

CARDINAL HEALTH, INC. DISCLOSURE COMMITTEE CHARTER

Amended and Restated May 3, 2011

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. Objective

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 the high standards of public disclosure as well as applicable laws and stock exchange regulations. In addition, the Committee helps ensure that the Company's commitment to the standards of integrity and responsible conduct outlined in its Standards of Business Conduct is reflected in its 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 those objectives 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. Disclosure Controls will include sub-certifications in such form and to be executed by such persons determined by the Committee to be appropriate and policies and procedures to assess the effectiveness of the Disclosure Controls.
- B. Oversight of 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, information statements, registration statements and other filings with the SEC (collectively with the SEC Periodic Reports, the "**Disclosure Documents**") as well as other communications with shareholders and the investment community (collectively, "**Investor Relations Materials**").
- C. Evaluating the integrity and 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 any amendments to those reports.

- D. Reviewing with the Certifying Officers all relevant information with respect to the Committee's proceedings, the preparation of Disclosure Documents and the Committee's evaluation of the effectiveness of the Company's Disclosure Controls.
- E. 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.

In fulfilling its responsibilities under items (A) through (E), the Committee will consider sample topics/questions for consideration as outlined in Attachment A. This list is for guidance purposes only and will be updated periodically in consultation with Certifying Officers, other members of management of the Company, the Audit Committee, internal and external counsel, and the Company's independent auditors. In addition, Attachment B has been prepared as the Committee's standard meeting agenda.

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
- General Counsel
- Corporate Controller, if any
- Chief Accounting Officer
- Head of Internal Audit
- Treasurer
- Head of Investor Relations
- Head of Legal Department's Corporate and Securities Group
- 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. Input from Segment Operating Executives who are not members of the Committee is solicited via various means, e.g., management presentations, Monthly Performance Reviews, quarterly representation letters and discussions with Investor Relations personnel in preparation for quarterly press release communications. It is the responsibility of those Committee members who interact with the Segment Operating Executives to bring significant matters or information learned from such discussions with Segment Operating Executives to the attention of the Committee. In addition, it is the responsibility of the respective Segment Chief Financial Officers to advise their respective Segment Operating Executives of any significant matter that the Committee has determined is likely to be disclosed with respect to such person's business segment.

- 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 Disclosure Documents when time or other factors do not permit the Committee to review the Disclosure Documents. If neither of the Certifying Officers is available, they may delegate their responsibilities 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 schedules and presides over meetings, and ensures the timely preparation of agendas and formal written minutes from meetings. Copies of such minutes are distributed to the Company's Chairman and Chief Executive Officer, Segment Operating Executives, members of the Audit Committee of Board of Directors, and 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 prepares and submits for the approval of the Certifying Officers a set of Disclosure Controls.
- E. The Committee meets as necessary to (i) ensure the accuracy and completeness of Disclosure Documents, (ii) evaluate the Disclosure Controls, and (iii) consider other matters as appropriate with respect to Investor Relations Materials and other disclosure issues. The Committee meets, at a minimum, twice each quarter, i.e., before issuance of a press release announcing the Company's actual results for a given period and filing of a SEC Periodic Report or more frequently if circumstances dictate. For each meeting, a quorum requires a majority of the Committee members, including (a) any two of the Chief Financial Officer, Chief Legal and Compliance Officer, General Counsel or Chief Accounting Officer and (b) a representative of the Legal Department, i.e., the Chief Legal and Compliance Officer, General Counsel or Head of the Legal Department's Corporate and Securities Group.
- 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 primary responsibilities of ensuring: a) development of policies and procedures supporting these topical areas, and b) compliance with such policies in Disclosure Documents filed by the Company or Investor Relations Materials used by the Company:

Subcommittee	Subcommittee Chair	Responsibility
Executive Compensation Disclosure with members designated by the Disclosure Committee	Chief Human Resources Officer	Compliance with proxy statement disclosure rules relating to executive compensation, including preparation of the compensation discussion and analysis, as set forth in a charter approved by the Disclosure Committee

Working Group	Members	Responsibility
Investor Relations	Head of Investor Relations (Chair), CLCO, General Counsel and CAO	Compliance with "Fair Disclosure" reporting requirement in all Investor Relations Materials (oral and written presentations and communications)
8-K Filings	CLCO (Chair), General Counsel, CAO and Head of Investor Relations	Compliance with the disclosure requirements relating to Current Reports on Form 8-K; ensure communication to Senior Executives of matters requiring a Current Report on Form 8-K

III. Periodic Evaluation

The Committee shall review and reassess this Charter and the performance of the Committee annually and recommend any proposed changes to the Certifying Officers and the Audit Committee for approval. At a minimum, the Committee shall formally present its charter to the Audit Committee for approval 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.

