

AMERISOURCEBERGEN CORP  
Form DEF 14A  
January 20, 2017

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of  
the Securities Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**AmerisourceBergen Corporation**

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(Name of Registrant as Specified In Its Charter)

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(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
  - (1) Title of each class of securities to which transaction applies:
  - (2) Aggregate number of securities to which transaction applies:
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(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

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**NOTICE OF 2017 ANNUAL MEETING OF STOCKHOLDERS**

**TIME AND DATE:** 2:00 p.m., Eastern Time, on Thursday, March 2, 2017

**PLACE:** Sofitel Philadelphia  
120 South 17th Street  
Philadelphia, PA 19103

- ITEMS OF BUSINESS:**
1. To elect the ten nominees named in the accompanying proxy statement (or, if necessary, any substitute nominees selected by the Board of Directors) as a director, each to serve until the 2018 Annual Meeting of Stockholders and until his or her successor is duly elected and qualified;
  2. To ratify the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2017;
  3. To conduct an advisory vote to approve the compensation of our named executive officers;
  4. To conduct an advisory vote on the frequency of a stockholder vote on the compensation of our named executive officers;
  5. To approve an amendment to our certificate of incorporation so that directors may be removed with or without cause; and
  6. To transact any other business properly coming before the meeting.

**WHO MAY VOTE:** Stockholders of record on January 3, 2017.

**DATE OF AVAILABILITY:** This notice and proxy statement, together with our Annual Report on Form 10-K for the fiscal year ended September 30, 2016, are being made available to stockholders on or about January 20, 2017.

By order of the Board of Directors,

HYUNG J. BAK  
Vice President, Group General Counsel and Secretary

**Important Notice Regarding Availability of Proxy Materials for AmerisourceBergen's  
Annual Meeting of Stockholders to be Held on March 2, 2017.**

The proxy statement and Annual Report on Form 10-K are available at [www.amerisourcebergen.com](http://www.amerisourcebergen.com).

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January 20, 2017

Dear Stockholder:

We are pleased to invite you to attend our 2017 Annual Meeting of Stockholders on Thursday, March 2, 2017 at 2:00 p.m. Eastern Time. The meeting will be held at the Sofitel Philadelphia, 120 South 17<sup>th</sup> Street, Philadelphia, Pennsylvania. The Notice of the 2017 Annual Meeting of Stockholders and the proxy statement describe the items of business for the meeting. At the meeting we will also report on AmerisourceBergen's performance and operations during fiscal year 2016 and respond to stockholder questions.

Your vote is very important. Whether or not you plan to attend the 2017 Annual Meeting of Stockholders, we urge you to vote and to submit your proxy over the Internet, by telephone or by mail. If you are a registered stockholder and attend the meeting you may revoke the proxy and vote your shares in person. If you hold your shares through a bank or broker and want to vote your shares in person at the meeting, please contact your bank or broker to obtain a legal proxy.

At AmerisourceBergen, we believe that effective governance is critical to a successful long-term strategy. We remain committed to a strong and independent Board and constructive shareholder engagement. On behalf of the entire Board, we encourage you to read more about our robust governance structure in the enclosed proxy statement.

Thank you for your support.

Sincerely,

STEVEN H. COLLIS  
Chairman, President & Chief Executive Officer

JANE E. HENNEY, M.D.  
Lead Independent Director

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JANUARY 20, 2017

AMERISOURCEBERGEN CORPORATION  
1300 MORRIS DRIVE  
CHESTERBROOK, PA 19087

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**HIGHLIGHTS OF OUR CORPORATE GOVERNANCE PRACTICES AND POLICIES**

Our Board consistently seeks to implement leading practices and policies in corporate governance, with emphasis on maintaining the Board's independence to provide effective oversight of management and ensure accountability to our stockholders. In fiscal 2016, we took a number of actions to further enhance our governance processes, including the adoption of proxy access for director nominations. Below, we highlight our key corporate governance practices and policies:

