

Medline Inc.
Risk and Compliance Committee Charter
Effective as of December 16, 2025

Purpose.

The Risk and Compliance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Medline Inc. (“**Medline**” or the “**Company**”) will assist the Board in its oversight of:

1. Management’s identification and evaluation of the Company’s key legal and regulatory compliance risks;
2. The risk management framework and ethics and compliance program, plans, and policies established to address those risks; and
3. The division of risk-related responsibilities to each committee of the Board.

Composition.

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

A majority of Committee members will meet the “independence” requirements of the Nasdaq Global Select Market (“**Nasdaq**”), subject to any available exceptions. The Board will determine the independence of each Committee member.

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 Compliance 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 management (including the Chief Compliance Officer and Chief Legal Officer or similar officers) 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.

The Committee will communicate with the Audit Committee at least once annually and additionally as necessary or appropriate to enable the Audit Committee to perform its statutory, regulatory, and other responsibilities with respect to oversight of risk assessment and risk management.

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 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. In fulfilling its role, the Committee may rely on reviews and reports provided by management and the Committee's advisors.

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. Enterprise Risk.

- 1.1 Risk Management. Review and discuss with management the Company's guidelines and policies with respect to risk assessment and risk management and the steps that have been taken to monitor and control such exposures, including review of (i) the Company's approach to, and results of, identification, assessment, and mitigation plans for key existing and emerging risks; (ii) management's assessment of the effectiveness of such programs; and (iii) with the appropriate members of management, the organizational structure, staffing, and implementation of and adequacy of the resources for such programs.
- 1.2 Cybersecurity. Oversee the Company's cybersecurity and information technology risks.
- 1.3 Sustainability. Oversee the Company's sustainability strategy, risks, goals, policies, practices, and disclosures, including with respect to climate change.

2. **Complaints.** In coordination with the Audit Committee and with the assistance of the Chief Compliance Officer, and other members of management or internal or external counsel, as appropriate, the Committee will:
 - 2.1 Oversee the Company's establishment of procedures for (i) the receipt, retention, and treatment of complaints received by the Company regarding ethical, quality, and legal and regulatory compliance matters (which may result in certain complaints being referred to the Audit Committee or other committee of the Board), and (ii) the confidential, anonymous submission by Medline employees of concerns regarding such matters; and
 - 2.2 Review any significant complaints received pursuant to such procedures.
3. **Compliance Program.**
 - 3.1 **Administration.** At least annually, the Committee will meet with the Company's Chief Legal Officer and Chief Compliance Officer (or similar officers) to review (i) the application and administration of the Company's compliance program with respect to legal and regulatory requirements, including all director and employee codes of conduct and ethics adopted by the Company, including the Medline Code of Conduct (collectively, the "**Codes**") and the procedures for identifying, pursuing, and investigating any alleged violation of the Codes; and (ii) the implementation and effectiveness of the Company's programs and strategies designed to foster compliance with the Codes.
 - 3.2 **Codes.** As necessary, the Committee will approve amendments to and waivers of any Code requirements and discuss actual or alleged violations of the Codes with the Chief Legal Officer and Chief Compliance Officer (or similar officers).
 - 3.3 **Communication.** The Chief Legal Officer and Chief Compliance Officer (or similar officers) will have the authority to communicate directly to the Committee about actual or alleged violations of the Codes, including any matters involving criminal or potential criminal conduct.
4. **Significant Legal and Regulatory Matters.** Review and discuss with the Company's Chief Legal Officer any legal or regulatory matters that may have a significant impact on the Company.
5. **Risk Disclosure.** Review and provide input to the Board and Audit Committee regarding risk disclosures in the Company's financial statements, proxy statements, and other public disclosures regarding risk.
6. **Education.** Review information about current and emerging legal and regulatory compliance risks, and enforcement trends that may affect the Company's business operations, performance, or strategy.
7. **Division of Board Oversight Responsibilities.**
 - 7.1 Review and provide input to the Board and the Nominating and Corporate Governance Committee regarding the appropriate division of certain risk oversight responsibilities among the Board and its committees.

7.2 Coordinate consideration by and communications among the Board committees and the Board regarding risk assessment and oversight functions performed by other committees.

8. **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.

Other Parties' Responsibilities.

While the Committee will have the authority and responsibilities set forth in this Charter, the Committee is not responsible for designing, implementing, managing, or determining the effectiveness of the Company's risk management framework and compliance program. These are the responsibilities of management.