

**DIPLOMAT PHARMACY, INC.**

# **Nominating and Corporate Governance Committee Charter**

**CORPORATE GOVERNANCE**

**Effective as of December 15, 2015**

# NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

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## PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “*Committee*”) of the Board of Directors (the “*Board*”) of Diplomat Pharmacy, Inc., a Michigan corporation (the “*Company*”), shall be to carry out the responsibilities delegated by the Board relating to the Company’s director nominations process and procedures, oversight of the Company’s corporate governance policies and such other matters required by the federal securities laws.

## 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.

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.

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 director search firm, outside counsel or 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 any of its 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 any director search firm, outside counsel and other advisors.

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).

**1. CORPORATE GOVERNANCE GUIDELINES.** To develop, review and reassess, and to monitor compliance with, the Company's Corporate Governance Guidelines, which shall include provisions regarding director responsibilities, director qualifications standards, director compensation, management succession and other related matters. The Committee will recommend proposed changes to the Board for approval.

**2. DIRECTOR NOMINATIONS.** Based on criteria set forth in the Company's Corporate Governance Guidelines, (a) to identify and screen individuals qualified to become directors, (b) to approve, and recommend to the Board for nomination, a list of individuals for election to the Board at the annual meeting of shareholders, (c) to approve, and recommend to the Board for appointment, a list of individuals to fill any vacancies on the Board between annual meetings of shareholders, and (d) to review and consider shareholder recommended candidates for nomination to the Board (based on the same criteria used to evaluate other nominees) that are validly made in accordance with the Company's Articles of Incorporation and Bylaws, as amended from time to time, and applicable law. In connection with the foregoing, the Committee may consider the current needs of the Board and the Company to maintain a balance of knowledge, experience and capability in various areas. The Committee shall also consider and assess the independence of directors, including whether a majority of the Board is and would continue to be independent from management in both fact and appearance, as well as within the meaning prescribed by the NYSE.

**3. COMMITTEE COMPOSITION.** To review the Board's committee structure and composition and to approve, and recommend to the Board for approval, the appointment of directors to serve as members and chairpersons of the Board's committees annually. In connection with the foregoing, the Committee shall consider the independence, qualification and experience requirements of the NYSE and the rules and regulations of the Securities and Exchange Commission and other applicable law.

- 4. BOARD AND COMMITTEE ASSESSMENT.** To develop and oversee a process for annual evaluation of the Board and its committees, including the nature and duties of Board committees, and to report the results of such evaluation to the Board.
- 5. CODE OF BUSINESS CONDUCT AND ETHICS.** To periodically review the Company's Code of Business Conduct and Ethics and recommend any proposed changes to the Board for approval.
- 6. REQUIRED DISCLOSURES.** To review the disclosures regarding governance and director independence and nomination matters set forth in the Company's annual report on Form 10-K or proxy statement, as applicable.
- 7. SHAREHOLDER PROPOSALS.** To review shareholder proposals (other than compensation-related proposals, which shall be the responsibility of the Compensation Committee of the Board), whether required or otherwise, made for consideration at a shareholders' meeting, and to make recommendations to the Board as appropriate and/or delegate such responsibility to another committee of the Board; provided that any such proposal was made in accordance with the Company's charter and bylaws, as amended from time to time, and applicable law.
- 8. OTHER GOVERNANCE POLICIES.** To periodically review the Company's Articles of Incorporation, the Bylaws, the Insider Trading Policy and other governance policies and documents, and to recommend any proposed changes to the Board for approval.
- 9. APPOINTMENT OF EXECUTIVE OFFICERS AND SECTION 16 FILERS.** To review and confirm the executive officers and Section 16 officers under the Securities Exchange Act of 1934, as amended, and annually recommend to the Board for approval.
- 10. SHAREHOLDER ENGAGEMENT.** To oversee management's involvement in shareholder engagement and discuss the Board's involvement therein.
- 11. CEO PERFORMANCE REVIEW PROCESS.** To annually establish the process for reviewing the Chief Executive Officer's performance.
- 12. 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.
- 13. 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)