

CARDINAL HEALTH, INC. DISCLOSURE COMMITTEE CHARTER

Amended and Restated May 7, 2019

This Disclosure Committee (the "**Committee**") Charter (the "**Charter**") has been approved by the Audit Committee of the Board of Directors of **Cardinal Health, Inc.** (the "**Company**").

I. Objectives

The Committee has been formed to assist the officers and directors of the Company in their consideration of public disclosures made or to be made by or on behalf of the Company, including assisting the Chief Executive Officer and Chief Financial Officer ("**Certifying Officers**") in their certification obligations under applicable law and stock exchange regulations, and to help ensure that public disclosures made by the Company, including those in its Securities and Exchange Commission ("**SEC**") filings and to the investment community, comply with high standards of public disclosure as well as applicable laws and stock exchange regulations. In addition, the Committee helps to fulfill the Company's commitment to the standards of integrity and responsible conduct outlined in the Company's Standards of Business Conduct in the context of the Company's public disclosures.

The Committee has full access to the Company's books, records and facilities. The Committee has full access to, and is authorized to confer with, the Company's independent auditors, officers and employees, and to review any matter within the scope of the Committee's responsibilities. The Committee may, with the prior approval of any of the Certifying Officers, retain independent consultants to verify the accuracy and completeness of Company disclosures.

The Committee, under the supervision and oversight of the Certifying Officers, facilitates the objectives set forth above by:

- A. Establishing a process ("**Disclosure Controls**") designed to ensure that information required to be disclosed by the Company in its filings with the SEC and other information that the Company discloses to the investment community is recorded, processed, summarized and reported accurately and timely, and that information required to be disclosed is accumulated and communicated to management, including the Certifying Officers, to allow timely decisions regarding disclosures.
- B. Overseeing preparation of the Company's annual report on Form 10-K and each quarterly report on Form 10-Q (collectively, the "**SEC Periodic Reports**"), and current reports, proxy statements, registration statements and other filings with the SEC (collectively with the SEC Periodic Reports, the "**SEC Filings**").
- C. Overseeing preparation of other communications with shareholders and the investment community as well as the Corporate Citizenship Report and other environmental, social and governance ("**ESG**") disclosure (collectively, "**Other Disclosure Materials**").
- D. Evaluating the effectiveness of the Company's Disclosure Controls as of the end of the period covered by each SEC Periodic Report filed by the Company with the SEC and in connection with any amendments to those reports.

- E. Reviewing with the Certifying Officers all relevant information with respect to the Committee's proceedings, the preparation of SEC Periodic Reports and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls.
- F. Affirming to the Certifying Officers before filing each SEC Periodic Report as to (i) the Committee's compliance with this Charter and the Disclosure Controls, and (ii) the Committee's conclusions resulting from its evaluation of the effectiveness of the Disclosure Controls.

II. **Membership, Process**

- A. The Committee consists of individuals with the following positions within the Company:

Title

Chief Financial Officer
Chief Legal and Compliance Officer
Chief Accounting Officer
Head of Enterprise Financial Planning and Analysis
Head of Internal Audit
Treasurer
Head of Investor Relations
Head of Legal Department's Corporate and Securities Group
Head of Tax Department
Segment Chief Financial Officers

Other Committee members may be appointed or removed by the Certifying Officers in consultation with the Chair of the Audit Committee.

- B. The Certifying Officers (acting with such members of the Committee as they shall elect) may, to the extent required by circumstances, assume any or all of the duties of the Committee identified in this Charter, including, for example, approving SEC Filings when time or other factors do not permit the Committee to review the SEC Filings. If neither of the Certifying Officers is available, they may delegate their duties under this Charter to any member of the Committee.
- C. The Chief Financial Officer serves as the Committee chair. In the Chief Financial Officer's absence, the Chief Legal and Compliance Officer serves as Committee chair. The Committee chair presides over meetings and oversees the preparation of agendas and minutes from meetings as may be appropriate. Copies of such minutes are distributed to the Company's independent auditors. Any interpretation of the Charter or the Committee's procedures shall be made by the Committee chair.
- D. The Committee has adopted a set of Disclosure Controls. The Committee at least annually reviews the Disclosure Controls and adopts such changes as may be appropriate. The Committee informs the Certifying Officers of all changes.
- E. The Committee meets as necessary to (i) help maintain the accuracy and completeness of SEC Filings, (ii) evaluate the Disclosure Controls, and (iii)

