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

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED December 31, 2023

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

FOR THE TRANSITION PERIOD FROM _____ TO _____

Commission file number 1-16671



CENCORA, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

23-3079390

(I.R.S. Employer
Identification No.)

1 West First Avenue

Conshohocken, PA

19428-1800

(Address of principal executive offices)

(Zip Code)

(610) 727-7000

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Trading Symbol(s)

Name of exchange on which registered

Common stock, par value \$0.01 per share

COR

New York Stock Exchange

(NYSE)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company (as defined in Rule 12b-2 of the Exchange Act).

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of shares of common stock of Cencora, Inc. outstanding as of January 29, 2024 was 199,481,993.

CENCORA, INC.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This Quarterly Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended (the "Securities Exchange Act"). These forward-looking statements include, without limitation, statements regarding our financial position, business strategy and the plans and objectives of management for our future operations; anticipated trends and prospects in the industries in which our business operates; and new products, services and related strategies. These statements constitute projections, forecasts and forward-looking statements, and are not guarantees of performance. Such statements can be identified by the fact that they do not relate strictly to historical or current facts. When used in this Annual Report on Form 10-K, words such as "aim," "anticipate," "believe," "can," "continue," "could," "estimate," "expect," "intend," "might," "on track," "opportunity," "plan," "possible," "potential," "predict," "project," "seek," "should," "strive," "sustain," "synergy," "target," "will," "would" and similar expressions are intended to identify forward-looking statements, but the absence of these words does not mean that a statement is not forward-looking. These statements are based on management's current expectations and beliefs and are subject to uncertainty and changes in circumstances and speak only as of the date hereof. Although we believe that the assumptions underlying the forward-looking statements are reasonable, we can give no assurance that our expectations will be attained. Factors that could have a material adverse effect on our financial condition, liquidity, results of operations or future prospects or which could cause actual results to differ materially from our expectations include, but are not limited to:

- our ability to achieve and maintain profitability in the future;
- the disruption of our cash flow and ability to return value to our stockholders in accordance with our past practices;
- our ability to respond to general economic conditions, including financial market volatility and disruption, elevated levels of inflation, and declining economic conditions in the United States and abroad;
- our ability to manage our growth and related expectations effectively;
- the retention of key customer or supplier relationships under less favorable economics or the adverse resolution of any contract or other dispute with customers or suppliers;
- changes to customer or supplier mix and payment terms;
- risks associated with our strategic, long-term relationship with WBA, including with respect to the pharmaceutical distribution agreement and/or the global generic purchasing services arrangement, and WBA sales or pledges of, or related activity for, our common stock;
- the acquisitions of or investments in businesses, including the acquisitions of the Alliance Healthcare and PharmaLex, and the investment in OneOncology, that do not perform as expected, fail to achieve expected or targeted future financial and operating performance and results, or that are difficult to integrate, or the inability to capture all of the anticipated synergies related thereto or to capture the anticipated synergies within the expected time period;
- our ability to manage and complete divestitures;
- managing foreign expansion, including non-compliance with the U.S. Foreign Corrupt Practices Act, anti-bribery laws, economic sanctions and import laws and regulations;
- risks associated with our international operations, including financial and other impacts of macroeconomic and geopolitical trends and events, including the conflicts in Ukraine and between Israel and Hamas and related regional and global ramifications;
- interest rate and foreign currency exchange rate fluctuations;
- risks and costs associated with maintaining adequate insurance coverages;
- our ability to attract, recruit and maintain qualified and experienced employees;
- the impact on our business of the regulatory environment and complexities with compliance;
- unfavorable trends in brand and generic pharmaceutical pricing, including in rate or frequency of price inflation or deflation;
- changes in the United States healthcare and regulatory environment, including changes that could impact prescription drug reimbursement under Medicare and Medicaid and declining reimbursement rates for pharmaceuticals;
- competition and industry consolidation of both customers and suppliers resulting in increasing pressure to reduce prices for our products and services;
- the loss, bankruptcy or insolvency of a major supplier, or substantial defaults in payment, material reduction in purchases by or the loss, bankruptcy or insolvency of a major customer;
- our stock price and our ability to access capital markets;
- increasing governmental regulations regarding the pharmaceutical supply chain;
- continued federal and state government enforcement initiatives to detect and prevent suspicious orders of controlled substances and the diversion of controlled substances;
- continued prosecution or suit by federal and state governmental entities and other parties (including third-party payors, hospitals, hospital groups and individuals) of alleged violations of laws and regulations regarding controlled substances, and any related disputes, including shareholder derivative lawsuits;

