

BUSINESS REVIEW COMMITTEE CHARTER

1. **Members.** The Board of Directors (the “Board”) of Cardinal Health, Inc. (the “Company”) will appoint a Business Review Committee (the “Committee”) of three members, consisting of the Chief Executive Officer as the chairperson of the Committee, Mr. Steven Barg and one other independent director, who shall be Akhil Johri. For purposes of this Charter, an “independent” director is a director who meets the independence requirements of the New York Stock Exchange, as determined by the Board using the standards set forth in the Company’s Corporate Governance Guidelines. Vacancies on the Committee shall be filled by the Board and in accordance with the terms of that certain Cooperation Agreement, dated as of September 5, 2022 (the “Cooperation Agreement”) as amended, by and among Elliott Investment Management L.P., Elliott Associates, L.P., and Elliott International, L.P., (collectively, “Elliott”) and the Company, provided that any new member of the Committee (other than the Company’s Chief Executive Officer) must be an independent director.

2. **Purpose, Duties and Responsibilities.** The purpose of the Committee is to review the operations and business of the Company as well as the Company’s capital allocation policy in order to maximize long-term value of the Company. The initial focus of the Committee will be a review of the Company’s overall business strategy and its portfolio of businesses and assets. In furtherance of this purpose, the Committee shall review, evaluate and make recommendations to the Board regarding the following matters, including (to the extent applicable) the timing for and supporting the Board’s oversight as to the implementation of:

(a) the Company’s portfolio of businesses and assets (including identifying and evaluating potential opportunities and options that may be available, relative to the current configuration of such businesses, as well as potential strategic opportunities with respect to such businesses);

(b) the strategy, operations and business of the Company (including identifying opportunities to enhance the competitive positioning and business and financial profile of the Company’s assets and businesses, both individually and as a whole, taking into account the portfolio review and the results of such review);

(c) long-term planning, priorities, corporate strategies and oversight;

(d) capital allocation priorities, including as to capital return policies, multi-year financial plan(s) and any additional capital return opportunities resulting from the portfolio review; and

(e) any other related matters as may be determined by the Board from time to time.

The Committee will make recommendations to the Board with respect to the results of such review as promptly as practicable following the completion of the Committee’s work. For the avoidance of doubt, any Committee member is permitted to privately share his or her views and recommendations to the Board regarding the results of the Committee’s review and any other matters that may be considered in furtherance of the Committee’s purposes.

The results of such review shall be reported to the Company's shareholders at an Investors Day to take place no later than June 30, 2023 (the "Investor Day"). The Committee shall consult with management and the Board with respect to the Company's communications to be issued in connection with the Investor Day and the timing of such Investor Day, with the goal of having such Investor Day occur at an appropriate time following the Board reaching its determinations regarding the Committee's review (it being understood for the avoidance of doubt that the Board and management have the discretion not to wait until Investor Day to execute on any initiatives or announce the completion of any initiatives). The Committee's recommendations to the Board shall be confidential, non-binding and advisory in nature. For the avoidance of doubt, the Committee's deliberations, materials reviewed, conclusions, communications, findings, and recommendations shall be private and kept strictly confidential, including in accordance with the Board's policies. Members of the Committee shall communicate with Company management and employees in accordance with the Board's ordinary course communication practices for other committees and only to the extent appropriate with their duties to fulfill the Committee's purposes. Management of the Company shall provide assistance to the Committee in connection with the Committee's purpose.

3. Outside Advisors. In furtherance of the Committee's purpose, the Committee has the authority to retain such outside counsel, experts, consultants, and other advisors as it determines appropriate, which may include outside counsel, experts, and other advisors already retained by the Company. The Company shall be responsible for paying the reasonable fees and expenses of such advisors.

4. 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 generally will be held periodically as circumstances dictate, with the Committee's initial meeting to be held no later than September 29, 2022, and otherwise 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 chairperson shall chair all regular sessions on the Committee and may call, and upon the request of any other member of the Committee shall call, and convene meetings of the Committee. The chairperson shall be responsible for setting the agendas for Committee meetings. The Committee shall report regularly to the full Board with respect to its meetings and concerning significant developments in the course of the review specified in Section 2 above, which reports may occur at the regularly scheduled meetings of the Board (or more frequently as requested by the Chair of the Board or as determined by the chairperson of the Committee). The Committee shall keep minutes of its meetings and shall periodically review its performance.

5. Term. The Committee will disband effective July 15, 2024, unless the Board should otherwise determine to extend the term of the Committee.

Effective: May 3, 2023