

Walgreens Boots Alliance, Inc.
Compensation Committee Charter

Purpose

The Board of Directors (the “Board”) of Walgreens Boots Alliance, Inc. (the “Company”) has established the Compensation Committee (the “Committee”) to discharge the Board’s responsibility relating to (1) the establishment, maintenance and administration of compensation and benefit policies and programs designed to attract, motivate and retain personnel with the requisite skills and abilities to enable the Company to achieve its business objectives; (2) the compensation of the Company’s Chief Executive Officer (“CEO”) and the Company’s other senior executive officers (which term includes the Company’s “executive officers” as defined by Rule 3b-7 under the Securities Exchange Act of 1934, as amended (the “Exchange Act”) and the Company’s “officers” as defined by Rule 16a-1(f) under the Exchange Act); (3) ensuring that succession planning takes place for the CEO and other senior management positions; and (4) compliance with the compensation rules, regulations and guidelines promulgated by The Nasdaq Stock Market (“NASDAQ”), the Securities and Exchange Commission (the “SEC”) and other authorities, as applicable.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

Composition

The Committee will consist of no fewer than three directors. Each member of the Committee must meet the independence requirements of NASDAQ (including the additional factors relevant to the determination of independence of members of compensation committees). Each member of the Committee must also qualify as an “outside” director within the meaning of Internal Revenue Code Section 162(m) and as a “non-employee” director within the meaning of Rule 16b-3 under the Exchange Act. Determinations of whether a particular director satisfies the requirements for membership on the Committee will be made by the Board.

The members of the Committee are appointed by the Board upon recommendation of the Nominating and Governance Committee, and serve at the discretion of the Board. One member of the Committee will be appointed by the Board as Chair, upon recommendation of the Nominating and Governance Committee. The Board may remove Committee members, with or without cause, upon the recommendation of the Nominating and Governance Committee. Any action duly taken by the Committee shall be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Authority and Delegation

In fulfilling its responsibilities, the Committee may, on its own initiative and in its sole discretion, retain or obtain the advice of compensation consultants, legal counsel and other advisors (collectively, “Advisors”), who may, but need not be, independent. The Committee will be directly responsible for appointing, compensating and overseeing the work of the Advisors, and shall receive appropriate

funding from the Company, as determined by the Committee, for payment of reasonable compensation to such Advisors. In exercising this authority to select or receive advice from an Advisor, the Committee will take such Advisor's independence into consideration in accordance with the applicable stock exchange listing standards and legal requirements.

The Committee may also delegate to one or more subcommittees such duties as the Committee deems necessary and appropriate.

Meetings

The Committee shall meet at least quarterly, and may hold such additional meetings as the Committee or the Committee Chair deems necessary. Notice of all Committee meetings will be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board.

A majority of the members, present in person, by phone, or via other electronic media, will constitute a quorum. A majority of the members present at a duly constituted meeting may decide any question brought before the Committee. The Committee may act by written consent to the extent permitted by and in accordance with the by-laws of the Company.

The Committee may request that members of management, the Secretary of the Company, any advisors retained by the Committee, or any other person whose presence the Committee believes to be desirable or appropriate be present at its meetings; provided that the Committee shall hold executive sessions at least once per year at which no members of management may be present.

Minutes

The Secretary of the Company or the Chair's designate will prepare the minutes of the Committee's meetings. Minutes will be distributed to Committee members and to the Company's directors who are not Committee members. The Secretary of the Company will maintain copies of all minutes as permanent records.

Specific Duties

Acting in a manner that is consistent with the purpose and authority described above, the Committee will perform such specific duties as it deems appropriate. The following responsibilities are set forth as a guide to the Committee with the understanding that the Committee may alter or supplement them consistent with its authority outlined under the heading "Purpose" above.

