



**AMERISOURCEBERGEN CORPORATION**  
**RELATED PERSON TRANSACTIONS POLICY**

The Board of Directors (the “Board”) of AmerisourceBergen Corporation (the “Company”) recognizes that certain transactions present a heightened risk of conflicts of interest or the perception thereof. Therefore, the Board has adopted this Related Person Transactions Policy to ensure that all Related Person Transactions shall be subject to review, approval or ratification in accordance with the procedures set forth herein. The Audit and Corporate Responsibility Committee of the Board (the “Audit Committee”) will oversee this policy and will review and amend this policy from time to time.

**A. Policy**

All Related Person Transactions shall be approved or ratified in accordance with this policy by the Audit Committee.

**B. Definitions**

1. An “Immediate Family Member” means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of a person, and any person (other than a tenant or an employee) sharing the household of a Related Person.

2. A “Related Person” means any person who is or was (since the beginning of the last fiscal year for which the Company has filed an Annual Report on Form 10-K and proxy statement, even if such person does not presently serve in that role):

- (a) an executive officer, director or nominee for director of the Company;
- (b) any stockholder owning more than 5% of any class of the Company’s voting securities;
- (c) an Immediate Family Member of any of the foregoing persons; or
- (d) any firm, corporation or other entity in which any of the foregoing persons is employed or is a partner or principal or in a similar position or in which such person has 5% or greater beneficial ownership interest.

3. A “Related Person Transaction” is any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships, including any indebtedness or

guarantee of indebtedness, in which (i) the Company or any of its subsidiaries was, is or will be a participant, (ii) the aggregate amount involved exceeded, or will or may be expected to exceed, \$120,000 in any fiscal year and (iii) any Related Person had, has or will have a direct or indirect material interest. This also includes any material amendment or modification to an existing Related Person Transaction. The Audit Committee shall determine whether an interest is material based on the significance of the information to investors in light of all the circumstances and the significance of the interest to the Related Person.

### **C. Notice of Related Person Transactions**

Prior to entering into a Related Person Transaction, the Related Person (or if the Related Person is an Immediate Family Member of an executive officer or director of the Company, such executive officer or director) shall notify the Company's General Counsel of the facts and circumstances of the proposed transaction, including:

- (a) the Related Person's relationship to the Company and interest in the proposed transaction;
- (b) the material facts of the proposed transaction, including, the proposed aggregate value of such transaction or, in the case of indebtedness, the amount of principal that would be involved;
- (c) the benefits to the Company of the proposed transaction;
- (d) if applicable, the availability of other sources of comparable products or services; and
- (e) an assessment of whether the proposed transaction is on terms no less favorable to the Company than terms that could have been reached with an unrelated third party.

The General Counsel will undertake an evaluation of the Related Person Transaction. If the General Counsel determines that the proposed transaction constitutes a Related Person Transaction, the Related Person Transaction will be referred to the Audit Committee for review and approval at the next regularly scheduled Audit Committee meeting.

### **D. Review and Approval of Related Person Transactions**

The Audit Committee shall review all of the relevant facts and circumstances of all Related Person Transactions that require the Audit Committee's approval and either approve or disapprove of the entry into the Related Person Transaction, subject to the exceptions described below. In determining whether to approve or ratify a Related Person Transaction, the Audit Committee shall take into account, among other factors it deems appropriate:

- (a) whether the proposed terms of the Related Person Transaction are fair to the Company and such proposed terms were, or are proposed to be, entered into on terms no less favorable to the Company than terms that could have been reached with an unrelated third party;

- (b) whether there are business reasons for the Company to enter into the Related Person Transaction and whether the Related Person Transaction was, or is proposed to be, undertaken in the ordinary course of business of the Company;
- (c) whether the Related Person Transaction was, or is proposed to be, initiated by the Company, a subsidiary or the Related Person;
- (d) whether the Related Person Transaction would impair the independence of any director of the Company;
- (e) whether the Related Person Transaction would present an improper conflict of interest for any director, nominee for director or executive officer of the Company, taking into account (i) the approximate size of the transaction; (ii) overall financial position of the director, nominee for director or executive officer; (iii) the direct or indirect nature of the director's, nominee for director's or executive officer's interest in the transaction; (iv) the ongoing nature of any proposed relationship; and (v) any other relevant factors; and
- (f) any other information regarding the Related Person Transaction or the Related Person that would be material to investors in light of the circumstances of the particular transaction.

If a Related Person Transaction involves a Related Person who is a director or an Immediate Family Member of a director, such director may not participate in any discussion or vote regarding approval or ratification of approval such transaction. However, such director shall provide all material information concerning the Related Person Transaction to the Audit Committee. Such director may be counted in determining the presence of a quorum at a meeting of the Audit Committee that considers such transaction.

