

Cardinal Health, Inc. Board of Directors Corporate Governance Guidelines

The Cardinal Health, Inc. (the “Company” or “Cardinal Health”) Board of Directors (the “Board”) has adopted the following Corporate Governance Guidelines, which describe the principles and practices of the Board:

Role of the Board

The Board serves as the representative of, and acts on behalf of, all of the shareholders of Cardinal Health. In representing Cardinal Health’s shareholders, the basic responsibility of the directors is to exercise their business judgment in good faith and to act in what they reasonably believe to be the best interests of the Company. In discharging that obligation, directors may rely on the honesty and integrity of their fellow directors and of the Company’s senior executives, outside advisors and outside auditors. The Board, operating directly and through its committees, fulfills the following primary functions:

- Oversee management in the conduct of Cardinal Health’s businesses;
- Oversee management’s efforts to establish and maintain for the Company high standards of legal and ethical conduct in all of its businesses, including conformity with all applicable laws and regulations;
- Review, evaluate and, where appropriate, approve, the Company’s major business strategies, capital deployment and long-term plans and review its performance;
- Select, evaluate and set the compensation for the Chief Executive Officer and other senior officers and plan for management succession;
- Oversee management’s efforts to protect the assets of Cardinal Health through the maintenance of appropriate accounting, financial reporting and financial and other controls;
- Oversee the Company’s policies and procedures for assessing and managing risk;
- Provide advice and counsel to senior management;
- Evaluate the overall effectiveness of the Board and its committees; and
- Evaluate, select and recommend an appropriate slate of candidates for election as directors.

Board Selection and Composition

Board Selection. The Board is responsible for selecting candidates for election as directors based on the recommendation of the Governance and Sustainability Committee.

Board Membership Criteria. The responsibilities of the Governance and Sustainability Committee include reviewing with the Board from time to time the appropriate skills and characteristics required of Board members in the context of the Board’s current composition and objectives, and developing and recommending to the Board criteria for identifying and evaluating candidates for the Board. These criteria include, among other things, an individual’s business experience, qualifications, attributes and skills, such as: (i) relevant industry knowledge (including healthcare, supply chain and logistics); (ii) experience in operations, information technology and cybersecurity, accounting and finance, strategic planning and international markets and leadership experience, including Board and executive leadership such as a Chief Executive Officer, Chief

Financial Officer, or other senior executive, or leader of a significant business operation or function; (iii) independence (including independence from the interests of a particular group of shareholders), judgment and integrity; and (iv) the ability to commit sufficient time and attention to the activities of the Board, as well as the absence of actual or potential conflicts with the Company's interests. The Governance and Sustainability Committee considers these and such other criteria as it may determine relevant in the context of an assessment of the operation and goals of the Board as a whole and seeks diversity of perspectives, experiences, skillsets, personal characteristics and occupational backgrounds on the Board.

Board Independence. A majority of the Board must be comprised of directors who meet the independence requirements of Section 303A.02 of the New York Stock Exchange ("NYSE") Listed Company Manual ("NYSE Rules"), as determined by the Board. The Board assesses on a regular basis and at least annually the independence of directors and, based on the recommendation of the Governance and Sustainability Committee, makes an affirmative determination as to which members are independent. References to the "Company" above include any subsidiary in a consolidated group with Cardinal Health. The terms "immediate family member" and "executive officer" above have the same meaning specified for such terms in the NYSE Rules.

