

Medline Inc.

Corporate Governance Guidelines

Effective as of December 16, 2025

1. Role of the Board and Management.

The role of the Board of Directors (the “**Board**”) of Medline Inc. (“**Medline**” or the “**Company**”) is to represent the interests of the Company’s stockholders and foster the Company’s long-term success, consistent with the Board’s fiduciary duty to Medline and its stockholders. Each director is expected to exercise their good-faith business judgment with respect to Medline’s best interests.

The Board establishes corporate policies, sets strategic direction, and oversees the management of the Company and its business. In addition, the Board advises on and, when appropriate, approves extraordinary actions undertaken by the Company, including those that would make a significant change in the financial structure or control of the Company, the acquisition or disposition of any significant business, or the entry of the Company into a major new line of business.

The Company’s business and day-to-day operations are conducted by its officers and other employees, under the direction of the Chief Executive Officer (“**CEO**”) and the oversight of the Board. Both the Board and management recognize that the long-term interests of stockholders are advanced by responsibly addressing the interests of other stakeholders including customers, suppliers, employees, government agencies, the communities in which the Company operates, and the public at large.

These Guidelines should be interpreted in the context of, and are subject to, all applicable laws, the Company’s Certificate of Incorporation (the “**Certificate**”) and Bylaws (the “**Bylaws**”), and any director nomination agreement or other similar agreement to which the Company is a party (each as amended, restated, and in effect).

2. Board Composition.

2.1 **Size.** The Board is responsible for nominating members for election to the Board and for filling vacancies on the Board that may occur between annual meetings of stockholders. The Nominating and Corporate Governance Committee (the “**Governance Committee**”) reviews and makes recommendations to the Board concerning the appropriate size and composition of the Board and recommends candidates for Board membership. In evaluating candidates, the Governance Committee assesses each candidate’s independence, skills, experience, and expertise. The Board believes that the quality of the directors and the overall balance of the Board are more important to the Board’s proper functioning than the number of directors.

2.2 Independence.

2.2.1 **Director Independence.** The Board will consist of a majority of members who meet the independence requirements of the Nasdaq Stock Market (“**Nasdaq**”), as determined by the Board. At least annually, the Governance Committee will review all relevant information and make recommendations to the Board concerning the independence of the directors. Based upon those recommendations, the Board will

make an affirmative determination as to the independence of each director and may consider, as appropriate, other independence factors in addition to those required by Nasdaq.

2.2.2 **Management Directors.** From time to time, the Board may determine that it is appropriate to nominate members of management to the Board, including the CEO. Management directors will offer to resign from the Board upon their resignation, removal, or retirement as an employee of the Company.

2.3 **Annual Election of Directors.** Medline stockholders elect all directors annually at the Annual Meeting of Stockholders (“**Annual Meeting**”). The Board, on the recommendation of the Governance Committee, nominates a slate of directors for election.

Subject to the Company’s Certificate, all elections of directors will be determined by a plurality of the votes cast in respect of the shares present in person or represented by proxy at the meeting and entitled to vote on the election of directors.

Following certification of the election results, any incumbent director nominated for re-election who is not re-elected in accordance with Section 2.06 of the Bylaws is expected to tender their resignation to the Governance Committee for its consideration and subject to the Board’s acceptance. The Governance Committee will make a recommendation to the Board as to whether to accept the resignation offer. The Board will consider the Governance Committee’s recommendation and all other factors it deems relevant to Medline’s best interests, decide whether to accept the resignation, and publicly disclose its decision and rationale within 90 days after certification of the election results.

Any director who tenders their resignation pursuant to this provision will not participate in the Governance Committee’s recommendation or the Board’s deliberation or decision regarding whether to accept the director’s resignation offer. However, if each member of the Governance Committee fails to receive a sufficient vote for re-election, then the independent directors who did receive a sufficient vote will appoint a committee of such independent directors to consider the other directors’ resignation offers and recommend to the Board whether to accept them. However, if three or fewer independent directors receive a sufficient vote for re-election, then all independent directors, excluding the director whose particular resignation is being considered, may participate in the action regarding whether to accept the resignation offer. If a resignation offer is accepted or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board, at its sole discretion, may fill the resulting vacancy pursuant to Section 3.05 of the Bylaws or decrease the size of the Board. The Board may select directors to fill vacancies in existing or new director positions. Such directors will serve until the next annual meeting when they will be submitted to the stockholders for election to the Board.

