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I. OVERVIEW

The purpose of these Corporate Governance Guidelines (“Guidelines”) is to assist the Board of Directors (the “Board,” and each director, a “Director”) of Premier, Inc. (“Premier” or the “Company”) in the exercise of its duties and responsibilities and to serve the best interests of the Company and its stockholders. These Guidelines shall be applied in a manner consistent with all applicable laws, regulations and listing requirements, as well as the Company’s Certificate of Incorporation and Bylaws.

The Board may amend these Guidelines or grant waivers in exceptional circumstances, provided that any such amendment or waiver may not be a violation of any applicable law, rule or regulation and, provided further, that any such amendment or waiver is appropriately disclosed.

II. BOARD RESPONSIBILITIES

The Board is elected by the stockholders to advise and oversee the management and conduct of Premier’s business by its Chief Executive Officer and other members of management charged with the long-term health and overall success of Premier’s business.

The Board’s commitment to good governance compels prudence and vigilance with the aim of ensuring that the Board does not take on undue risk and that any compliance or criticism or identified audit or control deficiencies are quickly and appropriately addressed.

a. Board Job Description

The core responsibilities of the Board and its committees are to:

1. Select the Board Chair and the Board Vice Chair or Lead Independent Director (as applicable);
2. Select, evaluate and approve the compensation of the Chief Executive Officer;
3. Oversee an ongoing process of management succession planning;
4. Provide counsel and oversight in the selection and evaluation of senior management and approve the compensation program for senior management;
5. Review and approve management’s strategic plans, as well as annual and long-term goals;
6. Provide counsel and oversight with respect to corporate performance and evaluate results compared with strategic plans as well as annual and long-term goals;
7. Build and promote corporate responsibility and ensure long-term stockholder value;
8. Review and monitor the Company’s financial controls and reporting systems;
9. Review and approve the Company’s financial standards, policies and plans, including distributions to stockholders;
10. Review and approve the independent auditors engaged to audit the Company’s financial statements and to oversee the internal audit function;
11. Review the Board’s ethics standards, including the Board Code of Ethics, and legal compliance;
12. Provide counsel and oversight with respect to relations with stockholders, customers, employees and the communities in which the Board operates;
13. Serve as a “sounding board” on products and services when requested by the Chief Executive Officer, to bring the perspective of Premier’s customers, including the industry’s thought leaders, to the table;
14. Assist the Nominating and Governance Committee and Board Chair in director recruitment efforts; and
15. Oversee environmental, social and governance (ESG) issues.

b. Chief Executive Officer Evaluation

The performance of the Chief Executive Officer is reviewed annually at an in-person Board meeting based on the formal Chief Executive Officer evaluation process adopted by the Board. The process is led by the Board Chair in collaboration with the Compensation Committee, in accordance with the Compensation Committee’s charter.

c. Management Evaluation and Succession Planning

The Chief Executive Officer will annually provide the Board with background information and developments pertaining to each member of senior management. At that time, the Board will review and update, if appropriate, the Premier Succession Plan.

d. Risk Management and Oversight

The Audit and Compliance Committee will oversee the adequacy and effectiveness of the accounting and financial controls, including Premier's policies and procedures to assess, monitor and manage business risk and legal and ethical compliance programs. The Board as a whole is committed to acting with prudence and vigilance with the aim of ensuring that the Company does not take on undue risk.

e. Board Performance Evaluation

The Nominating and Governance Committee, in accordance with its charter, will be responsible for ensuring that Director self and peer assessments are conducted on a regular basis as determined by the Board. The purpose of the assessment is to provide each Director with feedback on how he or she is performing overall as a member of the Board, where there may be opportunities for development and finally how he or she can provide greater contribution to the Board and the Company. The performance of the Board Chair and the Board Vice Chair or Lead Independent Director (as applicable) is also evaluated on a regular basis. Evaluation results are presented and discussed annually. Action items resulting from evaluations shall be addressed through designated Board and committee agenda items.

III. DIRECTOR NOMINATION AND QUALIFICATION

a. Director Nomination

Nominations of persons for election to the Board may be made (a) at annual meetings of stockholders pursuant to the Company's notice of meeting (or any supplement thereto) delivered to stockholders; (b) by or at the direction of the Board or the Nominating and Governance Committee, in consultation with the Board Chair; or (c) by any stockholder who is entitled to vote on such election, who complies with the notice procedures required by the Company and who was a stockholder of record at the time of delivery of such notice to the Secretary of the Company.

b. Succession Planning

The Board delegates to the Nominating and Governance Committee, in consultation with the Board Chair and the Board Vice Chair or Lead Independent Director (as applicable), responsibility for establishing and maintaining an ongoing and transparent succession plan for Premier Directors, Board leaders and Board committee members. The succession planning process will be multi-factorial, encompassing Premier-specific criteria, subject-matter competencies, personal traits, and membership-diversity criteria, as detailed below. The Board seeks to have a composition that includes needed competencies and is also diverse, as described in more detail below.

