

Medline Inc.
Nominating and Corporate Governance Committee Charter

Effective as of December 16, 2025

Purpose.

The Nominating and Corporate Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Medline Inc. (“**Medline**” or the “**Company**”) will:

1. Identify qualified individuals to become Board members consistent with criteria approved by the Board;
2. Make recommendations to the Board concerning the appropriate size, function, needs, and composition of the Board and its committees; and
3. Advise the Board on corporate governance matters, including developing and recommending to the Board Corporate Governance Guidelines and other corporate governance policies.

Composition.

The Committee will be composed of three or more non-employee directors.

Each Committee member will meet the “independence” requirements of the Nasdaq Global Select Market (“**Nasdaq**”) and applicable laws, rules, and regulations for compensation committee membership, subject to any available exceptions. The Board will determine the independence of each Committee member.

Based on the recommendation of the Committee, the Board will appoint the members of the Committee meeting these requirements and designate the Committee’s Chair. If the Board does not designate a Committee Chair, the Committee members may designate a Chair by a majority vote of the Committee members. The Board may remove any Committee member at any time, with or without cause.

Meetings and Operations.

Meetings. The Committee will meet at least four times annually and additionally as often as it deems appropriate to carry out its duties and responsibilities. Meetings of the Committee may be called by any member of the Committee. The Committee Chair will preside at each meeting. In the absence of the Committee Chair, the Committee will select another member to preside at the meeting. The Committee may also act by written consent in lieu of a meeting in accordance with the Company’s Bylaws.

The Committee Chair, in consultation with the other Committee members and the Company’s Corporate Secretary, will set meeting agendas.

The Committee will meet periodically in executive session without management present.

Delegation. The Committee may delegate any of its responsibilities to the Chair, another Committee member, or a subcommittee of Committee members, unless prohibited by applicable laws, regulations, or Nasdaq requirements.

Reports and Communication. The Committee will report its activities to the Board on a regular basis and make such recommendations with respect to its responsibilities and other matters as the Committee deems necessary or appropriate.

Minutes. The Corporate Secretary or its delegate will maintain minutes of the Committee meetings.

Evaluation and Charter. The Committee will, at least annually, evaluate its performance and report to the Board on that evaluation. The Committee will also annually review this Charter and recommend to the Board any amendments the Committee deems necessary or appropriate.

Resources and Independent Counsel.

In fulfilling its responsibilities, the Committee will have full access to all of Medline's books, records, facilities, and personnel. The Committee will also have the authority to conduct investigations in its areas of authority and responsibility. The Committee will also have the authority to engage, retain, and approve reasonable fees and other retention terms of, and terminate any independent counsel and other advisors, including any search firm to assist the Committee in identifying director candidates, in its sole discretion as it determines necessary to carry out its duties and responsibilities.

Medline will provide for appropriate funding, as determined by the Committee, for payment of: (i) compensation to any advisors the Committee engages; and (ii) the Committee's ordinary administrative expenses that are necessary or appropriate to carry out its duties and responsibilities.

Authority and Responsibilities.

1. Director Evaluation and Nomination.

- 1.1 Director Qualifications. Periodically review and recommend to the Board the skills, characteristics, experience, and other criteria for identifying and evaluating directors.
- 1.2 Director Candidates. Review the qualifications of candidates for director suggested by Board members, stockholders, management, and others in accordance with criteria that the Board establishes.
- 1.3 Incumbent Directors. Consider the performance and suitability of incumbent directors in determining whether to nominate them for re-election or to recommend to the Board their removal.
- 1.4 Director Nomination. Recommend to the Board a slate of nominees for election or re-election to the Board at each annual meeting of stockholders, *provided that*, the selection and nomination of any directors Medline may be contractually or otherwise required to provide to third parties will not be subject to approval by the Committee.
- 1.5 Vacancies. Recommend to the Board candidates to be appointed to the Board as necessary to fill vacancies and newly created directorships, *provided that*, the selection of candidates to fill vacancies and newly created directorships arising from the exercise of director nomination rights Medline may be contractually or otherwise required to provide to third parties will not be subject to approval by the Committee.
- 1.6 Independence. Assess and make recommendations to the Board as to the determination of director independence.

- 1.7 Director Resignation. Consider any directors' resignation letters and recommend to the Board actions to be taken, including whether to accept or reject such resignations.

2. Board Structure, Meetings, and Evaluation.

- 2.1 Board Meetings. Make recommendations to the Board concerning the frequency and content of Board meetings.
- 2.2 Board Structure. Make recommendations to the Board concerning the size, function, composition, and structure of the Board and its committees, and periodically consider rotation of the Board chairperson and committee members and chairpersons.
- 2.3 Board Leadership Structure. Regularly review the Board's leadership structure and recommend changes to the Board as appropriate, and make a recommendation to the independent directors regarding the appointment of the lead independent director.
- 2.4 Board Succession Planning. Discuss succession planning for the Board and key leadership roles on the Board and its committees.
- 2.5 Education. Monitor and evaluate the orientation and ongoing training needs of directors and make recommendations to the Board where appropriate.
- 2.6 Board Policies. Make recommendations to the Board regarding director selection, tenure, retirement, and diversity policies.

3. Committee Composition.

- 3.1 Committee Membership. Recommend to the Board directors to serve as members and chairpersons of, or to fill any vacancies on, each committee of the Board.
- 3.2 Interlocks. Evaluate any Compensation Committee interlocks among Board members and executive officers.
- 3.3 Committee Qualifications. Make determinations as required by applicable laws, regulations, or Nasdaq requirements as to the qualifications of members of the Audit Committee and other committees.

4. Governance and Policy Oversight.

- 4.1 Corporate Governance Framework. Review and, if necessary, recommend to the Board changes to the Company's corporate governance framework, including annual review of the Company's Corporate Governance Guidelines and periodic review of the Certificate of Incorporation and Bylaws.
- 4.2 Other Governance Matters. Advise and make recommendations to the Board on corporate governance matters, to the extent these matters are not the responsibility of other committees.
- 4.3 Board Evaluation. Develop, recommend to the Board, and oversee an annual self-evaluation process for the Board and its committees.

5. Stockholder Engagement and Public Disclosure.

5.1 Stockholder Engagement. Oversee and make recommendations to the Board regarding Medline's governance-related engagement with stockholders and proxy-advisory firms.

5.2 Stockholder Proposals. Review and make recommendations to the Board with respect to stockholder proposals related to corporate governance matters.

6. Other Duties and Responsibilities. Perform any other duties and responsibilities that are consistent with the Committee's purpose, the Company's Certificate of Incorporation and Bylaws, and governing law, as the Board or Committee deems necessary or appropriate.