Disclosure Committee
Sample Topics/Questions for Consideration

- Actual and forecasted financial results and reasons for differences from past and budgeted performance.

NOTE – In certain items below, the concept of “significant” has been added to indicate that items that may not be “material” should be discussed but there is not a need to discuss ALL such significant items.
- Whether there are any significant trends which need to be highlighted in the management’s discussion and analysis section (“MD&A”).
- Are there any additional significant risks which need to be identified and disclosed?
- Changes in significant relationships with key customers, suppliers, vendors, lenders and other third parties, e.g., non-recurring changes in payment terms.
- Status of any significant product development or new Company-wide initiatives undertaken.
- Any recent significant transactions not covered by the prior period filings.
- Review of changes to Company’s critical accounting policies, impact of any significant changes in the assumptions underlying these policies and impact if alternate methods are followed.
 - Key accounting issues, policies and assumptions at subsidiaries, divisions, departments or in geographic areas.
- Disclosure Controls and any significant changes in internal controls which may have a bearing on Disclosure Controls.
- Any significant changes to the Company’s information and reporting systems.
- Have there been any operational activities or accounting decisions that might affect the comparability of the current-period financial statements to those of prior periods?
- Company’s current liquidity position, any limitations on credit availability and factors that could significantly impact the Company’s liquidity including rating agency discussions.
- Status of compliance with the covenants in credit documents.
- Any significant contingent liabilities or extraordinary cash obligations, e.g., legal matters involving asserted and unasserted claims, or any change in such matters from prior periods.
- Company’s fixed obligations and continuing obligations.
- Whether any restructurings are contemplated or possible (and, if so, the timing and significance) which could result in asset impairment under ASC 420

Disclosure Committee
Sample Topics/Questions for Consideration

- If Company has recently completed any significant acquisitions (or divestitures), whether the Company has completed its purchase accounting adjustments.
- If the Company has announced any significant acquisitions or divestitures, has the impact on trends, liquidity, liabilities, etc., been analyzed?
- Any goodwill issues from prior acquisitions.
- Any unusual transactions or issues requiring complex or special accounting treatment.
- Any significant tax issues.
- Any significant litigation or regulatory matters.
- Have there been any changes to GAAP, SEC or other accounting guidance (or proposed changes) that could impact the Company's financial statements?
- Is there anything in the Company's financial statements that the auditors disagree with or believe that the SEC could challenge?
- Do the auditors have any concerns regarding the Company's internal controls including its personnel and systems?
- Is there anything in the audit reports issued by Corporate Audit since the most recent Committee meeting that should be considered for disclosure?
- Have any matters come to the attention of the Sarbanes-Oxley 404 Program Management Office that should be considered?
- Have any matters come to the attention of the Chief Financial Officer, Chief Legal and Compliance Officer, General Counsel, Chief Accounting Officer or Treasurer that should be considered?
- What issues have been raised by the auditors regarding internal controls and have all such issues been adequately addressed? Are there any material weaknesses or significant deficiencies? Implications of such issues to Company's SOX 302 or 906 certifications?
- What in the auditors' opinion are the Company's critical accounting policies and estimates and what impact would changes in the foregoing or in critical underlying assumptions have on the financial statements?
- Are the auditors satisfied that the Company's reserves and other estimates are reasonable? What review did they undertake in making this determination?
- Are any significant asset write-offs or impairments expected or possible in the near future under ASC 360-10 and 360-20?
- Are there any off-balance sheet liabilities, special purpose entities, related party transactions or derivatives transactions? Are they adequately and clearly disclosed?

