

**OWENS & MINOR, INC.**  
**CORPORATE GOVERNANCE GUIDELINES**

The following shall constitute the Corporate Governance Guidelines (the “Corporate Governance Guidelines”) of the Board of Directors of Owens & Minor, Inc. (the “Corporation”):

**I. BOARD COMPOSITION AND STRUCTURE**

**1. Director Qualifications**

The Board of Directors of the Corporation (the “Board”) will satisfy all independence requirements of the New York Stock Exchange (“NYSE”) as then in effect.

The Governance & Nominating Committee is responsible for reviewing with the Board, on an annual basis, the requisite skills and characteristics of Board members as well as the composition of the Board as a whole. The goal of the Governance & Nominating Committee is to have a Board whose membership reflects a mix of diverse skill sets, technical expertise, educational and professional backgrounds, industry experiences and public service as well as perspectives of different genders and ethnicities.

This assessment will include members’ qualifications as independent (directors shall inform the Chair of the Governance & Nominating Committee of any matter bearing on the director’s independence), as well as consideration of diversity, age, skills and experience in the context of the Board’s needs. Attached to these Guidelines as Annex A is the General Criteria for Nomination to the Board which has been adopted by the Governance & Nominating Committee. These General Criteria set forth the traits, abilities and experience that the Board looks for in determining candidates for election to the Board. In determining whether to recommend a director for re-election, the Governance & Nominating Committee also considers the director’s past attendance at meetings and participation in and contributions to the activities of the Board.

Nominees for directorship will be recommended to the Board by the Governance & Nominating Committee in accordance with the policies and principles in its charter.

The invitation to join the Board will be extended by the Board through the Chair of the Governance & Nominating Committee and the Chair of the Board.

**2. Number and Election of Directors**

The number of directors comprising the Board is determined from time to time in accordance with the Bylaws of the Corporation. The Board is authorized to fill vacancies on the Board by the affirmative vote of the majority of the remaining directors though less than a quorum of the Board, and the term of office of any director so elected shall

expire at the next shareholders' meeting at which directors are elected. Otherwise, the directors are elected by the shareholders.

In accordance with the Bylaws of the Corporation, each director is elected by the vote of the majority of the votes cast with respect to the nominee at any meeting for the election of directors at which a quorum is present; provided, however, that if, as determined by the Secretary of the Corporation, on the tenth (10<sup>th</sup>) day preceding the date the Corporation first mails its notice of meeting for such meeting to the shareholders, the number of nominees exceeds the number of directors to be elected (a "Contested Election"), the directors shall be elected by the vote of a plurality of the votes cast.

In order for any incumbent director to become a nominee of the Board for further service on the Board, such person must submit an irrevocable resignation, contingent on (a) that person not receiving a majority of the votes cast in an election that is not a Contested Election and (b) acceptance of that resignation by the Board in accordance with the policies and procedures adopted by the Board for such purpose. In the event an incumbent director fails to receive a majority of the votes cast in an election that is not a Contested Election, the Governance & Nominating Committee, or such other committee designated by the Board, shall make a recommendation to the Board as to whether to accept or reject the resignation of such incumbent director, or whether other action should be taken. The Board shall act on the resignation, taking into account the Governance & Nominating Committee's recommendation, and publicly disclose (by a press release and filing an appropriate disclosure with the Securities and Exchange Commission (the "SEC")) its decision regarding the resignation and, if such resignation is rejected, the rationale behind the decision within 90 days following certification of the election results. The Governance & Nominating Committee in making its recommendation and the Board in making its decision each may consider any factors and other information that they consider appropriate and relevant. A director who fails to receive a majority of the votes cast in an election that is not a Contested Election shall not participate in the Governance & Nominating Committee's recommendation or the Board's action regarding the resignation. If a majority of the members of the Governance & Nominating Committee are required to submit their resignations as provided above, the independent directors on the Board who were not required to submit their resignations will act as a committee to consider the resignation offers and recommend to the Board whether or not to accept them. If the Board accepts a director's resignation pursuant to these Corporate Governance Guidelines, or if a nominee for director is not elected and the nominee is not an incumbent director, then the Board may fill the resulting vacancy pursuant to Section 2.3(d) of the Bylaws of the Corporation or may decrease the size of the Board. If a director's resignation is not accepted by the Board pursuant to these Corporate Governance Guidelines, such director will continue to serve until the next annual meeting and until such director's successor shall have been duly elected and qualified, or his or her earlier resignation or removal.

### **3. Independence Standards**

A majority of the directors shall be independent.

