

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

**Purpose.**

The Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Medline Inc. (“**Medline**” or the “**Company**”) will assist the Board in the discharge of the Board’s responsibilities relating to compensation for “**officers**” of the Company (as defined under Rule 16a-1 promulgated under the Securities Exchange Act of 1934, as amended (the “**Exchange Act**”)) and non-employee directors. In addition, the Committee will oversee:

1. The Company’s compensation and benefits plans, policies, and programs applicable to officers;
2. Compensation of and succession planning for the Company’s officers; and
3. The Company’s key strategies and policies related to human capital management.

**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.

Each Committee member will be a “non-employee director” for purposes of Rule 16b-3 under the Exchange Act (“**Rule 16b-3**”). However, a determination that any member of the Committee does not qualify as a “non-employee director” for purposes of Rule 16b-3 will not invalidate any previous actions by the Compensation Committee except to the extent required by law or determined appropriate to satisfy regulatory standards.

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 Human Resources Officer and 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. The Committee may also delegate to the Chief Executive Officer (“CEO”) or Chief Human Resources Officer the authority to review and grant equity awards to eligible employees who are not officers and the authority to otherwise administer incentive compensation and equity-based plans with respect to participation by employees other than officers.

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, in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel, or other advisors (collectively “**Committee Advisors**”), including the sole authority to engage, retain, and approve reasonable fees and other retention terms of, oversee the work of, and terminate any such Committee Advisors, as it determines necessary to carry out its duties and responsibilities. Prior to the engagement of, or receipt of initial advice from any Committee Advisor (other than in-house legal counsel), and on an annual basis thereafter, the Committee will comply with any applicable rules and regulations regarding the independence of Committee Advisors, including prior consideration of the factors relating to the independence of the Committee Advisor to the extent required by Nasdaq rules. At least annually, the Committee will evaluate whether the work of any compensation consultant involved in determining or recommending executive or director compensation has raised any conflict of interest that is required to be disclosed in Medline’s annual report or proxy statement.

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. Practices and Policies Generally.**

- 1.1 Compensation and Benefits Policies. Establish, review, and administer the Company’s compensation and benefits policies in which officers of the Company participate (subject to stockholder approval, as required by applicable laws, Nasdaq requirements, or the Company’s Certificate of Incorporation and Bylaws), including with respect to any incentive-compensation and equity-based plans required to be approved by the Board; *provided that* the Committee’s oversight does not include services or

administration of any plan subject to the Employee Retirement Income Security Act of 1974, as amended (“ERISA”), for which such oversight has not been specifically delegated to the Committee, and the Committee will have no ERISA fiduciary responsibility as a result of overseeing such plans.

- 1.2 Incentive Compensation. Determine annual incentive compensation, equity awards, and other long-term incentive awards granted to officers under Medline’s equity and long-term incentive plans.
- 1.3 Performance Metrics and Goals. Review and approve financial and non-financial metrics and goals used in annual and long-term incentive programs applicable to officers.
- 1.4 Stockholder-Approved Plans. Review and make recommendations to the Board with respect to incentive plans requiring stockholder approval and approve eligibility for and design of executive compensation programs implemented under stockholder-approved plans.
- 1.5 Say-on-Pay Vote. Review and consider the outcome of each stockholder advisory vote on say-on-pay and on the frequency of such votes and, based on this review, recommend to the Board any action that Medline should take in response to the results of such vote and the disclosure of such response in the Company’s Compensation Disclosure and Analysis (“CD&A”).
- 1.6 Clawback Policies. Review, approve, and administer the implementation and execution of the Company’s clawback policies allowing Medline to recoup compensation paid to officers and other employees.
- 1.7 Stock Ownership Guidelines. Establish and monitor officers’ and directors’ compliance with stock ownership guidelines, as applicable.
- 1.8 Risk Oversight. Oversee the assessment and management of risks related to the Company’s compensation policies, programs and practices, including executive and non-executive officers, and succession planning.

## 2. Executive Compensation.

- 2.1 Executive Compensation Program. Assess the appropriateness and competitiveness of Medline’s executive compensation programs.
- 2.2 CEO Compensation and Performance. Review and approve goals and objectives relevant to the compensation of the CEO; evaluate the performance of the CEO in light of these goals and objectives; and based upon this evaluation, determine and approve the elements and amounts of the CEO’s compensation, including perquisites. The CEO will not be present during voting or deliberations by the Committee with respect to the CEO’s compensation.
- 2.3 Other Executive Compensation. Review management’s recommendations for, and determine and approve the compensation of, all officers of the Company.

- 2.4 Officer Equity Award Grants. Review and approve the terms and grant of equity awards for officers under the Company's equity-based plans; *provided, however*, that if at any time the Committee does not consist entirely of "non-employee directors" for purposes of Rule 16b-3, then the Committee will recommend such grants of equity awards for officers, including the CEO, (i) to the full Board for approval or (ii) if at least two members of the Committee are "non-employee directors" for purposes of Rule 16b-3, to a subcommittee of the Committee made up exclusively of "nonemployee directors" for purposes of Rule 16b-3.
- 2.5 Peer Groups. Review and approve compensation and performance peer groups used to benchmark the competitiveness, design, and relative performance features of the Company's executive and director compensation programs at least periodically.
- 2.6 Employment and Post-Service Arrangements. Review and approve any employment agreements and post-service arrangements for officers, including any change in control provisions, plans or agreements, retention agreements, severance agreements, consulting arrangements, and supplemental benefits.

### 3. **Human Capital**.

- 3.1 Succession Planning. Oversee and review the development of executive succession plans; evaluate and make recommendations to the Board regarding potential CEO candidates; and review candidates to fulfill other senior executive positions.
- 3.2 Human Capital Policies. Oversee Medline's strategies, policies, and outcomes related to key human resources policies and practices and the long-term health of the Company, including with respect to matters such as workplace environment, safety, culture, pay equity, inclusion, and talent development and retention.

### 4. **Public Disclosure**.

- 4.1 Human Capital Disclosure. Review and discuss with management the human capital management ("**HCM**") disclosure for Medline's Annual Report on Form 10-K ("**Annual Report**").
- 4.2 Compensation Disclosure. Review and discuss with management the CD&A disclosure and recommend to the Board based on such review and discussions whether the CD&A should be included in the Company's Annual Report and annual proxy statement and approve the Committee's annual report to stockholders for Medline's Annual Report and proxy statement.
- 4.3 Stockholder Proposals. Review and make recommendations to the Board with respect to stockholder proposals related to HCM and compensation matters.

5. **Director Compensation**. Periodically assess the appropriateness and competitiveness of the compensation of non-employee directors with respect to service on the Board and its committees and recommend to the Board any changes in compensation as appropriate.

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.