Independence	The majority of our directors are independent (8 out of 10). Our corporate governance principles require us to maintain a minimum of 70% independent directors on our Board (see page 7).
Independence of Key Oversight Committees	All members of our Audit and Corporate Responsibility Committee, Compensation and Succession Planning Committee and Governance and Nominating Committee are independent and meet applicable SEC and NYSE standards (see page 22).
Lead Independent Director	Our corporate governance principles require the election of a Lead Independent Director whenever our Chief Executive Officer also serves as Chairman of the Board and clearly define the Lead Independent Director's authority and significant responsibilities in the governance of our Board. The Lead Independent Director is elected annually by a majority of the independent directors (see pages 19-20).
Diversity	Our directors have diverse business experiences, backgrounds and expertise in a wide range of fields, all of which are critical to understanding our businesses, competitive position and risks. Our Board has a long-standing receptiveness to gender and ethnic diversity (see page 8).
Overboarding Policy	Our policy regarding a director's service on the boards of other public companies is more restrictive than most. If our Chief Executive Officer serves as a director, he or she may only serve on the board of one other public company. Non-employee directors should not serve on more than 3 other public company boards (see page 8).
Tenure Policy	Our policy for directors' tenure provides that a director will resign at the annual meeting of stockholders following his or her 75th birthday or when his or her employment or principal business association changes materially. A director who is an employee will resign when he or she retires or is no longer employed by us.
Succession Planning	We undertake succession planning and maintain an emergency succession plan for our Chief Executive Officer (see page 20).
Refreshment	4 of our 9 non-employee directors have joined the Board in the last 5 years.
Annual Evaluation Process	Our Board has a comprehensive annual evaluation process for directors and each committee, which is led by the Chair of our Governance and Nominating Committee. Either the Chair of our Governance and Nominating Committee or an independent, third-party governance expert interviews each director to obtain his or her assessment of the effectiveness of the Board and the Committees on which he or she serves, as well as director performance and Board dynamics. In 2016, the interview process was led by the Chair of our Governance and Nominating Committee, who is also our Lead Independent Director. The full Board reviews and discusses the results of the evaluation process. The Governance and Nominating Committee and the full Board also conduct an annual review and update of our corporate governance principles and committee charters (see page 21).



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Risk Oversight	Our full Board and Board committees actively engage in risk management and assessment for all aspects of our business, including our compensation policies and practices, with specific responsibilities for risk oversight designated in the charters for Board committees and our corporate governance principles. Our corporate officers and senior managers report on risk exposure at regular intervals to the appropriate committee or full Board.
Stockholder Communication and Engagement	Our corporate governance principles outline the procedures for stockholders to communicate and seek engagement with our Board (see pages 24 and 62).
Alignment with Stockholders' Interests	We align executive compensation with AmerisourceBergen Corporation's performance through performance metrics. We also require executives to adhere to stock ownership guidelines and holding requirements that align their interests with those of our stockholders and encourage long-term growth (see page 30).
Clawback	We have the right to claw back the value of cash and equity awards held by current and former executives as a result of misconduct (including misconduct that leads to the restatement of our financial statements) (see page 39).
Independent Compensation Consultant	The consultant to our Compensation and Succession Planning Committee provides no other services to AmerisourceBergen Corporation (see page 28).
Annual Election of Directors	We have declassified our Board so that all directors are elected annually.
Majority Vote Standard	Our bylaws and corporate governance principles establish majority voting standards for the election of directors and require each director nominee to tender an irrevocable resignation prior to each annual meeting in the event an incumbent director does not receive the required votes for re-election (see page 21).
Removal of Directors With or Without Cause	Our Board amended our bylaws so that stockholders can remove directors with or without cause and recommended the solicitation of stockholder approval of a conforming amendment to our certificate of incorporation (see page 61).
Right to Call Special Meetings	Stockholders with at least 25% of the outstanding shares of our common stock have the right to call special meetings.
Proxy Access	A stockholder, or a group of up to 20 stockholders, who have continuously owned at least 3% of our outstanding common stock for 3 years or more may nominate directors to fill up to the greater of 2 or 20% of the available board seats (see page 24).
Annual Say-on-Pay Vote	Our Board previously adopted our stockholders' strong preference for an annual say-on-pay vote and recommends that stockholders again vote in favor of the annual advisory vote on the compensation of our named executive officers. (see page 56).
No Supermajority Requirement	Majority vote is required for stockholder action.
No Poison Pill	Our Board adopted our stockholders' preference to redeem AmerisourceBergen Corporation's "poison pill" stockholder rights agreement.

For further details, please see the full discussion relating to our corporate governance policies and practices and our leadership structure in this proxy statement under the section titled "Corporate Governance."