Stockholders may recommend candidates for the Governance Committee’s consideration by submitting their recommendations in writing to the Corporate Secretary at Medline Inc., Three Lakes Drive, Northfield, Illinois 60093. The Governance Committee will evaluate candidates recommended by stockholders in the same manner as other candidates. The Bylaws set forth the procedures for a stockholder to nominate directors for election at an

Annual Meeting. A summary of these procedures is included in Medline's annual Proxy Statement.

- 2.4 **Membership Criteria.** The Governance Committee works with the Board to determine the appropriate mix of characteristics, skills, and experience for the Board as a whole and for individual directors. In evaluating the suitability of individuals for Board membership, the Governance Committee takes into account many factors, including the individual's ability to meet applicable independence requirements; understanding of Medline's business, including the market and industry factors relevant to a large, publicly traded company; professional or special expertise and educational background; character, integrity, and judgment; and other factors that promote a variety of views and experiences. The Governance Committee evaluates each individual in the context of the Board as a whole, with the objective of recruiting and recommending a slate of directors that can best perpetuate Medline's success and represent stockholder interests through the exercise of sound judgment. In determining whether to recommend a director for re-nomination, the Governance Committee also considers the director's attendance at, participation in, and contributions to Board and committee meetings. At all times, directors must abide by the Company's Code of Conduct and Ethics and Conflicts of Interest Policy.
- 2.5 **Directors Who Change Their Present Job Responsibility.** Any director who retires from or materially changes their present job responsibility is expected to notify the Governance Committee and offer to tender their resignation for its consideration and subject to the Board's acceptance. The Governance Committee will review the appropriateness of such director's continued service under the circumstances, including an evaluation of the ability of such director to fully meet the responsibilities of a director.
- 2.6 **Board Leadership.** The Board will annually evaluate its leadership structure taking into consideration the Company's best interests and particular circumstances at the time of its review; the current composition of the Board, including the tenure and skill sets of the individual directors and the Board as a whole and results of annual self-evaluations; voting results for directors in recent elections by stockholders; the Company's long-term strategic needs, operating and financial performance, and industry conditions; economic and regulatory developments; trends in governance; the advantages and disadvantages of alternative leadership structures; and such other factors as the Board may deem relevant.
- 2.6.1 **Chairperson of the Board.** The Board will appoint the Chairperson, who presides at all meetings of the Board.
- 2.6.2 **Lead Director.** In the event the Chairperson is also an officer or employee of the Company, or for any reason is not an independent director, the independent directors may appoint an independent director to serve as Lead Director.

The duties and responsibilities of the independent Lead Director, if one is appointed, include: (a) presiding at the meetings of the Board at which the Chairperson is not present, including sessions of the independent directors; (b) having the authority to call meetings (including executive sessions of the independent directors); (c) reviewing and approving Board meeting agendas and schedules to ensure sufficient time for discussion of all agenda items; (d) reviewing

and approving information sent to the Board; (e) serving as a Board representative for consultation and direct communication with major stockholders, as appropriate; (f) acting as a liaison between the independent directors and the CEO as well as the independent directors and the Chairperson; (g) providing oversight of CEO and Chairperson succession planning; (h) monitoring and evaluating, along with the Compensation Committee (the “**Compensation Committee**”) and the other independent directors, the performance of the CEO; and (i) performing such other duties as the Board or independent directors may from time to time request.

- 2.7 **Appointments**. At least annually, the Board appoints the Chairperson, Board committee members and chairpersons, as well as Medline’s executive officers (as defined in Rule 3b-7 under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”) and officers (as defined under Rule 16a-1 under the Exchange Act). If the independent directors appoint an independent director to serve as Lead Director, the appointment is for a three-year term, ratified annually. The Governance Committee nominates a candidate for the Lead Independent Director from among the independent directors, and the affirmative vote of a majority of the independent directors is required for appointment.
- 2.8 **Strategic Plan Review**. The Board devotes its time as necessary and appropriate to review Medline’s strategic plan.
- 2.9 **Evaluations**. Periodically, each director will participate in a performance evaluation of the Board and the committees on which such director serves. The purpose of such evaluation is to determine whether the Board and its committees are functioning effectively.

