

## **CHARTER OF THE COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF PRIORITY HEALTHCARE CORPORATION**

### **Purpose**

The Compensation Committee of the Board of Directors of Priority Healthcare Corporation (the "Company") is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's directors and officers. The Compensation Committee has overall responsibility for approving and evaluating the director and officer compensation plans, policies and programs of the Company.

The Compensation Committee is also responsible for producing an annual report on executive compensation for inclusion in the Company's proxy statement, in accordance with applicable rules and regulations.

### **Committee Membership**

The Compensation Committee shall consist of at least three directors. Each of the members of the Compensation Committee shall meet the independence requirements of the Nasdaq Stock Market, shall be a "Non-Employee Director" as defined in Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and shall be an "Outside Director" as defined by the regulations under Section 162(m) of the Internal Revenue Code of 1986, as amended.

The members of the Compensation Committee and the Chair of the Compensation Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Compensation Committee members may be replaced by the Board.

### **Committee Authority and Responsibilities**

The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, Chief Executive Officer ("CEO") or other executive compensation and shall have sole authority to approve the consultant's fees and other retention terms. The Compensation Committee shall also have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.

The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation levels based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee will consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.

The Compensation Committee shall review and make recommendations to the Board with respect to incentive-compensation plans and equity-based plans. The Compensation Committee shall administer the Company's incentive stock plans, including making awards under such plans, and shall review all proposed new or amended employee benefit plans.

The Compensation Committee shall annually review and approve, for the CEO and the other executive officers of the Company, (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, and (d) any special or supplemental benefits.

The Compensation Committee shall approve and authorize the Company to enter into any employment agreements, severance arrangements, change in control agreements or provisions, or other compensation-related agreements, in each case as, when and if appropriate, with executive officers of the Company.

The Compensation Committee shall periodically review the Company's policies on perquisites.

The Compensation Committee shall approve the amount of any discretionary contribution to be made by the Company under its 401(k) Plan.

The Compensation Committee shall recommend to the Board the form and amount of director compensation. The Compensation Committee shall conduct an annual review of director compensation.

The Compensation Committee shall meet at least three times annually or more frequently as circumstances dictate. The Compensation Committee shall meet prior to the mailing of the proxy statement for the Company's annual meeting of shareholders for the purpose of approving the report of the Compensation Committee included in the proxy statement. In addition, the Compensation Committee shall meet with senior management on at least an annual basis.

The Compensation Committee may form and delegate authority to subcommittees when appropriate.

The Compensation Committee shall make regular reports to the Board.

The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

The Compensation Committee shall annually review its own performance.

