

**Medline Inc.**  
**Audit Committee Charter**  
Effective as of December 16, 2025

**Purpose.**

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Medline Inc. (“**Medline**” or the “**Company**”) will oversee the Company’s accounting and financial reporting processes, and audits of its financial statements. In addition, the Committee will assist the Board in its oversight of:

1. The integrity of the Company’s financial statements, accounting and financial reporting processes, and systems of internal control over financial reporting as well as the safeguarding of the Company assets;
2. The Company’s independent auditors’ retention, termination, qualifications, independence, and performance;
3. The performance of the Company’s internal auditors and internal audit function; and
4. The Company’s financial matters, strategy, and risk.

**Composition.**

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

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

Each Committee member will meet the financial literacy requirements of Nasdaq. At least one Committee member will be an “audit committee financial expert” as defined by the U.S. Securities and Exchange Commission (“**SEC**”) rules and regulations. At least one Committee member (who may also be an audit committee financial expert) will have financial sophistication in accordance with Nasdaq requirements.

Committee members must not have participated in the preparation of the financial statements of the Company or the financial statements of any subsidiary of the Company at any time during the past three years.

Based on the recommendation of the Nominating and Corporate Governance 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 Chief Financial Officer and Corporate Secretary, will set meeting agendas.

The Committee will meet periodically in executive session without management present. The Committee will also meet individually with the internal auditors (including the VP, Internal Audit or similar officer), management (including the Chief Financial Officer, Chief Legal Officer, Principal Accounting Officer, and Chief Compliance Officer or similar officers), and the independent auditors to discuss any matters that the Committee or the persons with whom they meet believe should be discussed and will have other direct and independent interaction with such persons from time to time as the members of the Committee deem appropriate.

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 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, and to the services of the independent auditors. The Committee will also have the sole authority to conduct investigations in its areas of authority and responsibility as well as to engage, retain, approve reasonable fees and other retention terms of, and terminate independent counsel and other advisors, 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 the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review, or attestation services for the Company; (ii) compensation to any advisors the Committee engages; and (iii) the Committee's ordinary administrative expenses that are necessary or appropriate to carry out its duties and responsibilities.

### **Authority and Responsibilities.**

#### **1. Financial Statements and Disclosures.**

- 1.1 Review of Financial Statements. Review and discuss with the independent auditors and management the annual audited consolidated financial statements and interim financial statements, in each case prior to the filing or distribution thereof, including:

- a. Medline’s disclosures within the footnotes to the financial statements and under “Management’s Discussion and Analysis of Financial Condition and Results of Operations”; and
  - b. Any appropriate matters regarding accounting principles, practices, and judgments and the independent auditors’ opinion as to the quality thereof and any items the independent auditors are required to communicate to the Committee in accordance with standards established and amended from time to time by the Public Company Accounting Oversight Board, including any critical audit matters that the independent registered public accounting firm expects to include in its audit report.
- 1.2 Form 10-K. Based on its review and discussion, recommend to the Board whether Medline’s consolidated financial statements should be included in the Company’s Annual Report on Form 10-K.
  - 1.3 Annual Audit Committee Report. Oversee the preparation of and approve the Committee’s annual report to stockholders, as required by the rules of the SEC, for inclusion in Medline’s annual proxy statement.
  - 1.4 PEO and PFO Certifications. Review disclosures made by Medline’s principal executive officer(s) and principal financial officer(s) regarding compliance with their certification obligations under the Sarbanes-Oxley Act of 2002 and the rules promulgated thereunder, including the Company’s disclosure controls and procedures and systems of internal control over financial reporting, and evaluations thereof.
  - 1.5 Earnings Releases and Guidance. Review and discuss earnings press releases and will generally discuss the type and presentation of (a) information to be included in earnings press releases (in particular any use of “pro forma” or “adjusted” non-GAAP information) and (b) financial information and earnings guidance provided to analysts and rating agencies.

## **2. Independent Auditors.**

- 2.1 Appointment and Oversight. Be directly responsible for the appointment (and recommendation that the Board submit the appointment for stockholder ratification), compensation, retention, and oversight of the work of the independent auditors (including resolution of any disagreements between management and the independent auditors regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review, or attestation services for Medline. The independent auditors will report directly to the Committee. The Committee will have the sole authority to retain and terminate the Company’s independent auditors, though the Committee will consider the results of any stockholder vote regarding ratification of the independent auditors.
- 2.2 Pre-Approval of Services. Pre-approve all future audit and non-audit services provided by Medline’s independent auditors and may establish policies and procedures for the pre-approval of audit and permissible non-audit services to be provided by the independent auditor. In addition, the Committee will have the authority to determine the terms of the services the independent auditors provide to the Company.