The Nominating and Governance Committee will, on an annual basis, review, update and submit to the Board for approval the Board Job Description (set forth above) and Attribute-Based Guidelines (set forth below). The full Board should be engaged in discussion and approval of these foundational guidelines. The Nominating and Governance Committee will also review, on an annual basis, a profile of the current Board members against the Attribute-Based Guidelines, consider expected vacancies, identify gaps and agree on the most important competencies and other attributes to seek in evaluating prospective members.

The Nominating and Governance Committee will seek broad input to identify prospective Directors, keeping in mind the Board Job Description and Attribute-Based Guidelines. The Nominating and Governance Committee will, on an annual basis, request recommendations from the full Board, management and others as they deem appropriate. All recommendations should include an explanation of how an individual fulfills the Attribute-Based Guidelines and would be an asset to the Premier Board. The Committee may also from time to time use its authority under its charter to retain, at the Company's expense, one or more search firms to identify candidates. The Chief Executive Officer, assisted by members of senior management, will review the backgrounds of all individuals recommended as potential Directors, and the Corporate Secretary will prepare and maintain a list of possible Director candidates for consideration by the Nominating and Governance Committee.

The Nominating and Governance Committee will consider all candidates identified through the processes described above, and will independently evaluate each of them, including incumbents, based on the same criteria. If, after the committee's initial evaluation, a candidate meets the criteria for membership, the Chair of the Nominating and Governance Committee and the Chairs of such other committees as designated by the Nominating and Governance Committee will have the opportunity to interview the candidate and communicate the evaluations to the other members of the Committee, the Board Chair and the Chief Executive Officer. Later interviews may be conducted by other members of the Nominating and Governance Committee and, at the Committee's discretion, senior management.

Background checks will be conducted by Premier's Human Resources Department, while conflict checks will be conducted by Premier's Chief Ethics & Compliance Officer and results will be reported back to the Nominating and Governance Committee.

After completion of the foregoing interviews and background and conflict checks, the Chief Executive Officer will contact the selected proposed nominees to determine interest and availability to serve on the Premier Board. Once interest is confirmed, the Corporate Secretary will prepare a list of recommended nominees for review and approval by the Nominating and Governance Committee. The full Board will review the Nominating and Governance Committee recommendations and present the slate of nominees to the stockholders for election.

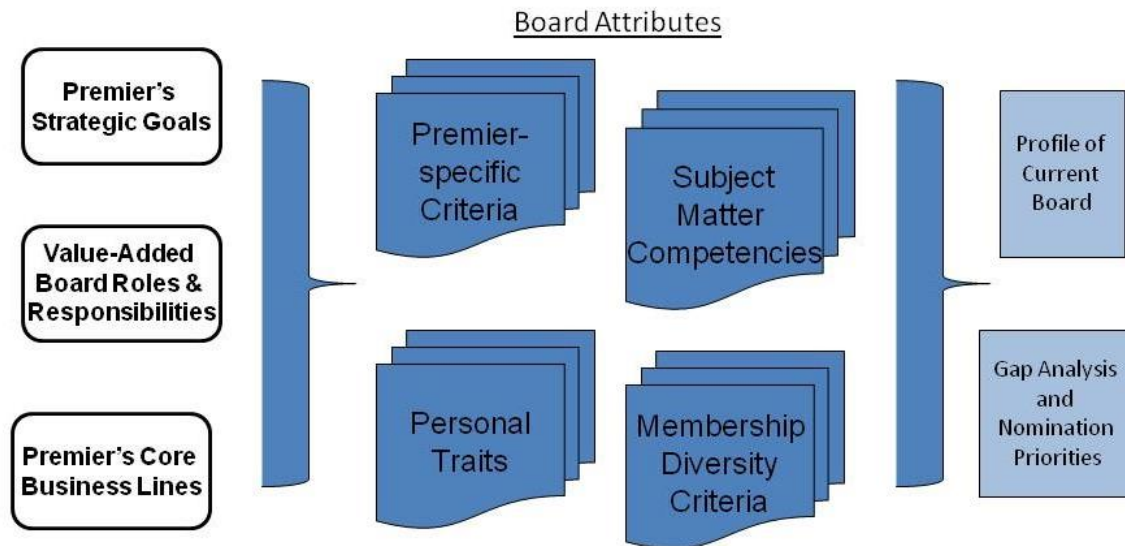
When filling a vacancy for an independent Director, the Nominating and Governance Committee and Board Chair may consider particular needed skills, such as, but not limited to, audit expertise.

