



## **Compensation and Succession Planning Committee Charter**

### **Membership**

The Compensation and Succession Planning 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 shall be independent as required under Securities and Exchange Commission and New York Stock Exchange ( “NYSE”) requirements and the Company’s Corporate Governance Principles. In addition, each member shall qualify as a “non-employee director” as such term is defined in Section 16 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), and the rules and regulations promulgated thereunder, or any successor provisions thereto. 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 purpose of the Committee is to recommend, establish, oversee and direct the Company’s executive compensation policies and programs and to approve compensation for the Chief Executive Officer (the “CEO”) and executive officers. In carrying out this purpose, the Committee will ensure that executive compensation supports and aligns with the Company’s values and objectives, business strategies, management initiatives, business financial performance and enhanced stockholder value. The Committee’s purpose also includes reviewing and making recommendations with respect to management development and succession planning for senior executives with the purpose of motivating, developing and retaining personnel with the requisite skills and abilities to enable the Company to achieve its business objectives.

### **Responsibilities**

The Committee’s responsibilities are to:

#### **Compensation Strategy, Implementation and Oversight Responsibilities**

1. Review annually and approve the Company’s executive compensation strategy to ensure that management is rewarded appropriately for its contributions to the Company’s achievement of its goals and objectives. In connection with this review, the Committee will identify and approve the Company’s peer group companies as a benchmark to evaluate how competitive the Company’s executive compensation program is and to establish appropriate targets, as well as levels and mix of compensation elements, for executive compensation.
2. Review and approve annually corporate goals and objectives for the CEO’s performance; evaluate the CEO’s performance in light of these goals and objectives; and, based on this evaluation, determine and approve the CEO’s compensation, including salary, bonus, equity and non-equity incentive compensation.
3. Annually evaluate the performance of the executive officers (other than the CEO) and, based on this evaluation, determine and approve the compensation of the executive officers, including salary, bonus, equity and non-equity incentive compensation.

4. Consider and approve any compensation practices related to environmental, social and governance (“ESG”), including diversity, equity and inclusion. In so doing, the Committee shall coordinate with the Governance, Sustainability and Corporate Responsibility Committee, as appropriate.
5. Approve or recommend employment agreements and severance agreements for the CEO and other executive officers.
6. Review the Company’s compensation, equity and cash incentive compensation programs and practices for management to ensure that they align with stockholder interests and satisfy the Company’s overall performance objectives and risk management and risk mitigation policies. This includes determining that incentives do not encourage excessive risk-taking in business decisions.
7. Administer, monitor and review the Company’s clawback policies and the clawback, recoupment and forfeiture provisions contained in the Company’s equity and cash incentive compensation programs.
8. Review equity-based incentive compensation plans and recommend new equity-based incentive compensation plans for Board approval, ensuring that the plans are consistent with stockholder interests and provide a competitive incentive plan for key employees and, if required by applicable rules, that stockholder approval for any such plan is obtained.
9. Establish guidelines for the administration of incentive compensation plans; exercise discretion to adjust compensation upward or downward; award grants under the plans; and monitor the effectiveness of such plans and awards thereunder.
10. Implement and review the stock ownership guidelines for the CEO and other executive officers.
11. Review and approve personal benefits provided to the Company’s executive officers, including air travel and security.
12. Review and make investment decisions relating to the Company’s retirement plans and recommend changes to, and oversee the administration of, the Company’s retirement plans and employee benefit plans or, to the extent delegated by the Committee, monitor the activities of any internal committee charged with or delegated this responsibility.
13. Assess at least annually risks related to the Company’s compensation programs affecting all employees.

#### Management Development and Succession Planning

14. Meet with management at least annually to review and make recommendations relating to succession planning for the CEO and review development plans for those individuals identified as potential successors to the CEO.
15. Meet with management at least annually to review and make recommendations relating to talent management and succession planning for key executive officers other than the CEO, including the identification of high potential performers.
16. On an annual basis, review with the Board the succession plan for the CEO, including in the event of an emergency.

## Compensation Disclosure Responsibilities

17. Review and discuss with management the Compensation Discussion and Analysis (“CD&A”) and the related tabular and other disclosures about executive compensation that are required to be included in the Company’s proxy statement for its annual meeting of stockholders (the “Annual Proxy Statement”) and/or Annual Report on Form 10-K; and recommend to the Board whether the CD&A should be included in the Company’s Annual Proxy Statement and/or Annual Report on Form 10-K.
18. Prepare a report of the Committee as required by applicable law to be included in the Company’s Annual Proxy Statement and/or Annual Report on Form-10-K.
19. Oversee the Company’s submissions to stockholders on executive compensation matters, including providing voting recommendations for any such submissions, and consider whether to take action in response to the results of any stockholder advisory vote on executive compensation or the frequency of such votes.

## Compensation Consultant and Adviser Responsibilities

20. Conduct an independence assessment with respect to any compensation consultant, legal counsel or other adviser that provides advice to the Committee, other than in-house legal counsel, taking into consideration all factors relevant to that person’s independence from management, including the factors required to be considered under the NYSE’s listing requirements.
21. Review and approve the Company’s disclosure to stockholders in the Company’s Annual Proxy Statement and/or Annual Report on Form 10-K regarding any conflict of interest raised by the work of a compensation consultant in accordance with rules and regulations of the Securities and Exchange Commission.

## General

22. Perform such other activities and consider such other matters as the Committee or the Board deems necessary or appropriate.

## 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 sole authority to retain any compensation consultant, independent legal counsel or other adviser as the Committee may deem appropriate in its sole discretion and to approve the compensation and retention of and to oversee the work of any such compensation consultant, independent legal counsel or other adviser. The Committee shall ensure that any compensation consultant (including such consultant’s affiliates) retained by the Committee to assist in the evaluation of the compensation of the CEO or any other executive officer has not received, and will not receive, during any such fiscal year any payment from the Company for the performance of any other services for the Company, excluding payment for services rendered to the Board or another Board committee.

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

*Adopted by the Board on October 29, 2003.  
Last amended by the Board on November 9, 2023.*