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- increased federal scrutiny and litigation, including qui tam litigation, for alleged violations of laws and regulations governing the marketing, sale, purchase and/or dispensing of pharmaceutical products or services, and associated reserves and costs;
- the outcome of any legal or governmental proceedings that may be instituted against us, including material adverse resolution of pending legal proceedings;
- changes in tax laws or legislative initiatives that could adversely affect the Company's tax positions and/or the Company's tax liabilities or adverse resolution of challenges to the Company's tax positions;
- malfunction, failure, or breach of sophisticated information systems to operate as designed, and risks generally associated with cybersecurity;
- risks generally associated with data privacy regulation and the protection and international transfer of personal data;
- our ability to protect our reputation and intellectual property rights;
- natural disasters or other unexpected events, such as pandemics, that affect the Company's operations;
- the impairment of goodwill or other intangible assets (including any additional impairments with respect to foreign operations), resulting in a charge to earnings; and
- other economic, business, competitive, legal, tax, regulatory and/or operational factors affecting the Company's business generally.

These forward-looking statements are based on information available as of the date of this Quarterly Report on Form 10-Q and current expectations, forecasts and assumptions, and involve a number of judgments, risks and uncertainties. Accordingly, forward-looking statements should not be relied upon as representing our views as of any subsequent date, and we do not undertake any obligation to update forward-looking statements to reflect events or circumstances after the date they were made, whether as a result of new information, future events or otherwise, except as may be required under applicable securities laws.

As a result of a number of known and unknown risks and uncertainties, our actual results or performance may be materially different from those expressed or implied by these forward-looking statements. You should not place undue reliance on these forward-looking statements.

PART I. FINANCIAL INFORMATION
ITEM I. Financial Statements (Unaudited)
CENCORA, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share data)	December 31, 2023	September 30, 2023		
	(Unaudited)			
ASSETS				
Current assets:				
Cash and cash equivalents	\$ 2,872,351	\$ 2,592,051		
Accounts receivable, less allowances for returns and credit losses: \$ 1,371,439 as of December 31, 2023 and \$ 1,433,396 as of September 30, 2023	21,576,594	20,911,081		
Inventories	18,652,240	17,454,768		
Right to recover assets	1,242,978	1,314,857		
Income tax receivable	21,591	77,120		
Prepaid expenses and other	492,977	448,949		
Total current assets	44,858,731	42,798,826		
Property and equipment, net	2,117,283	2,135,171		
Goodwill	9,660,542	9,574,117		
Other intangible assets	4,376,431	4,431,783		
Deferred income taxes	218,325	200,667		
Other assets	3,458,985	3,418,182		
TOTAL ASSETS	\$ 64,690,297	\$ 62,558,746		
LIABILITIES AND STOCKHOLDERS' EQUITY				
Current liabilities:				
Accounts payable	\$ 47,743,474	\$ 45,836,037		
Accrued expenses and other	2,437,219	2,353,817		
Short-term debt	592,779	641,344		
Total current liabilities	50,773,472	48,831,198		
Long-term debt	4,185,944	4,146,113		
Accrued income taxes	335,293	310,676		
Deferred income taxes	1,690,785	1,657,944		
Accrued litigation liability	4,731,945	5,061,795		
Other liabilities	1,911,602	1,884,733		
Commitments and contingencies (Note 10)				
Stockholders' equity:				
Common stock, \$ 0.01 par value - authorized, issued, and outstanding: 600,000,000 shares, 295,746,891 shares, and 199,461,864 shares as of December 31, 2023, respectively, and 600,000,000 shares, 294,822,962 shares, and 200,814,804 shares as of September 30, 2023, respectively	2,957	2,948		
Additional paid-in capital	5,917,058	5,844,578		
Retained earnings	4,819,997	4,324,187		
Accumulated other comprehensive loss	(1,136,485)	(1,402,607)		
Treasury stock, at cost: 96,285,027 shares as of December 31, 2023 and 94,008,158 shares as of September 30, 2023	(8,691,824)	(8,247,103)		
Total Cencora, Inc. stockholders' equity	911,703	522,003		
Noncontrolling interests	149,553	144,284		
Total stockholders' equity	1,061,256	666,287		
TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY	\$ 64,690,297	\$ 62,558,746		