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**ABOUT THE 2017 ANNUAL MEETING OF STOCKHOLDERS AND VOTING AT THE MEETING**

**Why am I being furnished this proxy statement?**

The Board of Directors of AmerisourceBergen Corporation (the "Company," "AmerisourceBergen," "we" or "us") is furnishing this proxy statement in connection with its solicitation of proxies for use at the 2017 Annual Meeting of Stockholders to be held on March 2, 2017, and at any adjournments thereof. Our Annual Report on Form 10-K for the fiscal year ended September 30, 2016 accompanies this notice and proxy statement, but is not incorporated as a part of the proxy statement and is not to be regarded as part of the proxy solicitation material.

**Who is soliciting my proxy?**

The Board of Directors is soliciting your proxy in order to provide you with an opportunity to vote on all matters scheduled to come before the meeting whether or not you attend the meeting in person.

**What if I received a Notice of Internet Availability of Proxy Materials?**

We are providing access to our proxy materials over the Internet. Accordingly, on or about January 20, 2017, we are mailing to our record and beneficial stockholders a Notice of Internet Availability of Proxy Materials, which contains instructions on how to access our proxy materials over the Internet and vote online. If you received a Notice of Internet Availability of Proxy Materials, you will not receive a printed copy of our proxy materials by mail unless you request one. You may request a printed copy of our proxy materials for the 2017 Annual Meeting of Stockholders. If you wish to receive a printed copy of our proxy materials, you should follow the instructions for requesting those materials included in the Notice of Internet Availability of Proxy Materials.

**Who is entitled to vote?**

You may vote if you owned shares of our common stock ("Common Stock") as of the close of business on January 3, 2017, which is the record date. You are entitled to one vote for each share of Common Stock that you own. As of January 3, 2017, we had 216,991,541 shares of Common Stock outstanding.

**What shares can I vote?**

You may vote all shares owned by you as of the close of business on January 3, 2017, the record date. These shares include:

Shares held directly in your name as the stockholder of record.

Shares of which you are the beneficial owner but not the stockholder of record. These are shares that are held for you through a broker, trustee or other nominee such as a bank, including shares purchased through any 401(k) plan or our employee stock purchase plan.

**How do I vote before the meeting?**

If you hold your shares in your own name as the stockholder of record, you have three options for voting and submitting your proxy before the meeting:

By Internet We encourage you to vote and submit your proxy over the Internet at [www.envisionreports.com/ABC](http://www.envisionreports.com/ABC).

By telephone You may vote and submit your proxy by calling 1-800-652-VOTE (8683).

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By mail If you received your proxy materials by mail, you may vote by completing, signing and returning the enclosed proxy card.

If you hold your shares through an account with a bank, broker or other nominee, you may vote by completing and signing the voting instruction form that the bank, broker or other nominee will provide to you, or by using telephone or Internet voting arrangements described on the voting instruction form, the Notice or other materials that the bank, broker or other nominee will provide to you.



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**May I vote at the meeting?**

You may vote your shares at the meeting if you attend in person. If you hold your shares through an account with a bank or broker, you must obtain a legal proxy from the bank or broker in order to vote at the meeting.

Even if you plan to attend the meeting, we encourage you to vote your shares by proxy. You may vote by proxy over the Internet, by telephone or by mail.

**How do I revoke my proxy?**

If you are the stockholder of record, you may revoke your proxy at any time before the polls close at the meeting. You may revoke your proxy by:

Changing your vote in the manner described below.

Notifying Hyung J. Bak, Secretary, AmerisourceBergen Corporation, 1300 Morris Drive, Chesterbrook, Pennsylvania 19087 in writing that you are revoking your proxy before it is voted at the meeting.

If you hold your shares through an account with a bank or broker, your ability to revoke your proxy depends on the voting procedures of the bank or broker. Please follow the directions provided to you by your bank or broker.

**May I change my vote?**

You may change your vote at any time before the polls close at the meeting. You may change your vote by:

Signing another proxy card with a later date and returning it to us prior to the meeting.

Voting again over the Internet or by telephone prior to 2:00 p.m., Eastern Time, on March 2, 2017.

Voting at the meeting if you are the stockholder of record.

Voting at the meeting if you are the beneficial owner and have obtained a legal proxy from your bank or broker.

If you hold your shares through an account with a bank or broker, your ability to change your vote depends on the voting procedures of the bank or broker. Please follow the directions provided to you by your bank or broker.

