

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee is appointed by the Board of Directors (the “Board”) of Cardinal Health, Inc. (the “Company”) to assist the Board in monitoring (1) the integrity of the Company’s financial statements, (2) the qualifications, independence and performance of the Company’s independent auditor, (3) the Company’s internal audit function, (4) the Company’s ethics and compliance program and compliance with legal and regulatory requirements and (5) the Company’s processes for assessing and managing risk.

Consistent with this function, the Audit Committee should encourage continuous improvement of, and should foster adherence to, the Company’s policies, procedures and practices at all levels and should provide an open avenue of communication among the independent auditor, financial and executive management, the internal audit department and the Board of Directors.

The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission (the “Commission”) to be included in the Company’s annual proxy statement.

Committee Membership

The Audit Committee shall consist of no fewer than three members. The members of the Audit Committee shall meet the independence and experience requirements of the New York Stock Exchange (the “NYSE”), as determined by the Board. At least one member of the Audit Committee shall be an “audit committee financial expert” (as defined by the Commission), as determined by the Board. Except as expressly approved by the Board, Audit Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

The members of the Audit Committee shall be appointed and may be replaced by the Board. The Audit Committee may form and delegate authority to one or more subcommittees and may delegate authority to one or more designated members, when appropriate.

Meetings

The Audit Committee shall meet as often as it determines necessary, but not less frequently than quarterly. The Audit Committee shall meet in separate executive sessions periodically with management, the Chief Financial Officer, the senior internal audit executive, the independent auditor and the Chief Legal and Compliance Officer, and shall have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit Committee may request any officer or employee of the Company or the Company’s outside counsel or independent auditor to attend a meeting of the Audit Committee or to meet with any members of, or consultants to, the Audit Committee.

Committee Authority and Responsibilities

The Audit Committee shall have the sole authority to appoint or replace the independent auditor (subject, if applicable, to shareholder ratification). The Audit Committee shall be directly responsible for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting). The independent auditor shall report directly to the Audit Committee.

The Audit Committee shall pre-approve all audit services, internal control-related services and permitted non-audit services (including the range of fees and terms thereof) to be performed for the Company by its independent auditor, consistent with applicable rules and standards.

The Audit Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditor and to any advisors employed by the Audit Committee, as well as funding for the payment of ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

The Chair of the Audit Committee or his or her designee shall make regular reports to the Board on behalf of the Audit Committee. The Audit Committee shall annually review the Audit Committee's own performance and the adequacy of the Audit Committee Charter.

The Audit Committee, to the extent it deems necessary or appropriate, shall:

Financial Statement and Disclosure Matters

1. Meet to review and discuss with management and the independent auditor the annual audited financial statements, including the Company's specific disclosures made in management's discussion and analysis, and recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.
2. Meet to review and discuss with management and the independent auditor the Company's quarterly financial statements, including the Company's specific disclosures made in management's discussion and analysis and results of the independent auditor's review of the quarterly financial statements, prior to the filing of its Form 10-Q.
3. Review and discuss with management and the independent auditor any major issues as to the adequacy of the Company's internal controls, any special steps adopted in light of significant control deficiencies and the adequacy of disclosures about changes in internal control over financial reporting.
4. Review and discuss with management (including the senior internal audit executive) and the independent auditor the Company's internal controls report and

the independent auditor's report on the effectiveness of the Company's internal controls prior to the filing of the Company's Form 10-K.

