for their service to the Board. It should also support the Company's goal of attracting and retaining the most qualified persons to the Board. Directors' compensation should include stock-based components to align the interests of the directors with those of the shareholders of the Company. The Board has determined that the Company's compensation goals are met by a compensation package that includes retainer arrangements and deferred compensation opportunities.

As with all independent directors of the Company, directors who serve on the Audit Committee may not be paid remuneration by the Company other than the compensation provided to all directors of the Company that serve on the Audit Committee. Directors who are current employees of the Company do not receive any additional compensation for their services as directors.

6. STOCK OWNERSHIP GUIDELINES

In order to align the interests of directors with the long-term interests of the Company's shareholders, the Board has adopted stock ownership guidelines. On joining the Board, each director must own at least one share of stock, with a target common stock ownership level equal to five times the annual cash retainer to be achieved by each director within five years of joining the Board or as soon thereafter as practicable. Shares held in the Organon Common Stock account under the Plan for Deferred Payment of Directors' Compensation will be included in the target goal. Upon the request of a director, the ESG Committee will consider if modification of the target ownership level is appropriate in view of a director's personal circumstances.

7. SUCCESSION PLANNING

The Talent Committee is responsible for oversight of succession planning for certain senior management positions. At least annually, the Talent Committee reviews with the Board succession planning and management development, including recommendations and evaluations of potential successors to fill the CEO and other senior management positions. The succession planning process includes consideration of both ordinary course succession, in the event of planned promotions and retirements, and planning for situations where the CEO or another member of senior management unexpectedly becomes unable to perform the duties of his or her position.

8. FORMAL EVALUATION OF THE CEO

The Talent Committee is responsible for setting annual and long-term performance goals for the CEO, evaluating the CEO's performance against those goals, and recommending the CEO's compensation to the independent directors for approval. Both the goals and the evaluation are submitted for consideration by the independent directors meeting in executive session. The results of the evaluation are shared with the CEO and used by the Talent Committee in considering the CEO's compensation, which is approved by the independent directors meeting in executive session.

9. DIRECTOR ORIENTATION AND CONTINUING EDUCATION

The ESG Committee oversees the education and acculturation of new directors through an orientation program developed by management that: (a) exposes new directors to the Company's business and strategies, finances, risk management processes, compliance program and governance practices; (b) allows for formal and informal interaction with members of management; and (c) facilitates the building of relationships with other Board members. The ESG Committee and management will periodically identify and communicate external and internal training and educational opportunities for directors in areas of importance to the Company.

10. BOARD, COMMITTEE AND DIRECTOR PERFORMANCE EVALUATIONS

The Board conducts an annual self-evaluation to assess its performance and the performance of individual directors. The Audit, ESG, and Talent Committees conduct annual self-evaluations to assess their performance. In the event it is believed that an individual director is not making meaningful contributions to the overall effectiveness of the Board, the Chairman of the Board, or another Board member, should raise the matter with the ESG Committee, which will then seek the views of the other Board members and, if appropriate, make a recommendation to the full Board regarding the future role of the director in question.

The ESG Committee is responsible for developing, administering and overseeing processes for conducting evaluations.

11. SHAREHOLDER ENGAGEMENT

To enable the Company to speak with a single voice, as a general matter, senior management serves as the primary spokesperson for the Company and is responsible for communicating with various constituencies, including shareholders, on behalf of the Company. Directors may participate in discussions with shareholders and other constituencies on issues where Board-level involvement is appropriate. In addition, the Board oversees the Company's shareholder engagement efforts, with assistance from the ESG Committee and the Talent Committee, which oversee shareholder engagement on the subjects within their respective charters.

12. CONFLICTS OF INTEREST AND RELATED PERSON TRANSACTIONS.

The Company has a Conflicts of Interest Policy and a Related Person Transactions Policy administered by the Company's Audit Committee, which must review and approve "related person transactions" as defined in applicable SEC rules to include transactions involving directors, executive officers, and five percent and greater shareholders. In addition, the Company has a Code of Conduct that is applicable to all employees and directors.