**What if I return my proxy card but do not provide voting instructions?**

Proxy cards that are signed and returned but do not contain instructions will be voted as follows:

**For** the election of the ten nominees for director named on page 7 of this proxy statement;

**For** the ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for fiscal year 2017;

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**For** the approval, on an advisory basis, of the compensation of our named executive officers as described in this proxy statement;

**For** the approval, on an advisory basis, of conducting an advisory vote on the compensation of our named executive officers every year;

**For** the approval of an amendment to our certificate of incorporation to provide for the right of stockholders to remove directors with or without cause; and

In accordance with the best judgment of the individuals named as proxies on the proxy card on any other matters properly brought before the meeting.

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**What does it mean if I receive more than one proxy card or instruction form?**

It means that you have multiple accounts with our transfer agent and/or banks or brokers. Please vote all of your shares. We recommend that you consolidate as many accounts as possible under the same name and address. For assistance consolidating accounts where you are the stockholder of record, you may contact our transfer agent, Computershare, at 1-866-233-1957.

**Will my shares be voted if I do not provide my proxy?**

If you are a registered stockholder and do not provide a proxy, you must attend the meeting in order to vote your shares.

If you hold shares through an account with a bank or broker, your shares may be voted even if you do not provide voting instructions to your bank or broker. Banks and brokers have the authority under the rules of the New York Stock Exchange, or NYSE, to vote shares for which their customers do not provide voting instructions on certain routine matters. The ratification of the appointment of our independent registered public accounting firm (*Item 2 on the Proxy Card*) is considered a routine matter for which banks and brokers may vote without specific instructions from their customers.

**May stockholders ask questions at the meeting?**

Yes. Representatives of AmerisourceBergen will answer stockholders' questions of general interest at the end of the meeting. In order to be eligible to ask questions at the meeting, you must be able to establish that you are a stockholder either as of January 3, 2017 or as of the date of the meeting.

**How many votes must be present to hold the meeting?**

In order for us to conduct our meeting, a majority of the shares of our Common Stock outstanding as of January 3, 2017 must be present in person or by proxy at the meeting. This is referred to as a quorum. Your shares are counted as present at the meeting if you attend the meeting and vote in person or if you properly return a proxy over the Internet, by telephone or by mail. Shares voted by banks or brokers on behalf of beneficial owners are also counted as present at the meeting. In addition, abstentions and broker non-votes will be counted for purposes of establishing a quorum with respect to any matter properly brought before the meeting. Broker non-votes occur on a matter when a bank or broker is not permitted under applicable rules and regulations to vote on a matter without instruction from the beneficial owner of the underlying shares and no instruction has been given.

**How many votes are needed for each proposal and how are the votes counted?**

The affirmative vote of a majority of the votes cast will be required for the election of each director (*Item 1 on the Proxy Card*).

A majority of the votes cast means that the votes cast "for" a director exceed the number of votes cast "against" that director. Abstentions and broker non-votes are disregarded when determining if a majority of the votes have been cast in favor of a director.

The affirmative vote of a majority of the shares present in person or by proxy and entitled to vote will be required for:

The ratification of the appointment of Ernst & Young LLP as our independent registered public accounting firm for the current fiscal year (*Item 2 on the Proxy Card*);

The approval, on an advisory basis, of the compensation of our named executive officers as described in this proxy statement (*Item 3 on the Proxy Card*);

The approval, on an advisory basis, of the frequency of a stockholder vote on the compensation of our named executive officers (*Item 4 on the Proxy Card*); and

Any other proposal that might properly come before the meeting.



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The affirmative vote of the holders of a majority of the shares of our Common Stock outstanding will be required to approve the proposed amendment to our certificate of incorporation (*Item 5 on the Proxy Card*).

Abstentions will be counted toward the tabulation of votes cast on Items 2, 3, 4 and 5, and will have the effect of negative votes. Under NYSE rules, Item 2 is considered a routine matter on which brokers will be permitted to vote in their discretion even if the beneficial owners do not provide voting instructions. However, Items 1, 3, 4 and 5 are not considered routine matters under NYSE rules, and brokers will not be permitted to vote on Items 1, 3, 4 and 5 unless the beneficial owners provide voting instructions. Broker non-votes will not be counted toward the tabulation of votes on Items 1, 3, 4 and 5, and will have the effect of negative votes with respect to Item 5 because the standard for approval of Item 5 is the affirmative vote of the holders of a majority of shares outstanding.

**How will proxies be voted on other items or matters that properly come before the meeting?**

If any other items or matters properly come before the meeting, the proxies received will be voted on those items or matters in accordance with the discretion of the proxy holders.

