

Member Committee

Conflict of Interest Policy

It is the responsibility of all sourcing committee and advisory subcommittee members ("Committee Members") to administer Premier's affairs honestly and efficiently, and to exercise the best care, skill and judgment for the benefit of Premier and the Premier alliance consistent with the Premier Ethical Standards.

The Premier Ethical Standards provide as follows:

1. Acceptance of Gifts, Honoraria or Personal Services Payments. No Committee Member or their spouse or dependents should accept gifts, entertainment, favors, honoraria or personal services payments (except of nominal value) from any Participating Vendor in the general product area of the committee on which such Committee Member serves. Any Committee Member who has received such items or whose spouse or dependents have received such items from a Participating Vendor: (a) should **disclose** such fact on an annual basis and prior to the commencement of discussions regarding the applicable product area; and (b) **should not** participate in any discussions, negotiations, voting or other decisions relating to the Participating Vendor from whom such items were received or the applicable product area. For purposes of this policy, Participating Vendor means a vendor that has a Premier contract or submits a formal bid or offer to contract with Premier. Premier maintains on its website an updated list of Participating Vendors that is accessible by Committee Members. "Nominal value" means any item, service or other thing of value (not including cash or cash equivalents) that does not exceed \$50 per instance or \$100 in any given calendar year. Any item, service or other thing of value that costs \$10 or less is not counted toward the \$100 annual limit.

2. Equity Investments. Each Committee Member **should** disclose on an annual basis and prior to the commencement of discussions regarding a new product area any equity investments owned by such Committee Member or their spouse or dependents in Participating Vendors in product areas covered by the committee. A Committee Member who has or whose spouse or dependents have such investments **should not** participate in any discussions, negotiations, voting or other decisions relating to the applicable vendor or product area. A Committee Member or potential Committee Member who has or whose spouse or dependents have extensive equity investments in product areas relevant to the applicable committee's functions **should not serve** on such committee. The term "equity investments" is not deemed to include mutual fund investments or investments that are held by a blind trust. For purposes of this policy, "extensive" means investments in three (3) or more Participating Vendors in the general product area of the committee or investments in Participating Vendors in such product area that in the aggregate have a total value in excess of \$20,000.

3. Other Conflicts of Interest. Each Committee Member **should** disclose on an annual basis and prior to the commencement of committee discussions regarding a new product area or any other actual or potential conflicts of interest of which such Committee Member is aware that a reasonable person would believe could affect their views regarding the general product area of the committee or the particular product under discussion. Examples of conflicts of interest might include situations where a Participating Vendor has made significant contributions or otherwise provided significant financial support to the Committee Member's employer or situations where a Committee Member's employer owns a significant equity interest in a Participating Vendor.

4. Recusal. A Committee Member who possesses any such actual or potential conflicts **should not** participate in any discussions, negotiations, voting or other decisions relating to the applicable Participating Vendor or product category.

5. Use of Material, Non-Public Information; Speculation. No Committee Member or their spouse or dependents having material, non-public information relating to Premier may **buy or sell shares** of Class A common stock or other capital stock or securities (or derivatives thereof, including options) of Premier or engage in any other action to directly or indirectly take advantage of, benefit from, or pass on to others, such information. This Policy also applies to material, nonpublic information relating to any other company with publicly-traded securities, including our members or Participating Vendor (current or potential), obtained in the course of service as a Committee Member. In addition, **short-term or speculative trading** in the securities (or derivative securities) of Premier (whether or not in possession of material, non-public information) may put the personal gain of Committee Members, their spouse, or dependents in conflict with the best interests of Premier and its stockholders. Accordingly, speculative trading activities, including trading in options, warrants, puts or calls or similar instruments involving Premier securities, selling Premier securities "short," and holding Premier securities in margin accounts is **prohibited** by Committee Members, their spouses, or dependents.