

Solventum Corporation Board of Directors
Talent Committee Charter
(Effective as of December 19, 2024)

- A. Purpose: The purpose of the Talent Committee (the “Committee”) of the Board of Directors (the “Board”) of Solventum Corporation (the “Company”) is to (1) review the Company’s compensation practices and policies, (2) review and recommend goals and objectives relevant to CEO compensation, lead the Board’s evaluation of the CEO’s performance in light of those goals and objectives, and annually review and approve (subject to ratification by the independent directors of the Board) the compensation for the CEO based on the Committee’s evaluation, (3) annually review and approve the compensation for the other executive officers subject to Section 16 of the Securities Exchange Act of 1934, as amended (“Executive Officers”), (4) consult with the CEO on and approve organizational design for Executive Officers, (5) consult with the CEO on organizational design for non-executive officer leadership team members (“Other Leadership Team Members”) and review appointments made by the CEO of Other Leadership Team Members, including as to compensation and performance goals, (6) review and approve (subject to ratification by the Board) changes in director compensation, (7) annually review and discuss with management of the Company the Compensation Discussion and Analysis prepared in accordance with the Securities and Exchange Commission’s disclosure rules for executive compensation, (8) furnish a report for inclusion in the Company’s proxy statement, (9) oversee the administration of the Company’s stock and incentive compensation programs, (10) review strategy and outcomes related to human capital management, (11) periodically review the succession planning process for the CEO, Executive Officers and Other Leadership Team Members, and (12) otherwise carry out the duties and responsibilities set forth in this Charter and any other responsibilities or duties that the Board may assign to the Committee from time to time.
- B. Membership: The Committee’s membership is determined by the Board and consists of at least three directors. The Board shall appoint one member of the Committee as Chair (the “Committee Chair”). Each member of the Committee shall meet the independence requirements of the listing standards of the New York Stock Exchange (taking into account the additional independence standards for compensation committee members under the rules of the New York Stock Exchange). At least two members of the Committee shall also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- C. Authority and Responsibilities:
1. Compensation Practices and Policies. The Committee shall have the authority and responsibility to:
 - a. Review Executive Officer compensation practices and policies of the Company to ensure that they provide appropriate motivation for corporate performance and are aligned to increasing shareholder value.

- b. Approve the adoption, amendment or termination of equity compensation programs to the extent such actions do not require shareholder approval, including an equity grant policy, if any.
- c. Approve the adoption, amendment and termination of incentive compensation and deferred compensation programs for employees of the Company.
- d. Make recommendations to the Board regarding the adoption, amendment or termination of equity compensation programs to the extent such actions require shareholder approval.
- e. Oversee the administration of the Company's stock and incentive compensation programs, including reviewing and approving the timing of awards of options, stock appreciation rights and other option-like awards to Executive Officers.
- f. Oversee the administration of the Company's deferred compensation plans and programs for its Executive Officers and nonemployee directors, and either approve or recommend for the approval of the Board amendments to such plans and programs.
- g. Review and make recommendations to the Board concerning any amendment to a retirement benefit plan that would require Board approval.
- h. Annually review a risk assessment of the Company's compensation policies and practices for its employees.
- i. Periodically consult with the CEO on and approve organizational design for and appointment of Executive Officers. The Committee shall coordinate with the Governance Committee on the appointment of any Executive Officers.
- j. Periodically consult with the CEO on organizational design for Other Leadership Team Members.
- k. Receive information from the CEO regarding appointments made by the CEO of Other Leadership Team Members, including as to compensation and performance goals.
- l. Periodically review and discuss with management matters relating to human capital management.
- m. Administer the Company's Recoupment Policy, including to interpret and make all determinations applicable to Executive Officers covered under the Recoupment Policy.