consider other matters as appropriate with respect to Other Disclosure Materials and other disclosure issues. The Committee meets, at a minimum, once after the end of the first three quarters of the fiscal year prior to the Form 10-Q filing date and twice after the end of the fourth quarter prior to the Form 10-K filing date. The Committee may meet more frequently if circumstances dictate. For each meeting, a quorum requires a majority of the Committee members, including (a) either the Chief Financial Officer or the Chief Accounting Officer and (b) either the Chief Legal and Compliance Officer or the Head of the Legal Department's Corporate and Securities Group. The Committee may act by a majority vote at a meeting of the Committee or by a writing or writings approved by the majority of its members without a meeting.

- F. The Committee has the authority to create subcommittees and working groups as the Committee chair deems appropriate, for the purpose of fulfilling the Committee's responsibilities. The responsibilities of such subcommittees and working groups shall be designated by the Committee. Activities of any such subcommittees and working groups are reported to the Committee at a future meeting of the Committee.

In this regard, the following subcommittees and working groups of the Disclosure Committee have been established with the enumerated responsibilities for disclosure and developing disclosure policies and procedures in the following areas:

| Subcommittee | Members | Responsibility |
|---|--|---|
| Executive Compensation Disclosure | Chief Human Resources Officer (Chair), Head of Legal Department's Corporate and Securities Group, Head of Enterprise FP&A, VP, Compensation, VP, Executive Compensation and Financial Wellness and VP, Associate General Counsel | Compliance with SEC disclosure rules relating to executive compensation, including annual preparation of the Compensation Discussion and Analysis; evaluate the effectiveness of the Disclosure Controls relating to executive compensation |
| Proxy Statement (other than executive compensation) | Head of Legal Department's Corporate and Securities Group (Chair), CAO, Head of Investor Relations and Head of Corporate Communications | Compliance with SEC disclosure rules relating to the proxy statement (other than executive compensation); evaluate the effectiveness of the Disclosure Controls relating to the proxy statement (other than executive compensation) |

| Working Group | Members | Responsibility |
|----------------------|---|--|
| Investor Relations | Head of Investor Relations (Chair), Head of Legal Department's Corporate and Securities Group and CAO | Compliance with "Fair Disclosure" reporting requirement in all Other Disclosure Materials (oral and written presentations and communications) |
| 8-K Filings | Head of Legal Department's Corporate and Securities Group (Chair), CAO and Head of Investor Relations | Compliance with the disclosure requirements relating to Current Reports on Form 8-K; communicate with senior executives regarding matters requiring a Current Report on Form 8-K |

| Working Group | Members | Responsibility |
|-------------------------|--|--|
| Registration Statements | Treasurer (Chair), Head of Legal Department's Corporate and Securities Group and CAO | Compliance with disclosure requirements relating to registration statements filed with the SEC (including on Forms S-3, S-4 and S-8) and registered securities offerings |
| ESG Reporting | Head of Legal Department's Corporate and Securities Group (Chair), Head of Investor Relations and Head of Internal Audit | Review of ESG reporting, including the Corporate Citizenship Report and other ESG disclosures |

III. Periodic Evaluation

The Committee shall review and reassess this Charter and assess the performance of the Committee at least once every two years. If the Committee recommends any changes to the Charter, the changes must be approved by the Audit Committee. If there are no recommended changes, the Committee shall formally present its charter to the Audit Committee for its review at least once every two years.

IV. Other Responsibilities, Delegation

The Certifying Officers may assign other responsibilities, consistent with this Charter, to the Committee, and may delegate as they consider appropriate.