The Audit Committee shall review all relevant information available to it about the Related Person Transaction. The Audit Committee may approve the Related Person Transaction only if the Audit Committee determines in good faith that, under all of the circumstances, the transaction is in the best interests of the Company and its stockholders. The Audit Committee, in its sole discretion, may impose such conditions as it deems appropriate on the Company or the Related Person in connection with the approval of the Related Person Transaction.

The General Counsel shall maintain a list of all Related Person Transactions. All ongoing Related Person Transactions must be reviewed and approved annually by the Audit Committee at the first Audit Committee meeting of each fiscal year. Based on all relevant facts and circumstances, taking into consideration the Company's contractual obligations, the Audit Committee shall determine if it is in the best interests of the Company and its stockholders to continue, modify or terminate the Related Person Transaction.

If the Company becomes aware of a Related Person Transaction that has not been approved under this Policy, the Related Person Transaction shall be reviewed in accordance with the procedures set forth herein and, if the Audit Committee determines it to be appropriate,

ratified at the Audit Committee's next regularly scheduled meeting. In any case where the Audit Committee determines not to ratify a Related Person Transaction that has been commenced without approval, the Audit Committee may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction, or modification of the transaction to make it acceptable for ratification.

If a Related Person Transaction will be ongoing, the Audit Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Audit Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to ensure that they are in compliance with the Audit Committee's guidelines and that the Related Person Transaction remains appropriate.

#### **E. Standing Pre-Approval for Certain Interested Transactions**

The Audit Committee has reviewed the types of Related Person Transactions described below and determined that each of the following types of Related Person Transactions shall be deemed to be pre-approved or ratified, as applicable, by the Audit Committee, even if the aggregate amount involved will exceed \$120,000, unless specifically determined otherwise by the Audit Committee. In connection with each regularly scheduled meeting of the Audit Committee, a summary of each new Related Person Transaction deemed pre-approved pursuant to this paragraph shall be provided to the Audit Committee for its review.

- (a) *Employment of executive officers.* Any employment by the Company of an executive officer of the Company or any of its subsidiaries] if:
  - (i) the related compensation is reported in the Company's proxy statement under Item 402 of Regulation S-K (generally applicable to "named executive officers"); or
  - (ii) the executive officer is not an Immediate Family Member of another executive officer or director of the Company, the related compensation would be reported in the Company's proxy statement under Item 402 of Regulation S-K if the executive officer was a "named executive officer," and the Company's Compensation and Succession Planning Committee approved (or recommended that the Board approve) such compensation.
- (b) *Director compensation.* Any compensation paid to a member of the Board if the compensation is reported in the Company's proxy statement under Item 402 of Regulation S-K.
- (c) *Certain transactions with other companies.* Any transaction with another company at which a Related Party's only relationship is as (i) an employee other than an executive officer or director, (ii) a beneficial owner of less than 10%, together with his or her Immediate Family Members, of that company's outstanding equity, or (iii) in the case of partnerships, a limited partner, if the limited partner, together with his or her Immediate Family Members, has an interest of less than 10% and the limited partner does not

hold another position in the partnership, if the aggregate amount involved does not exceed the greater of \$1,000,000 or two percent of the other company's consolidated gross revenues.

- (d) *Certain charitable contributions.* Any charitable contribution, grant or endowment by the Company to a charitable organization, foundation or university at which a Related Person's only relationship is as an employee (other than an executive officer), if the aggregate amount involved does not exceed the greater of \$1,000,000 or two percent of the charitable organization's total revenues.
- (e) *Transactions where all stockholders receive proportional benefits.* Any transaction where the Related Person's interest arises solely from the ownership of a class of equity securities of the Company and all holders of that class of equity securities received the same benefit on a pro rata basis.
- (f) *Indemnification.* Indemnification and advancement of expenses made pursuant to the Company's Certificate of Incorporation or Bylaws or pursuant to any agreement.

#### **F. Disclosure**

All Related Person Transactions that are required to be disclosed in the Company's applicable filings with the SEC, as required by the Securities Act of 1933 and the Securities Exchange Act of 1934 and related rules and regulations, shall be so disclosed in accordance with such laws, rules and regulations. Transactions must also comply with the Company's existing policies and procedures, including the Code of Ethics and Business Conduct.

The material features of this policy shall be disclosed in the Company's Annual Report on Form 10-K or in the Company's Proxy Statement, as required by applicable laws, rules and regulations. The Company shall post this policy on its website and update it as necessary.

*Adopted by the Audit and Corporate Responsibility Committee on August 5, 2015.*