In order for a director to be considered independent by the Board, he or she must meet the criteria for “independence” established by the NYSE listing standards. The Board will affirmatively determine annually and at other times as required that the director has no material relationship with the Corporation (either directly or as a partner, shareholder or officer of an organization that has a relationship with the Corporation) or any executive officer of the Corporation that may interfere with the exercise of his or her independence from management and the Corporation.

### **4. Change in Principal Position**

It is the sense of the Board that individual directors who retire or whose job responsibilities materially change from those they held when they were elected to the Board should volunteer to resign from the Board. Such a step provides an opportunity for the Board, through the Governance & Nominating Committee, to review the continued appropriateness of Board membership under the circumstances.

Directors should advise the Chair of the Board and the Chair of the Governance & Nominating Committee in advance of accepting an invitation to serve on another public corporation board.

### **5. Director Tenure**

The Board believes that shareholders are best served by a Board that reflects an appropriate mix of new members and members who have developed, through valuable experience over time, increasing insight into the Corporation and its strategies and operations. On this basis, the Board believes that length of service should be regularly considered by the Governance & Nominating Committee and that it is not necessary to have term limits for directors.

The Governance & Nominating Committee will review the appropriateness of each director’s continuation on the Board, if eligible for re-election, prior to its recommendation to the Board of the slate of nominees for election to the Board.

## **II. DIRECTOR RESPONSIBILITIES**

### **1. Basic Responsibilities**

The director’s basic responsibility is to exercise his or her good faith business judgment of the best interests of the Corporation. In discharging that obligation, each director should be entitled to rely on the honesty and integrity of the Corporation’s senior executives and its outside advisors and auditors absent evidence that makes such reliance unwarranted.

Management is responsible for the day-to-day management of the risks the Corporation faces. The Board, as a whole and through its committees, has responsibility for the oversight of risk management. In its risk oversight role, the Board has the responsibility to satisfy itself that the risk management processes designed and implemented by management are adequate and function as designed. The Board performs its risk oversight function through regular reporting to the Board by the Board committees as well as by the officers and management-level personnel who supervise the day-to-day risk management responsibilities of the Corporation.

Directors are expected to attend Board meetings and meetings of committees on which they serve and to spend the time needed and meet as frequently as necessary to discharge properly their responsibilities. Information and data that are important to the Board's understanding of the business to be conducted at a Board or committee meeting should generally be distributed in writing to the directors before the meeting. Directors should review these materials in advance of the meeting.

The directors shall also be entitled (1) to have the Corporation purchase reasonable levels of directors' and officers' liability insurance on their behalf; (2) to the benefits of indemnification to the fullest extent permitted by law and the Corporation's Articles of Incorporation, Bylaws and any indemnification agreements; and (3) to exculpation as provided by Virginia law and the Corporation's Articles of Incorporation.

## **2. Separation of Chair and CEO/Lead Independent Director**

The Board annually elects one of its members to serve as Chair of the Board ("Chair"). The Chair shall preside at all meetings of the Board and the shareholders, and shall perform such other duties, and exercise such powers, as prescribed in the Bylaws of the Corporation or by the Board from time to time.

The Board has no policy with respect to the separation of the offices of Chair and the Chief Executive Officer ("CEO"). The Board believes that this issue is part of the succession planning process and that it is in the best interests of the Corporation for the Board to make a determination when it elects a new CEO or when a Chair resigns or otherwise ceases to serve in such capacity.

At such time that the Chair is not an independent director or in such other instances when it deems appropriate and in the best interests of the Corporation, the Governance & Nominating Committee shall recommend for Board approval an independent director to serve as Lead Independent Director. The Lead Independent Director shall be elected annually by the Board following the election of directors at the annual meeting of the shareholders. The Lead Independent Director shall:

- preside at Board meetings in the absence of the Chair;
- preside at meetings of the independent directors;

- serve as the principal liaison between the independent directors and the Chair and CEO;
- advise the Chair and the Committee Chairs with respect to agendas and information needs relating to Board and Committee meetings;
- approve Board meeting schedules to assure that there is sufficient time for discussion of all agenda items;
- be available for communication with major shareholders of the Corporation, if appropriate;
- respond to communications that are directed to the Lead Independent Director or the non-management or independent directors as a group;
- be authorized to call meetings of the independent directors and set agenda items for such meetings; and
- perform such other duties as the Board may from time to time delegate to assist the Board in the fulfillment of its responsibilities.

The identity of the Lead Independent Director shall be disclosed in the Corporation's annual proxy statement and on the Corporation's website, together with a method for interested parties to communicate directly with the Lead Independent Director.

