



## CONFLICT ADVISORY COMMITTEE CHARTER

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The Conflict Advisory Committee (the “Committee”) is an advisory committee to the Board of Directors (the “Board”) of Premier, Inc. (“Premier” or the “Company”).

### **Purpose**

The purpose of the Committee is to provide advice and recommendations to the Audit and Compliance Committee of the Board (the “Audit Committee”) such that each director and officer of the Company can exercise the powers and duties in the best interests of the Company and the Company’s stockholders and not further the interests of such director or officer or the interests of another associated person (including a family member) or entity including any limited partner of Premier Healthcare Alliance, LP or any member organization related thereto or affiliated therewith). The Committee is an advisory committee and its members serve in a non-fiduciary capacity. The Committee members in such capacities shall have no independent authority to act on behalf of Premier.

### **Duties and Responsibilities**

The Committee shall have the following duties and responsibilities, among others:

1. Investigate, review and evaluate any potential “conflict of interest” (as defined below).
2. Determine the facts and circumstances regarding any such conflict of interest or potential conflict of interest referred to it by the Audit Committee and recommend to the Audit Committee what action, if any, should be taken with respect to the matter.
3. Regularly review and assess the effectiveness of the Board Conflict of Interest Policy and recommend any changes to the Audit Committee for approval.
4. Carry out any other duties delegated by the Audit Committee that relate to potential conflicts of interest.
5. Perform any other activities consistent with this Charter and applicable law as the Committee deems necessary or appropriate.

As used in this Charter, the term “conflicts of interest” refers to (a) any matter that the Board believes may involve the appearance or potential of a conflict of interest between Premier, Inc. or any of its affiliates and any officer or director of the Company or affiliate of an officer or director and (b) any material Related Party transaction (as such term is defined in the Board Conflict of



Interest Policy), including transactions between the Company or any of its affiliates and any officer or director of the Company or affiliate officer or director of the Company.

The Committee shall have all authority necessary to fulfill the Committee's purposes and the duties and responsibilities the Audit Committee may assign to it from time to time.

### **Members**

The Committee shall consist of the General Counsel, the Chief Ethics & Compliance Officer, and at least three independent directors. The Board may appoint, remove (for any reason) or replace members of the Committee at its discretion. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. Each member of the Committee shall be entitled to one vote with respect to administrative matters and approving recommendations which the Committee will report to the Audit and Compliance Committee.

### **Meetings**

The Committee shall meet at least four times per year (or more frequently in its discretion) or at the request of the Chair of the Audit Committee. Committee meetings may be held in person or by telephone or other communications equipment through which all persons participating in the meeting can hear each other. The Committee may request any officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

A majority of the members of the entire Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Without a meeting, the Committee may act by unanimous written consent of all members.

The Committee Chair shall preside at each meeting unless the Committee Chair is not present at a meeting, in which case the Committee members present at such meeting shall designate one of its other members as the acting chair of such meeting.

Advance materials and Committee meeting minutes will be prepared and distributed to the Committee members prior to each meeting. The Committee Chair will provide reports to the Audit Committee summarizing significant topics and events as presented at the Committee meeting.



## **Performance Review**

The Committee shall conduct an annual performance evaluation of itself, including an evaluation of the compliance of the Committee with this Charter, pursuant to the Board self-assessment process. The Committee shall annually review and reassess the adequacy of this Charter and recommend any proposed changes to the Audit Committee for approval.

*Approved by the Premier, Inc. Board of Directors on September 6, 2013*

*Approved by the Premier, Inc. Board of Directors on August 21, 2014*

*Approved by the Premier, Inc. Conflict Advisory Committee on January 28, 2015*

*Approved by the Premier, Inc. Board of Directors on January 29, 2015*

*Revised and approved by the Premier, Inc. Conflict Advisory Committee on April 27, 2016*

*Approved by the Premier, Inc. Board of Directors on April 29, 2016*

*Approved by the Premier, Inc. Conflict Advisory Committee on January 25, 2017*