



GUARDIAN PHARMACY SERVICES, INC. CORPORATE GOVERNANCE GUIDELINES

The Board of Directors (the “**Board**”) of **Guardian Pharmacy Services, Inc.** (the “**Company**”) has adopted the following Corporate Governance Guidelines (these “**Guidelines**”) to assist the Board in the exercise of its responsibilities to the Company and its stockholders. These Guidelines are intended to serve as a flexible framework, rather than as a set of binding legal obligations, through which the Board may conduct its business and provide oversight. These Guidelines should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Amended and Restated Certificate of Incorporation (the “**Certificate of Incorporation**”) and Amended and Restated Bylaws (the “**Bylaws**”) and other corporate governance documents.

Role of the Board

The role of the Board is to oversee the performance of the chief executive officer (the “**CEO**”) and other senior management of the Company, and to assure that the best interests of stockholders are being served. To satisfy this responsibility, directors are expected to take a proactive approach to their duties and to function as active monitors of corporate management.

The day-to-day business of the Company is carried out by its employees, managers, and officers under the direction of the CEO and the oversight of the Board to increase the long-term value of the Company for the benefit of its stockholders. The Board and management also recognize that long-term enterprise value is enhanced by considering the interests and concerns of other stakeholders, including the Company’s employees, customers, creditors and suppliers, as well as the greater community as a whole.

The Board understands that effective directors act on an informed basis after thorough inquiry and careful review appropriately adjusted according to the magnitude of the matter being considered, including asking probing questions of management and outside advisors. When the Board deems it appropriate or helpful in discharging its responsibilities, it may engage outside advisors at the Company’s expense.

Board Composition and Director Selection and Qualifications

Size of the Board. The Board may fix the number of directors on the Board from time to time in accordance with the Certificate of Incorporation and the Bylaws. The Board should annually review the size of the Board based on any factors that it deems appropriate.

Selection of Director Nominees. Directors may be nominated by the Board or by stockholders in accordance with the Bylaws. The Board should extend invitations to join the Board through the Chair of the Board (the “**Chair**”). The Board is responsible for recommending the

nomination of those incumbent directors it deems appropriate for re-election and, if applicable, reappointment to any committees of the Board on which such director serves upon expiration of such director's term.

Director Qualifications.

Skills and Experience. The Board is responsible for reviewing, at least annually, the composition of the Board as a whole, as well as the appropriate skills, qualifications and experience of each nominee. This assessment should include a review of the nominee's judgment, independence, relevant subject matter expertise, integrity, experience with businesses or other organizations of comparable size or industry and any other factors deemed relevant to the current needs of the Board, including those that promote diversity of age, gender, race, ethnicity, experience and background.

Service on Other Boards. A director who serves as an executive officer of any public company may not serve on the board of directors of more than two public companies, including the Company's Board. Other directors should not serve on more than four public company boards. Exceptions to these limits may be approved on a case-by-case basis by the Board. Directors should advise the Chair in advance of accepting an invitation to serve on the board of directors of another company. Neither the CEO nor any other executive officer of the Company may serve on the compensation committee of any board of directors of a company if any executive officer of that company is serving on the compensation committee of the Board.

Changes in Professional Responsibility. The Board should consider whether a change in an individual's professional responsibility directly or indirectly impacts that person's ability to fulfill his or her obligations as a director of the Company. Any director should submit his or her resignation to the Board upon retirement, resignation or termination from his or her current job. The Board may accept or reject such resignation in its discretion.

Term Limits. The Board has not established director term limits. While term limits facilitate Board refreshment, they can also result in the loss of experience and expertise that is critical to effective operation of the Board. Longer tenured directors can provide valuable insight into the Company and its operations. To ensure that the Board continues to evolve and benefit from fresh perspectives and ideas, the Board should evaluate the qualifications and contributions of each incumbent director before recommending the nomination of such director for an additional term.

Resignation. A director may resign from the Board upon written notice or electronic transmission to the Chair or the Secretary. Any resignation is effective when the resignation is delivered to the Company unless the resignation specifies a later effective date or an effective date that is contingent upon the occurrence or non-occurrence of one or more specified events.

Director Independence. Directors are expected to inform the Board promptly of any material changes in their circumstances or relationships that may impact their designation by the Board as independent. The Board is responsible for conducting an annual evaluation of whether each director qualifies as independent under applicable standards and for presenting its recommendation to the Board. Based on this recommendation and any other facts and

circumstances the Board deems appropriate, the Board should affirmatively determine and identify which directors qualify as independent annually.

In addition to the independence requirements under applicable law and listing standards, a director will be considered independent only if the Board, based on any facts and circumstances the Board deems appropriate, finds that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company).

