



## AUDIT AND COMPLIANCE COMMITTEE CHARTER

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The Audit and Compliance Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Premier, Inc. (“Premier” or the “Company”).

### **Purpose**

The purpose of the Committee is to represent and assist the Board in its oversight of (i) the integrity of the financial reporting of the Company, (ii) the independence, qualifications and performance of the Company’s independent auditors and the performance of the internal auditors and (iii) the Company’s compliance with legal and regulatory requirements regarding financial reporting practices. The Committee also prepares the disclosure required by the rules of the Securities and Exchange Commission (“SEC”) to be included in the Company’s annual proxy statement.

### **Membership**

The Committee shall consist of at least three members of the Board, with the exact number determined by the Board. Each member shall satisfy the independence requirements for directors and Audit Committee members under the rules of The NASDAQ Stock Market, Inc. (the “Exchange Rules”) and Rule 10A-3 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), as such requirements are interpreted by the Board in its business judgment. Each member of the Committee shall be financially literate and at least one member of the Committee shall have past employment experience in finance or accounting, requisite professional certification in accounting or other comparable experience or background which results in the individual’s financial sophistication, as each such qualification is interpreted by the Board in its business judgment. Having been a chief executive officer, chief financial officer or other senior officer with financial oversight responsibilities for a public company, for instance, would qualify. In addition, to the extent practicable, at least one member of the Committee shall be an “audit committee financial expert” as such term is defined by the SEC.

### **Appointment and Removal**

The Board shall appoint the members of the Committee and can at any time remove or replace a Committee member. Unless a Chair of the Committee is elected by the Board, the members of the Committee shall elect a Chair by majority vote of the full Committee membership.

## **Duties and Responsibilities**

The Committee shall, among its duties and responsibilities:

1. Review and discuss with management and the independent auditors the annual audited financial statements and other related disclosure prior to filing the Company's Annual Report on Form 10-K (the "Form 10-K"), including the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations, any significant issues and judgments (including the reasonableness of such judgments) that are identified regarding accounting and auditing principles and practices, the quality, not just acceptability, of accounting principles, the completeness and clarity of the disclosures in such financial statements and other sections of the Form 10-K, and the effect of regulatory and accounting initiatives on the Company's financial statements. The Committee shall recommend to the Board whether such annual audited financial statements should be included in the Form 10-K.
2. Review and discuss with management and the independent auditors the Company's quarterly financial statements and other related disclosure prior to filing the Company's Quarterly Report on Form 10-Q, including the results of the independent auditors' review of them and the Company's disclosures under Management's Discussion and Analysis of Financial Condition and Results of Operations.
3. Review any significant issues regarding, or proposed changes to, the Company's auditing and accounting principles and practices identified by the independent auditors, the internal auditor or management, including analyses setting forth significant financial reporting issues and judgments.
4. Discuss with management the Company's major financial and business risk exposures and the steps management has undertaken to monitor and control such exposures, including the Company's procedures and any related policies with respect to risk assessment and risk management.
5. The Committee shall be directly responsible for the appointment, compensation, retention, termination when appropriate and oversight of the work of the independent auditors, including resolution of disagreements regarding financial reporting between management and the Company's independent auditors. The independent auditors will report directly to, and be responsible to, the Committee.
6. The Committee shall be directly responsible for the appointment, compensation, retention, termination when appropriate and oversight of the work of the internal auditor. The internal auditor will report directly to, and be responsible to, the Committee with administrative oversight provided by the Chief Financial Officer.
7. Pre-approve all audit and permitted non-audit related services including the fees and terms thereof to be performed for the Company by its independent auditors, subject to the *de minimis* exception set forth in Section 10A(i)(1)(B) of the Exchange Act.

8. Obtain and review, at least annually, a report by each independent auditor detailing:

- the independent auditor's internal quality control procedures;
- any material issues raised within the preceding five years by the auditing firm's most recent internal quality-control review, by peer reviews of the firm, or by any inquiry or investigation by governmental or professional authorities undertaken and relating to one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and
- all relationships between the independent auditor and the Company.

9. Consider at least annually the independence of the independent auditors, discussing with the independent auditors, if necessary, relationships identified in the auditors' report. Discuss with the independent auditors the matters required to be discussed under Statement on Auditing Standards No. 61 as may be modified or supplemented. Review the experience and qualifications of the lead partner each year and determine that all partner rotation requirements are executed. Also consider whether there should be rotation of the independent auditor firm itself.

10. Prepare any report of the Committee as required by the rules and regulations of the SEC for inclusion in the Company's annual proxy statement.

11. Meet with the independent auditors prior to each annual audit to review the scope and planning of the audit, including the adequacy of staffing.

12. Review with the independent auditors the results of the annual audit examination and any issues the auditor may have encountered in the course of its audit work and management's response. The scope of this review should include, among other things, any management letter, any restrictions on the activities or access to requested information, any significant disagreements with management and a discussion of the responsibilities, budget and staffing of the Company's internal audit function.

13. Discuss with management and the independent auditor, as appropriate, the Company's earnings press releases and corporate policies with respect to the type and presentation of information to be included in earnings releases paying particular attention to any use of "pro forma" or "adjusted" non-GAAP as defined below financial information and the Company's financial information and earnings guidance provided to analysts and rating agencies.