### **3. Agenda**

The Chair will establish the agenda for each Board meeting in consultation with the Lead Independent Director, if appointed. At the beginning of the year, the Chair will establish a schedule of significant agenda subjects to be discussed during the year (to the degree this can be foreseen). Each Board member is encouraged to suggest the inclusion of items on the agenda. Each Board member is free to raise at any Board meeting subjects that are not on the agenda for that meeting. The Board will review the Corporation's long-term strategic plans and the principal issues that the Corporation will face in the future during at least one Board meeting each year.

### **4. Executive Session**

The non-management directors will meet in executive session following each regularly scheduled Board meeting and at such other times as they may determine. The independent directors (excluding any non-management director who does not qualify as an independent director under the rules of the NYSE, if any) will meet in executive session at least annually. The non-executive Chair or Lead Independent Director shall preside at these meetings.

## **5. Communication Policy**

The Board believes that management speaks for the Corporation and the Chair speaks for the Board. Inquiries about the Corporation by shareholders, analysts, the press, media and other constituencies are to be referred to management. In circumstances when it is appropriate for the Board to communicate separately from the Corporation's management, the Chair or Lead Independent Director will speak for the Board. Individual Board members may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Corporation. Board members shall do this with the knowledge of management and, absent unusual circumstances or as contemplated by the committee charters, only at the request of management. In addition, as noted above, the Lead Independent Director's responsibilities include being available for communication with major shareholders of the Corporation, if appropriate.

## **6. Code of Honor**

At all times, directors will comply with the provisions of the Corporation's Code of Honor.

### **III. BOARD COMMITTEES**

The Board will have at all times an Audit Committee, a Governance & Nominating Committee and an Our People & Culture Committee. The members of these committees will satisfy all requirements of the NYSE and the SEC as then in effect. Committee members will be appointed by the Board upon recommendation of the Governance & Nominating Committee with consideration of the desires of individual directors. It is the sense of the Board that consideration should be given to rotating committee members periodically, but the Board does not feel that rotation should be mandated as a policy. Directors may attend meetings of any Committee of which they are not a member.

Each committee will have its own charter. The charters will set forth the purposes, goals and responsibilities of the committees as well as qualifications for committee membership, procedures for committee member appointment and removal, committee structure and operations and committee reporting to the Board. The charters will also provide that each committee will annually evaluate its performance.

The Chair of each committee, in consultation with the committee members, will determine the frequency and length of the committee meetings consistent with any requirements set forth in the committee's charter. The Chair of each committee, in consultation with the appropriate members of the committee and appropriate members of management, will develop the committee's agenda. At the beginning of the year each committee will establish a schedule of the principal agenda subjects to be discussed during the year (to the degree these can be foreseen). The schedule for each committee will be furnished to all directors.

The Board may, from time to time, establish or maintain additional committees as necessary or appropriate.

#### **IV. DIRECTOR ACCESS TO OFFICERS AND TEAMMATES**

Directors have full and free access to officers and teammates of the Corporation and, as necessary, appropriate independent advisors. The directors will use their judgment to ensure that any such contact is not disruptive to the business operations of the Corporation and will, to the extent not inappropriate, copy the CEO on any written communications between a director and an officer or teammate of the Corporation, or advise the CEO of any such oral communications.

The Board welcomes regular attendance at each Board meeting of the Corporation's senior officers. If the CEO wishes to have additional Corporation personnel attend on a regular basis, this suggestion should be brought to the Board for approval.

#### **V. DIRECTOR COMPENSATION**

The form and amount of director compensation will be determined by the Board based on a recommendation of the Governance & Nominating Committee in accordance with the policies and principles set forth in its charter. The Governance & Nominating Committee will conduct a periodic review of director compensation. The Governance & Nominating Committee will consider that directors' independence may be jeopardized if director compensation and benefits exceed customary levels, if the Corporation makes substantial charitable contributions to organizations with which a director is affiliated, or if the Corporation enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which the director is affiliated.

#### **VI. DIRECTOR EQUITY OWNERSHIP**

Directors are required to achieve over a five-year time period a level of equity ownership of the Corporation's stock having a value of four (4) times the annual cash retainer, at the later of July 30, 2026 or conclusion of his or her fifth year of service on the Board. For purposes of this valuation, fees paid to directors but deferred and allocated to the Corporation common stock account and stock awards to directors, including stock awards that are deferred or for which any restriction associated with such award has not lapsed, shall be included in calculating a director's equity ownership. Each director's equity in the Corporation may not be sold until the director satisfies the specified equity ownership level, except that up to fifty percent (50%) of the restricted stock awarded to each director may be sold or otherwise reduced to satisfy any federal, state or local withholding tax liability arising from the granting or vesting of such restricted stock, and that any sale of equity must be made in accordance with the Company's Section 16 and Insider Trading Compliance Policy.