The Nominating and Governance Committee will evaluate the performance of Directors who are eligible for election to an additional term before recommending their re-election. Consideration will be given to attendance, active participation, substantive contributions, assessments from peers, assessments from management and any feedback received from stockholders. In addition, a Director Survey will be distributed to all Directors whose terms are set to expire, and who are eligible for re-election, to confirm their interest in being nominated to serve an additional three-year term and to reflect on their past and future service.

The Nominating and Governance Committee will oversee a 360-degree individual evaluation and feedback process for Directors on a periodic basis. The Attribute-Based Guidelines will form the cornerstone of the evaluation. Feedback will be provided to help all Directors (not just those who may receive constructive feedback) to reflect on how their peers perceive them and make appropriate improvements. The results of the assessment will also be used to inform the Nominating and Governance Committee as to whether a Director should be recommended to the Board for re-election.

c. Multi Factorial Screening Process

Multi-Factorial Screening Process



d. Attribute-Based Guidelines

The Board will apply the Attribute-Based Guidelines set forth below in recommending to the stockholders election of Directors based on an objective assessment of their competencies, including their subject-matter expertise, professional skills, leadership traits and other attributes.

Premier-Specific Criteria

1. Ability to represent on a fiduciary basis all stockholders and not a particular constituency or organization;
2. Demonstrated willingness to devote sufficient time to Premier, with prior committee service strongly preferred;
3. Held in high regard, as evidenced by other elected positions of leadership in national organizations;
4. Knowledge of and demonstrated engagement with Premier services;
5. Ability to offer constructive advice to Premier management from a customer or business perspective on business lines, new products and services and strategic decisions;
6. Willingness to engage in continuing education around Premier's business and governance role; and
7. Demonstrated responsiveness to stockholder concerns and interests.

Skills and Subject Matter Expertise and Experience in One or More of these Fields

The Board as a whole has been designed to possess all of the following core competencies, with each member of the Board of Directors contributing knowledge, experience and skills in at least one of the following domains:

1. C-level leadership experience;
2. Group purchasing, value-based purchasing and supply chain operations;
3. Healthcare transformation, healthcare continuum of care and population health management;
4. Performance improvement, clinical quality improvement, patient safety, outcomes management, risk management and healthcare measurement;

5. Technology, information technology and knowledge management;
6. Data sciences/analytics and artificial intelligence;
7. Outsourcing services;
8. Finance, audit and major transactions/M&A/private equity/public equity;
9. National perspective on healthcare policy and advocacy;
10. Healthcare insurance and payment systems; and
11. Academic medical experience.

Personal Traits

1. A strong strategic planning orientation, including the ability to view Premier's goals and plans strategically;
2. Ability to effectively oversee risk and innovation, thus safeguarding Premier's mission and stockholder interests;
3. Knowledge of effective governance policies and practices;
4. Proven leadership skills as an executive in a successful organization;
5. Ability to listen, engage, reflect and generally work effectively with other Directors and management;
6. Willingness to ask management and each other tough questions and challenge traditional thinking;
7. Adeptness at managing change, ambiguity and complexity;
8. A record of integrity and ethical conduct;
9. Understanding of the importance and implications of compliance with regulatory requirements;
10. Interest and ability to serve in a Board leadership position (i.e., Board Chair, Lead Independent Director, committee Chair, etc.) in the future;
11. Ability to make a priority commitment to support the needs of the Board; and
12. Ability and commitment to fully serve out the established Board term.

Diversity Characteristics

1. Candidate's gender;
2. Candidate's ethnicity;
3. Candidate's age;
4. Candidate's disabled status;
5. Candidate's sexual orientation;
6. Candidate's status as a diverse director under any requirements of The NASDAQ Stock Market, Inc. ("NASDAQ"); and
7. Candidate's other personal characteristics that would contribute to diverse viewpoints on the Board.

e. Board Diversity Policy

Premier recognizes and values the benefits that diversity can bring to its Board. The Board believes that diversity promotes the inclusion of different perspectives and ideas, mitigates against group think and improves oversight, decision-making and governance. Diversity on the Board also demonstrates Premier's commitment to diversity at all levels within Premier. While all appointments to the Board will be based on merit, the Board will consider the benefits of diversity in identifying persons for Board membership. At all times, Premier seeks to maintain a Board comprised of talented and dedicated directors with a diverse mix of experience, skills and backgrounds collectively reflecting the strategic needs of the business and the nature of the environment in which the Company operates. When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, Premier will consider candidates using objective criteria having due regard to the benefits of diversity and the needs of the Board. To further implement this policy, Premier and the Board will encourage executive search firms to propose diverse director lists that include candidates from under-represented groups and a balanced proportion of male and female candidates. For purposes of this policy, diversity includes gender, ethnicity, age, persons with disabilities, sexual orientation, status as a diverse director under any NASDAQ requirements, and other personal characteristics that would contribute to diverse viewpoints on the Board.