See notes to consolidated financial statements.

CENCORA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
(Unaudited)

	Three months ended December 31,	
	2023	2022
(in thousands, except per share data)		
Revenue	\$ 72,252,833	\$ 62,846,832
Cost of goods sold	69,784,021	60,700,879
Gross profit	2,468,812	2,145,953
Operating expenses:		
Distribution, selling, and administrative	1,398,747	1,290,928
Depreciation	104,178	99,542
Amortization	166,425	72,398
Litigation and opioid-related (credit) expenses	(78,917)	12,706
Acquisition-related deal and integration expenses	21,063	20,996
Restructuring and other expenses	34,441	16,240
Operating income	822,875	633,143
Other income, net	(1,087)	(6,328)
Interest expense, net	40,564	46,016
Income before income taxes	783,398	593,455
Income tax expense	180,390	117,285
Net income	603,008	476,170
Net (income) loss attributable to noncontrolling interests	(1,508)	3,575
Net income attributable to Cencora, Inc.	<u>\$ 601,500</u>	<u>\$ 479,745</u>
Earnings per share:		
Basic	\$ 3.01	\$ 2.35
Diluted	\$ 2.98	\$ 2.33
Weighted average common shares outstanding:		
Basic	200,081	204,032
Diluted	201,837	206,327
Cash dividends declared per share of common stock	\$ 0.510	\$ 0.485

See notes to consolidated financial statements.

CENCORA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
(Unaudited)

(in thousands)	Three months ended December 31,	
	2023	2022
Net income	\$ 603,008	\$ 476,170
Other comprehensive income		
Foreign currency translation adjustments	271,522	396,074
Other, net	(88)	(2,709)
Total other comprehensive income	271,434	393,365
Total comprehensive income	874,442	869,535
Comprehensive (income) loss attributable to noncontrolling interests	(6,820)	29,262
Comprehensive income attributable to Cencora, Inc.	\$ 867,622	\$ 898,797

See notes to consolidated financial statements.

CENCORA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CHANGES IN STOCKHOLDERS' EQUITY
(Unaudited)

(in thousands, except per share data)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Noncontrolling Interests	Total
September 30, 2023	\$ 2,948	\$ 5,844,578	\$ 4,324,187	\$ (1,402,607)	\$ (8,247,103)	\$ 144,284	\$ 666,287
Net income	—	—	601,500	—	—	1,508	603,008
Other comprehensive income	—	—	—	266,122	—	5,312	271,434
Cash dividends, \$ 0.510 per share	—	—	(105,690)	—	—	—	(105,690)
Exercises of stock options	1	10,925	—	—	—	—	10,926
Share-based compensation expense	—	63,076	—	—	—	—	63,076
Purchases of common stock	—	—	—	—	(388,473)	—	(388,473)
Employee tax withholdings related to restricted share vesting	—	—	—	—	(56,248)	—	(56,248)
Other, net	8	(1,521)	—	—	—	(1,551)	(3,064)
December 31, 2023	\$ 2,957	\$ 5,917,058	\$ 4,819,997	\$ (1,136,485)	\$ (8,691,824)	\$ 149,553	\$ 1,061,256