5. Review and discuss with the independent auditor (a) significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, the Company's critical accounting policies, and the quality of accounting judgements and estimates made by management, (b) any difficulties encountered in the course of the audit work and management's response, any restrictions on the scope of activities or access to requested information, and any significant disagreements with management, (c) material issues on which the national office of the independent auditor was consulted by the Company's audit team, (d) the planning and staffing of the audit, and (e) any other matters required to be discussed by the independent auditor under applicable auditing standards, Commission rules and professional standards.
6. Discuss with management (i) the Company's earnings press releases and (ii) the use of "*pro forma*" or "adjusted" non-GAAP financial measures.
7. Discuss with management the Company's policies and practices with respect to financial information and earnings guidance provided to analysts and rating agencies.
8. Discuss with management and the independent auditor the effect of regulatory and accounting initiatives, as well as off-balance sheet structures on the Company's financial statements.
9. Discuss with management and the independent auditor any correspondence with the Commission or other regulators or governmental agencies that raise material issues regarding the Company's financial statements or accounting policies.
10. Review disclosures made to the Audit Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process for the Form 10-K and Form 10-Q about any significant deficiencies in the design or operation of internal controls or material weaknesses and any fraud involving management or other employees who have a significant role in the Company's internal controls.
11. Receive reports from management regarding the adequacy and effectiveness of the Company's disclosure controls and procedures, and review and approve the Disclosure Committee Charter.

Oversight of the Company's Relationship with the Independent Auditor

12. Before the engagement of an independent auditor and at least annually thereafter, review and evaluate the performance and qualifications of the independent auditor, consider the independence of the auditor, and, consistent with rules of the Public Company Accounting Oversight Board, obtain and review a report by the auditor

describing any relationships between the auditor and the Company or individuals in financial reporting oversight roles at the Company that may reasonably be thought to bear on the auditor's independence and discuss with the auditor the potential effects of any such relationships on independence.

13. Interview and participate in the selection of, and thereafter periodically review and evaluate, the lead partner of the independent auditor team.
14. Obtain and review a report from the independent auditor at least annually regarding: (a) the independent auditor's internal quality-control procedures; (b) any material issues raised by the most recent internal quality-control review, or peer review, of the independent auditor, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the independent auditor; and (c) any steps taken to address any such issues.
15. Oversee the rotation of the audit partners as required by law.
16. Set policies for the Company's hiring of employees or former employees of the independent auditor.

Oversight of the Company's Internal Audit Function

17. Review the appointment and replacement of the senior internal audit executive.
18. Review summaries of significant reports to management prepared by the internal audit department and management's responses.
19. Discuss with management and the independent auditor the internal audit department's activities, organizational structure, staffing, qualifications, resources, budget and performance and effectiveness.
20. Review the internal audit department's audit plan no less frequently than annually and review significant updates to the audit plan on an on-going basis.
21. Review and approve the Internal Audit Department Charter.

Oversight of Ethics and Compliance

22. Discuss with the independent auditor any potential concerns that have been identified under Section 10A(b) of the Securities Exchange Act of 1934, as amended.
23. Approve the appointment and replacement of the Chief Legal and Compliance Officer.
24. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing

matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters or other ethical matters including a process that allows for direct communication to the Audit Committee or their designee of any such issues.

25. Review quarterly reports from the Chief Legal and Compliance Officer regarding the Company's ethics and compliance program, including matters involving possible significant non-compliance with applicable legal requirements and the Company's Standards of Business Conduct by employees of the Company and its subsidiary/foreign affiliated entities.
26. Review periodic reports from the Chief Legal and Compliance Officer regarding the Company's quality and regulatory compliance programs.
27. Discuss with the Company's internal counsel legal matters that may have a material impact on the financial statements or the Company's compliance policies and internal controls.
28. Establish policies and procedures for the review, approval and ratification of related person transactions under applicable securities laws, and review and consider whether to approve or ratify any such related person transactions in accordance with these policies and procedures.

Other Matters

29. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's financial risk assessment and financial risk management policies.
30. Discuss with management the Company's major information technology risk exposures and the steps management has taken to monitor and control such exposures.
31. Discuss with management and oversee the Company's process for assessing and managing risk through the Company's Enterprise Risk Management program.
32. At least annually, review and approve the Company's decision to enter into swaps and other derivative transactions that are exempt from exchange-execution and clearance under "end-user exception" regulations established by the Commodity Futures Trading Commission, and review and discuss with management applicable Company policies governing the Company's use of swaps subject to such end-user exception.

Limitation of Audit Committee's Role

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with GAAP,

applicable rules and regulations. These are the responsibilities of management and the independent auditor.

Effective: November 3, 2016