3. **Board Policies**.

- 3.1 **Limitations on Other Board Service**. Non-executive directors will not serve on the boards of more than three public companies in addition to the Medline Board unless approved by the Board. Executive directors and directors who are chief executive officers of public companies will not serve on the boards of more than one public company in addition to the Medline Board. Directors shall not serve as a director of another company if that service would interfere with the director’s ability to properly discharge the responsibilities of a Medline director. Directors should consult with the Lead Independent Director (if any), Chairperson of the Governance Committee, and Corporate Secretary before accepting the offer of another public company directorship or a request to serve as a member of the audit committee of any other public company. The Governance Committee and the Board take into account the nature and extent of the director’s other commitments when determining whether it is appropriate to nominate a director for reelection. Service on boards and committees of other organizations should be consistent with Medline’s Conflict of Interest Policy. If a member of Medline’s Audit Committee serves on more than three public company audit committees, the Board will determine whether such simultaneous service impairs the director’s ability to serve effectively on Medline’s Audit Committee.
- 3.2 **No Limitations on Terms**. The Board does not believe that it should establish term limits for its members because they would deprive the Board of valuable continuity as well as experience and knowledge provided by those directors who have developed increasing

insight into Medline's operations over a period of time. The Board believes it can continue to evolve and consider new viewpoints through its evaluation and nomination processes.

- 3.3 **Director Orientation and Education.** Medline will provide an orientation process for new directors as soon as reasonably practicable after the meeting at which a new director is elected. The Board encourages directors to participate in continuing education programs to assist them in performing their responsibilities. Directors are also encouraged to meet Medline employees and visit Medline facilities throughout their tenure.
- 3.4 **Director Communications with Third Parties.** The Board believes that management (usually the CEO or the Chief Financial Officer) should speak for Medline, including all communications with stockholders, analysts, the press, media, and other constituencies. From time to time, as part of our commitment to stockholder engagement and at the request of management, independent directors may participate (typically, alongside management) in meetings and other communications with significant stockholders.
- 3.5 **Stockholder and Interested Party Communications with the Board.** Stockholders and other interested parties may write to any director at Board of Directors, Medline Inc., Three Lakes Drive, Northfield, Illinois 60093 or via e-mail at governance@medline.com. The Board has established procedures for handling such communications and directed the Corporate Secretary to act as their agent in processing such communications. The Corporate Secretary forwards communications relating to matters within the Board's purview to the directors, communications relating to matters within a Board committee's area of responsibility to the chairperson of the appropriate committee, and communications relating to ordinary business matters, such as suggestions, inquiries, and consumer complaints, to the appropriate Medline team or employee. The Corporate Secretary makes these communications available to any director who requests them. The Corporate Secretary does not forward or retain solicitations, junk mail, or obviously frivolous, unrelated, or inappropriate communications, unless required by law or to protect the interests of Medline or its subsidiaries. The Board may respond to communications if and as appropriate.
- 3.6 **Access to Management and Independent Advisors.** Board members have unrestricted access to management. Any meetings or contacts that a director desires to initiate may be arranged directly by the director or through the Corporate Secretary. The Board and Board committees have the authority and funding to retain and utilize independent legal, accounting, and other experts and consultants as they may deem necessary or appropriate, without obtaining approval of any officer of the Company in advance. Directors are expected to use good judgment to ensure that such access does not interfere with the operation of the Company's business and that independent advisers are used efficiently.

4. Board Meetings.

- 4.1 **Attendance.** Directors are expected to devote time to prepare for, attend, and participate in all Board meetings and all meetings of the committees on which they serve. It is understood that, on occasion, a director may be unable to attend a meeting. Directors are encouraged, but are not required, to attend the Annual Meeting of Stockholders.

