

RISK OVERSIGHT COMMITTEE CHARTER

1. Purpose. The Board of Directors (the “Board”) of Cardinal Health, Inc. (the “Company”) has established a Risk Oversight Committee (the “Committee”) to assist the Board in monitoring and overseeing the Company’s management of enterprise risks and risks associated with the Company’s operations, including, without limitation, risks associated with ethics, quality, technology, and legal and regulatory compliance matters.

2. Members. The Committee shall consist of at least three members, each of whom is an independent director, and will designate one member as chairperson. At least one member of the Audit Committee of the Board shall serve on the Committee. Vacancies on the Committee shall be filled by the Board. For purposes hereof, an “independent” director is a director who meets the independence requirements of the New York Stock Exchange, as determined by the Board.

3. Duties and Responsibilities. The Committee will oversee the Company’s ethics and compliance program, the Company’s cybersecurity and information technology risk programs, the Company’s product quality and safety program, and the Company’s compliance with legal and regulatory requirements other than audit, accounting and financial disclosure matters and related internal controls, which are overseen by the Audit Committee of the Board. The Committee will coordinate with the Audit Committee in monitoring compliance by the Company with legal and regulatory requirements as they relate to the responsibilities of the Audit Committee. Nothing in this Charter shall relieve the Audit Committee of its obligations under applicable law or the rules of the New York Stock Exchange. For purposes of this Charter, references to the Company shall be deemed to be references to the Company and its subsidiaries.

The Committee, to the extent it deems necessary or appropriate, shall, among other matters:

Risk Management

(a) Review and discuss the enterprise risk management program that is designed to assist the Company with monitoring and mitigating material risks related to the Company’s business, including emerging risks. This includes regular review and discussion with management the Company’s practices with respect to risk identification, assessment, tolerance, management, and mitigation.

Ethics and Compliance

(b) Review and discuss with the Chief Legal and Compliance Officer and other management as appropriate: (i) the Company’s ethics and compliance program and any significant changes to the program; and (ii) periodic reports from, or on behalf of, the Chief Legal and Compliance Officer regarding the Company’s ethics and compliance program.

(c) Approve amendments to the Company's Standards of Business Conduct and approve any waiver of the Standards of Business Conduct to be granted to directors or executive officers.

(d) Review and discuss with the Chief Legal and Compliance Officer and other management as appropriate the implementation and enforcement of policies, standards, procedures and risk management programs, and compliance with applicable laws and regulations, in areas such as healthcare fraud and abuse, antitrust, data privacy and security and other areas of significant potential or actual legal compliance risk to the Company.

(e) Review and discuss with the Chief Legal and Compliance Officer and other management as appropriate the implementation and enforcement of policies, standards, procedures and risk management programs, and compliance with applicable laws and regulations related to anti-bribery and anti-corruption laws, including the U.S. Foreign Corrupt Practices Act, and communicate with the Audit Committee as appropriate regarding anti-bribery and anti-corruption matters relating to books and records of the Company and related matters within the purview of the Audit Committee.

(f) Review and discuss with the Chief Legal and Compliance Officer and other management as appropriate, at least quarterly, and more frequently as necessary or appropriate, matters involving possible or actual significant non-compliance with applicable legal or regulatory requirements and the Company's Standards of Business Conduct by employees of the Company and affiliates.

(g) Receive updates on compliance with any ongoing significant settlement agreement or similar significant undertakings by the Company with any federal or state government agency (except for those related to audit, accounting and financial disclosure matters and related internal controls, which are overseen by the Audit Committee).

Product Quality and Safety

(h) Review and discuss with the Chief Legal and Compliance Officer and other management as appropriate the implementation and enforcement of policies, standards, procedures and risk management programs, and compliance with applicable laws and regulations related to the manufacture, sourcing and distribution of medical and pharmaceutical products consistent with applicable product quality and safety standards.

(i) Review and discuss with the Chief Legal and Compliance Officer and other management as appropriate periodic reports from or, on behalf of, such officer regarding the Company's product quality and safety programs.

Other

(j) Discuss with management the Company's cybersecurity and other major technology risk exposures and the steps management has taken to monitor and control such exposures.

(k) Monitor emerging technologies such as artificial intelligence (AI), including how such technologies are, or may be, incorporated into the Company's operations, services, and strategies, and discuss with management risks related to such emerging technologies.

(l) With the assistance of the Chief Legal and Compliance Officer, other internal and external counsel for the Company as appropriate, other management as appropriate and in coordination with the Audit Committee, establish procedures for the receipt, retention and treatment of complaints received by the Company regarding ethical, quality, and legal and regulatory compliance matters (the result of which procedures may result in certain complaints being referred to the Audit Committee or other committee of the Board) and for the confidential, anonymous submission by employees of concerns regarding such matters, including a process that allows for direct communication to the Committee or their designee of any such issues, and review these procedures at least annually.

(m) Discuss with the Chief Legal and Compliance Officer, other internal and external counsel for the Company as appropriate, or other management members as appropriate, any matters that have a material relationship to the Company's ethics and compliance or quality programs and related internal controls (other than those overseen by the Audit Committee), including but not limited to reputational impact.

(n) Annually evaluate the performance of the Chief Legal and Compliance Officer and recommend to the Board the appointment, replacement, reassignment, or dismissal of the Chief Legal and Compliance Officer.

(o) Annually evaluate the performance of the Committee and the adequacy of the Committee's charter.

(p) Perform such other duties and responsibilities as are consistent with the purpose of the Committee, as the Committee deems appropriate in consultation with the Board, or as may be delegated by the Board.

3. Authority; Outside Advisors. The Committee has the authority to take any actions it considers appropriate to fulfill the above duties and responsibilities, including without limitation the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions. The Company shall provide funding, as determined by the Committee, to compensate any such counsel, experts or advisors to the Committee. The Committee has sole authority to retain and terminate any such counsel, expert or advisor, including sole authority to approve its fees and other retention terms.

4. Subcommittees and Delegation. To the extent permitted by applicable law, regulation or listing standards, the Committee may delegate authority to one or more members of the Committee and may form and delegate authority to one or more subcommittees consisting exclusively of members of the Committee.

5. Meetings; Reporting to Board. The majority of the members of the Committee constitutes a quorum. The Committee may act by a majority vote of the members present at a meeting of the Committee at which a quorum exists or by a writing or writings signed by all of its members without a meeting. Meetings of the Committee will be held at least four times a year,

and at such times and places as the Committee determines appropriate. Such meetings may be held through any communications equipment if all persons participating can hear each other.

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

Revised: November 5, 2025