



# **CODE OF ETHICS**

Board of Directors

# TABLE OF CONTENTS

<b>Introduction and Applicability .....</b>	<b>3</b>
<b>Duty of Care .....</b>	<b>3</b>
<b>Duty of Loyalty - Avoiding Abuses of Position and Conflicts of Interest .....</b>	<b>3</b>
<b>Duty of Obedience - Compliance with Laws, Rules and Regulations .....</b>	<b>3</b>
<b>Confidentiality.....</b>	<b>3</b>
<b>Public Company Reporting.....</b>	<b>4</b>
<b>Fair Dealing .....</b>	<b>4</b>
<b>Encouraging Reporting of Any Illegal or Unethical Behavior .....</b>	<b>4</b>
<b>Enforcement .....</b>	<b>4</b>
<b>Waivers.....</b>	<b>4</b>

## Introduction and Applicability

The Premier, Inc. (the “Company”) Board of Directors (the “Board”) has adopted the following Code of Ethics (the “Board Code”) for directors of the Company. The Board Code is intended to focus the Board and each director on areas of ethical risk, provide guidance to directors to help them recognize and deal with ethical issues, provide mechanisms to report unethical conduct and to foster a culture of honesty and accountability.

Each director must comply with the letter and spirit of this Board Code and is expected to use common sense, good judgment, high ethical standards and integrity in all such director’s business dealings. Failure to comply with this Board Code will result in disciplinary action from sanctions up to dismissal from the Board. Such actions are left to the discretion of the Audit and Compliance Committee whereby the members thereof will prepare a recommendation to the full Board for a majority vote.

No code or policy can anticipate every situation that may arise. This Board Code does not attempt to describe all possible areas of risk which could develop. It is impractical to try to list every situation or circumstance that might lead to an ethical conflict. Accordingly, this Board Code is intended to serve as a minimum baseline for directors. Any director who is uncertain of the applicability of this Board Code or individual responsibilities relating to it must seek clarification and guidance before acting from the Chief Ethics & Compliance Officer or Audit and Compliance Committee Chair. This Board Code is not meant to replace good judgment and all directors must respect its spirit as well as its wording.

## Duty of Care

Each director must act on a fully informed basis, in good faith in a manner that such director reasonably believes to be in the best interests of the Company and the stockholders, and with the due diligence and care that an ordinarily prudent person would reasonably be expected to exercise. Directors will review on a regular basis the adequacy of Company systems to ensure they comply with all applicable laws and regulations. The Board may delegate certain functions to key members of senior management but will always maintain a supervisory role. Directors must properly inform themselves concerning a proposed action before making a decision. Directors must also follow up in a reasonable manner on credible signs or information that the Company may be facing operational, fiscal, legal or other difficulties. Directors also have a duty of diligence in their management of the affairs of the Company that requires dedicated, regular meeting attendance and development of a sound knowledge of all aspects of the Company.

## Duty of Loyalty – Avoiding Abuses of Position and Conflicts of Interest

All directors must avoid conflicts of interest with Premier, Inc., as defined by the Board Conflict of Interest Policy. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company must be disclosed promptly to the Chief Ethics & Compliance Officer, or the Audit and Compliance Committee.

A “conflict of interest” occurs when the private interest of a person with a fiduciary responsibility to Premier and its stockholders interferes in any way, or even appears to interfere, with the interests of the Company as a whole. A conflict situation can arise when a director has interests that may make it difficult to perform their work as a Premier director objectively and effectively, or when they have a personal interest in, or connection with, any company or employee that Premier conducts business or competes with, if the interest is of such a nature that it might influence, or appear to influence, the independent judgment of that individual. Conflicts of interest also arise when a director, Immediate Family Member or Related Party (as defined in the Board Conflict of Interest Policy), receives improper personal benefits as a result of the director’s position as a member of the Board.

Premier requires that directors review the Board Conflict of Interest Policy and complete the Conflict of Interest Disclosure Statement on an annual basis.

If a director, officer or any other concerned party has reasonable cause to believe a director has failed to disclose actual or possible conflicts of interest, or failed to abstain from any discussion or vote related to a conflicting matter pursuant to this Board Code or the Board Conflict of Interest Policy, they must inform the Chief Ethics & Compliance Officer and the Audit and Compliance Committee Chair.

## Duty of Obedience – Compliance with Laws, Rules and Regulations

Directors must comply with all Federal, State and local laws, and the rules and regulations of the Security and Exchange Commission (SEC) and The NASDAQ Stock Market, Inc. (NASDAQ) as they apply to Premier, Inc., as well as all compliance and other related Company policies applicable to directors.

## Confidentiality

Directors may not use non-public information of Premier or a Participating Vendor (as defined in the Board Conflict of Interest Policy), group purchasing member, or other strategic affiliate for their own benefit or the benefit of an Immediate Family Member or a Related Party. All directors must avoid discussing internal Company matters or developments with anyone outside of the Company, except as required in the performance of regular duties or as otherwise legally required with the concurrence of the General Counsel. Serious problems could occur for the Company by unauthorized disclosure of confidential or proprietary information about the Company (or

confidential information about the Company's stockholders and affiliates whether or not related to the purchase or sale of equity or other securities.)

## **Public Company Reporting**

As a publicly traded company, it is of critical importance that the Company's filings with the SEC be full, fair, accurate, timely and understandable. Directors may be asked to provide information necessary to assure that the Company's public reports meet these requirements. Premier expects directors to take this responsibility very seriously and to provide prompt and accurate answers to inquiries to the Company related to the Company's public disclosure requirements.

## **Fair Dealing**

Directors must deal fairly with the Company's employees, customers, Participating Vendors and competitors. No director may take unfair advantage of the Company's employees, customers, Participating Vendors, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **Encouraging Reporting of Any Illegal or Unethical Behavior**

Directors must proactively promote ethical behavior. If a director, officer or any other concerned party has reasonable cause to believe a director, officer or employee has participated in inappropriate conduct, such director, officer or other concerned party must adhere to the procedures set forth in the Whistleblower Policy to bring a complaint to the Company's attention. Retaliation for reports is strictly prohibited.

## **Enforcement**

Any suspected violations of this Board Code must be reported promptly in the manner described above. Violations will be investigated by the Audit and Compliance Committee, or a person or persons designated by the Audit and Compliance Committee, or as otherwise designated in the Whistleblower Policy if applicable. The Audit and Compliance Committee must report to the full Board when appropriate to resolve the matter. Proper action will be voted on and taken by the full Board (and if applicable disclosed) in the event of any violations of this Board Code.

## **Waivers**

Any waiver of this Board Code must be approved by the Audit and Compliance Committee. Waivers must be publicly disclosed if, and to the extent, required by applicable rules and regulations of the SEC and any stock exchange on which the Company's securities may be listed. No waiver or refusal to provide a waiver on one occasion will preclude the Board or the Audit and Compliance Committee from making a different decision on a subsequent occasion.

*Adopted by the Premier, Inc., Board of Directors, August 16, 2013 (rev. January 26, 2023) (rev. January 25, 2024)*