

## **CORPORATE GOVERNANCE GUIDELINES**

The Board of Directors (the "Board") of Henry Schein, Inc. (the "Company") has adopted the following guidelines to reflect the principles by which the Company operates. The Board will review these guidelines from time to time and make such changes as it deems necessary and appropriate.

### **1. Role of the Board of Directors**

The role of the Board is to oversee the management of the Company and to represent the interests of the Company's stockholders, including their interest in optimizing financial returns and the value of the Company over the long term. The Board also considers the long-term interests of other stakeholders, including Team Schein Members, customers, supplier partners, investors, the communities in which the Company operates, and society in general.

### **2. Director Responsibilities**

Directors are expected to attend all Board meetings and meetings of committees on which they serve, and they are frequently called upon for advice and counsel between formal meetings. Directors should review meeting materials that are provided to them in advance of each meeting. Each director is encouraged and expected to ask questions of and raise issues with management to ensure the conduct of careful and cautious oversight.

### **3. Board Composition**

The Board shall at all times have a majority of "independent directors" (as defined below).

### **4. Definition of Independence**

The Company defines an "independent director" in accordance with Nasdaq Stock Market Rule 5605(a)(2). The Board is also responsible for making an affirmative determination that each independent director has no other relationship with the Company or its affiliates (in addition to those specified in Rule 5605(a)(2)) that would impair his or her independence.

### **5. Lead Director**

The Board has an independent director designated as the Lead Director, who:

- presides at all executive sessions of the independent directors and has the authority to call meetings of the independent directors;
- acts as a liaison among the members of the Board, CEO and management;
- coordinates information sent to the Board;
- coordinates meeting agendas and schedules for the Board to assure that there is sufficient time for discussion of all agenda items;
- confers with the CEO, as appropriate; and
- is available for consultation with the Company's stockholders as appropriate.

The general authority and responsibilities of the Lead Director are established by the Board. Nothing contained herein shall detract from the duties and responsibilities otherwise provided or imposed upon any director by law.

### **6. Committees**

The Board currently has an Audit Committee, a Compensation Committee, a Nominating and Governance Committee (the "Nominating Committee"), a Strategic Advisory Committee and a Regulatory, Compliance and Cybersecurity Committee. The Audit Committee, the Compensation Committee and the Nominating Committee is each comprised entirely of independent directors. The Audit Committee, the Compensation Committee, the Nominating Committee, the Strategic Advisory Committee and Regulatory, Compliance and Cybersecurity Committee have written charters approved by the Board, each of which describes the Committee's general authority and responsibilities. From time to time and in accordance with the Company's Bylaws, the

Board may provide for such other standing or special committees as may be necessary to carry out its responsibilities.

**7. Selection of Board Nominees**

The Nominating Committee is responsible for recommending director nominees to the Board, and the Board is responsible for recommending director nominees to stockholders for election.

The Nominating Committee is responsible for overseeing the evaluation of the performance of the Board. The Nominating Committee is also responsible for periodically reviewing and reassessing the Company's corporate governance procedures and practices and recommending proposed changes to the Board for its consideration.

The Nominating Committee considers recommendations for Board candidates submitted by stockholders using the same criteria it applies to recommendations from Nominating Committee members, other directors and members of management.

Shareholders may submit recommendations for nominees by writing to the Nominating Committee as follows:

Chairman, Nominating and Governance Committee  
c/o Henry Schein, Inc.  
135 Duryea Road  
Melville, New York 11747

**8. Orientation and Continuing Education of Directors**

The Nominating Committee, with input from Company management, shall provide an appropriate orientation program for new directors. Such program shall include background materials, opportunities to meet with senior management and visits to Company facilities. The Nominating Committee is also responsible for providing continuing education opportunities for directors as it deems appropriate.

**9. Executive Sessions of Independent Directors**

The Board's policy is to have separate, regularly-scheduled executive sessions for the independent directors at least twice a year in conjunction with regularly-scheduled Board meetings. The Lead Director will preside at the executive sessions, has the authority to call meetings of the independent directors and shall bear such further responsibilities as the independent directors as a whole may designate from time to time.

**10. Management Development and Succession Planning**

At least annually, the Chief Executive Officer ("CEO") shall report to the Board on the Company's program for management development and on succession planning. The Board's policy is to periodically review issues related to CEO and senior executive selection and performance. In addition, the Board and the CEO shall periodically discuss the CEO's recommendations as to a successor in the event of the sudden resignation, retirement or disability of the CEO.

**11. Board Compensation**

The Compensation Committee is responsible for reviewing the continued competitiveness and appropriateness of the compensation program for outside directors and approving any changes for the ensuing year and making recommendations to the Board with respect thereto.

**12. Attendance of Directors at Annual Meeting**

All directors are expected to attend the Annual Meeting of Stockholders.

**13. Service on Other Boards**

Directors of public companies are subject to increasing demands on their time, and the Board believes that it should take steps to ensure that its members continue to have sufficient time to devote to the Company. The Board believes that directors should limit the number of boards of other public companies on which its members serve in order to ensure their effectiveness as a board member. The CEO and non-executive directors who are employed as the chief executive officer of another publicly traded company should not serve on more than two other public company boards in addition to serving on the Board, while other non-

executive directors should not serve on more than four other public company boards in addition to serving on the Board.

Directors should advise the Chairman, the Lead Director and the Chairperson of the Nominating Committee in advance of accepting an invitation to serve on another public company board, any private company board or any not-for-profit board in order to evaluate whether the new directorship adversely impacts the director's Board service, including whether the directorship creates any potential conflict of interest. In addition, directors should advise the Chairman, the Lead Director and the Chairperson of the Nominating Committee of any change in employment status. The Nominating Committee will consider the commitments of a director or candidate to other board memberships, among other significant professional commitments that the director maintains, in assessing the individual's suitability for election or reelection to the Board.

**14. Board Access to Management and Independent Advisers**

Directors shall have complete access to senior management. In addition, the Board and each committee of the Board may retain their own independent legal and other advisors. Directors are expected to use good judgment to ensure that such access does not interfere with the operation of the Company's business and that independent advisers are used efficiently.

**15. Annual Evaluation**

At least annually, each director will participate in a performance evaluation of the Board and the committees on which such director serves. The purpose of such evaluation is to determine whether the Board and its committees are functioning effectively.

**16. Submission of Director Resignations**

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. Directors should offer their resignation in the event of any significant change in their employment, affiliations with organizations or other matters which may affect such Director's ability to serve effectively. The Board, and specifically the Nominating Committee, would then evaluate whether the Board should accept the resignation based on a review of whether the individual continues to satisfy the Board's membership criteria in light of his or her change in employment, affiliations or other matters which may affect his or her ability to serve effectively.

**17. Communicating with the Board**

Stockholders who wish to communicate with the Board, its Chairman, its Lead Director, its committees, any director or the non-management directors as a group may send correspondence to:

Corporate Secretary  
Henry Schein, Inc.  
135 Duryea Road  
Melville, New York 11747

Any communication should clearly specify to whom it is intended to be made. The office of the Corporate Secretary will receive the correspondence and forward it to the Lead Director, the Chairman of the Nominating Committee or to any individual director or directors to whom the communication is directed, unless the communication is unduly hostile, threatening, illegal, does not reasonably relate to the Company or its business, or is similarly inappropriate.

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