Positions of Chair and CEO. From time to time, the Board will decide, in its business judgment, whether to have the same person occupy the offices of Chair and CEO after considering relevant factors, including the specific needs of the business and the best interests of the Company. The independent directors should periodically review, including in connection with the selection of a new CEO, the Board's leadership structure and consider whether the position of the Chair should be held by the CEO or by another director.

Lead Independent Director. If the positions of Chair and CEO are combined or if the Chair is not an independent director, the independent directors of the Board will select an independent director to serve as Lead Independent Director for a term of one year or until his or her successor is elected and qualified. Although annually elected, the Lead Independent Director is generally expected to serve for more than one year.

Specific duties of the Lead Independent Director include: (i) presiding at all Board meetings at which the Chair is not present, including executive sessions of the independent directors, (ii) serving as a liaison between the independent directors and the CEO and Chair, (iii) approving information sent to the Board, (iv) approving Board meeting agendas, (v) approving Board meeting schedules to ensure that there is sufficient time to discuss all agenda items, (vi) calling meetings of the independent directors, and (vii) if requested by a major stockholder, making himself or herself available for consultation and direct communication.

Director Orientation and Continuing Education

The Board should establish and periodically evaluate an orientation program for new directors and a continuing education program for existing directors. Such programs may include presentations by appropriate executives and opportunities for directors to visit the Company's principal facilities in order to provide greater understanding of the Company's business and operations. In addition, the Board may arrange for directors to attend outside educational programs pertaining to the directors' responsibilities. The Company also encourages directors to participate in continuing education programs focused on the Company's business and industry, on legal and ethical responsibilities, or on topics relevant to their service on Board committees.

Board Meetings

Schedule and Attendance. The Board will meet as frequently as necessary to carry out its responsibilities, which should be at least four times per year. The Board will meet in accordance with the schedule determined by the Chair or the Lead Independent Director, if any, in consultation with the Chair. Directors are expected to adequately prepare for and attend all scheduled Board

and committee meetings. Directors are also expected to attend the Company's annual meeting of stockholders.

Board Presentations and Access to Employees and Advisors. Directors will have full access to officers and employees of the Company and, as the Board deems necessary and appropriate, the Company's independent advisors, including legal counsel and independent accountants. Any meetings or contacts that a director wishes to initiate may be arranged through the CEO or directly by the director. Each director should use his or her judgment to ensure that any such contact is not disruptive to the Company's business operations and should, to the extent appropriate, provide the Chair with a copy of any written communications between a director and an officer or employee of, or advisor to, the Company.

The Board encourages senior management to invite to Board meetings officers, other key employees and independent advisors who can provide additional insight into the matters being discussed, or whom senior management believes should be given exposure to the Board.

Agenda and Meeting Materials. Meeting agendas and materials should be distributed to directors a reasonable period of time before each Board meeting. The Chair will establish the rules of order and proceedings of the meetings of the Board to ensure meetings are conducted in an orderly fashion. The Chair, or the Lead Independent Director, if any, in consultation with the Chair, will establish the agenda for each Board meeting. Any director may suggest items for inclusion on the agenda.

At least annually, the agenda should reserve time to address the following areas: corporate strategy, management of significant risks, including reputational risk, material corporate responsibility matters, stockholder proposals and key stockholder concerns.

Confidentiality. The proceedings and deliberations of the Board and its committees are confidential. Each director will maintain the confidentiality of information received in connection with his or her service as a director.

Strategic Planning. The Board should periodically meet to review and discuss, with the executive officers and other appropriate members of management, the Company's strategic planning process and goals. The timing and agenda of the strategic planning meeting will be determined by the Chair, if independent, or the Lead Independent Director, if any, and the CEO.

Board Interaction with Investors, Media and Others

The Board believes that communication and engagement with the Company's stockholders and other interested parties is an essential component of the Company's corporate governance practices. The Board believes that the CEO and senior management designated by the CEO speak for the Company. Directors may, from time to time, meet or otherwise communicate with various constituencies that are involved with the Company, but it is expected that directors would do so with the knowledge of the CEO and, in most instances, at the request of the CEO.

Stockholders and other interested parties may send communications to the Board, any individual director or the independent directors as a group, through the Company's Secretary, in writing or by email to:

Guardian Pharmacy Services, Inc.
Board of Directors
c/o Corporate Secretary
300 Galleria Parkway SE
Atlanta, Georgia 30339
ATTN: [see below]
Email: CorporateSecretary@guardianpharmacy.net

Stockholders should indicate in the "ATTN:" line of the envelope, or the subject line of the email as applicable, whether the communication is directed to the Board, an individual director or the independent directors as a group.

Non-Management Director Executive Sessions

An executive session of the non-management directors should be held in conjunction with each meeting of the Board. If the Board includes non-management directors who are not independent, at least one executive session per year should include only the independent directors. Additional executive sessions may be convened by the Chair, if independent, or the Lead Independent Director, if any, at his or her discretion and will be convened if requested by any other director. Any non-management director may raise issues for discussion at an executive session. The Chair, if independent, or the Lead Independent Director, if any, will preside at all executive sessions, and the Lead Independent Director, if any, should provide feedback to the Chair as appropriate.