(in thousands, except per share data)	Common Stock	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Treasury Stock	Noncontrolling Interests	Total
September 30, 2022	\$ 2,927	\$ 5,658,733	\$ 2,977,646	\$ (1,830,970)	\$ (7,019,895)	\$ 282,832	\$ 71,273
Net income (loss)	—	—	479,745	—	—	(3,575)	476,170
Other comprehensive income (loss)	—	—	—	419,052	—	(25,687)	393,365
Cash dividends, \$ 0.485 per share	—	—	(99,713)	—	—	—	(99,713)
Exercises of stock options	3	21,860	—	—	—	—	21,863
Share-based compensation expense	—	55,633	—	—	—	—	55,633
Purchases of common stock	—	—	—	—	(778,827)	—	(778,827)
Employee tax withholdings related to restricted share vesting	—	—	—	—	(65,217)	—	(65,217)
Other, net	12	880	—	—	—	(1,880)	(988)
December 31, 2022	\$ 2,942	\$ 5,737,106	\$ 3,357,678	\$ (1,411,918)	\$ (7,863,939)	\$ 251,690	\$ 73,559

See notes to consolidated financial statements.

CENCORA, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(Uaudited)

(in thousands)	Three months ended December 31,	
	2023	2022
OPERATING ACTIVITIES		
Net income		
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation, including amounts charged to cost of goods sold	110,109	100,332
Amortization, including amounts charged to interest expense	168,336	75,080
Provision (benefit) for credit losses	15,798	(1,486)
Provision (benefit) for deferred income taxes	3,430	(12,326)
Share-based compensation expense	63,076	55,633
LIFO (credit) expense	(48,445)	25,050
Turkey highly inflationary impact	16,919	3,986
Loss on remeasurement of equity investment	10,201	—
Other, net	(2,910)	(3,322)
Changes in operating assets and liabilities, excluding the effects of acquisitions:		
Accounts receivable	(504,086)	(59,872)
Inventories	(1,095,530)	(1,178,035)
Income taxes receivable	55,529	87,394
Prepaid expenses and other assets	16,296	(7,421)
Accounts payable	1,765,103	1,381,079
Accrued expenses	(238,967)	(233,640)
Income taxes payable and other liabilities	39,464	521
Long-term accrued litigation liability	(92,174)	937
NET CASH PROVIDED BY OPERATING ACTIVITIES	885,157	710,080
INVESTING ACTIVITIES		
Capital expenditures	(74,217)	(75,727)
Prefunded business acquisition	—	(1,438,124)
Other, net	8,417	2,693
NET CASH USED IN INVESTING ACTIVITIES	(65,800)	(1,511,158)
FINANCING ACTIVITIES		
Loan borrowings	90,068	54,960
Loan repayments	(83,638)	(52,756)
Borrowings under revolving and securitization credit facilities	11,171,677	1,882,229
Repayments under revolving and securitization credit facilities	(11,188,576)	(1,894,951)
Purchases of common stock	(385,533)	(807,214)
Exercises of stock options	10,926	21,863
Cash dividends on common stock	(105,690)	(99,713)
Employee tax withholdings related to restricted share vesting	(56,248)	(65,217)
Other, net	(4,655)	(3,145)
NET CASH USED IN FINANCING ACTIVITIES	(551,669)	(963,944)
EFFECT OF EXCHANGE RATE CHANGES ON CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	15,544	84,140
INCREASE (DECREASE) IN CASH, CASH EQUIVALENTS, AND RESTRICTED CASH	283,232	(1,680,882)
Cash, cash equivalents, and restricted cash at beginning of period	2,752,889	3,593,539
CASH, CASH EQUIVALENTS, AND RESTRICTED CASH AT END OF PERIOD	\$ 3,036,121	\$ 1,912,657

See notes to consolidated financial statements.

CENCORA, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
(Unaudited)

Note 1. Summary of Significant Accounting Policies***Basis of Presentation***

The accompanying financial statements present the consolidated financial position, results of operations, and cash flows of Cencora, Inc. and its subsidiaries, including less-than-wholly-owned subsidiaries in which Cencora, Inc. has a controlling financial interest (the "Company"), as of the dates and for the periods indicated. All significant intercompany accounts and transactions have been eliminated in consolidation.