- 2.3 Audit Fees. Have the authority to approve all audit engagement fees to be paid to the independent auditors.
- 2.4 Audit Procedures and Audit Plan. Review and discuss with the independent auditors their audit procedures, including the audit plan and its scope with respect to the Company's consolidated financial statements.
- 2.5 Attestation and Report. Review the independent auditors' attestation and report on management's assessment of internal control over financial reporting.
- 2.6 Audit Problems and Responses. Review and discuss with the independent auditors any audit problems or difficulties and management's response thereto, including (a) any restrictions on the scope of the independent auditors' activities or access to required information, (b) any significant disagreements with management, (c) any accounting adjustments that were noted or proposed by the independent auditors but were "passed" (as immaterial or otherwise), (d) any communications between the audit team and the independent auditors' national office with regard to significant auditing or accounting issues presented by the engagement, and (e) any "management" or "internal control" letter issued, or proposed to be issued, by the Company's independent auditors.
- 2.7 Annual Evaluation. At least annually, evaluate the independent auditors' qualifications, performance, and independence, and present the Committee's conclusions and recommendations with respect to the independent auditors to the Board. As part of such evaluation, the Committee will:
  - a. Obtain and review a report from Medline's independent auditors describing (i) the independent auditors' internal quality-control procedures, and (ii) any material issues raised by (A) the most recent internal quality-control review or peer review of the auditing firm, or (B) any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the independent auditors, and any steps taken to deal with any such issues;
  - b. Require that the independent auditors prepare and deliver annually a statement of independence (it being understood that the independent auditor is responsible for the accuracy and completeness of such statement), discuss with the independent auditor any relationships or services disclosed that may impact the objectivity and independence of the Company's independent auditors, and take appropriate action in response to such statement to satisfy itself of the independent auditors' independence;
  - c. Review and evaluate the independent auditors' lead audit partner's experience, qualifications, and performance;
  - d. Oversee the regular rotation of the lead partner(s), as required by law, and periodically consider whether the independent auditing firm should be rotated, so as to assure continuing auditor independence; and

- e. Obtain management's and the internal auditors' opinion of the independent auditors' performance.
- 2.8 Hiring Policy. Establish clear policies for Medline's hiring of current or former employees of the independent auditors.

**3. Internal Auditors.**

- 3.1 Oversee our internal audit function, including establishing a clear understanding with management and the internal auditors that the internal auditors functionally report to and are ultimately accountable to the Committee and the Board.
- 3.2 Review and approve the appointment and replacement of the senior internal auditing executive and consult with executive management regarding the performance evaluation and compensation of such executive.
- 3.3 Evaluate the performance of the Company's internal audit function and review and discuss with the senior internal auditing executive and independent auditors the internal audit plan, activities, and responsibilities; the results of the internal audit program; and the adequacy of internal audit department's staffing and the operating budget.
- 3.4 Review regular internal reports to management prepared by the internal audit function. In addition, the Committee will review management's response to those reports.

**4. Policy and Risk Oversight.**

- 4.1 Accounting Policies. Review and discuss with management, the internal auditors, and the independent auditors, in separate meetings if the Committee deems appropriate:
  - a. Any analyses or other written communications prepared by management and/or the independent auditors setting forth significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including analyses of the effects of alternative generally accepted accounting principles ("GAAP") methods on the financial statements;
  - b. The Company's critical accounting policies and practices;
  - c. The effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the Company; and
  - d. Major issues regarding accounting principles and financial statement presentations (including any significant changes in the Company's selection or application of accounting principles), the adequacy of the Company's internal controls over financial reporting and disclosure controls and procedures, and the safeguarding of the Company assets, as well as any special steps adopted in light of material control deficiencies.

4.2 Financial Risk.

- a. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures; and
- b. In coordination with the Risk and Compliance Committee and with the assistance of the Chief Compliance Officer, and other members of management or internal or external counsel, as appropriate, discuss the Company's guidelines and policies with respect to risk assessment and risk management related to Company's major financial and operational risk exposures.

5. **Compliance with Legal and Regulatory Requirements.**

- 5.1 Complaints. In coordination with the Risk and Compliance Committee, establish and oversee procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or audit matters (which may result in certain complaints being referred to the Risk and Compliance Committee or other committee of the Board), and (ii) the confidential, anonymous submission by Medline employees of concerns regarding such matters (including allowing for direct communication to the Audit Committee or their designee).
- 5.2 Related Person Transactions. Establish policies and procedures for the review, approval, and ratification of related person transactions, as defined in applicable SEC rules; review related person transactions; and make recommendations to the Board as to the Committee's determinations regarding such related person transactions in accordance with the Company's Related Person Transaction Policy.

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 By-Laws, and governing law, as the Board or Committee deems necessary or appropriate.

**Other Parties' Responsibilities.**

While the Committee will have the responsibilities and powers set forth in this Charter, the Committee will not have the duties to plan or conduct audits or to determine that Medline's financial statements and disclosures are complete, accurate, and in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditors.