

	TITLE: Anti-Bribery Policy	
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1. Purpose

To describe and explain Premier’s global policy against bribery and the procedures and resources provided to ensure that this Policy is followed in all instances. The Policy has been approved by the Company’s Board of Directors.

2. Scope

Applies to all workforce members of Premier, Inc. and controlled subsidiary companies (“Premier”).

3. Definitions

Any action in furtherance – The law and our Policy prohibit any action that is or could be in furtherance of an improper payment to a non-U.S. government official. Examples of actions in furtherance of improper payments include the following:

- approving a payment
- creating or accepting a false invoice
- discussing a payment by email or telephone
- offering or promising to make a payment.

In some instances, even having reason to know that such a payment will be made and ignoring that fact violates the law. The Company can be liable if it knew or should have known that a third party intended to make, or was likely to make, an improper payment, offer or promise on the Company’s behalf. Willful ignorance, conscious disregard of facts suggesting that an improper payment is likely to be paid, or other “willfully blind” behavior is prohibited. Anti-bribery laws also prohibit improper payments being made directly or indirectly through third parties, as discussed in more detail later in this Policy. In addition, an improper payment need not actually occur for a violation of the law to have taken place. If you learn of even an unsuccessful bribery attempt or a solicitation to pay a bribe that was rejected, you must report it pursuant to our Policy.

Facilitation or “Grease” Payments – Payments of nominal amounts made to government officials to secure or speed up routine, non-discretionary government actions, such as issuing permits or releasing goods held in customs.

Government Official – The term “government official,” for the purposes of this Policy (and as it is defined in the FCPA), includes the following:

- employees of non-U.S. government departments and agencies, regardless of rank – including but not limited to tax or customs officials;
- employees of non-U.S. government-owned or controlled entities, including government-owned or controlled commercial enterprises, such as hospitals and other health care providers and universities;
- employees of public international organizations, such as the World Bank, the International Monetary Fund and the United Nations;
- any political party official or candidate;
- any judge or legislator;
- members of royal families who may lack “official” authority but who maintain ownership or managerial interests in government enterprises;

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- anyone “acting in an official capacity” (that is, under a delegation of authority from the government to carry out government responsibilities), including uncompensated officials if they have actual influence in awarding government business or technical or marketing consultants who also hold a government position.

Providing a thing of value to a close family member of a non-U.S. government official can also be considered a violation of anti-bribery laws and of our Policy.

Improper Purpose – Under the law and our Policy, providing a thing of value for an “improper purpose” generally means providing the thing for the purpose of inducing the recipient to misuse his or her official position for the benefit of the giver. For example, providing a thing of value to obtain new business or keep existing business is an improper purpose. Indeed, providing a thing of value to gain any improper advantage is prohibited by the law. Because “any improper advantage” is viewed very broadly under these laws, it is likewise treated broadly under our Policy. An improper advantage would include, for example, reducing a governmental liability, such as a tax or regulatory penalty or obligation; or obtaining a license, authorization or right to operate from a government entity.

Thing of Value – The FCPA and other anti-bribery laws define “thing of value” in a very broad manner. “Things of value” are not limited to cash payments. Examples of “things of value” include:

- securities
- gifts
- entertainment
- travel or accommodation expenses
- campaign contributions
- per diem payments
- payment of medical expenses
- scholarships
- travel or employment for family members of a non-U.S. government official
- contracts or business opportunities or sales arrangements with unduly favorable economic terms
- providing a charitable contribution at the request of, or for the benefit of, a government official.

A payment from personal – as opposed to Premier – funds can still be considered a “thing of value” for FCPA purposes.

Workforce Member – Any individual employee, contractor or consultant with logical and/or physical access to Premier information assets and resources.

POLICY

We do not pay or receive bribes.

1. Premier will not tolerate bribery in any form. That means we will:
 - 1.1 Not pay bribes, directly or indirectly, to any party.
 - 1.2 Not receive bribes, directly or indirectly, from any party.
 - 1.3 Follow the letter and spirit of all Company policies and procedures that support these prohibitions, as well as applicable anti-bribery laws.

The scope of our Anti-Bribery Policy is broad.

2. The Company’s strict prohibition against bribery applies to all employees of Premier and of its majority-owned or controlled subsidiaries throughout the world. It also applies to all of our activities as Premier employees. While bribery is most often associated with sales activity, our Policy prohibits bribery in connection with all aspects of our work.

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3. In addition, we neither pay nor receive bribes in any setting – whether the private or public sector. Although many anti-bribery laws are addressed principally to corruption of government officials, bribing private sector employees is also prohibited by law and by our Policy.
4. Because the business practices in some countries can raise particular compliance challenges, this Policy contains various additional anti-bribery procedures applicable to business that Premier conducts outside of the United States (U.S.)

We all have responsibilities under this Policy.

5. This Policy requires more than simply refraining from paying or receiving bribes. We also must be alert to any circumstances that suggest that another employee or a third party acting on the Company's behalf – such as an agent or consultant – may be engaging in bribery. In addition, you must
 - 5.1 Report known, suspected or attempted violations of our Policy to your supervisor, the Chief Ethics & Compliance Officer, or using the WorkSmart Integrity HelpLine which permits anonymous reporting. (In such circumstances **do not** attempt to conduct your own investigation.) The Company prohibits retaliation against employees for making a report of suspected misconduct or any concern.
 - 5.2 Follow the procedures in this Policy if you are working on Premier business that involves dealing with non-U.S. government officials (as that term is defined in this Policy).
6. Managers also have a duty to ensure that those whom they manage are knowledgeable about and comply with the Policy.

We comply with all applicable laws.

7. The Foreign Corrupt Practices Act (FCPA) is a U.S. law that makes it a crime to offer or pay anything of value to a non-U.S. government official for the purpose of obtaining, retaining, or directing business, or to secure any improper advantage. This Policy was developed to help employees understand and comply with the FCPA and other applicable anti-bribery laws. In addition, some countries in which we operate may have stricter requirements. As a general rule the most stringent law or policy must be followed, but if you have any doubt about what is expected of you under the law or our Policy, you must seek guidance from your supervisor, the Chief Ethics & Compliance Officer or by using the WorkSmart Integrity HelpLine.

Penalties for Non-Compliance

8. Subject to applicable law, failure to comply with this Policy will result in disciplinary action, up to and including termination of employment. Managers whose failure to supervise contributes to a violation will also be the subject of discipline, to the extent permitted by applicable law. Violations of anti-bribery laws can also lead to severe legal penalties for the Company and the individuals involved.

Accounting, Recordkeeping and Internal Controls

9. Premier keeps accurate and complete records of all transactions and ensures that no unauthorized transactions occur. All transactions must be recorded so as to permit preparation of financial statements consistent with generally accepted accounting principles. You must follow the Company's spending, approval, finance and audit policies in order to ensure compliance with these requirements. Special care must be taken to ensure that the treatment of any gifts, meals, entertainment, travel, political or charitable donation or other benefits provided to or for the benefit of non-U.S. government officials comply with Premier's accounting and recordkeeping requirements. Special care is also required to ensure that records concerning engaging third parties to act on the Company's behalf comply with Premier's accounting and recordkeeping requirements.

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10. Other Company policies also create controls relevant to anti-bribery compliance, including those addressed to prevention of fraud; segregation of duties; accounts payable and petty cash. Under no circumstances may employees seek to circumvent or defeat these (or any other) internal controls.
11. Anti-bribery education is provided to those employees who are designated recipients of this Policy. The Company also takes steps to ensure that agents and other third parties receive education, as appropriate. If you are asked to take anti-bribery education, you must do so.

Mergers & Acquisitions

12. As a matter of law, the Company may be held liable for past anti-bribery violations of any company Premier acquires. In the event that Premier seeks to acquire a majority share or all of another company, it conducts anti-bribery due diligence, in addition to any other due diligence it conducts. (The Company may also conduct such due diligence when acquiring minority positions in other companies.) The nature of the due diligence will vary depending on the circumstances. The General Counsel and Chief Ethics & Compliance Officer ensure that appropriate due diligence is undertaken.

Dealing with Non-U.S. Government Officials

13. While our policy prohibits bribery involving any individual or organization, anti-bribery laws that apply to dealings with government officials outside the U.S., are often especially strict. These laws make it a crime to take “any action” to provide a “non-U.S. government official” with a “thing of value” for an “improper purpose.”

Gifts, meals and entertainment

14. Our Code of Conduct sets forth Premier’s rules governing providing gifts, meals and entertainment to or receiving them from parties from the private sector with whom Premier does business (or who are seeking to do business with the Company).
15. **When dealing with non-U.S. government officials (as that term is defined earlier in this Policy), in addition to the requirements in our Code, we must make sure that the gift, meal or entertainment is legal under anti-bribery laws. Therefore, any gift, meal or entertainment that you are considering providing to a non-U.S. government official must be approved *in advance and in writing* by the Chief Ethics & Compliance Officer.**