IV. DIRECTOR RESPONSIBILITIES AND REQUIREMENTS

a. Director Responsibilities

The fundamental responsibility of a Director is to exercise common sense business judgment. This calls for strategic thinking, expertise in areas pertinent to Premier's business, independent judgment, skepticism, diligence and a willingness to ask tough questions, while insisting that the answers received are understandable.

All Directors who are also involved in management of, or otherwise affiliated with, customers of Premier must exercise their fiduciary duties to all stockholders of Premier, independent of such customer position or affiliation.

Each Director is expected to exercise exceptional personal accountability through regular attendance, active participation, substantive contributions and a continued investment of time and energy to education related to Premier's business.

The expectations of individual Directors are to:

1. Represent all stockholders and not a particular constituency or organization;
2. Devote sufficient time to Premier;
3. Offer constructive advice to Premier management from a customer or business perspective on business lines, new products and services and strategic decisions;
4. Engage in governance with a strategic and policy orientation;
5. Contribute specific technical expertise to inform committee and Board discussions;
6. Listen, engage, reflect and generally work effectively with other Directors and management;
7. Be adept at managing change, ambiguity and complexity;
8. Demonstrate high standards of integrity and ethical conduct;
9. Ask tough questions of management and other Board members, when appropriate, for purposes of due diligence in decision-making;
10. Participate in continuing education relating to Premier's business and areas of responsibility for such Director's committees;
11. Make a priority commitment to support the needs of the Board; and
12. Commit to fully serving out such Director's Board term.

b. Commitment and Limits on Other Board Service

The Board recommends that (i) Directors that **are not** concurrently serving as a Named Executive Officer ("NEO") (as defined under Securities and Exchange Commission ("SEC") rules) of a publicly traded company serve on no more than four public company boards, including the Premier Board, and (ii) Directors that **are** concurrently serving as a NEO of a publicly traded company serve on no more than two public company boards, including the Premier Board. Directors will promptly notify the Board Chair and the Nominating and Governance Committee Chair (i) when they become aware that they are a NEO of a publicly traded company, (ii) when they become aware that a private company for which they serve as a director is becoming a publicly traded company or (iii) in advance of accepting an invitation to serve on another public company board or an appointment to serve on the audit or compensation committee of another public company board. The Board shall determine each Director's ability to serve effectively on the Premier Board while simultaneously serving as a NEO of another publicly traded company or on other public company boards, and whether the other public companies are affiliated entities. The Board will also consider the voting policies of (i) proxy advisors (such as Institutional Shareholders Services, Inc. and Glass Lewis) and (ii) significant institutional investors, when evaluating Director commitments and appropriate limits.

If an Audit and Compliance Committee member simultaneously serves on the audit committee of more than three public companies, the Board must determine that such simultaneous service will not impair the ability of the Director to effectively serve on Premier's Audit and Compliance Committee. The determination will then be disclosed in the

Company's proxy statement for the annual meeting of stockholders or as otherwise required by applicable listing standards, rules and regulations.

c. Director Orientation and Continuing Education

Orientation and Board development activities are conducted with the direction and oversight of the Nominating and Governance Committee. Premier provides a formal initial orientation for each new member of the Board shortly after his or her election or appointment. The orientation is expected to occur during the January Board meeting for new Directors elected at the annual meeting of stockholders and will be scheduled separately for any Director appointed to fill a vacancy during the year. The detailed orientations cover information provided in the Board Orientation Manual as well as management review of the Company's current position and strategic priorities and issues.

Thereafter, at its annual strategy retreat and in-person meetings, the Board is provided regular times on its agenda for activities associated with Board development and orientation to specific topics of interest. Board members will be asked to provide suggestions on topics of interest or activities associated with Board development and orientation, to be incorporated into the agendas of subsequent in-person Board meetings during the year. In addition, Premier staff will post updated Board reference information for use of Directors on the Board portal website.

