



COVETRUS, INC.

STRATEGY COMMITTEE CHARTER

This document (the “Charter”) sets forth the policy of Covetrus, Inc. (the “Company”) concerning the operation of the Company’s Strategy Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company.

Purpose

The Committee shall assist the Board in overseeing the development, approval and implementation of strategic business development initiatives aligned with the Company’s long-term strategic plan as may be determined from time to time (“Strategic Plan”). The Committee’s role is advisory. It is not the duty of the Committee to develop the Company’s Strategic Plan or to implement such plan. Rather, such duties remain the responsibility of management of the Company, subject to the general oversight responsibilities of the Board.

Membership

The Committee shall consist of no fewer than three directors. Each member of the Committee shall be a director of the Company. Directors may but need not meet the independence requirements established by the Nasdaq Stock Market (“Nasdaq”), as shall be determined by the Board in its discretion.

The members of the Committee shall be appointed and replaced by the Board for such term or terms as the Board may determine or until a member’s earlier resignation or death. The Board shall designate one member of the Committee to serve as the Committee’s Chairperson. The Board may remove any member from the Committee at any time with or without cause.

The Committee may form and delegate authority to subcommittees. The Committee or any subcommittee shall have the right to consult with or obtain input from management.

Meetings

The Committee shall meet when it deems necessary to fulfill its purpose and responsibilities. The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.

Retention of Advisers

The Committee shall have the authority, subject to approval of the Board, to retain and obtain the advice and assistance of such advisers as it deems necessary to fulfill its duties and responsibilities under this Charter and may utilize the services of the Company’s regular legal counsel or other advisers to the Company.

Responsibilities and Duties

The following are the principal responsibilities of the Committee, which are set forth as a guide with the understanding that the Board or the Strategy Committee may alter or supplement such responsibilities as

appropriate to the extent permitted by applicable laws and as may be deemed advisable under the circumstances.

1. Review the development and implementation of Company management's strategic business development initiatives, and ensure such initiatives are consistent with the Strategic Plan.
2. Advise Company management in its creation of a strong and suitable business development processes, including an annual business development plan and appropriate Company management deliverables associated therewith.
3. Review and recommend to the Board potential business growth opportunities for the Company, including the review and recommendation of potential acquisitions, divestitures, investments and other transactions.
4. Respond to emerging issues related to business development, including a review of general market conditions, access to capital and related issues, and analyze how such issues may present or limit new business opportunities for the Company.
5. Review and assess appropriate business cases and plans prepared by Company management, including milestones and timelines.
6. Monitor the strategic and financial outcomes of business development initiatives, including review of management reports and updates regarding the progress of business development initiatives, and in furtherance thereof, evaluate the execution, financial results and, as appropriate, integration of completed business development initiatives, including acquisition transactions.
7. Review how Company management's business development initiatives relate to the Company's financial plan and how they translate to improvement in key Company metrics.
8. Evaluate how Company management's business development initiatives may impact shareholder value.
9. Support Company management in its business development processes, including assisting in the identification of and access to relevant resources and advisors.
10. Consider risks and opportunities of the Strategic Plan and strategic initiatives as identified by the Company's strategic risk assessment and other processes, and the impact of emerging or evolving competitive activity, governmental or legislative developments and global economic conditions.
11. Evaluate post-transaction audits to track performance against transaction plan indicators and the realization of synergies.
12. Report to the Board, as requested, or as the Committee deems necessary, but not less frequently than annually.

Adopted and effective as of February 7, 2019