Travel expenses

16. Anti-bribery laws generally (but do not always) permit providing transportation expenses for non-U.S. government officials that are directly related to the promotion or demonstration of a product or the execution and performance of a contract. It is never acceptable, however, to provide lavish meals or entertainment, to provide a visiting official with cash for “pocket money,” to send visiting officials on a vacation as part of the trip, or to pay for expenses incurred by their spouse or any other family member. In addition, travel may not be provided for an Improper Purpose, as that term is defined in this Policy, or if it is otherwise unlawful under the laws of the official’s country.
17. **In order to ensure compliance with anti-bribery laws and Company Policy, before providing travel-related expenses to or for the benefit of a non-U.S. government official, you must obtain the *prior written approval* of the Chief Ethics & Compliance Officer.**

Political contributions

18. Various laws – including but not limited to the FCPA and other anti-bribery laws - restrict the use of Premier’s funds, assets, services or facilities for the benefit of a candidate for public office, a political party or party officials. Because these laws can be complex and violations treated severely, **no employee may make a political contribution outside of the US on Premier’s behalf without obtaining the prior written approval of the Chief Ethics & Compliance Officer.**

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19. **Under no circumstances is a political contribution to be made for an Improper Purpose, as that term is defined in this Policy, or if it would otherwise be unlawful under the laws of the official's country.**

Charitable contributions

20. While charitable contributions are not considered bribes if they are made for a purely charitable purpose, Premier must ensure that all such contributions made with its funds or other resources are legal and appropriate. **If you are contemplating making a charitable contribution, you must follow Company policies and procedures. Under no circumstances is a charitable contribution made with Company funds or other resources to be used for an Improper Purpose, as that term is defined in this Policy, or if the contribution is otherwise unlawful under the laws country where the contribution is to be made.**

Facilitation Payments

21. Our Policy prohibits making facilitation payments.

Requirements Regarding Third Parties

22. As noted earlier, the FCPA and other anti-bribery laws prohibit paying bribes through agents, distributors, suppliers and other third parties. Those employees who have job responsibilities related to such third parties must be alert to any indications of bribery by them. If such employees – or indeed any Company employees – become aware of the possibility of bribery, they must report the matter using one of the options described earlier in this Policy.
23. Our Policy also requires that anti-bribery provisions be used in all new contracts with third parties concerning business outside of the US.
24. In addition, if you are considering hiring an agent or consultant who may act on Premier's behalf in dealing with non-U.S. government officials, you must seek the guidance of the Chief Ethics & Compliance Officer, who determines what additional compliance measures (such as enhanced background checks or monitoring) are warranted under the circumstances. If you are at all unsure of whether a third party is an agent or consultant for the purposes of this Policy, you must contact the Chief Ethics & Compliance Officer.
25. A list of anti-bribery "red flags" to be considered in connection with retaining or working with third parties is included as an Appendix to this Policy.

No rights Created by This Policy

26. This Policy is a statement of certain fundamental principles, policies and procedures that govern the conduct of Premier's business. It is not intended to and does not create any rights in any employee, customer, supplier, agent, consultant, competitor, shareholder, government or government agency or any other person or entity.

Appendix – "Red Flags"

In retaining third parties who will deal with non-U.S. government officials on behalf of Premier, and in working with them on an ongoing basis, Premier employees must be attentive to "red flags," which may indicate bribery. A non-exhaustive list of red flags follows:

- The third party is also a government official.
- A government official works for the third party.
- The third party or a director, shareholder or employee of that third party's firm has a personal, family or business relationship with a government official.

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- The third party is known to provide extravagant entertainment, gifts or use of corporate facilities to government officials, political leaders or their families in their own country or elsewhere.
- The amount of the payment requested by the third party is significantly more than would normally be expected for the services rendered.
- You are suspicious about the reputation of a third party because there are rumors of "connections," and he or she is less than forthcoming with information regarding these matters.
- An unusual method of payment is suggested, such as payment in cash, payment through a third party, or payment in a third country known for bank secrecy (where that is not the country of residence of the third party).
- The third party does not have the credentials you would expect for the services to be performed.
- A government official strongly urges you to retain a particular third party.
- The amount invoiced by a third party exceeds the agreed upon amount or reflects undocumented expenses or expenses of an unreasonable amount or kind.
- The third party refuses to accept an anti-bribery law clause in the contract.
- The third party will be operating in a country notorious for improper or corrupt payments. (For a list of countries ranked pursuant to the perception of corruption, see Transparency International's website, www.transparency.org.)
- The third party has undisclosed principals, associates or subcontractors with whom it splits fees.
- The third party refuses you access to its books and records.

Red flags do not in and of themselves automatically disqualify a third party from being retained, but they must be identified, investigated and handled appropriately. If you become aware of any red flags you must promptly contact the Chief Ethics & Compliance Officer for further guidance.