**Is AmerisourceBergen aware of any other item of business that will be presented at the meeting?**

We are not aware of any other business to be presented at the 2017 Annual Meeting of Stockholders. However, if any other matter should properly come before the 2017 Annual Meeting of Stockholders, the enclosed proxy confers discretionary authority with respect to such matter.

**Will there be any further solicitation of proxies for the meeting?**

Our directors, officers and employees may solicit proxies by telephone or in person. In addition, we have hired Morrow & Co., LLC, 470 West Ave, Stamford, CT 06902 to assist us in soliciting proxies, if necessary. Morrow may solicit proxies by telephone or in person. We will pay Morrow a fee of \$11,500, plus expenses, for providing such services. All costs and expenses of any solicitation, including the cost of preparing this proxy statement and posting it on the Internet and mailing the Notice of Internet Availability of Proxy Materials, will be borne by AmerisourceBergen.

**Will AmerisourceBergen reimburse any expenses of banks, brokers, nominees and fiduciaries?**

Yes, we will reimburse the expenses of banks, brokers, nominees and fiduciaries that send notices, proxies and proxy materials to our stockholders for such service.

**Will the directors be in attendance at the meeting?**

We currently expect all of our directors to be in attendance at the 2017 Annual Meeting of Stockholders. It has been customary for our directors to attend our annual meetings. All of our directors attended the 2016 Annual Meeting of Stockholders.

**ELECTION OF DIRECTORS**

*(Item 1 on the Proxy Card)*

**How often are directors elected?**

Directors are elected annually. Any nominee who is elected to serve as a director at our 2017 Annual Meeting of Stockholders will be elected to serve a term of one year. Similarly, any director who is appointed to fill a vacancy on the Board will serve until the next annual meeting of stockholders after his or her appointment and until his or her successor is elected and qualified.

**What is the size of the Board of Directors?**

The size of the Board of Directors is ten.



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**Who are this year's nominees?**

Ornella Barra, Steven H. Collis, Douglas R. Conant, D. Mark Durcan, Richard W. Gochnauer, Lon R. Greenberg, Jane E. Henney, M.D., Kathleen W. Hyle, Michael J. Long and Henry W. McGee.

**Which of this year's nominees are independent?**

Mr. Conant, Mr. Durcan, Mr. Gochnauer, Mr. Greenberg, Dr. Henney, Ms. Hyle, Mr. Long and Mr. McGee are independent (as independence is defined in Section 303A of the NYSE Listed Company Manual and in our corporate governance principles).

**Are there any family relationships among AmerisourceBergen's directors and executive officers?**

No.

**What is the term of office for which this year's nominees are to be elected?**

The nominees are to be elected for a term of one year and are expected to hold office until the 2018 Annual Meeting of Stockholders and until their successors are elected and qualified.

**What if a nominee is unwilling or unable to serve?**

Each nominee for director has consented to his or her nomination and, so far as the Board of Directors and management are aware, intends to serve a full term as a director if elected. However, if any of the nominees should become unavailable or unable to stand for election prior to the election, the shares represented by proxies may be voted for the election of substitute nominees selected by the Board of Directors.

**Why does Walgreens Boots Alliance designate a nominee?**

Pursuant to the Shareholders Agreement between AmerisourceBergen and Walgreens Boots Alliance, Inc. (as successor in interest to Walgreen Co. and Alliance Boots GmbH), Walgreens Boots Alliance has the right to designate a director to our Board once Walgreens Boots Alliance and certain of its subsidiaries collectively own five percent or more of our Common Stock. On May 1, 2014, Walgreens Boots Alliance notified us that they had acquired at least five percent of our Common Stock. Ms. Barra, Co-Chief Operating Officer of Walgreens Boots Alliance, has been designated by Walgreens Boots Alliance to serve on our Board. She was appointed to the Board on January 16, 2015 and is a current nominee for election as director. In addition, upon the acquisition in full by Walgreens Boots Alliance and its subsidiaries of 19,859,795 shares of AmerisourceBergen in the open market, Walgreens Boots Alliance will be entitled to designate a second director to the Board of Directors. For so long as Walgreens Boots Alliance has a right to designate a director to the Board, subject to certain exceptions, including matters related to acquisition proposals, Walgreens Boots Alliance and its subsidiaries will be obligated to vote their shares in accordance with our Board on all matters submitted to a vote of our stockholders. Please refer to "Certain Transactions" on Page 54 of this proxy statement and our Current Report on Form 8-K filed on March 20, 2013 for more detailed information regarding the Shareholders Agreement and related agreements and arrangements.