The accompanying unaudited consolidated financial statements have been prepared in conformity with U.S. generally accepted accounting principles ("GAAP") for interim financial information and in accordance with the instructions to Form 10-Q, and Rule 10-01 of Regulation S-X. In the opinion of management, all adjustments (consisting only of normal recurring accruals, except as otherwise disclosed herein) considered necessary to present fairly the financial position as of December 31, 2023 and the results of operations and cash flows for the interim periods ended December 31, 2023 and 2022 have been included. Certain information and disclosures normally included in financial statements presented in accordance with U.S. GAAP, but which are not required for interim reporting purposes, have been omitted. The accompanying unaudited consolidated financial statements should be read in conjunction with the financial statements and notes thereto included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2023.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Actual amounts could differ from these estimated amounts. Certain reclassifications have been made to prior-period amounts in order to conform to the current year presentation.

Restricted Cash

The Company is required to maintain certain cash deposits with banks mainly consisting of deposits restricted under contractual agency agreements and cash restricted by law and other obligations.

The following represents a reconciliation of cash and cash equivalents in the Consolidated Balance Sheets to cash, cash equivalents, and restricted cash used in the Consolidated Statements of Cash Flows:

(amounts in thousands)	December 31, 2023	September 30, 2023	December 31, 2022	September 30, 2022
	(unaudited)	(unaudited)	(unaudited)	(unaudited)
Cash and cash equivalents	\$ 2,872,351	\$ 2,592,051	\$ 1,692,205	\$ 3,388,189
Restricted cash (included in Prepaid Expenses and Other)	99,796	97,722	159,599	144,980
Restricted cash (included in Other Assets)	63,974	63,116	60,853	60,370
Cash, cash equivalents, and restricted cash	\$ 3,036,121	\$ 2,752,889	\$ 1,912,657	\$ 3,593,539

Recently Adopted Accounting Pronouncements

As of December 31, 2023, there were no recently-adopted accounting standards that had a material impact on the Company's financial position, results of operations, cash flows, or notes to the financial statements upon their adoption.

Recently Issued Accounting Pronouncements Not Yet Adopted

In November 2023, the Financial Accounting Standards Board ("FASB") issued ASU No. 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures ("ASU 2023-07")." ASU 2023-07 requires public entities to disclose significant segment expenses on an annual and interim basis and to provide in interim periods all disclosures about a reportable segment's profit or loss that are currently required annually. ASU 2023-07 is effective for annual periods beginning after December 15, 2023 and interim periods beginning after December 15, 2024. Early adoption is permitted. The guidance should be applied retrospectively to all periods presented in the financial statements. The Company is currently evaluating the impact of adopting this new accounting guidance.

In December 2023, the FASB issued ASU No. 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures ("ASU 2023-09")." ASU 2023-09 requires entities to provide additional information in their tax rate reconciliation and additional disclosures about income taxes paid by jurisdiction. ASU 2023-09 is effective for annual reporting periods beginning after December 15, 2024, with early adoption permitted. The guidance should be applied prospectively, but entities have the option to apply it retrospectively for each period presented. The Company is currently evaluating the impact of adopting this new accounting guidance.

Note 2. Acquisition

PharmaLex Acquisition

The Company acquired and assumed control of PharmaLex Holding GmbH ("PharmaLex") effective January 1, 2023 for \$ 1.473 billion, subject to customary adjustments, including a \$ 29.3 million cash holdback. PharmaLex is a leading provider of specialized services for the life sciences industry. PharmaLex's services include regulatory affairs, development consulting and scientific affairs, pharmacovigilance, and quality management and compliance. PharmaLex is headquartered in Germany and operates in over 30 countries. The acquisition advances the Company's role as a partner of choice for biopharmaceutical partners across the pharmaceutical development and commercialization journey. PharmaLex is a component of the Company's International Healthcare Solutions reportable segment.

