

# COMPENSATION COMMITTEE CHARTER

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## **Purpose**

The Compensation Committee (the "Committee") is appointed by the Board of Directors of Premier Inc. (the "Board") to discharge the Board's responsibilities related to the compensation of the executive officers (as defined under SEC Rule 3b-7 and Rule 16a-1) of Premier Inc. and its subsidiaries, including Premier Healthcare Solutions Inc. (PHSI). The Committee has overall responsibility for approving and evaluating all compensation plans, policies and programs of Premier Inc. (the "Company") and its subsidiaries as applicable to the executive officers.

## **Membership**

The Committee shall consist of no fewer than three members. At least two of the members of the Committee shall qualify as "outside directors" within the meaning of Section 162(m) of the Internal Revenue Code and as "non-employee directors" within the meaning of SEC Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

The members of the Committee shall be appointed annually by the Board on the recommendation of the Nominating & Corporate Governance Committee. One member of the Committee shall be appointed as Committee Chair by the Board. The Committee Chair shall regularly report the Committee's actions to the Board. Committee members may be replaced or removed by the Board at any time with or without cause. Resignation or removal of a director from the Board, for whatever reason, shall automatically constitute resignation or removal, as applicable, from the Committee and any subcommittee of the Committee. The Board shall designate one member of the Committee to serve as Committee Chair.

## **Meetings**

The Committee shall meet as often and in such manner as necessary to carry out its responsibilities. The Committee Chair shall, in consultation with other Committee members, set the annual agenda and determine the frequency, location and length of Committee meetings. Committee meetings may be held in person or by conference via telephone or other communications equipment by

means of which all persons participating in the meeting can hear each other. A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by a vote of a majority of members present at such meeting. The Committee Chair shall

preside at each meeting. If the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

### **Specific Committee Responsibilities and Authorities**

1. The Committee shall, at least annually, review and approve the annual base salaries and annual incentive opportunities of the executive officers. The Committee shall meet in executive session without the Chief Executive Officer present during any voting or deliberations with respect to his or her compensation.
2. The Committee shall, periodically and as and when appropriate, review and approve the following items as they affect the executive officers: (a) all other incentive awards and opportunities, including both cash based and equity based awards and opportunities, (b) any employment agreements and severance arrangements, (c) any change in control agreements and change in control provisions affecting any elements of compensation and benefits, and (d) any special or supplemental compensation and benefits for the executive officers and individuals who formerly served as executive officers, including supplemental retirement benefits and perquisites provided to them during and after employment.
3. The Committee shall make recommendations to the Board with respect to the structure of overall incentive and equity-based plans and adopt, amend or terminate plans consistent with the approved structure. The Committee shall administer and interpret the Company's equity compensation plans and other long-term compensation plans and programs covering executive officers. The Committee shall review, approve and oversee all equity award granting practices. The Committee shall review and approve the stock ownership guidelines for senior management and director stock ownership guidelines and monitor compliance with such stock ownership guidelines. The Committee shall oversee the Company's compliance with the requirement under NASDAQ rules that, with limited exceptions, shareholders approve equity compensation plans.
4. The Committee shall review and recommend to the Board the compensation of the non-management directors.
5. The Committee shall review and discuss with management the Compensation Discussion and Analysis ("CD&A") and related disclosures as may be required to be included in the Company's proxy statement and annual report on Form 10-K by the rules and regulations of the Securities and Exchange Commission (the "SEC"), and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included. The Committee shall produce the annual Compensation Committee Report for inclusion in the company's proxy statement in compliance with SEC rules and regulations. The Committee shall determine annually if any conflicts of interest exist on the part of any

executive compensation consultants retained by the Committee, and if so, ensure disclosure of such conflicts, including the nature of the conflict and how it was addressed, in the Company's proxy statement.

6. The Committee shall evaluate the outcome of the advisory vote of the stockholders regarding "say on pay" and make recommendations or take appropriate actions in response to such advisory vote.

7. The Committee shall oversee the evaluations of the Company's senior management as and to the extent that the Committee may deem appropriate from time to time.

8. The Committee, in conjunction with the Board, shall oversee the management development and succession planning process (including succession planning for emergencies) for the CEO and the CEO's direct reports.

9. The Committee shall monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.

### **Additional Authority and Advisors**

1. The Committee has the authority and right, in its sole discretion and at the expense of the Company, to retain or obtain the advice of a compensation consultant, independent legal counsel, accountant, or any other consultant or advisor (collectively, "Advisors") in connection with meeting its responsibilities.

2. The Committee shall be directly responsible for the appointment, compensation, oversight and termination of any Advisor retained by the Committee.

3. The Committee shall 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 (a) payment of reasonable compensation to any Advisors retained by the Committee; and (b) ordinary Committee administrative expenses that are necessary or appropriate in carrying out its functions and responsibilities.

### **General**

1. The Committee shall perform such additional duties and or responsibilities as may be assigned to the Committee by the Board or as designated in plan documents.

2. The Committee may establish and delegate authority to one or more subcommittees consisting of one or more of its members as it deems appropriate in order to carry out its responsibilities. The decisions made pursuant to any such delegated authority shall be reported to the full Committee.
3. The Committee, at the direction of the Committee Chair shall make regular reports to the Board. Compensation matters may be discussed (in executive session) with the full Board during the course of the year.
4. When appropriate, the Committee may meet in separate executive session with other independent directors, management, employees, general counsel, internal auditors, the independent auditor or its Advisors to discuss matters that the Committee or the other individuals or groups believe warrant Committee attention. The Committee will meet periodically in executive sessions of only the Committee members and, if invited by the Committee in its sole discretion, other independent members of the Board.
5. The Committee shall be entitled to rely upon advice and information that it receives in its discussions and communications with management, any Advisor and other professionals with whom the Committee may consult.
6. The Committee shall have the authority to request that any officer or employee of the Company, any Advisor or any other professional attend a meeting of the Committee or meet with any Committee members or its Advisors.
7. This Charter shall be reviewed annually and updated as necessary. The Committee shall also conduct an annual evaluation of its performance relative to the purpose, duties and responsibilities described herein.

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