#### **VII. DIRECTOR ORIENTATION AND CONTINUING EDUCATION**

All new directors must participate in the Corporation's Director Orientation Program, which should be conducted promptly upon the new director's election to the Board. This orientation will include presentations by senior management to familiarize new directors with the

Corporation's (i) strategic plans, (ii) significant financial, accounting and risk management issues, (iii) compliance programs, (iv) Corporate Governance Guidelines, (v) Code of Honor, (vi) principal officers and (vii) internal and independent auditors. In addition, the Orientation Program will include visits to Corporation headquarters and, to the extent practical, certain of the Corporation's significant facilities.

All directors are encouraged to attend programs and seminars dealing with the role and responsibility of publicly-owned company directors.

#### **VIII. CEO EVALUATION AND MANAGEMENT SUCCESSION**

The Our People & Culture and Governance & Nominating Committees shall meet jointly with the CEO on an annual basis to evaluate the performance of the CEO during the preceding year and to also review and approve the performance goals of the CEO for the succeeding year. The Our People & Culture Committee shall rely upon the performance assessment of the Governance & Nominating and Our People & Culture Committees in support of its compensation recommendations for the CEO to the Board.

The Governance & Nominating Committee shall make an annual report to the Board on succession planning. The Board will work with the Governance & Nominating Committee to nominate and evaluate potential successors to the CEO. The CEO should at all times make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

#### **IX. ANNUAL PERFORMANCE EVALUATION**

The Board will conduct an annual self-evaluation to determine whether it and its committees are functioning effectively. The Governance & Nominating Committee will receive comments from all directors and report annually to the Board with an assessment of the Board's performance. The assessment will focus on the Board's contribution to the Corporation and specifically focus on areas in which the Board or management believes that the Board can improve.

#### **X. DIRECTOR ATTENDANCE AT ANNUAL SHAREHOLDER MEETINGS**

It is the Board's policy that, absent unusual or unforeseen circumstances, all of the directors of the Corporation are expected to attend each Annual Meeting of the Corporation's shareholders.

#### **XI. CONSISTENCY WITH ARTICLES OF INCORPORATION OR BYLAWS**

To the extent that any provision or section of the Corporate Governance Guidelines may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Corporation, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.



## **XII. AMENDMENT**

These Corporate Governance Guidelines may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of directors fixed by the Bylaws.

## **XIII. CERTIFICATION**

This Corporate Governance Guidelines, as amended, was duly approved and adopted by the Board of the Corporation on the 27th day of October, 2023.

Corporate Secretary

## ANNEX A

### GENERAL CRITERIA FOR NOMINATION TO THE BOARD OF DIRECTORS OF OWENS & MINOR, INC.

1. Directors should be of the highest ethical character and share the values of the Corporation as reflected in the Mission and Values statement.
2. Directors should have reputations, personal and professional, consistent with the image and reputation of the Corporation.
3. Directors should be highly accomplished in their respective fields, with superior credentials and recognition.
4. Directors must be willing to devote sufficient time to carrying out their duties and responsibilities effectively and should be committed to serve on the Board for an extended period of time.
5. In selecting directors, the Board should generally seek active and former chief executive officers and other senior executives of publicly traded companies and other major complex organizations, including scientific, government, educational and other non-profit institutions. In recognition of the fact that the foundation of the Corporation is in the delivery of healthcare products and supply chain services, the Board should seek some directors who are experienced and recognized in the broad fields of healthcare or supply chain distribution.
6. Each director should have relevant expertise and experience and be able to offer advice and guidance to the Chief Executive Officer based on that expertise and experience.
7. Directors who also serve as chief executive officers or equivalent positions should not serve on more than two public company boards in addition to the Corporation's Board, and other directors should not serve on more than four other boards of public companies in addition to the Corporation's Board.
8. All outside directors on the Board should be and remain "independent" as that term may be defined in NYSE rules and regulations. In addition, directors should be independent of any particular constituency and be able to represent all shareholders of the Corporation.
9. Each director should have the ability to exercise sound business judgment.
10. No director may stand for appointment or election to the Board if such person, at the time of the prospective appointment or election, is more than 72 years of age. Notwithstanding the preceding, on an exceptional basis, the Board may allow a Director to continue to serve past age 72 for a limited time.

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For purposes of these Guidelines, the following definitions shall apply:

- (i) *“the Corporation”* shall mean Owens & Minor, Inc. and any subsidiary in a consolidated group with Owens & Minor, Inc.
- (ii) *“immediate family member”* shall mean a director’s spouse, parents, children, siblings, mother and father-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such director’s home.
- (iii) *“executive officer”* shall mean only an individual who is an executive officer of Owens & Minor, Inc., the parent company.