The Company completed the purchase price allocations as of December 31, 2023. The purchase price was allocated to the underlying assets acquired, including \$ 37.4 million of cash and cash equivalents, and liabilities assumed based upon their estimated fair values as of the date of the acquisition.

The purchase price exceeded the estimated fair value of the net tangible and intangible assets acquired by \$ 1,010.2 million, which was allocated to goodwill. Goodwill resulting from this acquisition is not deductible for income tax purposes.

The estimated fair value of the intangible assets acquired of \$ 558.9 million, and the estimated useful lives are as follows:

(in thousands, except useful lives)	Fair Value	Useful Lives
Customer relationships	\$ 522,634	12
Trade names	30,931	5
Software technology	5,333	6
Total	\$ 558,898	

The Company established an estimated deferred tax liability of \$ 146.0 million primarily in connection with the intangible assets acquired.

Note 3. Variable Interest Entity

The Company has substantial governance rights over Profarma Distribuidora de Produtos Farmacêuticos S.A. ("Profarma"), which allow it to direct the activities that significantly impact Profarma's economic performance. As such, the Company consolidates the operating results of Profarma in its consolidated financial statements. The Company is not obligated to provide future financial support to Profarma.

The following assets and liabilities of Profarma are included in the Company's Consolidated Balance Sheets:

(in thousands)	December 31, 2023	September 30, 2023
Cash and cash equivalents	\$ 23,603	\$ 33,256
Accounts receivables, net	254,013	253,419
Inventories	236,911	255,801
Prepaid expenses and other	68,481	63,327
Property and equipment, net	47,781	42,759
Other intangible assets	61,320	62,384
Other long-term assets	79,133	77,889
Total assets	\$ 771,242	\$ 788,835
Accounts payable	\$ 262,178	\$ 300,875
Accrued expenses and other	61,905	56,280
Short-term debt	45,460	73,650
Long-term debt	113,029	74,132
Deferred income taxes	20,630	22,701
Other long-term liabilities	55,595	54,691
Total liabilities	\$ 558,797	\$ 582,329

Profarma's assets can only be used to settle its obligations, and its creditors do not have recourse to the general credit of the Company.

Note 4. Income Taxes

The Company files income tax returns in U.S. federal, state, and various foreign jurisdictions. As of December 31, 2023, the Company had unrecognized tax benefits, defined as the aggregate tax effect of differences between tax return positions and the benefits recognized in the Company's financial statements, of \$ 564.9 million (\$ 491.1 million, net of federal benefit). If recognized, \$ 475.8 million of these tax benefits would have reduced income tax expense and the effective tax rate. Included in this amount is \$ 28.8 million of interest and penalties, which the Company records in Income Tax Expense in the Company's Consolidated Statements of Operations. In the three months ended December 31, 2023, unrecognized tax benefits increased by \$ 13.0 million. Over the next 12 months, tax authority audit resolutions and the expiration of statutes of limitations are not expected to materially impact unrecognized tax benefits.

The Company's effective tax rates were 23.0 % and 19.8 % for the three months ended December 31, 2023 and 2022, respectively. The effective tax rate for the three months ended December 31, 2023 was higher than the U.S. statutory rate primarily due to U.S. state income taxes and a discrete tax expense, offset in part by the benefit of non-U.S. income taxed at rates lower than the U.S. statutory rate, as well as tax benefits associated with the vesting of restricted stock units and stock option exercises. The effective tax rate for the three months ended December 31, 2022 was lower than the U.S. statutory rate primarily due to the benefit of non-U.S. income taxed at rates lower than the U.S. statutory rate, as well as tax benefits associated with the vesting of restricted stock units and stock option exercises, offset in part by U.S. state income taxes.

