



GUARDIAN PHARMACY SERVICES, INC. COMPENSATION COMMITTEE CHARTER

Purpose

The purpose of the Compensation 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 review and determination of executive and director compensation.

Membership

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

Qualifications. Except as permitted by exemptions for “controlled companies” each Committee member must be independent in accordance with the rules of any exchange on which the Company’s securities are traded and any applicable laws. At least two members of the Committee must qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “**Exchange Act**”). Desirable qualifications for Committee members include experience in business management, executive compensation, employee benefits and human resources.

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) Executive Compensation Policies and Programs: The Committee will develop and implement the Company’s compensation policies and programs for executive officers, which shall include assessing any risks that could be presented by such policies and programs.
- 2) Compensation of the CEO: The Committee will annually review and approve the corporate goals and objectives applicable to the compensation of the chief executive officer (“**CEO**”), evaluate at least annually the CEO’s performance in light of those goals and objectives, and, either as a Committee or together with the independent directors on the Board (as directed by the Board), determine and approve the CEO’s compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee should consider the Company’s performance and relative stockholder return, the value of similar incentive awards given to CEOs at comparable companies and the awards given to the Company’s CEO in past years.

- 3) Compensation of Other Executive Officers: The Committee will review and approve the compensation of all other executive officers. The Committee should consider the CEO's recommendation and evaluation of each executive officers' performance, the Company's overall performance and comparable compensation paid to similarly situated executives in comparable companies.
- 4) Say-on-Pay Votes: The Committee will review and discuss with management the Company's engagement with and responsiveness to any stockholder advisory votes on (i) executive compensation ("**Say-on-Pay Vote**") and (ii) the frequency with which the Company will conduct a Say-on-Pay Vote ("**Say-on-Frequency**"), and the Committee will make a recommendation to the Board regarding Say-on-Frequency.
- 5) Incentive Compensation Plans and Administration: The Committee will review and make recommendations to the Board regarding incentive compensation plans and equity-based compensation plans, including whether to adopt, amend and terminate such plans. In reviewing and determining whether to adopt, amend or terminate such plans, the Committee should consider the results of the most recent Say-on-Pay Vote. The Committee will have the authority to administer the Company's incentive and equity-based compensation plans, including designation of the executive officers to whom the awards are to be granted, the amount of the award or equity to be granted and the terms and conditions applicable to each award or grant, subject to the provisions of each plan. The Committee will review and approve grants and awards to executive officers under the Company's equity-based compensation plans. The Committee may delegate the approval of grants and awards to participants other than executive officers as provided in the applicable plan.
- 6) Executive Compensation Disclosure: The Committee will review and discuss with management any Compensation Discussion and Analysis ("**CD&A**") and the related executive compensation information, recommend to the Board that the CD&A and related executive compensation information be included in the Company's annual report on Form 10-K and proxy statement, to the extent required to be included, and produce any compensation committee report on executive officer compensation required to be included in the Company's proxy statement and Annual Report on Form 10-K.
- 7) Employment Agreements and Severance Arrangements: The Committee should review and make recommendations to the Board regarding any employment agreements and any severance arrangements or plans, including any benefits to be provided in connection with a change in control, for executive officers, which authority includes the ability to adopt, amend and terminate such agreements, arrangements or plans.
- 8) Stock Ownership Guidelines: The Committee should review and make recommendations to the Board regarding any share ownership guidelines that would apply to executive officers and non-employee directors, and should at least annually assess compliance with any such guidelines.

- 9) Director Compensation: The Committee will oversee an annual review of and make recommendations to the Board on director compensation.
- 10) Clawback and Recoupment Policies: The Committee should review and make recommendations to the Board regarding the creation or revision of any clawback policy allowing the Company to recoup compensation paid to employees.
- 11) Other Duties and Responsibilities: The Committee will perform any other duties or responsibilities required by law, the Amended and Restated Certificate of Incorporation or the Amended and Restated Bylaws (“**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.

Any individual whose performance or compensation is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee. Any Committee member may be excused from a meeting to permit the remaining members of the Committee to act on any matter in which such member’s participation is not appropriate, and such member’s absence will not destroy the quorum for the meeting.

Resources and Authority

The Committee will have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee will appoint, set the compensation of and oversee the work of, the compensation consultant. The Committee will have the authority, in its sole discretion, to retain and obtain the advice and assistance of legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee will appoint, set the compensation of, and oversee the work of, its legal counsel and other advisors. The Committee will receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, legal counsel and any other advisors. The Committee will not be required to implement

or act consistently with the advice or recommendations of its compensation consultant, legal counsel or other advisor to the compensation committee, and the authority granted in this Charter will not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties under this Charter.

In retaining or receiving advice from compensation consultants, legal counsel and other advisors (other than the Company's in-house legal counsel), the Committee must take into consideration whether the work of such consultant or advisor would raise a conflict of interest according to the independence factors stated by the New York Stock Exchange, or the Securities and Exchange Commission, as well as any other factors the Committee determines to be relevant.

The Committee may retain, or receive advice from, any compensation advisor it chooses, including ones that are not independent, after considering the factors specified above. The Committee is not required to assess the independence of any compensation consultant or other advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms or operation in favor of executive officers or directors and that is generally available to all salaried employees or providing information that is not customized for a particular company or that is customized based on parameters that are not developed by the consultant or advisor, and about which the consultant or advisor does not provide advice.

The Committee will evaluate whether any compensation consultant retained or to be retained by it has any conflict of interest in accordance with Regulation S-K.

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, provided that any such delegation complies with applicable law and the terms of any applicable compensation plans or arrangements.

Annual Performance Evaluation

The Committee should 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.

Adopted September 25, 2024