



COVETRUS, INC.
STOCK OWNERSHIP GUIDELINES

These stock ownership guidelines (the “Stock Ownership Guidelines”) for Covetrus, Inc. (the “Company”) were originally adopted by the Board of Directors on February 1 2019. The Stock Ownership Guidelines create guidelines for members of the Board of Directors (“Directors”) and the Company’s officers, as defined in Rule 16a-1(f) under the Securities Exchange Act of 1934 (“Executive Officers”) based on annual cash retainer or multiples of base salary, respectively, as set forth below.

These Stock Ownership Guidelines were adopted to ensure alignment between the Company and its Directors and Executive Officers.

Directors

The Stock Ownership Guideline for Directors is set at a dollar amount equal to \$400,000.

Executive Officers

The Stock Ownership Guidelines for the Company’s Executive Officers are determined as a multiple of the Executive Officer’s base salary, as follows:

- Chief Executive Officer – five (5) times annual base salary;
- Designated Executive Vice Presidents – three (3) times annual base salary; and
- all other Executive Officers – two (2) times annual base salary.

Any Executive Vice President who receives an annual Long-Term Incentive Award in excess of 175% of base salary will be a “Designated Executive Vice President” for purposes of these Guidelines.

10b5-1 Plans

The Company’s Chief Executive Officer and all Executive Officers that report directly to the Chief Executive Officer (collectively, the “Senior Executives”) are prohibited from trading in the Company’s securities other than pursuant to a 10b5-1 Plan, adopted in accordance with the Company’s 10b5-1 Plan Stock Ownership Guidelines.

Determination of Compliance with Guidelines

Compliance Period and Calculation. Directors and Executive Officers will have five (5) years from the date of appointment as an Executive Officer or election as a Director to attain compliance with these Stock Ownership Guidelines. After achievement of the ownership level, individuals must continue to retain enough shares to maintain such level while serving as a Director or Executive Officer of the Company. Until the required ownership levels have been met:

- Directors may effect a cashless exercise of stock options or forfeit shares to satisfy tax withholding obligations, if any, but are prohibited from otherwise selling any shares of stock held following the exercise of options, the vesting of restricted stock units, performance stock units or restricted stock awards (such shares after cashless exercise and withholding, “Net Shares”).
- The CEO and Designated Executive Vice Presidents must maintain ownership of at least fifty percent (50%) of all Net Shares.
- Other Executive Officers must maintain ownership of at least twenty five percent (25%) of all Net Shares.

Compliance with the required ownership levels set forth in these Stock Ownership Guidelines will be determined based on the value of holdings of shares of stock, vested restricted stock, vested restricted stock units, vested deferred stock units, and unexercised vested options (“vested derivative securities”), and for this purpose the value of shares of stock and vested derivative securities will be based on the average daily volume-weighted average price of one share of the Company’s common stock on the Nasdaq Stock Market (or on any other national securities exchange on which the common stock is then listed) for each of the ninety (90) consecutive trading days ending on the last trading day of the most recent calendar year (such closing price, the “Closing Price”). The term “vested derivative securities” does not include unvested restricted stock, unvested restricted stock units, unvested deferred stock units or unvested stock options, and they will not be included in any determination of whether a Director or Executive Officer is in compliance with these Stock Ownership Guidelines. The holdings of a Director or Executive Officer will include all shares of stock owned by any family member or family trust of such Director or Executive Officer, to the extent such shares of stock are required to be included in the Section 16 filings of such Director or Executive Officer. The number of shares underlying vested derivative securities that will be included in a Director’s or Executive Officer’s holdings will be calculated net of the number of shares necessary to cover estimated taxes.

The determination of whether a Director or Executive Officer is in compliance with these Stock Ownership Guidelines at any date will be based on the value of shares and vested derivative securities and the base salary or annual cash retainer, as applicable, at the end of the most recent calendar year.

Annual Review. The Nominating and Governance Committee (the “N&G Committee”) will review compliance with these Stock Ownership Guidelines on an annual basis after the end of each calendar year and will advise the Board of Directors on compliance. The N&G Committee will also review these Stock Ownership Guidelines periodically and make revisions as it determines necessary to reflect significant short- or long-term changes in the price of the Company’s common stock in order to ensure fairness to the individuals covered by these Stock Ownership Guidelines while preserving the goal embodied in these Stock Ownership Guidelines.

Consequences of Non-Compliance

In the event of non-compliance with these Stock Ownership Guidelines, the Director or Executive Officer will be prohibited from selling any Net Shares until the required ownership levels have been met.

Exceptions

The Stock Ownership Guidelines may be waived for a Director or Executive Officer, at the discretion of the N&G Committee as it may reasonably determine, including, without limitation, if compliance would create severe hardship or prevent a Director or Executive Officer from complying with a court order, as in

the case of a divorce settlement. The Senior Executive 10b5-1 Plan requirements under these Stock Ownership Guidelines may further be waived, either with or without waiver of the other requirements hereunder, at the discretion of the N&G Committee to reasonably accommodate exigent circumstance applicable to a Senior Executive.

Amended February 24, 2021