2. Executive Officer Compensation. The Committee shall have the authority and responsibility to:
 - a. Maintain and update a group of peer companies with whom the Committee compares the Company's executive compensation and compensation practices, and periodically survey the executive compensation levels and practices of the companies in this group of peer companies and other large companies.
 - b. Annually review and approve, for the Executive Officers of the Company (other than the CEO), (i) the annual base salary, (ii) annual incentive compensation, and (iii) awards under the Company's long-term incentive compensation plans.
 - c. Approve for the Executive Officers of the Company (other than the CEO) any employment agreements, severance arrangements, change-in-control arrangements and special or supplemental benefits.
 - d. Establish and certify the satisfaction of performance goals for performance-based short-term and long-term incentive compensation.
 - e. Review and approve any perquisites and benefit policies or programs available to the Company's Executive Officers except to the extent the benefit policies or programs apply to employees of the Company generally.
 - f. Review shareholder proposals relating to executive compensation matters and recommend to the Board the Company's response to such proposals.
 - g. Approve the adoption and amendment of Company guidelines covering ownership of Company stock by Executive Officers and annually review compliance with these guidelines.
3. CEO Compensation. The Committee shall have the authority and responsibility to:
 - a. Review and recommend to the Board annual performance goals and objectives for the CEO.
 - b. Lead through the Committee Chair a discussion of the CEO's performance against such goals and objectives with the independent directors of the Board. The Chairman of the Board shall communicate the Board's evaluation to the CEO.
 - c. Annually review and approve (based on this evaluation), subject to ratification by the independent directors of the Board, (i) the CEO's annual base salary, (ii) the CEO's annual incentive target award and earned compensation, and (iii) awards to the CEO under the Company's

long-term incentive compensation plans. In determining the long-term incentive component of CEO compensation, the Committee will consider the Company's performance, the value of similar incentive awards to CEOs at the Company's executive compensation peer companies and other large companies, and the awards given to the CEO in past years.

- d. Approve, subject to ratification by the independent directors of the Board, any CEO employment agreements, severance arrangements, change-in-control arrangements and special or supplemental benefits.

4. Director Compensation.

- a. Periodically review and recommend to the Board changes in director compensation.
- b. Approve the adoption and amendment of Company guidelines covering ownership of Company stock by directors and annually review compliance with these guidelines.

5. Succession Planning. The Committee shall have the authority and responsibility to periodically review the succession planning process for the CEO, Executive Officers and Other Leadership Team Members. The Governance Committee shall make recommendations to the Board with respect to the selection of individuals to occupy Executive Officer Positions.

6. Meetings, Reports, Charter Review and Performance Evaluation. The Committee shall have the authority and responsibility to:

- a. Hold regular meetings of the Committee, reporting significant matters arising from such meetings to the Board. A majority of the members shall constitute a quorum. A majority of the members present shall decide any matter brought before the Committee. The Committee Chair shall preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.
- b. Review and discuss with management of the Company the Compensation Discussion and Analysis prepared in accordance with the Securities and Exchange Commission's disclosure rules for executive compensation and furnish a report for inclusion in the Company's annual proxy statement.
- c. Review and discuss with management of the Company the say-on-pay resolution(s) and related disclosures prepared for inclusion in the Company's annual proxy statement, review the results of say-on-pay votes and, if appropriate, consider these results in connection with the determination of executive compensation and incentive compensation.

- d. Review and reassess the adequacy of this Charter at least annually and submit any changes to the Board for approval.
 - e. Conduct an annual performance evaluation of the Committee.
- D. Delegation of Authority: The Committee shall have the authority to delegate its authority to a subcommittee composed solely of one or more members of the Committee as the Committee may deem appropriate, to the extent permitted by applicable law, New York Stock Exchange rules, the Company's bylaws, and applicable resolutions of the Board.
- E. Outside Advisors: The Committee shall have the authority to retain such compensation consultants, outside counsel and other advisors as the Committee may deem appropriate in its sole discretion; provided, however, that the Committee shall consider the independence factors set forth in the listing standards of the New York Stock Exchange when retaining such consultants, outside counsel and other advisors. The Committee shall have sole authority to approve related fees and retention terms.