Board Leadership. The Board is responsible for the selection of the Chairman of the Board. Whenever possible, the Chairman of the Board shall be an independent director. In the event the Chairman is not independent, the independent directors of the Board will elect an independent director to serve as Lead Director, who would:

- set the agenda for and preside at all executive sessions of the independent directors;
- have authority to call additional executive sessions of the independent directors as appropriate;
- regularly communicate with the Chairman and each of the independent directors and serve as a liaison between the Chairman and the independent directors;
- provide input to the Chairman regarding the agenda, materials and schedule for Board meetings, approve the agenda and information sent to the Board for each Board meeting and approve meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- lead the Board's annual self-evaluation in coordination with the Governance and Sustainability Committee;
- review the results of the evaluation of individual directors with those directors;
- consult with and advise the Chairman on matters arising between Board meetings relating to the Company's business, strategy, operations or governance;
- contribute to the annual performance assessment of the Chief Executive Officer;
- preside at all meetings of the Board at which the Chairman is not present;
- participate directly in engagement with major shareholders when requested and deemed appropriate; and
- perform such additional functions as designated by the Board.

Size of the Board. Under the Company's Restated Code of Regulations, as amended (the "Restated Code of Regulations") the number of the directors in no case shall be fewer than nine (9) or more than sixteen (16).

Board Orientation and Continuing Education. A thorough understanding of the Company's business is required to enable a director to make a substantial contribution to the Board. Accordingly, after their election to the Board, all new directors participate in an orientation program developed by the Company. The orientation includes discussions with senior management to familiarize new directors with the Company's strategic plans, any significant financial, accounting and risk management issues, its compliance programs, its standards of business conduct and ethics, its principal officers, and its internal and independent auditors. The Company also encourages and pays for directors to participate in continuing education and other programs provided by outside sources.

Continuation of Service.

- Re-Nomination. The Governance and Sustainability Committee assesses the qualifications, attributes, skills, contributions, time commitments and independence of each director on an annual basis, taking into account the Board's current composition, to determine whether the director should be requested to stand for re-election and continue service on the Board.
- Retirement Age. A director will not be nominated for re-election after his or her 75th birthday.
- Term Limits. The Board does not have a policy to impose term limits for directors because such a policy may deprive the Board of the service of directors who have developed, through valuable experience over time, an increasing insight into the Company and its operations. Notwithstanding the foregoing, the Governance and Sustainability Committee may, in its discretion, consider the tenure of continuing directors when selecting or recommending for the Board's selection those candidates to be nominated for election to the Board.
- Change of Responsibility of Non-Management Director. When a non-management director's principal occupation or business association changes substantially during his or her term as a director, that director shall tender his or her resignation for consideration by the Board. The Governance and Sustainability Committee will consider the tendered resignation and recommend to the Board the action, if any, to be taken with respect to the resignation.
- Former Chief Executive Officer. When the Chief Executive Officer resigns or retires, he or she shall tender his or her resignation from the Board for consideration by the Board. The Governance and Sustainability Committee will consider the tendered resignation and recommend to the Board the action, if any, to be taken with respect to the resignation.
- Number of Other Directorships. Directors are expected to commit sufficient time and attention to the activities of the Board. Except as approved by the Board, (i) directors who serve as executive officers of a public company, including the Company, should not serve on more than one public company board in addition to the Company's Board and (ii) other directors should not serve on more than three public company boards in addition to the Company's Board. The Governance and Sustainability Committee conducts an annual review of director commitments in connection with its recommendation of directors for election to the Board at the annual meeting of shareholders, with consideration given to

public company board service and leadership roles and other outside commitments. Directors should advise the Chairman of the Board, the Chairman of the Governance and Sustainability Committee and the Corporate Secretary in advance of (i) accepting an invitation to serve on another board or (ii) any appointment to an audit committee, a committee chair position, a lead director position, or a board chair position on any other public company board. No director who is a member of the Company's Audit Committee may, at the same time, serve on the audit committees of more than two other public companies, unless the Governance and Sustainability Committee determines that such simultaneous service would not impair such director's ability to effectively serve on the Company's Audit Committee and discloses such determination as required by NYSE Rules.

