

Investor Relations FAQs on Organon & Co.

As of 9/18/2020

1. What type of company is Organon & Co.?

Organon & Co. will be focused on pursuing global leadership and sustainable growth in Women's Health, and expects to realize the full potential of trusted legacy brands and a fast-growing biosimilars business through an appropriately resourced and focused business model.

2. When is the spin-off of Organon & Co. expected to be completed?

Merck continues to expect the spinoff to be completed in the first half of 2021, subject to market and certain other conditions, and most likely in the second quarter.

3. As a Merck shareholder, what am I getting in this transaction?

Merck will transfer net assets related to Organon & Co. to the new-formed subsidiary in exchange for 100% of Organon & Co.'s common stock. The transaction is intended to take the form of a tax-free distribution to Merck U.S. shareholders of shares in Organon & Co. The expected stock distribution ratio will be determined at a future date. Shares held in Merck will be unaffected, but will be supplemented by additional shares in Organon & Co.

Merck expects to receive a special dividend from Organon & Co. of \$8 to \$9 billion prior to the spinoff, to be used for value-creating business development or share repurchases.

4. What products will be included in Organon & Co.?

Of the products currently listed in Merck's Financial Highlights Package, the following products will be included in Organon & Co.:

- Cardiovascular – Zetia, Vytorin, Atozet,
- Women's Health – NuvaRing, Nexplanon
- Diversified Brands – Singulair, Cozaar/Hyzaar, Nasonex, Arcoxia, Follistim

The rest of the products included in Organon & Co. are reported within the "Other Pharmaceutical" line in Merck's product sales disclosures. This line includes all biosimilars sales, which were \$250M in 2019, as well as sales of Rosuzet (Cardiovascular), which were \$120M in 2019.

Also note that "Other Pharmaceutical" includes a mix of products that are not reported, but that fall within Merck's key growth pillars, such as Vixelis, Temodar, Tice BCG, and will stay at Merck, and trusted legacy products no longer reported, such as Zocor, which are included in Organon & Co.

A more complete listing of the products included in Organon & Co. can be found below.

5. When will the rest of the management team and board be announced?

Subsequent to the announcement of the spinoff in February, Merck announced the following external appointments to the Organon & Co. management team:

- Matthew Walsh as Chief Financial Officer
- Rachel Stahler as Chief Information Officer
- Deborah H. Telman as General Counsel

The Company will continue to announce additions to the management team and board of Organon & Co. as it progresses towards transaction closing. Merck is actively looking for the right candidates internally and externally, with the goal of ensuring that Organon & Co. has the best leadership team in place to realize the full potential of the opportunity that exists within its portfolio.

6. When can I expect more information?

Further details will be provided, including on the timing on the Form 10 filing and the anticipated Organon & Co. debt offering and roadshow timing, as Merck progresses towards transaction completion.

Organon Product List

Women's Health (WH)

Women's Health

Contraception

Nexplanon/Implanon

Nuvaring

Mercilon/Mircette

Marvelon/Desogen

Cerazette

Lynestrenol

Implanon Training Applicator

Desogestrel and Ethinyl estradiol

Ethinyl estradiol and Desogestrel Bulk

Fertility

Follistim/Puregon

Orgalutran/Ganirelix

Elonva

Pregnyl

Humegon

Other WH Products

Fosamax

Livial

Prometrium

Duavive

Estradiol

Pregcolor Pregnancy Test

Legacy brands

Cardiovascular

Zetia/Ezetrol

Vytorin/Inegy

Atozet

Cozaar/Hyzaar

Rosuzet

Zocor

Renitec/Co-Renitec

Olmotec/Sevikar

Lixiana

Bepricor

Hydrochlorothiazide

Respiratory

Singulair

Nasonex

Dulera

Asmanex

Clarinet/Aerius

Celestone Other

Loratadine Montelukast (LMC)

Pain

Arcoxia

Diprosan

Celestone/Diprolene

Betamethasone

Meticorten

Dermatology

Propecia

Diprosone

Elocon

QuadriDerm

Valisone

Lotrisone

Garamycin

Emolene

CNS

Remeron

Sinemet

Maxalt

Saphris/Sycrest

Mianserin/Tolvon

Reslin

Taloxa

Other

Proscar (Men'sHealth)

Cotazym (GI)

Biosimilars

Biosimilars

Renflexis

Ontruzant

Brenzys

Sb8 Bevacizumab Biosimilar

Sb5 Adalimumab Biosimilar

Other Biosimilar Products

Products in **bold** are those currently disclosed in Merck's Financial Highlights Package. All other product revenues are included in the "Other Pharmaceutical" line.

Forward-Looking Statement of Merck & Co., Inc., Kenilworth, N.J., USA

This FAQ of Merck & Co., Inc., Kenilworth, N.J., USA (the “company”) includes “forward-looking statements” within the meaning of the safe harbor provisions of the U.S. Private Securities Litigation Reform Act of 1995. These statements are based upon the current beliefs and expectations of the company’s management and are subject to significant risks and uncertainties. If underlying assumptions prove inaccurate or risks or uncertainties materialize, actual results may differ materially from those set forth in the forward-looking statements.

Risks and uncertainties include but are not limited to, general industry conditions and competition; general economic factors, including interest rate and currency exchange rate fluctuations; the impact of the recent global outbreak of novel coronavirus disease (COVID-19); the impact of pharmaceutical industry regulation and health care legislation in the United States and internationally; global trends toward health care cost containment; technological advances, new products and patents attained by competitors; challenges inherent in new product development, including obtaining regulatory approval; the company’s ability to accurately predict future market conditions; manufacturing difficulties or delays; financial instability of international economies and sovereign risk; dependence on the effectiveness of the company’s patents and other protections for innovative products; and the exposure to litigation, including patent litigation, and/or regulatory actions.

The company undertakes no obligation to publicly update any forward-looking statement, whether as a result of new information, future events or otherwise. Additional factors that could cause results to differ materially from those described in the forward-looking statements can be found in the company’s 2019 Annual Report on Form 10-K and the company’s other filings with the Securities and Exchange Commission (SEC) available at the SEC’s Internet site (www.sec.gov).