



## **Compliance and Risk Committee Charter**

### **Membership**

The Compliance and Risk Committee (the “Committee”) of the Board of Directors (the “Board”) of Cencora, Inc. (the “Company”) shall consist of at least three members, including the Chair. The Board shall appoint the members and designate the Chair based on the recommendations of the Governance, Sustainability and Corporate Responsibility Committee. Each member will serve during his or her respective term as a director, subject to earlier removal by a majority vote of the Board.

### **Purpose**

The Committee’s purpose is to assist the Board in its oversight of the Company’s enterprise risk management and compliance programs and management’s efforts to identify and mitigate risks associated with legal and regulatory obligations, in particular with respect to healthcare compliance across the Company’s core business functions and operations, both in the United States and in countries outside of the United States where the Company operates. In so doing, the Committee shall coordinate with the other committees of the Board, as appropriate.

### **Responsibilities and Processes**

In carrying out its responsibilities, the Committee believes that its policies and procedures should remain flexible in order to best react to changing conditions and to ensure that the Company’s practices comport with all applicable legal and regulatory requirements. While management is responsible for the Company’s compliance with the specialized legal and regulatory framework to which the Company is subject, the Committee is responsible for oversight of management’s performance of these responsibilities. In carrying out its oversight responsibilities, the Committee is not providing any expert assurance as to the Company’s regulatory or legal compliance.

The Committee’s responsibilities are to:

1. Oversee the implementation by management of an enterprise risk management program that is designed to assist the Company with monitoring and mitigating compliance, legal, regulatory, and operational risks related to the Company’s business, including health and safety risks and emerging risks. This includes regular review and discussion with management of reputational risks and risks related to the distribution of controlled substances, as well as the Company’s policies and practices with respect to risk assessment, management and mitigation.
2. Provide review and oversight of the Company’s compliance program through at least quarterly reports received from the Company’s Chief Compliance and Risk Officer, Chief Diversion Control Officer, counsel and other members of management that include, as necessary, information regarding the organizational structure, level of staffing and resources, implementation, and managements’

assessment of the effectiveness of the compliance program.

3. Provide review and oversight of the Company's obligations under the Distributor Settlement Agreement and the Company's Code of Ethics and Business Conduct.
4. Conduct a quarterly review of the Company's diversion control efforts by reviewing the Controlled Substance Monitoring Program Committee's ("CSMP") quarterly written report(s), the Company's compliance with applicable regulations and its adherence to CSMP policies and procedures, any relevant hotline reports, and significant regulatory and enforcement matters concerning the distribution of controlled substances.
5. Meet regularly with the Company's Chief Compliance and Risk Officer, Chief Diversion Control Officer and Chief Legal Officer to discuss matters within the Committee's oversight responsibility, and provide sufficient opportunity for each such officer to meet with the members of the Committee without other members of management present.
6. Review the appointment, compensation, performance and, as needed, replacement of the Company's Chief Compliance and Risk Officer (or other designated employee responsible for the oversight of the Company's Office of Compliance) and Chief Diversion Control Officer (or other designated employee responsible for the oversight of the Company's CSMP).
7. Report to the Board regarding the Company's compliance functions and related risks.
8. Discuss with management any correspondence from regulators or governmental agencies and any published reports that raise material issues regarding the Company's compliance with applicable legal and regulatory requirements (including, without limitation, health and safety), other than correspondence reserved for the review and oversight of the other committees of the Board.
9. Review with the appropriate members of management all significant litigation and internal and government investigations, as well as significant complaints raised through the Company's reporting mechanisms, other than those matters reserved for the review and oversight of the other committees of the Board.
10. Review and approve the Company's Code of Ethics and Business Conduct.
11. Review and approve all requests for a waiver of the application of the Code of Ethics and Business Conduct by executive officers and directors. Any such waiver given to an executive officer or director of the Company shall be promptly disclosed to the stockholders of the Company by distributing a press release, providing disclosure on the Company website or filing a Current Report on Form 8-K with the Securities and Exchange Commission.

12. Oversee the implementation by management of any other policies, procedures, programs and practices as the Committee deems necessary or advisable to effectively address, in the best interests of the Company and its stockholders, any concerns identified by the Committee arising from matters or risks for which the Committee has oversight responsibility.
13. Perform such other activities and consider such other matters as the Committee or the Board deems necessary or appropriate. For the avoidance of doubt, nothing in this Charter shall relieve the Audit Committee from its obligations under applicable law or the rules of the New York Stock Exchange.

#### **Governance/Authority**

Meetings and actions of the Committee will be conducted in accordance with the Company's Bylaws. The Committee shall report regularly to the Board with respect to its actions and make recommendations to the Board as appropriate.

The Committee will conduct an annual performance evaluation of the Committee and review the Committee charter annually and recommend any proposed changes to the Board.

The Committee has the authority to delegate any of its responsibilities to a subcommittee or internal committee as the Committee may deem appropriate in its sole discretion.

The Committee has the authority in discharging its oversight role to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company. With respect to matters that have the potential to implicate accounting or internal control matters, the Committee will coordinate with, or refer any such investigation to, the Audit Committee, as appropriate.

The Committee has the authority to retain independent legal counsel and other advisors as it determines necessary to carry out its duties, including the authority to approve the fees payable to such counsel or advisors and any other terms of retention.

The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to independent legal counsel and other advisors, as well as for ordinary administrative expenses that are necessary and appropriate in carrying out its duties.

This charter will be made available on or through the Company's website.

***Adopted by the Board on December 1, 2019.  
Last amended by the Board on November 13, 2025.***