Board Committees

Standing Committees. The Board will have at all times an Audit Committee and a Compensation Committee. All of the members of those committees should satisfy the independence requirements described in applicable exchange listing requirements and under applicable law. Committees will receive authority exclusively through delegation from the Board in accordance with the Bylaws through Board resolutions, committee charters or as provided by these Guidelines. Any committee action taken outside of its delegated authority must be ratified by the Board before becoming effective. Each standing committee has the authority to retain and compensate independent legal, financial or other advisors as necessary without consulting or obtaining the approval of the Board or management of the Company.

Appointment and Term of Service of Committee Members. Committee members should be appointed annually by the Board. The Board will appoint committee members, giving consideration to the desires of individual directors. Committee chairs will be appointed by the Board. Consideration should also be given to rotating committee members and committee chairs periodically, but rotation is not mandated as a policy.

Committee Charters. Each standing committee will have a written charter approved by the Board. The charters should include the purposes, responsibilities and authority of the committees

as well as qualifications for committee membership, procedures for appointment and removal, structure and operations, reporting to the Board and any other matters the Board deems appropriate. The charters should also provide that each committee will annually evaluate its performance. The charters will be included on the Company's website and copies of the charters will be made available upon request to the Company's Secretary.

Committee Meetings and Committee Agenda. The committees will meet as frequently as necessary to carry out their responsibilities consistent with their respective charters. Each committee chair should, in consultation with the other members of the committee and appropriate officers of the Company, establish the agenda for each committee meeting. Any committee member may submit items to be included in the agenda. The committee chair or a majority of the committee members may call a meeting of the committee at any time. Each committee will conduct its business as provided in the Company's Bylaws. Each committee's chair will supervise the conduct of the meetings and will have other responsibilities as the committee may designate.

Director Compensation and Performance

Compensation Determination and Review.

Directors who are (i) employees or officers of the Company or (ii) who are otherwise determined by the Board to be affiliates of the Company or Management are referred to in these Guidelines as "**Affiliated Directors**" and directors who are not Affiliated Directors are referred to herein as "**Non-Affiliated Directors**." Affiliated Directors should not receive any compensation for their services as directors of the Company, except as may be determined by the Non-Affiliated Directors. The compensation of Non-Affiliated Directors will be determined by the Board acting upon the recommendation of the Compensation Committee. To form its recommendation, the Compensation Committee should periodically review the form and amount of director compensation, obtaining the advice of such experts as the committee deems appropriate. Compensation may be paid in the form of cash or equity interests in the Company or such other forms as the Board deems appropriate, reasonably consistent with the compensation of directors of similarly situated businesses. Separate compensation may be provided to members of committees of the Board and additional compensation may be provided to the chairs of the committees. Separate compensation may also be provided to the Chair, if a Non-Affiliated Director, and to the Lead Independent Director, if any. Non-employee directors are subject to minimum stock ownership requirements as described in the Company's Stock Ownership Guidelines, as in effect from time to time.

Annual Performance Review. At least annually, Board should conduct an evaluation of the performance of the Board and each of the committees. As part of this process, the Board should determine whether the Board and its committees are functioning effectively.

Evaluation and Compensation of CEO and Other Executive Officers

Annual Review. The Compensation Committee will oversee the annual performance review of the CEO and will oversee the CEO's evaluation of the other executive officers of the Company, in each case taking into account the goals and objectives of the Company and any other factors the Compensation Committee deems relevant. The Compensation Committee will report

its findings and recommendations to the Board, and, either as a committee or together with the Non-Affiliated Directors (as directed by the Board), will ultimately evaluate the performance of the CEO and set the CEO's compensation in line with its evaluation, the goals and objectives of the Company, and any other factors it deems appropriate.

Clawback Policy. The Board should adopt and maintain a policy requiring the recoupment of performance-based bonus compensation paid to named executive officers in the event of certain financial restatements or of other bonus compensation paid to executives in certain other instances. The policy should require reimbursement to the extent permitted by governing law and any employment arrangements entered into prior to the adoption of the policy.

Management Succession

Succession Planning and Management Development. The Compensation Committee should, at least annually, make a report to the Board on succession planning for executive officers of the Company. Succession planning should include policies and principles for CEO selection and performance review. Additionally, the Company's succession plan should include appropriate contingencies in case the Chair or the CEO unexpectedly retires, resigns or is incapacitated. The Board, with the assistance of the Compensation Committee, will evaluate potential successors to the Chair and the CEO. The Chair and the CEO should at all times make available their recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

CEO Selection. The Board, with the assistance of the Compensation Committee, will select a CEO in a manner that the Board determines is in the Company's best interests.

Adopted September 25, 2024