

CHARTER OF THE GOVERNANCE COMMITTEE  
OF THE BOARD OF DIRECTORS  
OF  
McKESSON CORPORATION

As Approved by the Board on April 28, 2021

I. PURPOSE OF THE COMMITTEE

The purposes of the Governance Committee (formerly the Committee on Directors and Corporate Governance) (the “Committee”) of the Board of Directors (the “Board”) of McKesson Corporation (the “Company”) shall be to recommend to the Board individuals qualified to serve as directors of the Company and on committees of the Board; to advise the Board with respect to Board composition, compensation, procedures and committees; to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company; to oversee the evaluation of the Board; and to administer the Company’s Related Party Transactions Policy.

II. COMPOSITION OF THE COMMITTEE

The Committee shall consist of three or more directors each of whom has been determined, in the business judgment of the Board, to qualify as an independent director (“Independent Director”) under (a) the rules of the New York Stock Exchange (the “NYSE Rules”) and (b) the Company’s Corporate Governance Guidelines.

III. MEETINGS AND PROCEDURES OF THE COMMITTEE

The Committee may fix its own rules of procedure, which shall be consistent with the By-Laws of the Company and this Charter. The Committee shall meet at least two times annually or more frequently as circumstances or such rules of procedure as it may adopt require. The Board may designate one member of the Committee as its Chairperson and in the absence of any such designation by the Board, the Committee shall designate by majority vote of the full Committee one member of the Committee as its Chairperson.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests. The Committee may also delegate matters to a subcommittee of the Committee.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a summary of actions taken by the Committee at the meeting. The Committee shall keep written minutes of its meetings, which minutes shall be maintained with the books and records of the Company.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually conduct a self-assessment and report the results to the Board.

## IV. COMMITTEE RESPONSIBILITIES

### A. Board Candidates and Nominees

The Committee shall have the following goals and responsibilities with respect to Board candidates and nominees:

- (a) To identify individuals qualified to become Board members, consistent with the Board's criteria for selecting new directors as set forth in the Corporate Governance Guidelines and as adopted by the Board. The Committee shall also take into account, as applicable, the satisfaction of any independence requirements imposed by law, regulation, the NYSE Rules, the Company's Corporate Governance Guidelines and the Company's Director Independence Standards.
- (b) To recommend to the Board director nominees for election by the stockholders or appointment by the Board, as the case may be, pursuant to the By-Laws of the Company. Any new candidate proposed by the Committee for election to the Board shall be discussed with and receive concurrence from the Board prior to the Chair of the Board extending a formal invitation to the candidate to join the Board.
- (c) To establish procedures for evaluating the suitability of potential director nominees proposed by the Directors, management or shareholders.
- (d) To review the suitability for continued service as a director of each Board member when his or her term expires and when he or she has a significant change in status, including but not limited to an employment change, and to recommend whether or not the director should be re-nominated.
- (e) To consider any resignation offered by a director who receives a greater number of votes "against" his or her election than votes "for" such election, or offered by a director who changed employment or changed the major responsibilities they held in their principal occupation when they joined the Board, and recommend to the Board whether to accept such offers of resignation.

### B. Board Composition and Compensation

The Committee shall have the following goals and responsibilities with respect to the composition and procedures of the Board as a whole:

- (a) To review annually with the Board the size and composition of the Board as a whole and to recommend, if appropriate or necessary, measures to be taken so that the Board (i) reflects the appropriate balance of knowledge, experience, skills, expertise and diversity required for the Board as a whole and (ii) contains at least the minimum number of Independent Directors required by the NYSE Rules or such greater number or percentage of Independent Directors as the Board may, from time to time, require after taking into account the Committee's recommendation.
- (b) To make recommendations on the frequency and structure of Board meetings.

(c) To review on an annual basis the level and form of non-employee Director compensation and recommend to the Board any changes the Committee considers appropriate.

(d) To make recommendations concerning any other aspect of the procedures of the Board that the Committee considers warranted, including but not limited to procedures with respect to the waiver by the Board of any Company rule, guideline, procedure or corporate governance principle.

(e) To review on an annual basis the Company's Board leadership structure and make a recommendation to the Board regarding such structure.

### C. Board Committees

The following shall be the goals and responsibilities of the Committee with respect to the committee structure of the Board:

(a) To review the recommendations of the Chair of the Board, and following such review, to make recommendations to the Board regarding the size, composition and chair of each standing committee of the Board, including the identification of individuals qualified to serve as members of a standing committee, including the Committee, and to recommend to the Board individual directors to fill any vacancy that might occur on a committee, including the Committee.

(b) To monitor the functioning of the standing committees of the Board and to make recommendations for any changes, including the creation and elimination of any standing or special committees.

(c) To review, in consultation with the Chair of the Board, annually standing committee assignments, and to report any recommendations to the Board.

### D. Corporate Governance

The following shall be the goals and responsibilities of the Committee with respect to corporate governance:

(a) To develop and recommend to the Board a set of corporate governance guidelines applicable to the Company, which shall be consistent with any applicable laws, regulations and listing standards.

(b) To review periodically, and at least annually, the corporate governance guidelines adopted by the Board to ensure that they are appropriate for the Company, and to recommend any changes therein to the Board. In formulating its recommendations pursuant to this Charter, the Committee shall consult with the Chair of the Board.

(c) To oversee the administration of the Related Party Transactions Policy with

respect to transactions in which the Company is a participant and involving directors, nominees for director, executive officers of the Company or holders of more than 5 % of the Company's common stock or immediate family members of any such person.

(d) To monitor emerging corporate governance trends and oversee and evaluate the Company's corporate governance policies and programs and recommend to the Board such changes the Committee believes necessary or desirable, including to its Certificate of Incorporation and By-Laws.

(e) To review shareholder proposals and recommend to the Board proposed Company responses to such proposals for inclusion in the Company's proxy statement.

(f) To review periodically, but not less than annually, persons serving as Company officers and recommend to the Board election of persons to serve as Company officers and the identification of such officers who shall be designated as "officers" pursuant to Section 16 of the Securities Exchange Act of 1934 ("Exchange Act") and "executive officers" pursuant to Rule 3b-7 under the Exchange Act.

#### E. Evaluation of the Board

The Committee shall be responsible for overseeing the annual evaluation of the Board as a whole. The Committee shall establish procedures to allow it to exercise this oversight function.

The Committee shall report the results of its evaluation to the Board, including any recommended amendments to this Charter and any recommended changes to the Company's or the Board's policies or procedures.

#### V. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISORS

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, at the Company's expense, such independent counsel or other advisors as it deems necessary. The Committee shall have the sole authority to retain or terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms, such fees to be borne by the Company.