



## FINANCE COMMITTEE CHARTER

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The Finance Committee (the “Committee”) is a committee to the Board of Directors (the “Board”) of Premier, Inc. (“Premier” or the “Company”).

### Purpose

The purpose of the Committee is to assist the Board in its oversight of the Company’s financial condition, strategies and capital structure. The Committee shall not have responsibility with respect to the Company’s financial reporting, which is the responsibility of the Audit and Compliance Committee of the Board.

### Duties and Responsibilities

The Finance Committee shall have the following duties and responsibilities, among others:

1. **Financial Oversight.** Assist the Board in providing oversight of the financial affairs of Premier, including:
  - reviewing the financial condition of Premier and its subsidiaries; and
  - reviewing, advising and making recommendations to the Board regarding proposed operating budgets for Premier and its subsidiaries.
2. **Financial Policies; Delegation of Authority.** Review the financial policies of the Company as they relate to the Committee’s responsibilities. Review and recommend the Board approve annual limits for expenditures and borrowings, subject to final pricing determination by the Committee and the Chief Executive Officer within such limits.
3. **Strategic Transactions.** Review, recommend the Board approve and monitor significant mergers, acquisitions, divestitures, joint ventures, minority investments and other debt and equity investments involving the Company.
4. **Capital Expenditures.** Review and recommend the Board approve management’s recommendations to the Committee for significant capital expenditures, including for real estate, facilities and information technology.
5. **Capitalization.** Review management’s plans and objectives for the capitalization of the Company, including (a) the structure and amount of equity and debt desired to meet the

Company's financing needs, (b) anticipated sources and uses of cash and (c) the Company's target credit rating.

6. **Equity and Debt Offerings.** Review and recommend the Board approve management's recommendations to the Committee with respect to new offerings of equity and debt securities, stock splits, credit agreements including material changes thereto, and the Company's investment policies.

7. **Dividends and Distributions.** Review and recommend the Board approve management's recommendations to the Committee regarding dividends issued by Premier and distributions by Premier Healthcare Alliance, L.P.

8. **Share Repurchase Authorizations.** Review and recommend the Board approve management's recommendations to the Committee regarding any authorization for repurchases of the Company's stock.

9. **Investment Policy.** Review and recommend the Board approve management's recommendations for the Company's Corporate Cash Investment Policy.

10. **Employee Benefit Plans.** Review management's decisions regarding certain financial aspects of the Company's employee benefit plans, including cost and benefits of maintaining or changing certain plan features and the financial impact on the Company and plan participants of the performance of plan investments and plan contribution types and levels, but not to include selecting or changing plan investments or any other duty that might be considered "fiduciary" in nature within the meaning of ERISA.

11. **Tax Strategies.** Review the Company's tax strategies.

12. **Financial Risk Management.** In connection with the functions of this Committee, review with management the Company's strategies for managing significant financial risks and contingent liabilities including the use of hedges, derivative instruments, insurance coverage and related costs and other similar risk management techniques.

13. **Other Duties.** Carry out such other activities within the scope of its primary purpose or as the Board may from time to time delegate to it.

## **Members**

The Finance Committee shall consist of at least three members of the Board. 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 at least three times per year or more frequently in its discretion or at the request of the Chair of the Board. 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 provide reports to the Board summarizing significant topics and events as presented at the 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  
Reviewed by the Finance Committee on January 28, 2015*