**How does our Governance and Nominating Committee identify and evaluate director nominees?**

Our Governance and Nominating Committee seeks director nominees who possess qualifications, experience, attributes and skills that will enable them to contribute meaningfully to the leadership of our Board and to effectively guide and supervise management in driving AmerisourceBergen's growth and financial and operational performance. Each director nominee should:

possess the highest personal and professional ethics, integrity and values;

be committed to representing the long-term interests of our stockholders; and

have an inquisitive and objective perspective, practical wisdom and mature judgment.





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Each nominee should also have sufficient time to effectively carry out his or her duties as a director. Except for the Chief Executive Officer of AmerisourceBergen who may serve on the board of no more than one other public company, director nominees may serve on no more than three other public company boards.

In addition, our Governance and Nominating Committee has identified the following expertise, experience, attributes and skills that are particularly relevant to AmerisourceBergen:

Corporate governance

Distribution and logistics

Executive compensation

Executive leadership

Financial literacy

Global markets

Healthcare

Information Technology

Regulatory

Risk oversight

We do not have a specific diversity policy, but we seek individuals with diverse backgrounds, skills and expertise to serve on our Board, including women and minorities. We believe that diversity is essential to encourage fresh perspectives, enrich the Board's deliberations and avoid the dominance of a particular individual or group over the Board's decisions. The Governance and Nominating Committee may consider and evaluate director nominees identified by our stockholders as described below in the section titled "Stockholder Recommendations for Director Nominees."

Below are each nominee's biography and an assessment of the above-mentioned expertise, experience, attributes and skills that the nominee possesses.



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**Biographical information about our nominees:**

**Principal Occupation, Business Experience and Directorships**

**ORNELLA BARRA**

Co-Chief Operating Officer of Walgreens Boots Alliance, Inc.

Executive Vice President of Walgreens Boots Alliance, Inc. and President and Chief Executive of Global Wholesale and International Retail from January 2015 until June 2016

Age: 63  
Director since January 2015  
Member of our Finance  
Committee

Chief Executive, Wholesale and Brands of Alliance Boots GmbH from September 2013 until January 2015

Chief Executive of Pharmaceutical Wholesale Division of Alliance Boots GmbH from January 2009 until September 2013

Prior to her role as Chief Executive of Pharmaceutical Wholesale Division, Ms. Barra was Wholesale and Commercial Affairs Director and a Board member of Alliance Boots plc

Prior to the merger of Alliance UniChem Plc and Boots Group plc, Ms. Barra was Executive Director of Alliance UniChem Plc, having been appointed to its Board in 1997 when Alliance Sante merged with UniChem Plc

Member of Board of Directors of Assicurazioni Generali, one of the largest Italian insurance companies, since April 2013

Honorary Professor of the University of Nottingham's School of Pharmacy

Ms. Barra was a member of the Board of Directors of Alliance Boots GmbH between June 2007 and February 2015 and was Chairman of its Corporate Social Responsibility Committee from 2009 to 2014

Member of the Board of International Federation of Pharmaceutical Wholesalers, Inc.

*Key Attributes, Expertise, Experience and Skills:*

**Global Markets:** Demonstrated expertise and understanding of global markets by leading and expanding international operations of multinational company.

**Healthcare and Distribution Expertise:** Heads global wholesale and international retail operations for Walgreens Boots Alliance. Acquired extensive experience in pharmaceutical wholesale distribution and pharmaceutical retail industries through long career at Alliance Boots and predecessor companies, and trained as a pharmacist.

**Risk Oversight:** Serves as Co-Chief Operating Officer of Walgreens Boots Alliance and as a director of one of the largest insurance companies in Italy.

