

Cardinal Health, Inc.
Audit Committee of the Board of Directors
Charter

I. PURPOSE

The primary function of the Audit Committee (the “Committee”) is to represent and assist the Board of Directors of Cardinal Health, Inc. (the “Company”) in fulfilling its oversight responsibilities with respect to:

- (1) the integrity of the Company’s financial statements;
- (2) the ethics and compliance program;
- (3) legal and regulatory compliance;
- (4) the Company’s processes for assessing and managing risk;
- (5) the qualifications, independence and performance of the Company’s independent auditor;
- and
- (6) the qualifications and performance of the Company’s internal auditing function.

Consistent with this function, the 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 Corporate Audit Department, and the Board of Directors.

The Committee shall be responsible for preparing the audit committee report required by Securities and Exchange Commission (the “Commission”) rules to be included in the Company’s annual proxy statement to shareholders.

The Committee will primarily fulfill these responsibilities by carrying out the specific activities enumerated in Section IV of this Charter. The Committee is empowered to retain such advisors as it deems appropriate to assist the Committee in fulfilling its responsibilities, and shall receive appropriate funding from the Company, as determined by the Committee, to compensate such advisors.

II. COMPOSITION

The Committee has been created by the Board of Directors pursuant to the authority of Section 1701.63, Ohio Revised Code, and Article 2, Section 2.18 of the Company’s code of regulations.

The Committee shall be comprised of no fewer than three directors as determined by the Board of Directors. The members of the Committee shall meet the independence requirements applicable to directors and audit committee members under the New York Stock Exchange listing standards and Commission rules. All members of the Committee shall have a working familiarity with basic finance and accounting practices. In addition, at least one Committee member shall be an “audit committee financial expert” as determined by the Board consistent with Commission rules. Except as expressly approved by the Board of Directors, Committee members shall not simultaneously serve on the audit committees of more than two other public companies.

The members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Nominating and Governance Committee and serve until their successors shall be duly elected and qualified. Unless a Chair is appointed by the Board of Directors, the

members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. MEETINGS

The Committee shall meet at least quarterly or more frequently as circumstances dictate, and minutes of such meetings shall be maintained. As part of its job to foster open communication, the Committee shall meet in separate executive sessions (1) periodically with management, the senior Corporate Audit executive, the Chief Legal and Compliance Officer, and the independent auditor and (2) not less frequently than annually with the Chief Financial Officer. The 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 Committee or to meet with any member of, or consultant or advisor to, the Committee. The Committee shall report regularly to the full Board with respect to its activities.

IV. RESPONSIBILITIES AND DUTIES

Among its responsibilities and duties, the Audit Committee shall:

Financial Statement and Disclosure Matters

1. Meet to review and discuss the Company's annual and quarterly financial statements prior to filing with the Commission, including reviewing the independent auditor's judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting, and the Company's specific disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations".
2. In conjunction with the annual audit, review with the independent auditor the matters required to be discussed by Statement on Auditing Standards No. 61, as amended and adopted by the Public Company Accounting Oversight Board ("PCAOB"), relating to the conduct of the audit, including any significant difficulties encountered during the course of the audit and management's response, and any restrictions on the scope of the work or access to required information. As appropriate, the Committee may also review with the independent auditor: (a) the summary of recorded or unrecorded audit differences; (b) any communications between the audit team and the independent auditor's national office respecting auditing or accounting issues presented by the engagement; and (c) any material weaknesses or significant deficiencies identified by the independent auditor to the Company.
3. Consider and approve, if appropriate, changes to the Company's accounting principles and practices as suggested by the independent auditor, management, or the Corporate Audit Department and review with the independent auditor, management or the Corporate Audit Department, as appropriate, the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented.
4. Review and discuss quarterly information from the independent auditor on:
 - (a) All critical accounting policies and practices used.
 - (b) All alternative treatments of financial information within generally accepted accounting principles for material items that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor.
 - (c) Other material written communications between the independent auditor and management, such as any material weaknesses or significant deficiencies, or schedule of unadjusted differences.

