



## COVETRUS, INC.

### NOMINATING AND GOVERNANCE COMMITTEE CHARTER

This document (the “Charter”) sets forth the policy of Covetrus, Inc. (the “Company”) concerning the operation of the Nominating and Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company.

#### **Purpose**

The Committee shall (1) assist the Board by identifying individuals qualified to become Board members and approve nominees to stand for election at the annual meetings of the Company’s stockholders; (2) oversee the evaluation of the Board and management; (3) develop and maintain the Company’s corporate governance guidelines and policies; and (4) address any related matters, including any related matters required by the federal securities laws.

#### **Membership**

The Committee shall consist of no fewer than three members. Each member of the Committee shall (1) be a director of the Company and (2) meet the independence requirements established by the Nasdaq Stock Market (“Nasdaq”) or, with the approval of the Board, satisfy one or more of the exceptions permitted by Nasdaq, and any other requirements of applicable law.

The members of the Committee shall be appointed and replaced by the Board for such term or terms as the Board may determine or until a member’s earlier resignation or death. The Lead Outside Director of the Board shall serve as the Committee’s Chairperson. Following the 2022 annual meeting of stockholders of the Company, if there is no Lead Outside Director appointed by the Board, the Board shall designate one member of the Committee to serve as the Committee’s Chairperson. The Board may remove any member from the Committee at any time with or without cause, except that until the 2022 annual meeting of stockholders of the Company, the Lead Outside Director may only be removed from the Committee in the same manner as provided for the removal of the Lead Outside Director from his or her position as Lead Outside Director in the Company’s by-laws.

The Committee may form and delegate authority to subcommittees. The Committee or any subcommittee shall have the right to consult with or obtain input from management.

#### **Meetings**

The Committee shall meet at least annually, or more frequently as circumstances dictate. Special meetings may be convened as the Committee deems necessary or appropriate. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

#### **Retention of Advisors**

The Committee shall have the authority, in its sole discretion, to retain and terminate any director or executive search firm, legal counsel or such other advisors as it deems necessary or appropriate to assist in the execution of its duties and responsibilities as set forth in this Charter. The Committee shall be directly

responsible for the appointment, compensation and oversight of the work of any director or executive search firm, legal counsel and any other advisor retained by the Committee. The Company shall provide for appropriate funding, as determined by the Committee in its capacity as a committee of the Board, for the payment of reasonable compensation to any such search firms, legal counsel and any other advisor retained by the Committee.

### **Responsibilities and Duties**

The Committee shall have the responsibilities and duties set forth below.

#### Selection of Directors and Committee Members

1. Identify individuals qualified to become Board members and consider candidates to fill positions on the Board. In identifying candidates, the Committee shall consider all relevant factors including, without limitation, complementary skills, experience, areas of expertise, diversity, reputation and compliance with the independence and other qualification requirements established by the Board under the Company's Corporate Governance Guidelines.
2. Review recommendations of director candidates submitted by stockholders using the same criteria it applies to recommendations from Committee members, other directors and members of management.
3. Approve candidates to recommend as nominees to the Board to fill positions on the Board.
4. In connection with its annual recommendation of director nominees, assess the contributions of incumbent directors eligible for nomination for a further term, including in light of the criteria for director nominees adopted by the Board and other perceived needs of the Board.
5. Make recommendations to the Board regarding which directors should serve on the various committees, and which directors should be appointed as Chairpersons of such committees.
6. If a vacancy on the Board and/or any Board committee occurs, identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy either by election by stockholders or appointment by the Board.
7. Recommend to the Board whether to accept any resignation tendered by a director, as required by the Company's by-laws.
8. Notwithstanding anything to the contrary in this Charter, if the Company is, at any time, required by contract or otherwise to provide third parties with the ability to nominate one or more directors, the selection and nomination of such directors shall not be subject to review or approval by the Committee.

#### Evaluation of the Board and the Company's Corporate Governance Practices

9. Develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees, and oversee this evaluation.
10. Periodically, and at least annually, review and reassess the Company's corporate governance procedures and practices, including the Company's Corporate Governance

Guidelines, and recommend any proposed changes from time to time to the Board for its consideration.

11. Periodically review and reassess the Company's certificate of incorporation, by-laws and committee charters and recommend any proposed changes from time to time to the Board for its consideration.
12. Develop and recommend to the Board for approval an officer and management succession plan (the "Succession Plan"), review the Succession Plan periodically with the Board and the CEO, develop and evaluate potential candidates for executive positions and recommend to the Board any changes to and any candidates for succession under the Succession Plan. At least annually, review and recommend to the Board for approval Succession Plans with respect to non-CEO executive officers and coordinate with the independent directors in reviewing CEO succession plans.

#### Review of Retirement Policies and Stock Ownership Guidelines

13. Review the continued appropriateness of director retirement policies and programs and approve any changes for the ensuing year and make recommendations to the Board with respect thereto.
14. Establish and review annually stock ownership guidelines applicable to directors and senior management of the Company and recommend to the Board revisions to such guidelines as appropriate.

#### Other Responsibilities

15. Report to the Board, as requested, or as the Committee deems necessary, but not less frequently than annually.
16. In addition to any other powers designated herein, in the event of a vacancy in the office of the chairman of the Board and the Board has not already filled such vacancy in accordance with the Company's by-laws, the Chairperson of the Committee shall also serve as the chairman of the Board on an interim basis until such time as a successor has been approved by the Board.
17. The Chairperson shall coordinate the activities of the independent directors and shall have the authority to convene meetings of the independent directors of the Board from time to time, to set the agendas for such meetings and to conduct and report on such meetings.
18. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for its approval. This Charter is in all respects subject and subordinate to the Company's certificate of incorporation and by-laws and the resolutions of the Board and the applicable provisions of the Delaware General Corporation Law.
19. Review its own performance annually and report the Committee's conclusions to the Board.
20. Review stockholder proposals, including timelines of submission, and recommend appropriate action to the Board.
21. Provide, with input from Company management, an appropriate orientation for all new directors which may include meetings with management of the Company, background

material and presentations about the Company, its business, strategic plans, significant risk exposures and compliance programs (including the Code of Business Conduct and Ethics and other applicable policies), and periodically provide directors with information and educational opportunities, as appropriate for their continuing education as directors of the Company.

*Adopted and effective as of February 7, 2019*