

DIPLOMAT PHARMACY, INC.

Compensation Committee Charter

CORPORATE GOVERNANCE

Effective as of December 15, 2015

COMPENSATION COMMITTEE CHARTER

PURPOSE

The purpose of the Compensation Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Diplomat Pharmacy, a Michigan corporation (the “*Company*”), shall be to discharge the Board’s responsibilities related to compensation of the Company’s executive officers and directors, to review and approve the Company’s disclosures related to executive officer and director compensation in its filings with the Securities and Exchange Commission, to oversee the Company’s incentive compensation and equity-based plans and policies, and to fulfill the other Committee responsibilities noted herein or as otherwise delegated to the Committee by the Board.

For purposes of this Charter, the term “*compensation*” shall include salary, bonuses and long-term compensation (including through incentive and equity-based plans), perquisites, severance arrangements, change in control related arrangements, retirement benefits and other related benefits and benefit plans.

COMPOSITION

The Committee shall consist of at least three directors, who shall be appointed by the Board and serve at the discretion of the Board. Vacancies occurring on the Committee shall be filled by the Board.

Except as otherwise permitted by the applicable rules of the New York Stock Exchange (the “*NYSE*”), each member of the Committee will satisfy the independence requirements of the NYSE. In addition, all members of the Committee will satisfy the independence requirements under other applicable laws and regulations and any additional standards that may be adopted from time to time by the Board.

At least two members of the Committee shall satisfy the “non-employee director” standard within the meaning of Rule 16b-3 promulgated under the Securities Exchange Act of 1934 (the “*Exchange Act*”). If the Committee or Board determines to comply with tax-deductibility requirements of Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time (the “*Code*”), at least two members of the Committee shall satisfy the “outside director” standard within the meaning of the Code.

The compensation of the Committee members shall be as determined by the Board.

MEETINGS

The Committee shall hold such regular or special meetings as its members deem necessary or appropriate. The agenda will be established by the chairperson, with input from management, other members of the Committee and the Board, as appropriate. The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

The Committee shall invite such members of management to its meetings as it deems appropriate to assist it in carrying out its duties and responsibilities. However, the Committee shall meet regularly without management present, and in all cases the Company’s Chief Executive Officer (the “*CEO*”) and any other such officers shall not be present at the applicable portions of meetings at which their compensation or performance is determined.

The Committee shall be governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee will cause to be kept adequate minutes of its proceedings, and will report on its actions and activities at the next regular meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting and any action taken by unanimous consent.

The Board shall designate a member of the Committee as the chairperson. The chairperson (or his designee) shall preside at all meetings of the Committee, including establishing such additional rules as are necessary and proper for the conduct of the business of the Committee.

AUTHORITY

The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a compensation consultant as necessary to assist with the execution of its duties and responsibilities set forth in this Charter. The Committee shall set the compensation, and oversee the work, of the compensation consultant. The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside legal counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under this Charter. The Committee shall set the compensation, and oversee the work, of its outside legal counsel and other advisors. The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its compensation consultants, outside legal counsel and any other advisors. Notwithstanding the foregoing, the Committee shall not be required to implement or act consistently with the advice or recommendations of its compensation consultants, legal counsel or other advisors, and the authority granted in this Charter shall not affect the ability or obligation of the Committee to exercise its own judgment in fulfillment of its duties hereunder.

Each member of the Committee shall have full access to all books, records, facilities and personnel of the Company as deemed necessary or appropriate by any member of the Committee to discharge the responsibilities hereunder.

The approval of this Charter by the Board shall be construed as a delegation of authority to the Committee with respect to the responsibilities set forth herein.

RESPONSIBILITIES

The Committee shall have the authority and responsibilities set forth below; provided, however, that the Committee may supplement or deviate from such activities as appropriate under the circumstances (except as otherwise required by applicable laws or rules). The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion (except as otherwise required by applicable laws or rules). For the avoidance of doubt, and notwithstanding anything to the contrary herein, the Committee is authorized to approve equity or incentive-based awards (with or without ratification of the Board) as may be required to comply with Section 162(m) of the Code or other applicable tax laws.

1. OVERALL COMPENSATION RESPONSIBILITY. To oversee the overall compensation strategy and policies for the Company, by (among other things):

(a) reviewing and approving (or, if deemed appropriate, making recommendations to the Board regarding) corporate performance goals and objectives, which shall support and reinforce the Company's long-term strategic goals, relevant to the compensation of the Company's executive officers;

(b) evaluating and approving (or, if deemed appropriate, making recommendations to the Board regarding) the compensation plans and programs advisable for the Company, as well as the modification or termination of existing plans and programs, relevant to the compensation of the Company's executive officers;

(c) reviewing the Company's compensation policies and practices for all employees regarding risk-taking incentives and risk management policies and practices;

(d) establishing policies with respect to equity compensation arrangements, with the objective of appropriately balancing the perceived value of equity compensation and the dilutive and other costs of equity compensation to the Company;

(e) establishing policies for allocating between long-term and currently paid out compensation, between cash and non-cash compensation and the factors used in deciding between the various forms of compensation, relevant to the compensation of the Company's executive officers;

(f) reviewing peer company and survey compensation practices and trends, from time to time in the Committee's discretion, to assess the propriety, adequacy and competitiveness of the Company's executive compensation programs; provided, however, that the Committee shall exercise independent judgment in determining the appropriate levels and types of compensation to be paid; and

(g) evaluating the efficacy of the Company's compensation policy and strategy in achieving expected benefits to the Company and otherwise furthering the Committee's policies.

