

REGULATORY, COMPLIANCE AND CYBERSECURITY COMMITTEE CHARTER**Overview**

The Regulatory, Compliance and Cybersecurity Committee (the “Committee”) of Henry Schein, Inc. (the “Company”) serves to assist the Board of Directors of the Company (the “Board”) by providing guidance to, and oversight of, the Company’s senior management team responsible for assessing and managing Company-wide regulatory, corporate compliance and cybersecurity risk management programs related to: (i) quality assurance and regulatory compliance; (ii) corporate compliance; and (iii) cybersecurity.

Composition

The Committee shall be comprised of at least three directors appointed by the Board.

Meetings

The Committee will meet as frequently as it determines appropriate. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary or desirable.

Primary Responsibilities

The primary responsibilities of the Committee are:

- Provide guidance relating to the Company’s regulatory, corporate compliance and cybersecurity risk management programs; serve as a sounding board for the strategic decisions, issues, challenges and opportunities relating thereto.
- Provide expertise to guide assessment and monitoring of Company-wide regulatory, corporate compliance and cybersecurity risk management budgeting, spending and capital investment (e.g., identity infrastructure deployment, remote access infrastructure etc.).
- Assist in oversight of the Company’s regulatory, corporate compliance and cybersecurity risk management programs by monitoring progress and status of such programs.
- Review and evaluate major regulatory, corporate compliance and cybersecurity risk management initiatives to identify emerging and future opportunities for synergy or to leverage regulatory, corporate compliance and cybersecurity risk management investments more effectively and cost efficiently.

- To report to the Audit Committee on regulatory, corporate compliance and cybersecurity risk management matters reviewed by the Committee that may impact the Company's financial reporting.
- Generally be available to, and communicate with, the Company's senior management, and to inform the Board in the areas described above.

Meeting Structure and Documentation

The chairperson or designee will prepare and circulate an agenda in advance of each meeting to ensure informed discussions of scheduled topics.

Last updated on April 4, 2019

Last reviewed on October 15, 2024