

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

1. Purpose. The Board of Directors (the “Board”) of Cardinal Health, Inc. (the “Company”) has established a Human Resources and Compensation Committee (the “Compensation Committee”) to discharge the Board’s responsibilities relating to compensation of the Company’s Section 16 officers (as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934 (the “Exchange Act”)); to oversee Company human capital management matters; to oversee the succession of leadership talent for the Company; and to review the Compensation Discussion and Analysis (“CD&A”) and produce a Compensation Committee report for inclusion in the Company’s proxy statement in accordance with applicable rules and regulations.

2. Members. The Compensation Committee shall consist of at least three members, each of whom is an independent director, and will designate one member as chairperson. Vacancies on the Compensation Committee shall be filled by appointment by the Board. Members of the Compensation Committee may be removed by majority vote of the Board. For purposes hereof, an “independent” director is a director who meets the independence requirements of the New York Stock Exchange (“NYSE”) for directors and Compensation Committee members, as determined by the Board. Additionally, it is intended that members of the Compensation Committee also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Exchange Act.

3. Duties and Responsibilities. The duties and responsibilities of the Compensation Committee are to:

(a) Annually review and approve corporate goals and objectives relevant to the Chief Executive Officer’s (“CEO’s”) compensation, evaluate the CEO’s performance in light of those goals and objectives, and determine and approve the CEO’s compensation level based on this evaluation.

(b) Review and approve compensation for the Company’s Section 16 officers (other than the CEO) and oversee their evaluations.

(c) Review and approve or recommend that the Board approve, subject to shareholder approval to the extent required, the Company’s equity-based and incentive compensation plans.

(d) (i) Act on behalf of the Board in administering equity-based and incentive compensation plans and policies, including the terms of any compensation “clawback” policy, in a manner consistent with their terms, unless otherwise specified by the Board or by the terms of the plan or policy or as delegated by the Compensation Committee, and (ii) in that administrative capacity, discharge any responsibilities imposed on the Compensation Committee under those plans and policies, including making and authorizing grants, establishing performance goals for the relevant period, determining whether performance goals have been achieved at the end of the period and determining whether to recoup compensation.

(e) Review the outside directors' compensation program and recommend changes to the Board as appropriate.

(f) Oversee the management succession planning process for the CEO and other senior executives.

(g) Oversee and advise the Board about the Company's human capital management strategies and policies, including with respect to attracting, developing, retaining and motivating management and other employees, employee relations and engagement and workplace safety and culture.

(h) Oversee and assess whether risks arising from or related to the Company's compensation programs or arrangements for employees, including those applicable to Section 16 officers, are reasonably likely to have a material adverse effect on the Company.

(i) Review and discuss the CD&A with management, make recommendations to the Board to include the CD&A in the Company's proxy statement or annual report on Form 10-K, and produce a Compensation Committee report as required by the Securities and Exchange Commission ("SEC") for inclusion in the Company's proxy statement or annual report on Form 10-K.

(j) Oversee the Company's implementation of SEC rules and regulations regarding shareholder approval of executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and NYSE or other requirements regarding shareholder approval of equity-based and incentive compensation plans and discuss the results of the most recent shareholder advisory vote on executive compensation.

(k) Assess the independence of compensation consultants or other outside advisers to the Compensation Committee, other than those exempted under applicable regulations or listing standards, prior to selecting or receiving advice from such advisers, taking into account the factors specified in the NYSE rules.

(l) Annually evaluate the performance of the Compensation Committee and of its compensation consultant, including whether any work provided by the compensation consultant raised any conflict of interest, and the adequacy of the Compensation Committee's charter.

(m) Perform such other duties and responsibilities as are consistent with the purpose of the Compensation Committee and as the Board or the Compensation Committee deems appropriate.

4. Authority; Outside advisers. The Compensation Committee has the authority to take any actions it considers appropriate to fulfill the above duties and responsibilities. The Compensation Committee has sole discretion to retain or obtain the advice of any compensation consultants, outside counsel or other advisers as it determines appropriate to assist it in the performance of its functions. The Compensation Committee is directly responsible for the appointment, compensation and oversight of the work of any adviser retained by it and has authority to determine and approve reasonable fees and other terms and conditions of the adviser's

retention. The Company shall provide funding, as determined by the Compensation Committee, to pay compensation to compensation consulting firms or other outside advisers to the Compensation Committee.

5. Subcommittees and Delegation. To the extent permitted by applicable law, regulation or listing standard, the Compensation Committee may delegate authority to one or more members of the Compensation Committee, executives or other employees of the Company, and may form and delegate authority to one or more subcommittees and to one or more committees of executives and other employees of the Company, except that the Compensation Committee may only delegate authority to approve compensation for the Company's Section 16 officers to a subcommittee consisting exclusively of members of the Compensation Committee.

6. Meetings; Reporting to Board. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee may act by a majority vote at a meeting of the Compensation Committee at which a quorum exists or by a writing or writings signed by all its members without a meeting. Meetings of the Compensation Committee will be held at least four times a year at such times and places as the Compensation Committee determines. Such meetings may be held through any communications equipment if all persons participating can hear each other.

The Compensation Committee shall report regularly to the Board with respect to its meetings and any significant developments while performing the duties and responsibilities set forth above or as otherwise requested by the Board.

Revised: August 15, 2025