

	TITLE: Whistleblower Policy	
	DATE CREATED: 09/06/2013	VERSION NUMBER: 3
	DATE OF LAST REVIEW: 12/24/2019	DEPARTMENT OWNER: Corporate Compliance

Printed copies are for reference only. Please refer to the electronic copy for the latest version.

1. Purpose

To promote open communication by directors, officers and employees of the Company in order to bring to the attention of the Company illicit or illegal business practices and conduct, including violations of federal securities laws (collectively, “Inappropriate Conduct”), and provide reassurance that any such director, officer or employee of the Company will be protected from discrimination, retaliation, harassment or other reprisals (collectively, “Reprisals”) for raising concerns regarding Inappropriate Conduct. The Audit and Compliance Committee of the Company’s Board of Directors (the “Audit and Compliance Committee”) has established this Policy to (a) facilitate reporting in good faith any complaint of Inappropriate Conduct (a “Complaint”) and participation in the investigation of such Complaint, (b) encourage proper individual conduct, (c) alert the Audit and Compliance Committee of potential issues before such Inappropriate Conduct has serious adverse consequences and (d) instill protections for bringing such Inappropriate Conduct to the Company’s attention.

This Policy is intended to comply with the requirements of Section 301 of the Sarbanes–Oxley Act of 2002 (“SOX”), Section 922 of the Dodd-Frank Wall Street Reform and Consumer Protection Act of 2010 (“DFA”) and Section 1514A of Title 18 of the U.S. Code and related rules and regulations of the Securities and Exchange Commission.

The Audit and Compliance Committee or the Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary to, among other things, maintain compliance with applicable legal requirements or to accommodate organizational changes regarding the Company.

2. Scope

Applies to all directors and employees of Premier, Inc. and controlled subsidiary companies.

3. Definitions

Inappropriate Conduct – May include, but is not limited to, the following:

- Irregular accounting methods, financial reporting practices or auditing conduct.
- Unusual or dubious payments or arrangements.
- Violations of state or federal securities laws, including the Foreign Corrupt Practices Act, the SOX and the DFA.
- Any other activity that may violate federal, state or local laws or regulations or is otherwise unlawful.
- Violations of the rules and regulations of the principal market or transaction reporting system on which the Company’s securities are traded or quoted (at the time of the adoption of the Policy, the NASDAQ Capital Market).
- Substantial and specific danger to the health and safety of directors, officers or employees of the Company or the general public.
- Other activities not in line with the Company’s Code of Conduct, its Group Purchasing Code of Conduct or any of the Company’s other policies.

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POLICY

1. Premier, Inc., Premier Healthcare Alliance, L.P. and the subsidiaries (referred to herein, collectively, as “Premier” or the “Company”) are committed to high standards of ethical, honest and legal business conduct.
2. It is the policy of the Company to encourage directors, officers and employees of the Company, when they believe that any Inappropriate Conduct has occurred, is occurring or is about to occur, to promptly report those beliefs.
3. The Company strictly prohibits Reprisals of any kind by any director, officer, employee or agent of the Company against any director, officer or employee of the Company who brings a Complaint to the Company’s attention.

Reporting a Complaint

4. The procedures in this Policy are intended for serious and sensitive issues. If a director, officer or employee of the Company has reason to believe that there exists Inappropriate Conduct at the Company, such director, officer or employee of the Company should promptly report this information to Human Resources, Corporate Compliance, the Legal Department or the Chair of the Audit and Compliance Committee, or the Company’s WorkSmart Integrity HelpLine by visiting worksmartpremier.com, calling 800.254.5762 or texting 803.573.9656 (collectively, the “Recipients”). If a director, officer or employee of the Company has reason to believe that an executive officer of the Company is involved in the Inappropriate Conduct, such director, officer or employee (as the case may be) is encouraged to promptly report this information directly to the Chair of the Audit and Compliance Committee.
 - 4.1 Directors, officers and employees of the Company are encouraged to bring a Complaint to any Recipient as promptly as practicable because the Company will likely have greater success rectifying Inappropriate Conduct when a Complaint is expressed in a timely fashion. Although the applicable director, officer or employee of the Company is not expected to prove the truth of an allegation, such director, officer or employee of the Company (as the case may be) should be able to demonstrate that the Complaint is being made with reasonable factual support.
 - 4.2 The Company encourages directors, officers and employees of the Company to put their names on Complaints, as appropriate follow-up questions and investigation may require more detailed information from the source of the Complaint in order to quickly and efficiently ascertain the facts behind the reported incident. Directors, officers or employees of the Company who prefer anonymity may send a letter to any Recipient or use the Company’s WorkSmart Integrity HelpLine, which is not equipped with a caller ID or IP tracking functionalities.