The Company, through management, is committed to educating the Board by providing the following:

1. Content on a regular basis through pertinent articles and information relating to the Company's business, enterprise risk management, its competitors, corporate governance and regulatory issues;
2. Membership to the National Association of Corporate Directors ("NACD"), which grants access to systems, white papers, magazines and other educational resources;
3. Regular presentations to Directors by key corporate executives regarding business activities, proposed business activities and relative performance of the Company versus competitors;
4. Presentations to Directors by the General Counsel, members of the Premier Legal Department or an outside law firm on new legal and regulatory requirements;
5. Educational or strategy sessions during in-person Board meetings; and
6. Providing Directors tours of the Company's headquarters and product demonstrations from time to time.

In addition, all members of the Board are encouraged to attend outside director education programs as they deem appropriate, as long as they are reasonable and applicable to their service on the Board (given their individual backgrounds), to stay abreast of developments in corporate governance, the industry in which the Company participates and "best practices" relevant to their contribution to the Board generally, as well as to their responsibilities in their specific committee assignments and other roles. The extent and subject matter of Director education will vary for each Director and is left to each Director's individual discretion based on the totality of relevant factors including those set forth below:

1. The Director's specific responsibilities on the Board, including the various substantive committees to which the Director is assigned and the role of the Director within each committee;
2. The Director's individual background and exposure to current developments in corporate governance, the healthcare industry and corporate administration through their professional endeavors, service on other boards of directors or independent research or reading;
3. The pace and materiality of regulatory and other developments relating to corporate governance and corporate management; and
4. Prior subjects covered by the Company or at the Board level during the Director's tenure, as well as subjects set to be discussed at future Board meetings.

In order to encourage continuing director education, the Company will reimburse Directors up to \$7,500 annually for attending U.S.-based director education programs. Amounts reimbursed include all reasonable costs associated with attending each program, including travel, lodging and meals. Directors serving on multiple boards are encouraged to obtain pro rata reimbursement of their director education expenses from each company that they serve, but the Company will nonetheless reimburse 100% of the costs if this is not practicable. Directors are particularly encouraged to participate in director education programs accredited by the NACD or the like.

d. Director Mentorship Program

The Board Chair shall pair each new Premier Director with an experienced Premier Director to provide mentorship that supplements the formal orientation program.

e. Changes in Principal Employment or Independence

Non-management Directors will submit to the Board a letter of resignation upon resignation or retirement from, or termination of, the Director's principal current employment, or other similarly material changes in professional occupation or association. The Board shall be free to accept or reject the letter of resignation based on the best interests of the Board and stockholders and shall promptly notify such Director of its decision.

f. Director Compensation

The Compensation Committee has the responsibility for reviewing and recommending to the Board compensation for non-employee Directors, which compensation may consist of cash, the Company's common stock (or equity-based securities) or a combination thereof. Certain Board members who are executives of stockholder hospitals or health systems may be prohibited by their employers from receiving stock-based compensation for their services; these Board Members instead may receive cash awards subject to vesting terms, to the extent permitted by their employer. Directors who are employees of Premier or its affiliates receive no compensation for their Board service. With the assistance of the Compensation Committee, the Board reviews Director compensation policies regularly to ensure that Premier is in a competitive position to attract and retain Directors with the expertise, experience, and standing to provide Premier and the healthcare industry exemplary leadership.

g. Director Stock Ownership

Directors who receive stock-based compensation will be required to own an amount of Premier equity equal to a multiple of their annual Board cash retainer as long as they remain a Director, which will be recommended by the Compensation Committee. Directors will have five years from the time of their first equity-based grant in which to reach the prescribed ownership level. Certain Board members who are executives of stockholder hospitals or health systems and who are prohibited by their employers from receiving stock-based compensation for their Board service will not be required to own Premier equity.

V. BOARD INDEPENDENCE AND LEADERSHIP**a. Director Independence**

The Board must be comprised of a majority of Directors who meet the standards of independence established by NASDAQ. The Board reviews annually the independence of each Director, taking into consideration the recommendations of the Nominating and Governance Committee. Directors have an affirmative obligation to inform the Board of any material changes in their circumstances or relationships that may impact their designation by the Board as independent.

b. Board Leadership

The Board shall, at its next meeting following each annual meeting of stockholders, elect current non-management Directors as Chair of the Board ("Board Chair") and Vice Chair of the Board (the "Board Vice Chair") based on the recommendation of the Nominating and Governance Committee. However, during any period in which the Board Chair is not an independent Director, a current independent Director shall be elected annually by a majority of the independent Directors to serve as Lead Independent Director, as described in more detail below, and the office of Board Vice Chair shall remain vacant.

