

The Nominating and Governance 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 (i) assist the Board by identifying and nominating individuals qualified to become Directors, consistent with criteria approved by the Board, (ii) take a leadership role in shaping the corporate governance of the Company; (iii) oversee the evaluation of the Board and management and (iv) recommend to the Board Director nominees for each of the Board’s committees.

Membership

The Committee shall be comprised of three or more directors as determined by the Board, in accordance with all applicable rules, regulations and stock exchange requirements. Each member of the Committee shall satisfy the independence requirements for directors under the rules of The NASDAQ Stock Market, Inc. (“NASDAQ”).

Appointment and Removal

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

Duties and Responsibilities

The Committee’s primary duties and responsibilities include:

Nominations

- Recommending to the Board for approval the criteria and qualifications for membership on the Board, including any specific minimum qualifications that the Committee believes must be met by a nominee for a position on the Board or any specific qualities or skills that the Committee believes are necessary for one or more of the Directors to possess.
- In consultation with the Premier Chair of the Board, Premier Lead Independent Director and Premier Chief Executive Officer, identifying, considering, recommending, recruiting and selecting, or recommending that the Board select, candidates to fill open positions on the Board consistent with Board approved criteria and qualifications for membership.
- Developing and periodically evaluating a policy with regard to the consideration of any Director candidates recommended by stockholders, including the procedures to be followed by stockholders in submitting such recommendations.

- Establishing a process for identifying and evaluating nominees for Director, including nominees recommended by stockholders.
- Conducting appropriate inquiries into the backgrounds and qualifications of possible candidates.
- Recommending Director nominees for approval by the stockholders.
- Recommending Director nominees for each of the Board's committees.

The Committee shall have the sole authority to retain and terminate search firms used to identify Director candidates and shall have sole authority to approve any such search firm's fees and other retention terms.

Corporate Governance

- Reviewing and recommending to the Board proposed changes to Premier's Certificate of Incorporation and Bylaws.
- Overseeing the Board committee charters and policies to ensure compliance with Premier's Corporate Governance Guidelines and recommending final documentation to the Board for approval.
- In consultation with the Premier Chair of the Board, Premier Lead Independent Director and Premier Chief Executive Officer, periodically reviewing, revising, interpreting and confirming compliance with Premier's Corporate Governance Guidelines.
- Establishing and maintaining an ongoing succession planning process for Directors, Board leaders, and Board committee members.
- Recommending to the Board ways to enhance services to, and improve communications and relations with, Premier's stockholders.
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Board Oversight

- Overseeing periodic self-evaluations by the Board of its performance.
- Evaluating, in consultation with the Premier Chair of the Board, Premier Lead Independent Director and Premier Chief Executive Officer, the size, needs and effectiveness of the Board.
- Recommending to the Board improvements to the corporate governance of Premier, including consideration of any specific standards for the overall structure and composition of the Board.
- Overseeing the Board orientation process for new Directors and the development by the Premier Chief Executive Officer of programs for continuing education for all Directors, each to be administered by the Corporate Secretary.
- Monitoring the functions of the various committees of the Board and conducting periodic reviews of their contributions to Premier.
- Conducting Director self and peer-assessments on a regular basis/interval as determined by the Board and, in consultation with the Premier Chair of the Board and the Premier Lead Independent Director, regularly reviewing each independent Director's continuation on the Board through this process.
- Establishing criteria for an annual performance evaluation of the Committee by the Board.

Management Oversight

- Participating in evaluating the performance of the Premier Chief Executive Officer, including the CEO Satisfaction Survey process, as provided in Premier's Corporate Governance Guidelines.

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 Premier Chair of the Board or the Premier Lead Independent Director. The Committee shall meet at least two times annually. 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.

- 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 rules of NASDAQ, the rules and regulations of the Securities and Exchange Commission and applicable law, the Committee may request any director, 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. 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.

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 October 11, 2013

Approved by the Nominating and Governance Committee on January 26, 2014

Approved by the Premier, Inc. Board of Directors on January 27, 2014

Revised and approved by the Nominating and Governance Committee on January 28, 2015

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

Reviewed by the Nominating and Governance Committee on January 24, 2016

Reviewed by the Nominating and Governance Committee on January 25, 2017

Reviewed by the Nominating and Governance Committee on January 25, 2017

Reviewed and approved by the Nominating and Governance Committee on January 24, 2018

Reviewed and approved by the Nominating and Governance Committee on January 23, 2019

Approved by the Nominating and Governance Committee on October 23, 2019

Approved by the Premier, Inc. Board of Directors on October 24, 2019