

## HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

1. Members. The Board of Directors (the “Board”) of Cardinal Health, Inc. (the “Company”) will appoint a Human Resources and Compensation Committee (the “Compensation Committee”) of at least three members, consisting entirely of independent directors, and will designate one member as chairperson. Vacancies on the Compensation Committee shall be filled by appointment by the Board. For purposes hereof, an “independent” director is a director who meets the independence requirements of the New York Stock Exchange (“NYSE”) and satisfies the definition of “independent” set forth in the Company’s Corporate Governance Guidelines, each as determined by the Board. Additionally, it is intended that members of the Compensation Committee also qualify as “non-employee directors” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”) and as “outside directors” for purposes of Section 162(m) of the Internal Revenue Code of 1986.

2. Purpose, Duties and Responsibilities. The purpose of the Compensation Committee is to discharge the Board’s responsibilities relating to compensation of the Company’s Section 16 officers (as defined in Rule 16a-1 issued under the Exchange Act); to review Company strategies for attracting, developing, retaining and motivating management and employees; to oversee the succession of leadership talent for the Company; and to review the Compensation Discussion and Analysis and produce a Compensation Committee report for inclusion in the Company’s proxy statement and Form 10-K in accordance with applicable rules and regulations. The duties and responsibilities of the Compensation Committee are to:

(a) Annually review and approve corporate goals and objectives relevant to the Chief Executive Officer’s (“CEO’s”) compensation, evaluate the CEO’s performance in light of those goals and objectives and determine and approve the CEO’s compensation level based on this evaluation.

(b) Review and approve compensation for the Company’s Section 16 officers other than the CEO and oversee their evaluations.

(c) Review and make recommendations to the Board with respect to the adoption of equity-based and incentive compensation plans that are subject to Board approval.

(d) (i) Act on behalf of the Board in administering equity-based and incentive compensation plans in a manner consistent with the terms of such plans, unless otherwise specified by the Board or by the terms of the plan or as delegated by the Compensation Committee, and (ii) in that administrative capacity, discharge any responsibilities imposed on the Compensation Committee under those plans, including making and authorizing grants, establishing performance goals for the relevant period and determining whether performance goals have been achieved at the end of the period.

(e) Review the outside directors’ compensation program for competitiveness and plan design, and recommend changes to the Board as appropriate.

(f) Oversee the management succession process for the CEO and senior executives.

- (g) Oversee workplace diversity initiatives and progress.
- (h) Consult with and advise management on major policies affecting employee relations.
- (i) Oversee and assess the appropriateness of the material risks, if any, arising from or related to the Company's compensation programs or arrangements, including but not limited to those applicable to Section 16 officers.
- (j) Review and discuss the Compensation Discussion and Analysis with management, make recommendations to the Board to include the Compensation Discussion and Analysis in the Company's proxy statement and Form 10-K, and produce a Compensation Committee report for inclusion in the Company's proxy statement and Form 10-K.
- (k) Oversee the Company's implementation of Securities and Exchange Commission rules and regulations regarding shareholder approval of certain executive compensation matters, including advisory votes on executive compensation and the frequency of such votes, and NYSE or other requirements regarding shareholder approval of equity-based and incentive compensation plans.
- (l) Assess the independence of compensation consultants or other outside advisors who provide advice to the Compensation Committee, taking into account the factors specified in the NYSE rules.
- (m) Annually evaluate the performance of the Compensation Committee and of its compensation consultant, if any, and the adequacy of the Compensation Committee's charter.
- (n) Perform such other duties and responsibilities as are consistent with the purpose of the Compensation Committee and as the Board or the Compensation Committee deems appropriate.

3. Authority; Outside advisors. The Compensation Committee has the authority to take any actions it considers appropriate to fulfill the above duties and responsibilities. The Compensation Committee has sole discretion to retain or obtain the advice of any compensation consultants, outside counsel or other advisors as it determines appropriate to assist it in the performance of its functions. The Compensation Committee is directly responsible for the appointment, compensation and oversight of the work of any adviser retained by it, and has sole authority to approve the adviser's fees and other terms and conditions of the adviser's retention. The Company shall provide funding, as determined by the Committee, to pay compensation to compensation consulting firms or other outside advisors to the Committee. The formation and establishment of the Compensation Committee and all actions taken by the Committee (or by any subcommittee or committee member) shall be valid and effective even if one or more members of the Committee who was "independent," or who qualified to be a "non-employee director" and/or an "outside director," as defined above subsequently is determined not to have so qualified.

4. Subcommittees and Delegation. To the extent permitted by law or regulation, the Compensation Committee may delegate authority to one or more members of the Compensation Committee, executives or other employees of the Company, and may form and delegate authority

to one or more subcommittees and to one or more committees of executives and other employees of the Company, except that the Compensation Committee may not delegate authority to approve compensation for the Company's Section 16 officers to any person or committee (other than to a subcommittee consisting exclusively of at least three members of the Compensation Committee).

5. Meetings; Reporting to Board. The majority of the members of the Compensation Committee constitutes a quorum. The Compensation Committee may act by a majority vote at a meeting of the Committee or by a writing or writings signed by all of its members without a meeting. Meetings of the Compensation Committee will be held at least four times a year at such times and places as the Compensation Committee determines. Such meetings may be held through any communications equipment if all persons participating can hear each other.

The Compensation Committee shall report regularly to the Board with respect to its meetings and any significant developments in the course of performing the duties and responsibilities set forth above or as otherwise requested by the Board.

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