GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER

1. Purpose. The Board of Directors (the "Board") of Cardinal Health, Inc. (the "Company") has established a Governance and Sustainability Committee (the "Governance Committee") to identify individuals qualified to become Board members; recommend director candidates to the Board; develop and recommend to the Board a set of corporate governance principles and otherwise take a leadership role in shaping the corporate governance of the Company; and oversee the Company's sustainability activities (except to the extent such matters are overseen by another Board committee).

2. Members. The Governance 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 Governance Committee shall be filled by appointment by the Board. Members of the Governance 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, as determined by the Board.

3. Duties and Responsibilities. The purpose of the Governance Committee is to identify individuals qualified to become Board members; recommend director candidates to the Board; develop and recommend to the Board a set of corporate governance principles and otherwise take a leadership role in shaping the corporate governance of the Company; and oversee the Company's sustainability activities (except to the extent such matters are overseen by another Board committee). The duties and responsibilities of the Governance Committee are to:

<u>Selection of Directors/Nominees for Director</u>

(a) Develop and recommend to the Board criteria for identifying and evaluating qualified candidates for the Board. These criteria are set forth in the Company's Corporate Governance Guidelines. The Governance Committee considers such criteria 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.

(b) Identify, review the qualifications of, and recruit candidates for the Board.

(c) Review and consider any Board candidates recommended by the Company's shareholders and establish procedures for the submission and consideration of any such Board candidates as it deems appropriate.

(d) Recommend to the Board candidates for election or reelection to the Board at each annual meeting of shareholders, which will include assessing the qualifications, attributes, skills, contributions, time commitments, and independence of individual incumbent directors, considering the Board's current composition. The Committee shall consider each director's ability to commit sufficient time and attention to the activities of the Board and shall conduct an annual review of director commitments in connection with its recommendation of directors for election to the Board, with consideration given to public company board service and leadership roles and other outside commitments.

(e) Consider and recommend to the Board the action, if any, to be taken with respect to any resignation tendered by a director.

(f) Recommend to the Board candidates to be elected by the Board and oversee the Board's succession planning, including for the Board Chair, any Lead Director role and the Chair of each Board committee.

Board Governance and Committees Composition

(g) Develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and annually review and recommend changes to these guidelines, as appropriate, and review and recommend to the Board proposed changes to the Company's Articles of Incorporation and Code of Regulations, as needed.

(h) Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees, including the reporting channels through which the Board receives information and the quality and timeliness of the information.

(i) Recommend to the Board directors for appointment to Board committees and as committee chairs and consider rotating directors among the committees as appropriate in light of, among other things, individual director experience, knowledge or background.

(j) Periodically review the Board's leadership and leadership structure and recommend changes to the Board as appropriate.

Sustainability Matters

(k) Oversee and report to the Board regarding the Company's sustainability activities, policies, strategy, and reporting and disclosure practices (except to the extent such matters are overseen by another Board committee), and discuss such matters with the Company's management as appropriate.

(l) Monitor and evaluate environmental, social and political issues and risks potentially impacting the Company and report to the Board regarding such matters.

(m) Oversee the Company's policies and practices regarding political and lobbying expenditures, including an annual review of the Company's political contributions policy and corporate political contributions, lobbying activities and trade association dues and payments.

Other

(n) Conduct the annual evaluation of the Board's effectiveness and performance.

(o) Oversee the process for individual evaluations of each director.

(p) Oversee the orientation process for new directors and ongoing education for directors.

(q) Oversee procedures for shareholders and other interested parties to communicate with the Board.

(r) Review any shareholder proposals received by the Company and make recommendations to the Board regarding the Company's response to such proposals.

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

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

4. Authority; Outside Advisors. The Governance 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, including without limitation sole authority to retain and terminate any search firm used to identify director candidates and to approve the search firm's fees and other retention terms.

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

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

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

Revised: August 5, 2026