

OWENS & MINOR, INC.

**GOVERNANCE & NOMINATING
COMMITTEE CHARTER**

The following shall constitute the Governance & Nominating 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 governance & nominating committee (the “Governance & Nominating Committee”).

II. COMPOSITION AND SELECTION

The Governance & Nominating Committee shall be comprised of three or more directors. The members of the Governance & Nominating Committee shall satisfy the independence requirements of the New York Stock Exchange as then in effect.

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

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

III. STATEMENT OF PURPOSE

The Governance & Nominating Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members and to recommend to the Board the director nominees for the next annual meeting of shareholders; (2) to oversee the governance of the Corporation including recommending to the Board Corporate Governance Guidelines for the Corporation; (3) to lead the Board in its annual review of the Board’s performance; and (4) to recommend to the Board director nominees for each committee.

IV. COMMITTEE OBJECTIVES

The Governance and Nominating Committee’s objectives shall include serving as an independent and objective party to identify and nominate qualified candidates for director and board committee placement; nominating members for each of the Board’s committees; taking a

leadership role in shaping the Corporation's corporate governance; and overseeing the evaluation of the Board and management.

V. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Governance & Nominating Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. The Governance & Nominating Committee also shall have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Governance & Nominating Committee may form and delegate authority to subcommittees when appropriate.

The Governance & Nominating Committee shall:

1. Review the composition of the Board, taking into account the By-Laws and the Corporate Governance Guidelines;
2. Review and make recommendations to the Board annually with respect to the compensation of all directors;
3. Actively seek, identify and recommend to the Board individuals qualified to become board members;
4. Recommend to the Board nominees for each of the Board's Committees;
5. Recommend to the Board nominees for election as directors;
6. Present all nominees in a timely fashion to minimize disruption in the Corporation's business and at such a time to allow for the full consideration of the nominees by the Board and the timely submission of any filings required by the Securities and Exchange Commission;
7. Make recommendations to the Board regarding tenure and classifications of directors;
8. Receive comments from all directors and report annually to the Board with an assessment of the Board's performance, to be discussed with the full Board following the end of each fiscal year; consider, discuss and recommend ways to improve the Board's effectiveness;
9. Annually review and reassess the adequacy of the Corporate Governance Guidelines of the Corporation and recommend any proposed changes to the Board for approval; consider other corporate governance and related issues;
10. Consider with management public policy issues that may affect the Corporation;
11. Make regular reports to the Board;

12. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval;
13. Annually review and evaluate the performance of the CEO and report its findings to the ~~The~~ Compensation & Benefits Committee;
14. Recommend to the Board nominees for election as officers;
15. Report annually on management succession;
16. Annually review its own performance; and
17. Perform such other functions as the Board may request.

VI. MEETINGS

The Governance & Nominating 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 Governance & Nominating Committee may call meetings of the Committee upon reasonable notice to all members of the Committee. The Committee shall meet at such a time and place to allow for the timely presentment of any nominees to the Board for consideration. Following each meeting, the Governance & Nominating 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

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 Governance & Nominating Committee Charter was duly approved and adopted by the Board of the Corporation on the ____ day of _____, 2002.

Corporate Secretary



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