The Board shall, at its next meeting following each annual meeting of stockholders, elect officers of the Company including a President, a Chief Executive Officer and a Secretary. The Board may also from time to time elect such other officers as it may deem proper or may delegate to any elected officer of the Company the power to appoint and remove any such other officers and to prescribe their respective terms of office, authorities and duties.

c. Board Chair

The Board Chair shall perform such tasks and duties as may be set forth in the Company's Bylaws and as from time to time prescribed by the Board, in all cases within the Board Chair's duties as a Director and not as an officer of the Company.

The Board Chair:

1. Is a non-management member of the Board;
2. Is a partner with the CEO in achieving the organization's mission;
3. Provides leadership to the Board of Directors, which sets policy and to which the CEO is accountable;
4. Chairs meetings of the Board after developing the agenda of such meetings with the CEO and Corporate Secretary;
5. Encourages the Board's role in strategic planning;
6. Recommends committee assignments and the designation of committee chairpersons, in consultation with the Nominating and Governance Committee;
7. Attends committee meetings as appropriate;
8. Discusses issues confronting the organization with the CEO;
9. Helps guide and mediate Board actions with respect to organizational priorities and governance concerns;
10. Reviews with the CEO any issues of concern to the Board;
11. Monitors financial planning and financial reports;
12. Formally evaluates the performance of the CEO and informally evaluates the effectiveness of the Board members;
13. Evaluates annually the performance of the Company in achieving its mission; and
14. Performs other responsibilities assigned by the Board.

d. Board Vice Chair

The Board Vice Chair shall perform such tasks and duties as may be set forth in the Company's Bylaws and as from time to time prescribed by the Board, in all cases within the Board Chair's duties as a Director and not as an officer of the Company.

The Board Vice Chair:

1. Is a non-management member of the Board;
2. Is a partner with the Board Chair in achieving the organization's mission;
3. Presides at all meetings of the Board at which the Board Chair is not present;
4. Serves as interim Board Chair in the event of the resignation, incapacitation or death of the Board Chair, until a new Board Chair is duly elected;
5. Performs such other tasks as requested by the Board Chair; and
6. Performs other responsibilities assigned by the Board.

e. Lead Independent Director

The Board shall have a Lead Independent Director at all times when the Board Chair is not independent. The Lead Independent Director must (1) satisfy the independence standards of NASDAQ, the Securities Exchange Act of 1934 (the "Exchange Act") and any other applicable standards; (2) have served as a Director for at least one full year; (3) be able to effectively work with the Board Chair in an advisory capacity and (4) be able to effectively discuss with other Directors any concerns about the Board or the Company and to relay those concerns, where appropriate, to the Board Chair.

The Lead Independent Director shall serve until such time as he or she ceases to be a Director, resigns as Lead Independent Director, is replaced as Lead Independent Director by a majority of the independent Directors, or an independent Director is elected as Board Chair. If the Lead Independent Director is not present at any meeting of the Board, a majority of the independent Directors shall select another independent Director to act as Lead Independent Director for the purposes of and duration of such meeting if necessary.

The Lead Independent Director:

1. Presides at all meetings of the Board at which the Board Chair is not present;

2. Presides over all meetings of independent Directors. A meeting of the independent Directors will be scheduled as an agenda item for each regularly scheduled Board meeting, and the Lead Independent Director has the authority to call additional meetings of the independent Directors. The Lead Independent Director will advise the Board Chair of any consensus reached during, and any suggestions made at, any such meetings;
3. Approves of all information sent to the Board, including meeting agendas, as well as Board meeting schedules, to assure that there is sufficient time for discussion of all agenda items;
4. Serves as a liaison between the Board Chair and the independent Directors;
5. Is available for consultation and direct communication with major stockholders and external stakeholders if requested;
6. In the event of the resignation, removal, death, disability, disqualification or incapacity of the Board Chair, serves as interim Board Chair until a new Board Chair is duly elected;
7. Approves and coordinates the retention of advisors who report directly to the independent Directors, and seeks counsel from appropriate Company personnel, in each case as deemed reasonably necessary and after prior consultation with the Board Chair and management; and
8. Performs other responsibilities as may be set forth in the Company's Bylaws or as assigned by the Board, in all cases within the Lead Independent Director's duties as a Director and not as an officer of the Company.

f. Corporate Secretary

The Corporate Secretary:

1. In consultation with the Board Chair, Lead Independent Director (if any) and CEO, establishes and confirms an agenda for each meeting;
2. In consultation with the Board Chair, CEO or other board or committee members, schedules dates, times and locations for meetings;
3. Ensures that the meeting agenda and relevant documents are circulated to Board members at least five to seven days in advance of the meeting;
4. Maintains records of the Board and ensures effective management of the Company's corporate licenses;
5. Ensures that minutes are complete and accurate, retained, included and reviewed at the next meeting; and
6. Is sufficiently familiar with the Company's governing documents and other applicable documents (Charter, Bylaws, IRS letters, etc.) to note applicability during meetings.