5. Discuss with management the announcement of financial results prior to public release and the Company's practices with respect to earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, and financial information and earnings guidance provided to analysts and rating agencies.
6. Discuss with management and the independent auditor the effect of proposed or pending regulatory and accounting requirements as well as off-balance sheet structures on the Company's financial statements.
7. Review and discuss with management and the independent auditor the adequacy and effectiveness of the Company's internal controls and the adequacy of disclosures about changes in internal control over financial reporting. Review disclosures by the Company's CEO and CFO 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 or significant deficiencies therein and any fraud involving management or other employees who have a significant role in the Company's internal controls. Review reports from management regarding the adequacy and effectiveness of the Company's disclosure controls and procedures. Review any remedial measures proposed by management in response to any identified (a) significant deficiencies or material weaknesses in the design or operation of internal controls or material weaknesses therein, (b) fraud involving management or other employees who have a significant role in the Company's internal controls, or (c) deficiency in the adequacy or effectiveness of the Company's disclosure controls and procedures.
8. Review and discuss with management (including the senior Corporate Audit executive) and the independent auditor, when required, the Company's internal control report and the independent auditor's attestation report on the Company's internal control over financial reporting prior to the filing of the Company's Form 10-K.

Independent Auditor

9. The Committee shall have the sole authority to appoint or replace the independent auditor, which shall report directly to the Committee. The 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).
10. Obtain and review, at least annually, a report by the independent auditor describing: (a) the independent auditor's internal quality-control procedures; and (b) any material issues raised by the most recent internal quality-control review, or peer review, or PCAOB inspection, or by any inquiry or investigation by governmental or professional authorities, within the preceding year, respecting one or more independent audits carried out by the independent auditor's firm, and any steps taken to address any such issues.
11. Consistent with PCAOB rules, obtain and review, at least annually, a report by the independent auditor describing all 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 objectivity and independence. The Committee shall actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the auditor's objectivity and independence, and consider the independence of the auditor.
12. Review and evaluate the lead partner of the independent auditor team. The Committee shall also ensure the rotation of the audit partners as required by law.
13. Evaluate the qualifications, performance and independence of the independent auditor, including considering whether the independent auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence, taking into account the opinions of management and internal auditors. The Committee shall present its conclusion with respect to the independent auditor to the Board.

14. Pre-approve all audit, internal control-related and permissible non-audit services to be provided by the Company's independent auditor and the material terms thereof. The Committee has adopted an Audit and Non-Audit Services Pre-Approval Policy which sets forth the procedures and the conditions pursuant to which services proposed to be performed by the independent auditor must be pre-approved.
15. Obtain from the independent auditor assurance that Section 10A(b) of the 34 Act has not been implicated.
16. Set policies for the Company's hiring of employees or former employees of the independent auditor who participated in any capacity in the audit of the Company.

Corporate Audit Department

17. Review with management, the senior Corporate Audit executive and the independent auditor responsibilities, activities, organizational structure, staffing, qualifications and budget of the Corporate Audit Department.
18. Approve the hiring, reassignment or termination of the senior Corporate Audit executive.
19. Review the Corporate Audit Department's Audit Plan no less frequently than annually, and review significant updates to the Audit Plan on an on-going basis. Review summaries of significant reports to management prepared by the Corporate Audit Department and management's responses.

Ethics and Compliance Oversight Responsibilities.

20. Review the Company's ethics and compliance program, including but not limited to compliance procedures regarding its Standards of Business Conduct and management's systems to enforce the Standards of Business Conduct.
21. Obtain periodic reports from the Chief Legal and Compliance Officer on the state of the ethics and compliance program, approve the hiring, reassignment or termination of the Chief Legal and Compliance Officer and consult with the Chief Executive Officer with respect to the performance objectives, performance appraisal and compensation of the Chief Legal and Compliance Officer.
22. Establish and oversee procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing or other ethical matters including a process that allows for direct communication to the Audit Committee or their designee of any such issues.
23. Review legal compliance matters with the Company's internal counsel, including corporate securities trading policies and any legal matter that could have a significant impact on the Company's financial statements.
24. Review and consider whether to approve or ratify all related party transactions in accordance with the Company's Related Party Transaction Policy and Procedures.
25. Discuss with management the Company's policies with respect to risk assessment and risk management, including major financial risk exposures and the steps management has taken to monitor and mitigate such exposures, including the Company's financial risk assessment and financial risk management policies.
26. Perform any other activities consistent with this Charter, the Company's Code of Regulations and governing law, as the Committee deems necessary or appropriate.
27. Review and update this Charter periodically, at least annually, as conditions dictate.
28. Perform an annual self-assessment of the Committee's processes and communications with management, the independent auditor and the Board of Directors.

Scope of Audit Committee's Role

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the 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 generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the independent auditor.

Revised: November 4, 2009