- 4.2 **Frequency.** The Board meets as necessary to attend to Medline’s business, with in-person meetings supplemented by video or teleconference meetings as applicable.
- 4.3 **Information Flow and Distribution of Meeting Materials.** To facilitate active and informed discussion at Board and committee meetings, directors will receive background materials, including minutes from prior meetings and any written reports by committees, sufficiently in advance of meetings to allow directors to inform themselves. Directors are expected to review the materials before meetings. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting. In addition to meeting-related materials, directors receive other regular and special reports throughout the year.
- 4.4 **Selection of Board Agenda Items.** For planning purposes, the Corporate Secretary prepares an annual Board planning calendar covering recurring and special meeting agenda items. In determining the agenda for each Board meeting, the Chairperson and the Lead Independent Director (if any) also take into account input from the committee chairs, the CEO, and senior management. Each director is free to suggest items for inclusion on the agenda and to raise at any Board meeting subjects that are not specifically on the agenda for that meeting.
- 4.5 **Executive Sessions.** Executive sessions or meetings of independent directors without management present are held regularly, generally as part of each scheduled Board meeting.

5. **Committees.**

- 5.1 **Establishment of Committees.** Pursuant to Medline’s Bylaws, the Board may designate committees from time to time to assist it in the performance of its responsibilities. In addition to the Litigation Demand Committee established under the Certificate, there are currently four standing Board committees: Audit, Compensation, Nominating and Corporate Governance, and Risk and Compliance. Each standing committee will have its own charter that will be made available on the Company’s website. The charters will set forth the purposes and responsibilities of the committees as well as certain specific qualifications for committee membership. At all times, the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee will be comprised entirely of directors that meet Nasdaq’s independence requirements and, in the case of the Audit Committee and the Compensation Committee, Nasdaq’s heightened independence criteria applicable to directors serving on these committees, as well as the additional requirements for committee membership established by Nasdaq, any other applicable laws, rules, or regulations, and the applicable committee charter. At all times, the Risk and Compliance Committee will be comprised of a majority of independent directors.
- 5.2 **Membership and Chairpersons of Committees.** Based upon the Governance Committee’s recommendation, the Board appoints the committee members and chairpersons. At least one Audit Committee member shall be an “audit committee financial expert” as defined under SEC rules. Generally, the Board encourages rotation of committee assignments and chairpersons. Therefore, from time to time, the Governance Committee will recommend rotation of committee and committee chairperson assignments.

- 5.3 **Committee Agendas, Meetings, and Reports to the Board.** Each committee chairperson, in consultation with the other committee members and management, sets meeting agendas and determines the frequency and length of committee meetings. Each committee reports its actions and recommendations to the Board. All directors receive copies of all committee minutes. Generally, directors are welcome to attend meetings of committees of which they are not members.

6. Executive Performance and Succession Planning.

- 6.1 **Chief Executive Officer Appointment.** The Board shall appoint the CEO.
- 6.2 **Annual Chief Executive Officer Evaluation and Compensation.** The Compensation Committee establishes annual and long-term financial and strategic goals and objectives for the CEO; annually evaluates the CEO's performance against these goals and objectives; and, based on this evaluation, determines and approves the CEO's compensation. The chairperson of the Compensation Committee communicates its evaluation and compensation actions to the CEO.
- 6.3 **Succession Planning.** The Compensation Committee oversees and reviews the development of executive succession plans, evaluates and makes recommendations to the Board regarding potential CEO candidates, and reviews candidates to fulfill other senior executive positions as appropriate. At least annually, the Compensation Committee reviews with the Board succession planning and management development, including CEO succession in the ordinary course, CEO succession in the event of an emergency, and succession for other senior management positions.

7. Risk Oversight

The Board oversees risk management at the Company. The Board executes its oversight responsibility directly and through its committees, which regularly report back to the Board. The committee charters provide additional insight on specific areas of risk oversight delegated to each committee. The Board exercises direct oversight of risks not delegated to a committee. The Board also receives regular updates from management regarding the Company's risk exposures and mitigation efforts.

8. 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 must also be kept confidential, unless disclosure is authorized or required by law.

9. Board Compensation.

Non-employee director compensation is determined by the Board upon recommendation of the Compensation Committee, taking into account factors of competitiveness and appropriateness. The Board believes that a meaningful portion of non-employee director compensation should be equity-based to assist in aligning directors' interests with stockholders' long-term interests.

10. Stock Ownership Guidelines.

The Board believes that non-employee directors and officers should accumulate stock ownership as set forth in the Company's Stock Ownership Guidelines.

11. Review of These Guidelines.

At least annually, the Governance Committee reviews these Guidelines and recommends any changes to the Board. The Board approves any amendments to these Guidelines.