VI. BOARD ACCOUNTABILITY, ETHICS AND INTEGRITY

a. Conflicts of Interest and Confidentiality

A Conflict of Interest Policy is in place to ensure that conflicts or relationships with the Board do not compromise Directors' independence on any particular issue or vote. Directors also have a fiduciary obligation to maintain the confidentiality of information received in connection with their service on the Board.

b. Ethics

The Board expects its Directors to acknowledge their adherence to the policies comprising Premier's Code of Conduct and the Board Code of Ethics.

VII. BOARD STRUCTURE

a. Board Size

The size of the Board shall not exceed 11 Directors. The question of the size of the Board needs to give due consideration to a variety of factors, including participation by hospital executives. The Nominating and Governance Committee will periodically assess overall Board size to provide for an appropriate and effective membership mix and will recommend any proposed changes to the Board.

b. Board Class Structure

The Board is divided into three classes (Class I, Class II and Class III) with staggered terms of three years each. The term of one class expires at each annual meeting of stockholders; thus Directors typically stand for election after three years, unless they are filling an unexpired term. When a Director is appointed by the Board to fill a vacancy in any class, the appointed Director stands for election by the stockholders at the next election of the class for which such Director shall have been chosen and until his or her successor has been elected and qualified.

c. Term Limits and Re-election

The Board does not believe it is appropriate or necessary to limit the number of terms a director may serve. While term limits could help ensure that there are fresh ideas and viewpoints available to the Board, they hold the disadvantage of losing the contribution of directors who have a unique and longer-term insight into the business of the Company and its operations. As an alternative to term limits, prior to recommending their re-election, the Nominating and Governance Committee, in consultation with the Board Chair, will rigorously assess a director's participation, substantive contributions, independence and whether the skill or expertise they bring continues to be a priority, as well as overall Board diversity considerations.

d. Director Age Limit

A Director shall not be nominated to stand for re-election upon reaching the age of 72. For the avoidance of doubt, any Director who turns 72 during a term to which he or she was previously elected shall be permitted to serve out the remainder of that term.

VIII. BOARD COMMITTEES

a. Committee Structure

Standing Board committees are the Audit and Compliance Committee, Nominating and Governance Committee, Compensation Committee, Finance Committee and Member Agreement Review Committee. These committees are composed entirely of Directors and act in accordance with applicable law, their respective charters as adopted and amended from time to time by the Board, and the applicable rules of the SEC and NASDAQ. Committees meet during in-person meetings of the Board or as otherwise needed.

In addition, the Board may form ad hoc committees from time to time and will determine the composition and areas of competence of such committees.

b. Independence/Qualifications of Committee Members

Each committee has its own charter which sets forth the purposes, scope of work, inputs, communication process, and qualifications for committee membership and criteria for evaluation. All members of the Audit and Compliance Committee, the Compensation Committee and the Nominating and Governance Committee will be independent as defined in the rules of the NASDAQ and will meet other qualifications set forth in the applicable committee charter. All members of the Audit and Compliance Committee will also meet the independence requirements of Rule 10A-3 under the Exchange Act, and at least one member of such committee shall be an "audit committee financial expert" as such term is defined by the SEC.

c. Assignment and Rotation of Committee Members and Chairs

Committee assignments and designation of the committee chair will be made by the Board based upon recommendations from the Board Chair and Nominating and Governance Committee who will seek input from the current committee chairs. Committee assignments and designation of committee chairs will be based on each Director's knowledge and expertise. Committee assignments may be rotated if rotation is likely to increase committee performance, but with due regard for the need for continuity and committee expertise.

d. Committee Chair Job Description

1. Is a member of the Board;
2. Sets tone for the committee work;
3. Ensures that committee members have the information needed to do their jobs;

4. Oversees the logistics of the committee's operations;
5. Reports to the Board Chair;
6. Reports to the full Board on committee's decisions/recommendations;
7. Works closely with the CEO and other staff as designated by the CEO; and
8. Assigns work to the committee members, sets the agenda and runs the meetings, and ensures distribution of meeting minutes.

e. Committee Meeting Frequency, Length and Agenda

The chair of each committee, in consultation with other committee members, shall propose the annual agenda for committee meetings, as well as determine the frequency, location and length of committee meetings. Proposed agenda items for each committee are then approved by the Board and presented in the Annual Schedule of Board and Committee Task and Agenda Items.