The Committee shall:

1. Review and approve the Company's executive compensation philosophy, strategy, principles and levels.
2. Develop market-comparable total compensation that enables the Company to attract and retain talented executives and to reward outstanding performance in a manner that is designed to lead to long-term enhancement of shareholder value. In so doing, the Committee will determine which companies to use for the purpose of benchmarking compensation or for the determination of "comparable companies". In determining actual compensation levels, the

Committee must consider all elements of the program in total rather than any one element in isolation.

3. Review and approve, on an annual basis, the corporate goals and objectives relevant to the compensation of the CEO. The Committee must evaluate at least once a year the CEO's performance in light of these established goals and objectives and, taking into account these evaluations, set the CEO's annual compensation, including salary, bonus, fees, benefits, incentive compensation, equity compensation and perquisites. In determining the long-term incentive component of the CEO's compensation, the Committee will consider relevant factors, such as Company performance and shareholder return, past awards and similar awards at comparable companies. The CEO may not be present during voting or deliberations on his or her compensation. The Committee shall report such evaluation to the Chairman of the Board and the full Board.
4. Review and approve, on an annual basis, the evaluation process and compensation structure for the Company's senior executives other than the CEO. The Committee must oversee the performance evaluation process for the Company's senior executives and approve the compensation of such senior executives, including salary, bonus, fees, benefits, incentive compensation, equity compensation and perquisites. The Committee will certify the attainment of goals for performance-based compensation for such senior executives.
5. Review and approve any employment agreement, consulting agreement or severance arrangement, including any change in control arrangement, between the Company and any of the Company's senior executives.
6. Review and oversee the administration of the Company's executive benefit plans and recommend changes in such plans to the Board as needed. In carrying out these responsibilities, the Committee will periodically review and make recommendations to the Board with respect to the adoption and approval of, or amendments to, all equity-based plans and arrangements, the shares and amounts reserved thereunder, and submission thereof to shareholders for approval. The Committee will also periodically review and make recommendations to the Board with respect to the adoption and approval of, and amendments to, all cash-based incentive plans for senior executives.
7. Review with management and make recommendations to the Board regarding changes to other Company employee retirement and equity-based benefit plans.
8. Review, at least annually, the Company's compensation programs for the purpose of assessing whether risks arising from the design and implementation of those programs are reasonably likely to have a material adverse effect on the Company, such as the extent to which such programs encourage excessive or inappropriate risk-taking or earnings manipulation.
9. Review, on an annual basis, executive succession plans (which will include considerations of diversity) with management and report findings and recommendations to the Board.
10. Receive periodic reports on the Company's compensation programs as they affect all employees.

11. Review all elements of non-employee director compensation, including expense reimbursement policies, and make recommendations to the Board regarding any changes.
12. Monitor the Company's compliance with the requirements under the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers, and with all other applicable laws affecting employee compensation and benefits.
13. Review and discuss the Compensation Discussion and Analysis ("CD&A") required to be included in the Company's proxy statement and Annual Report on Form 10-K by the rules and regulations promulgated by the SEC with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
14. Annually produce the Compensation Committee Report for inclusion in the Company's proxy statement in compliance with the rules and regulations promulgated by the SEC.
15. Establish, monitor and enforce share ownership requirements for senior executives.
16. Establish, approve and oversee the application of the Company's recoupment policy.
17. As directed by the Chairman of the Board, review any compensation-related stockholder proposals and results of stockholder advisory votes and recommend to the Board how to respond to such proposals and advisory votes.
18. The Chair of the Committee shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.
19. At least annually, evaluate the Committee's performance and report to the Board regarding the Committee's self-evaluation.
20. At least annually, review this Charter and recommend any proposed changes to the Board for approval.
21. Perform such other duties and responsibilities as may be assigned to the Committee by applicable law or regulation (whether in a domestic or foreign jurisdiction), under the provisions of any compensation or benefit plan maintained by the Company, by the Company's by-laws, or by the Board.

Last Updated: 26 January 2017