Note 5. Goodwill and Other Intangible Assets

The following is a summary of the changes in the carrying value of goodwill, by reportable segment, for the three months ended December 31, 2023:

(in thousands)	U. S. Healthcare Solutions		International Healthcare Solutions		Total
	U. S. Healthcare Solutions	International Healthcare Solutions	U. S. Healthcare Solutions	International Healthcare Solutions	
Goodwill as of September 30, 2023	\$ 6,282,417	\$ 3,291,700	\$ 9,574,117		
Purchase accounting adjustments	—	(12,904)	(12,904)		
Foreign currency translation	1,741	97,588	99,329		
Goodwill as of December 31, 2023	\$ 6,284,158	\$ 3,376,384	\$ 9,660,542		

The following is a summary of other intangible assets:

(in thousands)	December 31, 2023				September 30, 2023			
	Weighted Average Remaining Useful Life	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	Gross Carrying Amount	Accumulated Amortization	Net Carrying Amount	
Indefinite-lived trade names	\$ 17,000	\$ —	\$ 17,000	\$ 17,000	\$ 17,000	\$ —	\$ 17,000	
Finite-lived:								
Customer relationships	14 years	4,963,373	(1,301,747)	3,661,626	4,845,091	(1,213,200)	3,631,891	
Trade names and other	4 years	1,239,785	(541,980)	697,805	1,224,795	(441,903)	782,892	
Total other intangible assets	\$ 6,220,158	\$ (1,843,727)	\$ 4,376,431	\$ 6,086,886	\$ (1,655,103)	\$ 4,431,783		

Amortization expense for finite-lived intangible assets was \$ 166.4 million and \$ 72.4 million in the three months ended December 31, 2023 and 2022, respectively. Amortization expense for finite-lived intangible assets is estimated to be \$ 675.8 million in fiscal 2024, \$ 516.1 million in fiscal 2025, \$ 356.4 million in fiscal 2026, \$ 298.9 million in fiscal 2027, \$ 288.4 million in fiscal 2028, and \$ 2,390.2 million thereafter.

Note 6. Debt

Debt consisted of the following:

(in thousands)	December 31, 2023	September 30, 2023
Multi-currency revolving credit facility due 2028	\$ —	\$ —
Receivables securitization facility due 2025	350,000	350,000
Revolving credit note	—	—
Overdraft facility due 2024 (€ 10,000)	—	—
Money market facility	—	—
\$ 500,000 , 3.400 % senior notes due 2024	499,797	499,677
\$ 500,000 , 3.250 % senior notes due 2025	499,197	499,026
\$ 750,000 , 3.450 % senior notes due 2027	746,674	746,464
\$ 500,000 , 2.800 % senior notes due 2030	496,111	495,959
\$ 1,000,000 , 2.700 % senior notes due 2031	991,880	991,600
\$ 500,000 , 4.250 % senior notes due 2045	495,432	495,378
\$ 500,000 , 4.300 % senior notes due 2047	493,621	493,554
Alliance Healthcare debt	47,522	68,017
Nonrecourse debt	158,489	147,782
Total debt	4,778,723	4,787,457
Less Cencora, Inc. current portion	499,797	499,677
Less Alliance Healthcare current portion	47,522	68,017
Less nonrecourse current portion	45,460	73,650
Total, net of current portion	\$ 4,185,944	\$ 4,146,113

Multi-Currency Revolving Credit Facility

The Company has a \$ 2.4 billion multi-currency senior unsecured revolving credit facility ("Multi-Currency Revolving Credit Facility") with a syndicate of lenders, which is scheduled to expire in October 2028. Interest on borrowings under the Multi-Currency Revolving Credit Facility accrues at specified rates based upon the Company's debt rating. The Company also pays facility fees to maintain the availability under the Multi-Currency Revolving Credit Facility at specified rates based on its debt rating. The Company may choose to repay or reduce its commitments under the Multi-Currency Revolving Credit Facility at any time. The Multi-Currency Revolving Credit Facility contains covenants, including compliance with a financial leverage ratio test, as well as others that impose limitations on, among other things, indebtedness of subsidiaries and asset sales, with which the Company was compliant as of December 31, 2023.