Committees generally schedule meetings during or prior to the in-person meetings of the Board and arrange phone conference or in-person meetings throughout the year as necessary.

IX. BOARD MEETINGS, AGENDA, AND INFORMATION

a. Board Meetings and Attendance

The Board meets on a regular basis as defined and approved by the Annual Board and Committee Meeting Schedule. Board member commitment to effective corporate governance carries with it a responsibility to prepare for and regularly attend all meetings of the Board and committees on which they serve, including specially called sessions, absent extenuating circumstances. In compliance with SEC rules and regulations, the Company shall disclose in its proxy statement the total number of meetings of the Board and name each incumbent Director who during the last full fiscal year attended fewer than 75% of meetings of the Board and committees on which they served. Acceptable reasons for Director(s) absences are generally limited to medical issues/illness, family emergencies, and unavoidable conflicts with managerial duties to other organizations.

b. Board Agenda

The CEO, Board Chair and Lead Independent Director (if any) will work together to set the Board agenda. Board members are invited to make agenda suggestions. The Board then approves the Annual Schedule of Board and Committee Task and Agenda Items.

c. Board Information Flow, Materials and Presentations

Directors will receive the relevant information, data and analysis that is necessary to be informed at the appropriate governance level, facilitate deliberations and make informed decisions. Board materials will be provided in writing in advance of the meeting, unless sensitivity requires that the materials be presented at the meeting.

d. Executive Sessions

Executive sessions of independent Directors, presided over by the Board Chair or Lead Independent Director (if the Board Chair is not independent) and held outside the presence of management and non-independent Directors, are scheduled at each in-person Board meeting and may be called at any other Board or committee meeting by the Board Chair, the Lead Independent Director (if any) or by a majority of the independent Directors. If independent Directors have no further business to discuss, the Board Chair or Lead Independent Director, as applicable, may decline to hold an executive session.

e. Board Access to and Retention of Independent Advisors

The Board and its Committees may retain external, independent advisors as necessary in the discharge of their responsibilities. The Audit and Compliance Committee regularly consults with external auditors and with the internal auditor. The Compensation Committee utilizes external experts to provide on-going analysis and advice in carrying out its responsibilities to the Board related to executive compensation strategies, programs and plans. The Nominating and Governance Committee also consults with outside firms on various Director policy matters.

f. Director Access to Senior Management

In performing its oversight function, the Board is entitled to rely on the advice, reports and opinions of management. Executive management members are invited to make presentations and reports related to their respective organizational units or Board strategic issues at Board meetings and to interact with Board members on a regular basis.

g. Right to Call Special Meeting

Special meetings of the Board may be called by the Board, the Board Chair or, in the Board Chair's absence or at the Board Chair's direction, the CEO. Notice of a special meeting shall be given to each Director in writing, including by transmission of telecopy, email or other means of electronic transmission. Such notice shall specify the time and place of such meeting.

h. Stockholder Meetings

The annual meeting of stockholders shall be held each year on a date and at a time designated by the Board. Directors are expected to attend the annual meeting of stockholders, absent extenuating circumstances, and time is set aside at each meeting for stockholders to submit questions and for senior management or Directors to respond to those questions. Acceptable reasons for Director(s) absences are generally limited to medical issues/illness, family emergencies, and unavoidable conflicts with managerial duties to other organizations.

X. STOCKHOLDER INPUT AND COMMUNICATIONS

a. Board Interaction/Communication with Stockholders, Analysts, Institutional Investors, Members and the Media

If a situation arises in which it appears necessary for a non-management Director to speak on behalf of the Company, the Director shall consult with the Board Chair or the CEO in advance, as management is the primary spokesperson for the Company. This includes situations where the Board member is asked to speak to outside constituencies, such as analysts, institutional investors, stockholders, members and the media.

b. Board Responsiveness and Proxy Proposals Generally

The Nominating and Governance Committee in consultation with the Board oversees the Company's response to stockholder proposals. The Committee will consider issues raised by stockholder proposals and will communicate its recommendations to the Board with respect to such proposals.

Approved by the Premier, Inc. Board of Directors on September 6, 2013 (rev. August 21, 2014) (rev. January 29, 2015) (rev. September 29, 2015) (rev. January 25, 2016) (rev. August 11, 2016) (rev. April 28, 2017) (rev. October 24, 2019) (rev. October 22, 2020) (rev. April 23, 2021) (rev. October 21, 2021) (rev. January 26, 2023) (rev. January 25, 2024)