

**ORGANON & CO.  
PORTFOLIO DEVELOPMENT COMMITTEE CHARTER**

**Effective Date: April 16, 2024**

1. Purpose.

The purpose of the Portfolio Development Committee (the “PDC Committee”) of the Board of Directors (the “Board”) of Organon & Co. (the “Company”) is to assist and provide advice or recommendations to the Board in fulfilling its oversight responsibilities on the strategic direction of, and investment in, science, research and development (“R&D”), business development and such other matters as are set out in this charter or as may otherwise be assigned to the PDC Committee by the Board.

2. Qualifications.

The Board appoints a PDC Committee of at least three members, consisting entirely of independent directors, and designates one member as chair. Members of the PDC Committee are appointed annually by the Board upon the recommendation of the Environmental, Social and Governance 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 PDC Committee must have an understanding of and interest in matters pertaining to corporate and external innovation in the life science/healthcare industry, derived from membership on boards of public companies or relevant training or education. At least one PDC Committee member shall, in the judgment of the Board, have scientific expertise relevant to biopharmaceutical or related research and development.

3. Duties and Responsibilities.

In carrying out its responsibilities, the PDC Committee shall:

- (a) Advise the Board on the strategic, scientific, and R&D aspects of the Company’s business development activities.
- (b) Evaluate and discuss emerging trends related to areas of therapeutic interest aligned to the Company’s business development strategy.
- (c) Advise the Board on the Company’s strategic direction and progress of its pipeline advancement and investment in R&D.
- (d) Review the overall scientific and R&D aspects of the Company and report to the Board regarding such review to help facilitate the Board’s oversight of the Company’s strategic goals.
- (e) Annually evaluate the performance of the PDC Committee and assess the adequacy of the PDC Committee’s charter.
- (f) Be responsible for any other matter expressly delegated to the PDC Committee by the Board from time to time.

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

4. Meetings. The PDC Committee shall meet at least twice per year, at such times and places as the Committee Chair or the Committee determines. Meetings may be called by the chair of the PDC Committee or upon the vote of a majority of the Board. The chair of the PDC Committee or, if not present, the Chairman of the Board (if a member of the PDC Committee and present, or, otherwise, another independent director designated by the majority of the members of the PDC Committee who are present), will preside at all meetings of the PDC Committee. The majority of the members of the PDC Committee constitutes a quorum. The PDC Committee also may act by unanimous written consent in lieu of a meeting.

5. Subcommittees. The PDC Committee may delegate its duties and responsibilities to one or more subcommittees as it determines appropriate, so long as such subcommittee is solely comprised of one or more members of the PDC Committee, and such delegation is not otherwise inconsistent with law and applicable rules and regulations of the Securities and Exchange Commission and the NYSE. Actions taken by any subcommittee shall be presented to the full PDC Committee at the next PDC Committee meeting.