

OWENS & MINOR, INC.

COMPENSATION & BENEFITS COMMITTEE CHARTER

The following shall constitute the Compensation & Benefits Committee Charter (the “Charter”) of the Board of Directors of Owens & Minor, Inc. (the “Corporation”):

I. ORGANIZATION

There shall be constituted a standing committee of the Board of Directors of the Corporation (the “Board”) to be known as the Compensation & Benefits Committee (the “Compensation & Benefits Committee”).

II. COMPOSITION AND SELECTION

The Compensation & Benefits Committee shall be comprised of three or more directors. The members of the Compensation & Benefits Committee shall satisfy the independence requirements of the New York Stock Exchange (“NYSE”) as then in effect. The members of the Compensation & Benefits Committee shall qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and as “outside directors” for purposes of Section 162(m) under the Internal Revenue Code of 1986, as amended.

The members of the Compensation & Benefits Committee shall be appointed by the Board, at the Board’s annual meeting, on the recommendation of the Governance & Nominating Committee and may be removed by the Board. The members of the Compensation & Benefits Committee shall serve for one year and until their successors are duly elected and qualified. Unless a Chairman is elected by the full Board, the members of the Compensation & Benefits Committee shall designate a Chairman by majority vote of the full Committee.

The duties and responsibilities of Compensation & Benefits Committee members contained herein shall be in addition to those duties otherwise required for members of the Board.

III. STATEMENT OF PURPOSE

The Compensation & Benefits Committee is appointed by the Board to discharge the Board’s responsibilities relating to compensation of the Corporation’s officers. The Committee has overall responsibility for evaluating and approving the officer compensation plans, policies and programs of the Corporation and overseeing and monitoring risks related thereto.

IV. COMMITTEE OBJECTIVES

The Compensation & Benefits Committee’s primary objectives include serving as an independent and objective party to review the compensation of the Corporation’s officers, and evaluating and approving officer compensation plans, policies and programs.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Compensation & Benefits Committee shall have the sole authority, to the extent it deems necessary or appropriate, to obtain advice and assistance from internal, external or independent legal, accounting, financial or other advisors, including any compensation consultant used to assist in the evaluation of the chief executive officer (“CEO”) compensation or executive officer compensation. The Compensation & Benefits Committee shall have the sole authority, to the extent it deems necessary or appropriate, to retain, compensate, oversee and terminate such advisors without seeking further approval and shall receive appropriate funding, as determined by the Compensation & Benefits Committee, from the Corporation for the payment of reasonable compensation to such advisors.

Prior to selecting a compensation consultant, legal counsel or any other advisor to the Committee (other than the Company’s in-house counsel or compensation consultant, legal counsel or other advisor covered by the exception in Securities and Exchange Commission (“SEC”) Regulation S-K, Item 407(e)(3)(iii)), the Committee shall consider all factors relevant to that person’s independence from management, including those factors specified in the NYSE listing standards. The Compensation & Benefits Committee may form and delegate authority to subcommittees when appropriate, provided that any such subcommittee is composed entirely of independent directors.

The Compensation & Benefits Committee shall:

1. Meet jointly with the Governance & Nominating Committee and with the CEO on an annual basis to evaluate the performance of the CEO during the preceding year, including an assessment of performance relative to goals and objectives, and to also review and approve the performance goals of the CEO for the succeeding year.
2. Determine and recommend on an annual basis for approval by the independent directors the CEO’s compensation, including without limitation salary, equity awards and long-term incentive compensation, based upon the performance assessment of the Governance & Nominating and Compensation & Benefits Committees. In determining the long-term incentive component of CEO compensation, the Committee shall consider the Corporation’s performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, the awards given to the CEO in past years, the results of the most recent shareholder advisory vote on executive compensation (“Say on Pay Vote”) and such other factors as may be appropriate for consideration.
3. Meet with the CEO to review the annual performance evaluations of the Corporation’s officers.
4. Make recommendations to the Board with respect to incentive and other compensation plans, and equity-based plans that are subject to Board approval.
5. Administer and implement the Corporation’s incentive and other compensation plans, and equity-based plans that are subject to Board approval.

6. Monitor compensation trends and best practices in executive compensation and equity-based plans that are subject to Board approval.
7. Review and recommend annually, for the CEO and the officers of the Corporation, for approval by the independent directors: (a) the annual base salary level within the appropriate base salary range; (b) the annual incentive opportunity level; (c) any long-term incentive awards; (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case, as, when and if appropriate; and (e) any special or supplemental benefits.
8. Review and discuss with the Corporation's management the Compensation Discussion and Analysis required by SEC Regulation S-K, Item 402. Based on such review and discussion, the Compensation & Benefits Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Corporation's annual report or proxy statement for the annual meeting of shareholders. The Compensation & Benefits Committee shall provide, over the names of the members of the committee, the required compensation committee report for the Corporation's annual report or proxy statement for the annual meeting of shareholders.
9. Review results of shareholder advisory vote on Say on Pay and recommend to the Board for approval the frequency with which the Corporation will conduct Say on Pay Votes, taking into account the most recent shareholder advisory vote on the frequency of Say on Pay Votes.
10. Monitor legal and regulatory developments related to executive compensation.
11. Oversee legal and regulatory compliance with respect to executive compensation matters.
12. Make regular reports to the Board.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
14. Annually review its own performance.
15. Perform such other functions as the Board may request.

VI. MEETINGS

The business of the Compensation & Benefits Committee shall be conducted at its regular meetings, at special meetings or by unanimous written consent. The Compensation & Benefits Committee shall meet as often as may be deemed necessary or appropriate in its judgment and that of the Board. The Chairman or a majority of the members of the Compensation & Benefits Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. Following each meeting, the Compensation & Benefits Committee shall report to the Board at the next regularly scheduled Board meeting, or sooner, as circumstances may dictate.

VII. CONSISTENCY WITH ARTICLES OF INCORPORATION OR BYLAWS

To the extent that any provision or section of this Charter may be inconsistent with any article, provision or section of the Articles of Incorporation or the Bylaws of the Corporation, the Articles of Incorporation or the Bylaws, as appropriate, shall fully control.

VIII. AMENDMENT

This Charter may be amended or altered at any meeting of the Board of Directors by affirmative vote of a majority of the number of Directors fixed by the Bylaws.

IX. CERTIFICATION

This Compensation & Benefits Committee Charter, as amended was duly approved and adopted by the Board of the Corporation on the 28th day of October, 2016.

Corporate Secretary