**Principal Occupation, Business Experience and Directorships**

**STEVEN H. COLLIS**

President and Chief Executive Officer of AmerisourceBergen Corporation since July 2011 and Chairman since March 2016

President and Chief Operating Officer of AmerisourceBergen Corporation from November 2010 to July 2011

Age: 55  
Chairman of the Board since  
March 2016  
Director since May 2011  
Member of our Executive  
Committee

Executive Vice President and President of AmerisourceBergen Drug Corporation from September 2009 to November 2010

Executive Vice President and President of AmerisourceBergen Specialty Group from September 2007 to September 2009

Senior Vice President of AmerisourceBergen Corporation and President of AmerisourceBergen Specialty Group from August 2001 to September 2007

Mr. Collis has held a variety of other positions with AmerisourceBergen Corporation and its predecessors since 1994

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Member of the Board of International Federation of Pharmaceutical Wholesalers, Inc. and CEOs Against Cancer (PA Chapter)

Previously served as a Member of the Board of Thoratec Corporation from 2008 to 2015

***Key Attributes, Expertise, Experience and Skills:***

***Healthcare and Distribution Expertise:*** Has held various senior executive leadership positions with AmerisourceBergen Corporation and has extensive business and operating experience in wholesale pharmaceutical distribution and in-depth knowledge of the healthcare distribution and services market.

***Global Markets:*** Leads multinational company that has significantly expanded international operations.

***Governance and Risk Oversight:*** Serves as Chairman, President and Chief Executive Officer and director of AmerisourceBergen and previously served as director of Thoratec Corporation.

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**Principal Occupation, Business Experience and Directorships**

**DOUGLAS R. CONANT**

Founder and Chief Executive Officer of Conant Leadership, a firm dedicated to improving the quality of leadership in the 21st century

President and Chief Executive Officer and a member of the Board of Directors of Campbell Soup Company from January 2001 to July 2011

Age: 65  
Director since January 2013  
Member of our Compensation and Succession Planning Committee and our Governance and Nominating Committee

Served as Chairman of the Board of Directors of Avon Products, Inc. from April 2014 to March 2016

Served from 1992 to 2000 at Nabisco Foods Company in a series of senior leadership positions, including President of Nabisco Foods Company from 1995 to 2000

Member of the Board of the Center for Higher Ambition Leadership

***Key Attributes, Expertise, Experience and Skills:***

***Executive Leadership:*** Former Chief Executive Officer and director of Campbell Soup Company and held various senior leadership positions with Nabisco Foods Company.

***Global Markets:*** Has in-depth knowledge of international markets and global distribution operations.

***Governance and Risk Oversight:*** Former Chairman of the Board of Avon Products, Inc.

**Principal Occupation, Business Experience and Directorships**

**D. MARK DURCAN**

Chief Executive Officer and Director of Micron Technology, Inc. since February 2012

President and Chief Operating Officer of Micron Technology, Inc. from June 2007 to February 2012

Chief Operating Officer of Micron Technology, Inc. from February 2006 to June 2007

Chief Technology Officer of Micron Technology, Inc. from June 1997 to February 2006

Age: 55

Director since September 2015  
Member of our Audit and  
Corporate Responsibility  
Committee and our Finance  
Committee

Mr. Durcan has held various other positions with Micron Technology, Inc. and its subsidiaries since 1984 and has served as an officer since 1996

Mr. Durcan served as a director of MWI Veterinary Supply, Inc. from March 2014 until its acquisition by AmerisourceBergen in February 2015

Serves on the Semiconductor Industry Association Board and the Tech CEO Council

***Key Attributes, Expertise, Experience and Skills:***

***Financial Expertise:*** Brings substantial experience in the area of finance, executive leadership and strategic planning in his current role as Chief Executive Officer and former Chief Operating Officer of Micron Technology, Inc.

***Global Markets:*** Contributes deep understanding of global markets and extensive experience in managing global manufacturing, procurement, supply chain and quality control for a multinational corporation and, as former member of the board of MWI Veterinary Supply, Inc., has important insights into wholesale distribution of animal health products.

***Information Technology:*** Has unique and in-depth knowledge of technology and capability to drive technological innovation and trained as a chemical engineer.

***Risk Oversight:*** Serves as Chief Executive Officer and director of Micron Technology, Inc.





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**Principal Occupation, Business Experience and Directorships**

**RICHARD W. GOCHNAUER**

Chief Executive Officer of United Stationers Inc. from December 2002 until his retirement in May 2011

Chief Operating Officer of United Stationers Inc. from July 2002 to December 2002

Vice Chairman and President, International, and President and Chief Operating Officer of Golden State Foods Corporation from 1994 to 2002

Age: 67

Director since September 2008

Chair of our Finance Committee

and member of our Executive

Committee and Governance

and Nominating Committee

Member of the Board of UGI Corporation, Golden State Foods Corporation and Rush University Medical Center

Previously served as a director of Fieldstone Communities, Inc. from 2000 to 2008 and United Stationers Inc. from July 2002 to May 2011

Member of the Boards of Opportunity International and the Center for Higher Ambition Leadership

***Key Attributes, Expertise, Experience and Skills:***

***Distribution and Logistics:*** Provides strategic direction and valuable perspective on measures to drive operating growth and compete effectively in the distribution business gained through his management of diverse distribution businesses.