2. CEO COMPENSATION.

(a) To review and approve annually the individual and corporate goals and objectives relevant to the compensation of the CEO; to evaluate at least annually the CEO's performance in light of those goals and objectives; and to determine and approve (or, if deemed appropriate, recommend to the Board for approval) the CEO's compensation level based on this evaluation, taking into account, among other things: (i) the CEO's performance in (1) fostering a corporate culture that promotes the highest levels of integrity and the highest ethical standards, (2) developing and executing the Company's long-term strategic plan and (3) conducting the business of the Company in a manner appropriate to enhance long-term shareholder value; and (ii) the policies of the Committee.

(b) In determining (or making recommendations to the Board for determining) the long-term incentive component of the CEO's compensation, the Committee shall consider the Company's performance and relative shareholder return, the value of similar incentive awards given to chief executive officers of comparable companies, the awards given to the CEO in past years, other elements of the CEO's compensation, including total compensation, and such other criteria as the Committee deems advisable.

3. NON-CEO EXECUTIVE OFFICER COMPENSATION. To periodically review and approve (or, if deemed appropriate, recommend to the Board for approval) the individual and corporate goals and objectives relevant to the compensation of the Company's other executive officers; and to determine and approve the compensation level of each such executive officer, taking into account, among other things: (a) such executive officer's performance in light of those goals and objectives; and (b) the policies of the Committee.

4. EMPLOYMENT AGREEMENTS. To review and approve (or, if deemed appropriate, recommend to the Board for approval) the adoption, amendment and termination of any employment agreements and any severance, change in control or other compensatory arrangements (including, without limitation, any material perquisites and any other form of compensation) for the CEO and other executive officers.

5. OTHER COMPENSATION PLANS AND EQUITY AWARDS. To review and approve (or, if deemed appropriate, recommend to the Board for approval) the adoption, amendment and termination of the Company's incentive compensation and equity-based plans, and where appropriate or required, to recommend the adoption, amendment and termination of such plans to the shareholders of the Company for approval. The Committee shall have full power and authority to administer the Company's incentive compensation and equity-based plans, establish guidelines, interpret plan documents, select participants, approve grants and awards, and exercise such other power and authority as may be permitted or required under such plans and as delegated by the Board. The Committee may delegate to management the power and authority to select non-executive officer participants and approve grants and awards to such persons under such plans, and management shall regularly update the Committee regarding the exercise of any such delegated authority.

6. DIRECTOR COMPENSATION. At least annually, to review and recommend to the Board for approval the type and amount of compensation to be paid or awarded to the Company's non-employee directors, including consulting, retainer, Board meeting, committee and committee chairperson fees and equity-based awards, as well as any changes considered appropriate. The Committee will adhere to any principles on director compensation specified in the Company's Corporate Governance Guidelines.

7. COMMITTEE REPORT AND PUBLIC FILINGS. To review and discuss with management the Company's Compensation Discussion and Analysis (the "**CD&A**") and recommend that the CD&A be included in the Company's annual report on Form 10-K and proxy statement; to produce the compensation committee report on executive compensation required to be included in such filings; and to review the disclosures regarding executive officer and director compensation and other matters related to the Committee's activities to be included in the Company's filings with the SEC.

8. SAY ON PAY AND OTHER COMPENSATION-RELATED SHAREHOLDER PROPOSALS. To review the results of the most recent shareholder advisory vote on executive compensation required by Section 14A of the Exchange Act ("**Say on Pay Vote**"), if applicable, and to consider such results (as well as the result of any other compensation-related shareholder proposal) in making compensation determinations for the executive officers. If applicable, the Committee also shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent shareholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and to review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement; and to review other compensation-related shareholder proposals, whether required or otherwise, made for consideration at a shareholders' meeting, and make recommendations to the Board as appropriate; provided that any such proposal was made in accordance with the Company's Articles of Incorporation and Bylaws, as amended from time to time, and applicable law.

9. OUTSIDE ADVISORS. Prior to selecting any compensation consultant, legal counsel or other advisor with respect to compensation matters, the Committee shall review, discuss and consider the independence of such compensation consultant, legal counsel or other advisor as required by rules and regulations of the Securities and Exchange Commission promulgated under Section 10C of the Exchange Act, as well as any other factors identified by applicable NYSE listing standards. For the avoidance of doubt, the Committee may retain, or receive advice from, any compensation consultant, legal counsel or other advisor the Committee prefers, including advisors that are determined not to be independent, after considering the specified factors in such rules, regulations and listing standards (unless otherwise stated therein). In addition, the Committee shall review and consider any conflicts of interest raised by the work of any compensation consultant in accordance with Item 407 of Regulation S-K.

10. STOCK OWNERSHIP GUIDELINES. To recommend to the Board for approval stock ownership guidelines for the Company's executive officers and non-employee directors, as appropriate, and monitor compliance with such guidelines.

11. COMMITTEE EVALUATION AND CHARTER REVIEW. To conduct an annual evaluation of the performance of the Committee, and to review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

12. GENERAL AUTHORITY. To perform such other functions and to have such powers as may be necessary or appropriate in the efficient and lawful discharge of the foregoing.

(Effective December 15, 2015)