Treatment of Complaints

5. Complaints are kept confidential by the Company to the extent practicable, consistent with the Company’s desire to conduct and conclude a thorough investigation. In certain circumstances, the Company may be obligated by law to disclose the information, or the identity of the person providing the information, with respect to the Complaint.
6. If a director, officer or employee of the Company who has made a Complaint or participates in the investigation of a Complaint has reason to believe that such director, officer or employee (as the case may be) has been or will be the target of a Reprisal, such director, officer or employee must promptly report this information to a Recipient.

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Investigations

7. Any Complaints received by a Recipient are promptly forwarded to the chair of the Audit and Compliance Committee.
8. The chair of the Audit and Compliance Committee directs the General Counsel to conduct or oversee an initial inquiry into the Complaint and to submit an initial report of findings to the chair of the Audit and Compliance Committee.
9. All directors, officers and employees of the Company have a duty to promptly cooperate and provide accurate information in connection with any investigation of a Complaint, or of Reprisals resulting from the reporting or investigation of such Complaint.
10. In connection with the investigation of a Complaint, the Audit and Compliance Committee and the General Counsel may consult with, and obtain the assistance of, any member of management of the Company who is not the subject of such Complaint. In addition, the Audit and Compliance Committee and the General Counsel may, in the sole discretion thereof, retain independent legal, accounting or other advisors as may be deemed necessary or appropriate thereby.
11. The specific action taken in the case of any particular Complaint depends on the nature and gravity of the Inappropriate Conduct reported and the facts established in the investigation.
12. Where Inappropriate Conduct has occurred, such Inappropriate Conduct will be corrected to the extent practicable and the persons responsible for such Inappropriate Conduct and those failing to cooperate or providing false information during the investigation of such Inappropriate Conduct will be subject to disciplinary action, potentially including termination from the Company.

Record of Complaints and Investigations

13. The Audit and Compliance Committee maintains a log of all Complaints, tracking the receipt, investigation and resolution thereof. Such log and copies of Complaints is maintained in accordance with the Company’s document retention practices.

False Complaint or Report

14. Directors, officers and employees of the Company are informed that false or unsubstantiated Complaints may result in civil or criminal complaints or suits.

Protected Rights for External Reporting of Inappropriate Conduct

15. Notwithstanding the requirements of any agreement entered into between any director, officer or employee and the Company or included in any policy of the Company applicable to such persons, nothing in such agreement or policies precludes such persons from communicating directly with the U.S. Securities and Exchange Commission (“SEC”) or the Financial Industry Regulatory Authority regarding potential securities issues or concerns, if any, and that nothing in any such agreement or policies is intended to, or shall, interfere with any rights of such persons to file a charge or complaint with, communicate with, participate in a proceeding or investigation that may be conducted by, or cooperate with the Equal Employment Opportunity Commission, the National Labor Relations Board, the Occupational Safety and Health Administration, the SEC or any other federal, state or local government agency or commission

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(including providing documents or other information to such agencies), none of which shall constitute a breach of such agreements or policies. Directors, officers or employees do not need prior authorization from the Company to make any such governmental reports or disclosures and are not required to notify the Company when taking any such action. No confidentiality provision included in any agreement entered into between any director, officer or employee and the Company or included in any policy of the Company applicable such persons shall limit such persons right to receive an award under any whistleblower or similar governmental program.