

## **NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

1. **Members.** The Board of Directors (the “Board”) of Cardinal Health, Inc. (the “Company”) will appoint a Nominating and Governance Committee (the “Governance Committee”) of at least three members, consisting entirely of independent directors, and will designate one member as chairperson. Vacancies on the Governance Committee shall be filled by election by the Board. For purposes hereof, an “independent” director is a director who satisfies the New York Stock Exchange definition of “independence,” as determined by the Board using the standards set forth in the Company’s Corporate Governance Guidelines.

2. **Purpose, Duties and Responsibilities.** The purpose of the Governance Committee is to identify individuals qualified to become Board members (consistent with criteria approved by the Board), recommend director candidates to the Board, develop and recommend to the Board a set of corporate governance principles, and perform a leadership role in shaping the Company’s corporate governance. The duties and responsibilities of the Governance Committee are to:

(a) Develop and recommend to the Board criteria for identifying and evaluating candidates for the Board. These criteria include, among other things, an individual’s business experience, qualifications, attributes and skills (including in core areas such as operations, management, technology, healthcare industry knowledge, accounting and finance, leadership, strategic planning and international markets), independence, judgment, integrity and ability to commit sufficient time and attention to the activities of the Board, as well as the absence of potential conflicts with the Company’s interests. The Nominating and Governance Committee considers these criteria in the context of an assessment of the operation and goals of the Board as a whole and seeks to achieve diversity of occupational and personal backgrounds on the Board.

(b) Identify, review the qualifications of, and recruit candidates for the Board.

(c) Establish a procedure for the consideration of any Board candidates recommended by the Company’s shareholders.

(d) Recommend to the Board candidates for election or reelection to the Board at each annual shareholders’ meeting, which will include assessing the contributions and independence of individual incumbent directors.

(e) Recommend to the Board candidates to be elected by the Board as necessary to fill vacancies and newly created directorships.

(f) Make recommendations to the Board concerning the structure, composition and functioning of the Board and its committees, including the reporting channels through which the Board receives information and the quality and timeliness of the information.

- (g) Recommend to the Board candidates for appointment to Board committees and as committee chairs and consider periodically rotating directors among the committees.
- (h) Review and recommend to the Board tenure policies for directors.
- (i) Develop and recommend to the Board a set of corporate governance principles applicable to the Company and annually review and recommend changes to these principles, as necessary.
- (j) Review directorships in other public companies held by or offered to directors and senior officers of the Company.
- (k) Oversee the annual evaluation of the Board's effectiveness and performance.
- (l) Conduct an individual evaluation of each director at least every three years.
- (m) Develop procedures for shareholders and other interested parties to communicate with the Board.
- (n) Annually evaluate the performance of the Governance Committee and the adequacy of the Governance Committee's charter.
- (o) Consider and recommend to the Board the action to be taken with respect to any resignation tendered by a director.
- (p) Perform such other duties and responsibilities as are consistent with the purpose of the Governance Committee and as the Board or the Governance Committee deems appropriate.

3. Authority; Outside Advisors. The Governance Committee has the authority to take any actions it considers appropriate to fulfill the above duties and responsibilities, including without limitation the authority to retain such outside counsel, experts, and other advisors as it determines appropriate to assist it in the full performance of its functions, including without limitation sole authority to retain and terminate any search firm used to identify director candidates, and to approve the search firm's fees and other retention terms.

4. Meetings; Reporting to Board. The majority of the members of the Governance Committee constitutes a quorum. The Governance 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 Governance Committee will be held at least four times a year, at such times and places as the Governance Committee determines. Such meetings may be held through any communications equipment if all persons participating can hear each other.

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

*Effective: September 1, 2009*