14. Receive reports from the independent auditors and management regarding, and review the adequacy and effectiveness of, the Company's internal controls, including any significant deficiencies in internal controls and significant changes in such controls reported to the Committee by the independent auditors, the internal auditor or management, and any special audit steps adopted in light of material deficiencies. Receive reports from management regarding, and review the adequacy and effectiveness of, the Company's disclosure controls and procedures, including Premier's policies and procedures to access, monitor and manage business risk and other legal and ethical compliance programs.

15. Review with the independent auditors and the internal auditor the scope and results of the internal audit function of Premier, including responsibilities and staffing, independence and authority of its reporting obligations and the proposed internal audit plans for the coming year and the coordination of such plans with the independent auditors. The Committee will review the process of appointment and/or replacement of the senior employee in charge of the internal audit function.

16. Review a summary of findings from completed internal audits and a progress report on the internal audit plan, including explanations for any deviations from the approved audit plan.

17. Inquire as to the adequacy and timeliness of Premier's responses to the internal audit report findings.

18. Periodically meet with each of Premier management, the Vice President, Ethics and Compliance, the internal auditor and the independent auditors to discuss separately any issues and concerns warranting the Committee's attention. The Committee will provide sufficient opportunity for the internal auditor and the independent auditors to meet privately with the members of the Committee.

19. Review candidates for the positions of Chief Financial Officer, Vice President, Ethics and Compliance and Controller of the Company.

20. Receive and review reports from the independent auditors on:

- all critical accounting policies and practices of Premier;
- all material alternative treatments of financial information within generally accepted accounting principles ("GAAP") that have been discussed with Premier management, including the ramifications of the use of such alternative treatments and the disclosures or treatments preferred by the independent auditors; and
- other material written communications between the independent auditors and management.

21. Establish procedures for the receipt, retention and treatment of complaints received by directors, officers and employees of the Company regarding illicit or illegal business practices and conduct, including violations of federal securities laws (the "Complaints"), as well as the confidential, anonymous submission by directors, officers and employees of the Company of Complaints and establish a process for investigation and proper resolution of any issues so raised.

22. Establish clear policies for hiring employees and former employees of the independent auditors.

23. Advise the Board with respect to the Company's policies and procedures for compliance with applicable laws and regulations as well as oversight of the Company's Corporate Compliance Policy.

24. Review and approve, in accordance with the Company's Code of Conduct, all "related party transactions" requiring disclosure under SEC Regulation S-K, Item 404.

25. Review with the Company's General Counsel and independent auditors (i) legal matters that may have a material impact on the Company's financial statements, (ii) any fraud involving management or other employees of the Company who have a significant role in the Company's internal controls, (iii) compliance policies, and (iv) material reports or inquiries received from regulators or governmental agencies that raise material issues regarding the Company's financial statements and accounting or compliance policies.

26. Report to the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the performance and independence of the Company's independent auditors, or the performance of the internal auditors.

### **Meetings**

The Committee shall meet in conjunction with in-person meetings of the Board or more frequently in its discretion or at the request of the Chair of the Board. The Committee shall meet at least four times annually. The Committee shall meet periodically in separate executive sessions with the Chief Financial Officer, the Controller, the internal auditor and the independent auditors. 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.

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. However, the Committee may delegate to one or more of its members the authority to grant pre-approvals of audit and permitted non-audit services, provided the decision is reported to the full Committee at the next scheduled meeting thereof.

- The Committee may delegate its authority to a subcommittee or subcommittees.
- The Committee shall inform the Board of the actions taken or issues discussed at its meetings and the Chair of the Committee will provide reports to the Board summarizing significant topics and events as presented at the Committee meeting. This will generally take place at the Board meeting following a Committee meeting.
- The Committee may solicit input from the Board, executive officers and outside advisors. Subject to the requirements of this Charter, the Exchange Rules, the rules and regulations of the SEC and applicable law, the Committee may request any director, officer or employee of the Company or the Company's outside counsel or independent auditors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. The Committee may exclude from all or a portion of its meetings any person it deems appropriate in order to carry out its responsibilities.

Advance agendas and background materials and Committee meeting minutes for the previous Committee meeting will be prepared and distributed to the Committee members prior to each meeting.

## **Studies and Advisors**

The Committee, in discharging its responsibilities, may conduct, direct, supervise or authorize studies of, or investigations into, any matter that the Committee deems appropriate, with full and unrestricted access to all books, records, documents, facilities and personnel of the Company. The Committee shall have the sole authority and right, at the Company's expense, to retain such outside legal, accounting or other consultants, experts or advisors as it determines appropriate to assist the Committee in the performance of its functions. The Committee will have the sole authority to approve the fees and other retention terms of such advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditors, internal auditor and to any legal, accounting or other consultants, experts or advisors retained by the Committee, and for ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out the duties thereof.

## **Limitations**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to (i) plan or conduct audits, (ii) determine that the Company's financial statements and disclosures are complete and accurate or are in accordance with GAAP and applicable legal, accounting and other requirements or (iii) determine that the Company's disclosure controls and procedures and internal controls over financial reporting are effective. These functions are the responsibility of the Company's management and the Company's independent auditors.

## **Procedures**

The Chair of the Committee shall establish such rules as may from time to time be necessary or appropriate for the conduct of the business of the Committee. The Chair shall appoint as secretary a person who may, but need not, be a member of the Committee. A certificate of the secretary of the Committee setting forth the names of the members of the Committee or actions taken by the Committee shall be sufficient evidence at all times as to the persons constituting the Committee or such actions taken.

## **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 Board for approval.

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

*Committee name change approved by the Premier, Inc. Board of Directors on January 27, 2014*

*Revised and approved by Audit and Compliance Committee on January 28, 2015*

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