***Governance Experience:*** Serves as director of UGI Corporation and Golden State Foods Corporation and held senior executive leadership roles at United Stationers Inc. and Golden State Foods Corporation.

***Risk Oversight:*** Extensive experience overseeing the management of risk on an enterprise-wide basis.

**Principal Occupation, Business Experience and Directorships**

**LON R. GREENBERG**

Former Chairman of UGI Corporation's Board of Directors from 1996 until January 2016 and former director of UGI Utilities, Inc. and AmeriGas Propane, both UGI Corporation subsidiaries

Chief Executive Officer of UGI Corporation from 1995 until his retirement in April 2013

Age: 66  
Director since May 2013  
Member of our Audit and Corporate Responsibility Committee and our Finance Committee

Mr. Greenberg served in various leadership positions throughout his tenure with UGI Corporation

Member of the Boards of Aqua America, Inc. and Ameriprise Financial, Inc.

Member of the Board of Directors of the United Way of Greater Philadelphia and Southern New Jersey

Chairman of the Board of Directors of Temple University Health System

Member of the Board of Trustees of Temple University

Member of the Board of Directors of Fox Chase Cancer Center

Member of the Board of The Philadelphia Foundation

***Key Attributes, Expertise, Experience and Skills:***

***Financial Expertise:*** Brings financial literacy and sophistication acquired through various executive, legal and corporate roles, as well as membership on other NYSE listed companies.

***Global Markets:*** Has valuable business and executive management experience in distribution and global operations acquired as Chief Executive Officer of UGI Corporation.

**Healthcare Expertise:** Contributes experience and knowledge of the healthcare industry from his perspective as a director of healthcare organizations.

**Governance and Regulatory Experience:** Served as Chairman of the Board of UGI Corporation and director of subsidiaries of UGI Corporation, director of Aqua America, Inc. and Ameriprise Financial, Inc. and served as Chief Executive Officer of UGI Corporation.

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**Principal Occupation, Business Experience and Directorships**

**JANE E. HENNEY, M.D.**

Home Secretary, National Academy of Medicine, since April 1, 2014

Professor of Medicine, College of Medicine at the University of Cincinnati from January 2008 until December 2012

Age: 69

Lead Independent Director since March 2016

Director since January 2002

Chair of our Governance and Nominating Committee and a member of our Executive Committee and serves ex officio on the Audit and Corporate Responsibility Committee, the Compensation and Succession Planning Committee and the Finance Committee

Senior Vice President and Provost for Health Affairs at the University of Cincinnati from July 2003 to January 2008

Commissioner of Food and Drugs at the United States Food and Drug Administration from 1998 to 2001

Vice President for Health Sciences at the University of New Mexico from 1994 to 1998

Current director of CIGNA Corporation

Previously served as a director of AstraZeneca PLC from September 2001 to April 2011 and Cubist Pharmaceuticals, Inc. from March 2012 to January 2014

National Association of Corporate Directors (NACD) Board Leadership Fellow

Member of the Board of the China Medical Board and The Commonwealth Fund

***Key Attributes, Expertise, Experience and Skills:***

***Governance and Risk Oversight:*** Serves as director of Cigna Corporation, former director of AstraZeneca PLC and Cubist Pharmaceuticals, Inc., the Monnell Chemical Senses Center, and NACD Board Leadership Fellow.

***Healthcare Expertise:*** Provides in-depth knowledge and industry-specific perspective acquired through her experience as a medical oncologist, prominent government and academic posts, and tenure as director of pharmaceutical and insurance companies.

***Regulatory:*** As a former Commissioner of Food and Drugs and Home Secretary of the National Academy of Medicine, Dr. Henney has extensive insight into the health industry.

**Principal Occupation, Business Experience and Directorships**

**KATHLEEN W. HYLE**

Age: 58  
Director since May 2010  
Chair of our Audit and  
Corporate Responsibility  
Committee and a member of  
our Compensation and  
Succession Planning  
Committee and our Executive  
Committee