



MEMBER AGREEMENT REVIEW COMMITTEE CHARTER

The Member Agreement Review Committee (the “Committee”) is an advisory committee of the Board of Directors (the “Board”) of Premier, Inc. (“Premier” or the “Company”).

Purpose

The purpose of the Committee is to review and approve non-ordinary course transactions between Premier or a subsidiary and its members, particularly entering into member agreements that provide for “savings guarantees” or “fees at risk” (as such terms are defined below).

Duties and Responsibilities

The Committee shall work with Management to assess risks in connection with agreements entered into with members.

The Committee’s primary duties and responsibilities include:

- Reviewing the status of risk based agreements on a periodic basis.
- Reviewing and addressing the outcome of significant risk based proposals.
- In the event that a proposed agreement will cause the aggregate level of risk to exceed the Board approved level, the Committee and full Board must approve an increase to the cap in order for Management to enter into the agreement.

Management is authorized to enter into risk based agreements that provide for savings guarantees or putting fees at risk as long as the aggregate level of risk does not exceed the Board approved level of combined net revenue of 10% gross risk.

For purposes of this Charter, the following terms shall have the meanings set forth below:

“Savings guarantee” means an arrangement in which Premier or a subsidiary contractually provides to identify and/or implement a specific amount of savings for a customer and will pay cash for any shortfall.

“Fees at risk” means a consulting arrangement in which Premier contractually provides to identify and/or implement a certain amount of savings and will have its consulting fees reduced on a proportionate basis or will continue to provide consulting resources at no charge to the customer in the event that such savings are not achieved (until such savings are achieved).

Members

The Committee shall consist of (i) at least three independent directors, which may be appointed by the Board from time to time, and (ii) the Chief Executive Officer of the Company. 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 Board.

Meetings

The Committee shall meet as necessary to fulfill its duties. 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 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 inform the Board of the actions taken at its meetings and 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.

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
Approved by the Member Agreement Review Committee on February 13, 2015
Approved by the Premier, Inc. Board of Directors on May 2, 2015