Voting for Directors. Article Eleventh ("Article Eleventh") of the Company's Amended and Restated Articles of Incorporation, as amended, provides, among other things, that, at each meeting of shareholders for the election of directors at which a quorum is present, a nominee for election as a director in an uncontested election (as defined in Article Eleventh) shall be elected to the Board if the number of votes cast for such nominee's election exceeds the number of votes cast against such nominee's election. Any nominee for director who is not elected by shareholders in an uncontested election because he or she did not receive a greater number of votes for his or her election than against such election, and who remains on the Board as a director in accordance with Section 2.5 of the Restated Code of Regulations, will promptly tender his or her resignation to the Chairman of the Board following certification of the shareholder vote. Within 90 days following the certification of the shareholder vote, the Governance and Sustainability Committee will make a recommendation to the Board as to whether to accept the tendered resignation. Promptly following such recommendation, the Board will act on the tendered resignation and publicly disclose its decision regarding the tendered resignation and the rationale behind the decision. Any director who tenders his or her resignation pursuant to this provision is expected to recuse himself or herself from voting on the recommendation of the Governance and Sustainability Committee or the decision of the Board with respect to his or her resignation.

Committee Matters

Number, Structure and Independence of Committees. The five committees of the Board are the Audit, Human Resources and Compensation, Executive, Governance and Sustainability, and Risk Oversight Committees. The Audit, Human Resources and Compensation, Governance and Sustainability, and Risk Oversight Committees are comprised only of directors who meet the independence requirements of the NYSE, as determined by the Board. In addition, members of the Audit and Human Resources and Compensation Committees must satisfy additional independence criteria, in accordance with requirements of the Securities and Exchange Commission rules and NYSE Rules. It is intended that members of the Human Resources and Compensation Committee also qualify as "non-employee directors" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934. Each of the Audit, Human Resources and Compensation, Executive, Governance and Sustainability, and Risk Oversight Committees has a written charter approved by the Board setting forth its duties, authority and responsibilities. The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

Assignment of Committee Members. The Governance and Sustainability Committee is responsible for recommending to the Board the assignment of Board members to various committees and the selection of committee Chairs.

Frequency of Committee Meetings. With the exception of the Executive Committee, each committee is expected to meet at least four times per year with the Audit Committee meeting at least quarterly. Committees report regularly to the full Board with respect to their activities.

Committee Agenda. The Chair of each committee, in consultation with the Chairman of the Board and appropriate management liaisons, establishes the committee's agenda for its meetings. The committee Chair will consider the suggestions of committee members as to items for inclusion on the agenda.

Meetings of the Board

Agenda. The Chairman of the Board, in consultation with the Corporate Secretary, the Chief Executive Officer, and other members of management as appropriate establishes the agenda for each Board meeting. The Chairman will consider the suggestions of other directors as to items for inclusion on the agenda.

Advance Distribution of Board Meeting Materials. Information and materials that are important to the Board's understanding of the business to be conducted at each Board meeting are distributed to the Board before the Board meets. Highly confidential or sensitive matters, matters not requiring advanced preparation, and matters that arise immediately prior to Board meetings may be presented and discussed without prior distribution of background material.

Executive Sessions. The independent directors of the Board meet in executive session regularly.

Director Attendance. Absent unusual circumstances, each director is expected to adequately prepare for and attend all Board meetings and all meetings of the committee(s) of which the director is a member, and to spend the time needed and meet as frequently as necessary to discharge their responsibilities. Absent unusual circumstances, each director is expected to attend the annual meeting of shareholders.

Board Access to Senior Management. At all times, directors have open access to the Company's senior management. Members of the Company's management are invited to attend and participate in Board meetings from time to time to brief the Board and the committees on particular topics. The Board encourages senior management to bring into Board or committee meetings and other scheduled events managers who can provide additional insight into matters being considered and/or whom senior management believes have future growth potential with the Company and should be given exposure to the members of the Board.

Board Access to Outside Advisors. The Board and the Audit, Human Resources and Compensation, Governance and Sustainability, and Risk Oversight Committees, consistent with their respective charters, have the authority to retain, at the Company's expense, such outside counsel, experts and other advisors as they determine appropriate to assist them in the full performance of their functions.

