



## **GUARDIAN PHARMACY SERVICES, INC. NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

### **Purpose**

The purpose of the Nominating and Governance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Guardian Pharmacy Services, Inc. (the “**Company**”) is to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and the Company’s corporate governance policies.

### **Membership**

***Number.*** The Committee will consist of two or more directors.

***Qualifications.*** Each Committee member will be independent in accordance with applicable exchange listing requirements and applicable law.

***Appointment.*** The Board will appoint the members and the Chair of the Committee. Committee members will serve at the pleasure of the Board and for such terms as the Board may determine.

### **Duties and Responsibilities**

1. Identify and Consider Director Candidates: The Committee will identify and screen potential director candidates, consistent with criteria approved by the Board. The Committee will consider any director candidates recommended by the Company’s stockholders pursuant to the procedures set forth in the Company’s Amended and Restated Bylaws (the “**Bylaws**”). The Committee will also evaluate incumbent directors who are expected to stand for reelection upon the expiration of each director’s term.
2. Recommend Director Nominees: The Committee will make recommendations to the Board regarding selection and approval of the director nominees to be submitted to a stockholder vote at the annual meeting of stockholders, including any such nominees submitted by stockholders.
3. Review Board Leadership Structure: The Committee will periodically review and make recommendations to the Board regarding the Board’s leadership structure.
4. Review Corporate Governance Guidelines: The Committee will develop and recommend to the Board a set of corporate governance guidelines applicable to

the Company. The Committee should review these guidelines at least once a year and recommend any changes to the Board.

5. Evaluation of Board Committees: The Committee will develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and will oversee the conduct of this annual evaluation.
6. Oversight of Governance Practices: The Committee should oversee the Company's corporate governance practices and procedures, including procedures and disclosures regarding stockholder meetings. The Committee should consider evolving practices that may be in the best interests of the Company and review and recommend to the Board for approval any changes to the documents, policies and procedures in the Company's corporate governance framework.
7. Disclosure of Governance Practices: The Committee will review and discuss with management disclosure of the Company's (a) corporate governance practices, including information regarding the operations of the Committee and other Board committees, as well as director independence, the director nominations process, and proxy voting results and (b) environmental and social initiatives, and, in each case, recommend that the appropriate disclosure of these topics be included in the Company's proxy statement or annual report on Form 10-K, as applicable.
8. Stockholder Engagement: The Committee will review and discuss with the Board the Company's engagement with stockholders and responsiveness to stockholder votes on governance matters.
9. Board and Committee Vacancies: If a vacancy on the Board or any Board committee occurs, the Committee will identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy.
10. Director Independence: The Committee will conduct an annual evaluation of each director's independence according to applicable exchange listing rules, applicable law and the Company's corporate governance guidelines, and will present its evaluations to the Board to enable the Board to make a determination on each director's independence.
11. Review of Tendered Resignation Letters: The Committee will review any director resignation letter tendered in accordance with the Company's corporate governance guidelines and evaluate and recommend to the Board whether such resignation should be accepted.
12. Director Skills, Qualifications and Experience: The Committee should review and make periodic recommendations to the Board regarding the skills, qualifications and experience required of directors and candidates to become directors based on the current or near-term future needs of the Board, including with respect to diversity of experiences and backgrounds.

13. Size of Board: The Committee should periodically review and make recommendations to the Board regarding the size of the Board.
14. Committee Composition: The Committee should review the Board's committee structure and composition and make annual recommendations to the Board regarding the appointment of directors to serve as members and chairs of each committee.
15. Director Education: The Committee should (a) develop and oversee an appropriate Company orientation program for new directors and a continuing education program for current directors, (b) periodically review these programs, and (c) update them as necessary, including to address new and emerging oversight risks, such as artificial intelligence and cybersecurity.
16. Other Duties and Responsibilities: The Committee will perform any other duties or responsibilities required by law, the Amended and Restated Certificate of Incorporation or Bylaws of the Company or that are delegated to the Committee by the Board from time to time.

## **Meetings**

The Committee will meet as frequently as it may determine necessary to carry out its responsibilities as set forth herein but not less than once per year. The Chair of the Committee should, in consultation with the other members of the Committee and the appropriate executive officers, be responsible for calling meetings of the Committee, establishing the agenda therefor and supervising the conduct thereof. Any Committee member may submit items to be included in the agenda. Meetings and actions of the Committee will be governed by the same rules applicable to the Board, in accordance with the Company's Bylaws and Corporate Governance Guidelines.

Meeting agendas and materials should be distributed to the Committee members in advance of the meeting. Following each meeting, a report of the Committee's activities and recommendations should be presented at the next regularly scheduled meeting of the Board. The Committee may request any officer or employee of the Company, or any representative of the Company's legal counsel or other advisors, to attend a meeting or to meet with any members or representatives of the Committee.

## **Resources and Authority**

The Committee may, in its sole discretion, retain or obtain the advice of independent legal counsel and/or other advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any independent legal counsel or other adviser retained by the Committee, including the sole authority to retain and terminate such advisers. The Committee shall have appropriate resources and authority to discharge its responsibilities, including, without limitation, appropriate funding provided by the Company and in such amount as determined by the Committee, for payment of reasonable compensation to any independent legal counsel or other advisers retained by the Committee. The Committee will have the sole authority to retain and terminate any search firm to assist in the identification of director

candidates and the sole authority to set the fees and other retention terms of such search firms. In the performance of its duties, the Committee and its members shall have unrestricted access to management.

### **Annual Review of Charter**

The Committee will conduct, and review with the Board, annually an evaluation of the adequacy of this Charter and recommend any changes to the Board. The Committee may conduct this charter evaluation in such manner as the Committee, in its business judgment, deems appropriate.

### **Delegation**

The Committee will have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

### **Annual Performance Evaluation**

The Committee will annually conduct and review with the Board an evaluation of the Committee's performance as a part of the Board's self-evaluation process. The Committee's evaluation may be conducted in such manner as the Committee, in its business judgment, deems appropriate.

### **Stockholders' Agreement**

For so long as the Stockholders' Agreement entered into as of September 25, 2024 in connection with the Company's initial public offering is in effect, this Charter will be interpreted consistently with, and subject to, the terms of such agreement.

Adopted March 20, 2026