

Solventum Corporation Board of Directors
Governance Committee Charter
(Effective as of April 1, 2024)

- A. Purpose: The Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Solventum Corporation (the “Company”) establishes Board membership criteria, assists the Board by identifying individuals qualified to become Board members, provides recommendations to the Board with respect to matters of corporate governance, facilitates the annual review of the performance of the Board and its committees, periodically reviews CEO and management succession plans, oversees the Company’s enterprise risk assessment and management and periodically reviews other matters relating to the governance of the Company.
- B. Membership: The Committee’s membership is determined by the Board and consists of at least three directors. The Board may appoint one member of the Committee as Chair (“the Committee Chair”). The members of the Committee shall meet the independence requirements of the New York Stock Exchange.
- C. Authority and Responsibilities:
1. Board and Committee Membership. The Committee shall have the authority and responsibility to:
 - a. Periodically review with the Board the appropriate size of the Board and the requisite skills and characteristics of its members as set forth below (the “Board Membership Criteria”):
 - (1) It is the intent of the Board that the Board, itself, will be a high-performance organization creating competitive advantage for the Company. To perform as such, the Board will be comprised of individuals who have distinguished records of leadership and success in their arena of activity and who will make substantial contributions to Board operations and effectively represent the interests of all shareholders.
 - (2) The Board’s assessment of Board candidates includes, but is not limited to, consideration of: (i) roles and contributions valuable to the business community; (ii) personal qualities of leadership, character, and judgment, and whether the candidate possesses and maintains throughout service on the Board a reputation in the community at large of integrity, trust, respect, competence, and adherence to the highest ethical standards; (iii) relevant knowledge and diversity of background and experience in areas such as business, manufacturing, technology, finance and accounting, marketing, international business, and government; and (iv) whether the candidate is free of conflicts and has the time required for preparation, participation, and attendance at all

meetings. A director's qualifications in light of these criteria is considered at least each time the director is re-nominated for Board membership.

- b. Review the proposed resignation of any director whose principal occupation or business association changes, or for whom other circumstances arise which may raise questions about such director's continuing qualifications in relation to the Board Membership Criteria, and recommend to the Board what action the Board should take with respect to the proposed resignation.
- c. Review the Board's committee structure and recommend to the Board the appointment of committee members and chairs at least annually, following the initial composition of the Committees of the Board.

2. Selection of Qualified Director Candidates. The Committee shall have the authority and responsibility to:

- a. Identify individuals that the Committee believes are qualified to become Board members in accordance with the Board Membership Criteria and recommend that the Board select such person or persons to stand for election at the next meeting of shareholders of the Company in which directors will be elected.
- b. In the event there is a vacancy on the Board, identify individuals that the Committee believes are qualified to become Board members in accordance with the Board Membership Criteria, and recommend such person or persons for appointment to the Board.
- c. Review and evaluate all shareholder nominees for director (submitted in accordance with the Company's Bylaws) in accordance with the Board Membership Criteria.
- d. Consider qualified director candidates from several sources, including shareholders, and evaluate candidates against the current Board Membership Criteria. In addition to these minimum requirements, the Committee will also evaluate whether the candidate's skills are complementary to the existing Board members' skills, the Board's needs for particular expertise in fields such as business, healthcare, manufacturing, technology, financial, marketing, international business, or government, and assess the candidate's impact on Board dynamics and effectiveness. The Committee will select candidates that best suit the Board's current needs and recommend one or more of such individuals to the Board. Relevant membership criteria and a rigorous selection process help ensure that candidates recommended to the Board will effectively represent the balanced best interests of all shareholders.

3. Corporate Governance. The Committee shall have the authority and responsibility to:
 - a. Review the Company's Corporate Governance Guidelines at least annually and recommend any proposed changes to the Board for approval.
 - b. Develop and recommend to the Board standards to be applied in making determinations on the types of relationships that constitute material relationships between the Company and a director for purposes of determining director independence.
 - c. Review and recommend to the Board proposed changes to the Company's Certificate of Incorporation and Bylaws.
 - d. Review shareholder proposals relating to corporate governance and other matters and recommend to the Board the Company's response to such proposals.
4. Enterprise Risk Management. The Committee shall have the authority and responsibility to:
 - a. Discuss policies and procedures with respect to enterprise risk assessment and enterprise risk management, the Company's major risk exposures, and the steps management has taken to monitor and mitigate such exposures.
 - b. Periodically report to the Board, at least annually, on the implementation and effectiveness of the Company's policies and procedures with respect to enterprise risk management.
5. Board and Committee Self-Assessment. The Committee shall have the authority and responsibility to develop and recommend to the Board for its approval an annual self-assessment process of the Board and its committees and oversee the process. Based on this process, the Board will review and assess areas in which the Board and/or Management believe improvements could be made to increase the effectiveness of the Board.
6. Succession Planning. The Committee shall have the authority and responsibility to review and make recommendations to the Board with respect to the selection of individuals to occupy corporate officers positions.
7. Miscellaneous Matters. The Committee shall have the authority and responsibility to:
 - a. Periodically review and recommend to the Board changes in Board compensation.
 - b. Establish and periodically review and recommend to the Board director retirement policies.

- c. Periodically review the corporate contribution program and the activities of any charitable organization or foundations associated with the Company.
 - d. Periodically review the Company's position and engagement on important public policy, social responsibility, and corporate governance issues affecting its business, including political contributions by the Company and shareholder engagement.
- 8. Meetings, Reports, Charter Review, and Performance Evaluation. The Committee shall:
 - a. Hold regular meetings of the Committee, reporting significant matters arising from such meetings to the Board. A majority of the members shall constitute a quorum. A majority of the members present shall decide any matter brought before the Committee. The Committee Chair shall preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.
 - b. Review and reassess the adequacy of this Charter at least annually and submit any changes to the Board for approval.
 - c. Conduct an annual performance evaluation of the Committee.
- D. Delegation of Authority: The Committee shall have the authority to delegate its authority to a subcommittee composed solely of one or more members of the Committee as the Committee may deem appropriate, to the extent permitted by applicable law, New York Stock Exchange rules, the Company's bylaws, and applicable resolutions of the Board.
- E. Outside Advisors: The Committee shall have the authority to retain search firms to assist in identifying director candidates, and to retain outside counsel and any other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention terms.