Assessing Performance and Leadership Development

Evaluation and Compensation of the Chief Executive Officer. The Board, through the Human Resources and Compensation Committee with input from the Chairman, conducts an annual evaluation of the performance of the Chief Executive Officer. This evaluation is shared with the Chief Executive Officer and is used by the Human Resources and Compensation Committee in setting the Chief Executive Officer's compensation.

Evaluation of Board, Committee and Director Performance. The Board, through the Governance and Sustainability Committee, evaluates its effectiveness and performance annually and each Committee also evaluates its performance annually. The Governance and Sustainability Committee oversees an individual evaluation of each director and the results of this evaluation are reviewed with such individual director. To aid in this process, the Governance and Sustainability Committee may retain advisors, at the Company's expense, to assist the Governance and Sustainability Committee in fulfilling its duties by conducting interviews and organizing and facilitating feedback to the Board for discussion.

Management Development and Succession Planning. The Human Resources and Compensation Committee oversees the succession planning process for the Chief Executive Officer and senior executives. The Board is responsible for maintaining an emergency succession plan as well as a long-term and continuing program for Chief Executive Officer development and succession and reviews succession planning for other senior management positions. To assist the Board, the Chief Executive Officer annually provides the Board or the Human Resources and Compensation Committee with an assessment of senior managers and their potential to succeed him or her. The Chief Executive Officer also provides the Board or the Human Resources and Compensation Committee with an assessment of persons considered potential successors to other senior management positions, including a review of any development plans recommended for such individuals. The results of these reviews are reported to and discussed with the Board on a regular basis. The Chief Executive Officer also provides the Board recommendations regarding an emergency succession plan which addresses who should assume the role of Chief Executive Officer in the event that the Chief Executive Officer becomes unwilling or unable to perform his or her duties.

Other Matters

Stock Ownership. Under the Cardinal Health Guidelines for Share Ownership adopted by the Board, each executive officer and non-management director must accumulate and then hold the following dollar values of Company shares: six times base salary for the Chief Executive Officer; four times base salary for Segment Chief Executive Officers and the Chief Financial Officer; three times base salary for other executive officers; and five times the annual cash retainer for non-management directors.

Ethics and Compliance. The Company maintains an ethics and compliance program that is designed to be effective in the context of the Company's business and operations, including but not limited to appropriate standards of business conduct and ethics. The Board has formed a Risk Oversight Committee to assist the Board in monitoring risks associated with the Company's operations, including risks associated with ethical, quality, and legal and regulatory compliance

matters. The Board shall be briefed upon and be provided information so that it may remain knowledgeable about these risks and the content and operation of the ethics and compliance program. The Risk Oversight Committee oversees compliance with standards of business conduct and ethics for the Company's employees, including its executive officers, and directors. The full text of the standards is posted on the Company's website. The Company will disclose on its website future amendments to or waivers from the standards for its executive officers and directors promptly upon any such amendment or waiver. Any waiver from its standards for directors or executive officers must be approved by the Risk Oversight Committee of the Board of Directors.

Review of Strategic Plans. The Board reviews and evaluates at least annually the long-term strategic and business plans of the Company.

Director Compensation. The form and amount of director compensation for service on the Board and committees is recommended by the Human Resources and Compensation Committee in accordance with its charter and any NYSE or other applicable rules, and that committee conducts periodic reviews of director compensation. Changes in director compensation, if any, are recommended by the Human Resources and Compensation Committee and approved by the full Board. To more closely align the interest of the directors with those of Cardinal Health's shareholders, a portion of directors' fees is paid in the form of equity incentive awards denominated in Company common shares. No additional compensation is paid to members of management for serving on the Board.

Political Expenditures. The Board, through the Governance and Sustainability Committee, oversees the Company's policies and practices regarding political expenditures and lobbying, including an annual review of the Company's political contributions policy and corporate political contributions, lobbying activities and trade association dues and payments.

Annual Review

The Governance and Sustainability Committee is responsible for reviewing these guidelines at least annually and making recommendations for appropriate changes to the Board.

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