

## DIRECTOR INDEPENDENCE GUIDELINES

(Effective as of April 1, 2024)

**Determination of Independence** – A director is “independent” if the Board of Directors (the “Board”) of Solventum Corporation (“Solventum” or the “Company”) affirmatively determines that the director (or the nominee for director, if applicable) has no material relationship with Solventum (including its consolidated subsidiaries) directly or as a partner, shareholder, or officer of an organization that has a relationship with Solventum. The Board has established the following guidelines to assist it in determining director independence (including nominees for director) that conform to or are more exacting than the independence requirements in the New York Stock Exchange listing standards (the “NYSE Rules”). In addition to applying these guidelines, the Board will consider all relevant facts and circumstances in making an independence determination not only from the standpoint of the director (or the nominee for director, if applicable), but also from that of persons or organizations with which the director or nominee has an affiliation.

1. In no event will a director be considered independent if:
  - a. *Employment Relationship* – A director is, or has been within the last three years, an employee of Solventum, or their immediate family member<sup>1</sup>, is or has been within the last three years, an executive officer of Solventum;
  - b. *Payments >\$120,000* – A director who received, or their immediate family member received, more than \$120,000 per year in direct compensation from Solventum (other than director and committee fees and pension or other forms of deferred compensation for prior service (provided such compensation is not contingent in any way on continued service)) within the last three years;
  - c. *Auditor Relationships* – (i) A director, or their immediate family member, is a current partner of Solventum’s internal or external auditor; (ii) a director is a current employee of such a firm; (iii) a director has an immediate family member who is a current employee of such a firm and personally works on Solventum’s audit; or (iv) a director, or their immediate family member, was within the last three years a partner or employee of such a firm and personally worked on Solventum’s audit within that time;
  - d. *Compensation Committee Interlock* – A director, or their immediate family member, is employed as an executive officer of another company where any of Solventum’s present executive officers at the same time serves or served on such company’s compensation committee;
  - e. *Commercial Relationships* – A director is a current employee, or their immediate family member is a current executive officer, of a company that has made

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<sup>1</sup> New York Stock Exchange Rule 303A.02(b) defines “immediate family member” to include a person’s spouse, parents, children, siblings, mothers- and fathers-in-law, sons- and daughters-in-law, brothers- and sisters-in-law, and anyone (other than domestic employees) who share such person’s home.

payments to, or received payments from, Solventum for property or services in an amount which, in any of the last three years, exceeds the greater of \$1 million, or two percent of the such company's consolidated gross revenues.

2. Audit Committee members may not accept any consulting, advisory, or other compensatory fee from Solventum, other than directors' fees.
3. In assessing the independence of Talent Committee members under the NYSE Rules applicable to compensation committee members, the Board considers all factors specifically relevant to determining whether a director has a relationship to Solventum which is material to such director's ability to be independent from management in connection with the duties of a Talent Committee member, including, but not limited to, the source of compensation paid to a Talent Committee member, including any consulting, advisory or other compensatory fee paid by Solventum, and whether a Talent Committee member is affiliated with Solventum, a subsidiary of Solventum or an affiliate of Solventum.
4. The following commercial relationships will not be considered to be material relationships that would impair a director's independence:
  - a. If a Solventum director is an executive officer or employee, or if an immediate family member is an executive officer, of another company that does business with Solventum and the sales by that company to Solventum or purchases by that company from Solventum in any single year within the last three years, are less than or equal to one percent of the annual consolidated gross revenues of that company; or
  - b. If a Solventum director is an executive officer or employee, or if an immediate family member is an executive officer, of another company which is indebted to Solventum, or to which Solventum is indebted, and the total amount of either company's indebtedness to the other, in any single year within the last three years, is less than or equal to one percent of the other company's total consolidated assets.
5. Charitable relationships will not be considered to be material relationships that would impair a director's independence if a Solventum director or immediate family member serves as an officer, director, or trustee of a charitable organization, and Solventum's discretionary charitable contributions to the organization are less than or equal to one percent of that organization's consolidated annual gross revenues.
6. The Board will annually make and publicly disclose its independence determination for each director. The Board may determine that a director who has a relationship that exceeds the limits described in paragraphs 4 or 5 is nonetheless independent, provided that such a relationship would not constitute a bar to independence under the NYSE Rules. The Company will explain in its next proxy statement the basis for any Board determination that a relationship is immaterial despite the fact that it does not meet the categorical independence guidelines described in paragraphs 4 or 5. For example, if a

director is the CEO of a company that purchases products and services from Solventum that are more than one percent of that company's annual revenues, the independent directors could determine, after considering all of the relevant circumstances, that such a relationship was immaterial, and that the director would be considered independent under the NYSE Rules.

7. The Company will not make any personal loans or extensions of credit to directors.
8. All directors are required to deal at arm's length with Solventum and its subsidiaries and to disclose circumstances material to the director that might be perceived as a conflict of interest.