Disclosure Committee
Sample Topics/Questions for Consideration

- Is there anything in the Company's financial statements which is consistent with GAAP but which nevertheless needs to be disclosed or emphasized in the Notes or the MD&A to prevent the financial statement from being misleading?
- Are there any SEC accounting comments which have not been addressed? And, if so, what is the likely impact on the financial statements (including the likelihood of a restatement) if the issue addressed by the comments are not resolved favorably to the Company?
- Have there been any changes with respect to matters that have previously been addressed in SEC comments or restatements?
- Are there material changes in operational practices which may have implication(s) for the Company's accounting processes and resulting financial statements?
- Are communication with governmental and/or regulatory entities, if any, adequately disclosed?
- Are there any events that have occurred or are expected to occur that have triggered/will trigger an 8-K filing, such that the 8-K filing requirement could be satisfied by disclosure in the SEC Periodic Report?
- Have there been any matters of significance disclosed in Investor Relations Materials that are not covered in the SEC Periodic Reports?
- Open items

Disclosure Committee Standard Meeting Agenda

Pre-Earnings Release:	SEC Periodic Report Filing:
<ul style="list-style-type: none"> <input type="checkbox"/> Have there been any matters of significance disclosed in Investor Relations Materials that are not covered in the SEC Periodic Reports? <input type="checkbox"/> Overview of financial results <input type="checkbox"/> Unusual or infrequent transactions (non-standard journal entries) <input type="checkbox"/> Changes in estimation processes and/or reserves <input type="checkbox"/> Significant accounting matters discussed with the independent auditors for period under review <input type="checkbox"/> Special Items (Merger, Restructuring and Other) <input type="checkbox"/> Press release and associated financial statement schedules <ul style="list-style-type: none"> ▪ Highlights of executive management's scripts <input type="checkbox"/> Effective Tax Rate <ul style="list-style-type: none"> ▪ Tax contingency reserves ▪ Status of independent auditor review <input type="checkbox"/> Litigation update overview – financial statement impact <input type="checkbox"/> Quality and Regulatory Affairs <ul style="list-style-type: none"> ▪ Status of FDA (or other regulatory bodies) inspections ▪ FDA action letters ▪ Other pending investigations <input type="checkbox"/> Internal Audit <ul style="list-style-type: none"> ▪ Significant financial reporting control observations <input type="checkbox"/> Compliance (financial reporting or accounting implications only) <ul style="list-style-type: none"> ▪ Employee concerns ▪ Whistle blower allegations – fraud involving personnel in accounting or financial reporting process ▪ BU representation letters <input type="checkbox"/> Human Resources <ul style="list-style-type: none"> ▪ Changes in employee benefit and compensation programs that affect financial results ▪ Incentive compensation <ul style="list-style-type: none"> – Program changes – Status of accrual and expense recognition <input type="checkbox"/> Upcoming/ expected 8-K filings <input type="checkbox"/> Subcommittee updates <input type="checkbox"/> Any other items from Attachment A of Committee Charter 	<ul style="list-style-type: none"> <input type="checkbox"/> SEC Periodic Report comments <input type="checkbox"/> Significant changes in MD&A or footnote disclosures <input type="checkbox"/> Executive management's representation letters to independent auditors <input type="checkbox"/> Significant disclosure matters discussed with independent auditors and/or external SEC counsel during quarter <input type="checkbox"/> Quarterly Segment/Function Checklists including sub-certifications and discussion of any exceptions as appropriate <input type="checkbox"/> Status of Audit Committee's review of MD&A disclosures <input type="checkbox"/> Treasury <ul style="list-style-type: none"> ▪ Debt covenant compliance ▪ Rating agency discussions ▪ Cash flow/liquidity disclosures <input type="checkbox"/> Tax <ul style="list-style-type: none"> ▪ Status of IRS reviews <input type="checkbox"/> Litigation and regulatory update (matters which could have disclosure considerations) <input type="checkbox"/> Quality and Regulatory Affairs (disclosure considerations) <input type="checkbox"/> Internal Controls <ul style="list-style-type: none"> ▪ Changes in financial reporting controls and processes ▪ Status of SOX 404 compliance <input type="checkbox"/> Conclusion regarding effectiveness of the Disclosure Controls at end of period covered by the SEC Periodic Report <input type="checkbox"/> Subcommittee updates <input type="checkbox"/> Any other items from Attachment A of Committee Charter