Commercial Paper Program

The Company has a commercial paper program whereby it may from time to time issue short-term promissory notes in an aggregate amount of up to \$ 2.4 billion at any one time. Amounts available under the program may be borrowed, repaid, and re-borrowed from time to time. The maturities on the notes will vary, but may not exceed 365 days from the date of issuance. The notes will bear interest, if interest bearing, or will be sold at a discount from their face amounts. The commercial paper program does not increase the Company's borrowing capacity as it is fully backed by the Company's Multi-Currency Revolving Credit Facility. There were no borrowings outstanding under the commercial paper program as of December 31, 2023.

Receivables Securitization Facility

The Company has a \$ 1,450 million receivables securitization facility ("Receivables Securitization Facility"), which is scheduled to expire in October 2025. The Company has available to it an accordion feature whereby the commitment on the Receivables Securitization Facility may be increased by up to \$ 250 million, subject to lender approval, for seasonal needs during the December and March quarters. Interest rates are based on prevailing market rates for short-term commercial paper or 30-day Term SOFR, plus a program fee. The Company pays a customary unused fee at prevailing market rates, annually, to maintain the availability under the Receivables Securitization Facility. The Receivables Securitization Facility contains similar covenants to the Multi-Currency Revolving Credit Facility, with which the Company was compliant as of December 31, 2023.

Revolving Credit Note, Overdraft Facility, and Money Market Facility

The Company has an uncommitted, unsecured line of credit available to it pursuant to a revolving credit note ("Revolving Credit Note"). The Revolving Credit Note provides the Company with the ability to request short-term unsecured revolving credit loans from time to time in a principal amount not to exceed \$ 75 million. The Revolving Credit Note may be decreased or terminated by the bank or the Company at any time without prior notice. The Company also has a £ 10 million uncommitted U.K. overdraft facility ("Overdraft Facility"), which expires in February 2024, to fund short-term normal trading cycle fluctuations related to its MWI Animal Health business. The Company has an uncommitted, unsecured line of credit available to it pursuant to a money market credit agreement ("Money Market Facility"). The Money Market Facility provides the Company with the ability to request short-term, unsecured revolving credit loans from time to time in a principal amount not to exceed \$ 100 million. The Money Market Facility may be decreased or terminated by the bank or the Company at any time without prior notice.

Alliance Healthcare Debt

Alliance Healthcare debt is comprised of uncommitted revolving credit facilities in various currencies with various rates. A vast majority of the outstanding borrowings as of December 31, 2023 were held in Turkey. These facilities are used to fund its working capital needs.

Nonrecourse Debt

Nonrecourse debt is comprised of short-term and long-term debt belonging to the Brazil subsidiary and is repaid solely from the Brazil subsidiary's cash flows and such debt agreements provide that the repayment of the loans (and interest thereon) is secured solely by the capital stock, physical assets, contracts, and cash flows of the Brazil subsidiary.

Note 7. Stockholders' Equity and Earnings per Share

In March 2023, the Company's Board of Directors authorized a share repurchase program allowing the Company to purchase up to \$ 1.0 billion of its outstanding shares of common stock, subject to market conditions. During the three months ended December 31, 2023, the Company purchased 2.0 million shares of its common stock for a total of \$ 385.5 million, including 1.3 million shares from Walgreens Boots Alliance, Inc. ("WBA") for \$ 250.0 million. As of December 31, 2023, the Company had \$ 423.5 million of availability under this program.

Basic earnings per share is computed by dividing net income attributable to Cencora, Inc. by the weighted average number of shares of common stock outstanding during the periods presented. Diluted earnings per share is computed by dividing net income attributable to Cencora, Inc. by the weighted average number of shares of common stock outstanding, plus the dilutive effect of restricted stock units and stock options during the periods presented.

The following illustrates the components of diluted weighted average shares outstanding for the periods indicated:

(in thousands)	Three months ended December 31,	
	2023	2022
Weighted average common shares outstanding - basic	200,081	204,032
Dilutive effect of restricted stock units and stock options	1,756	2,295
Weighted average common shares outstanding - diluted	201,837	206,327

The potentially dilutive restricted stock units and stock options that were antidilutive for the three months ended December 31, 2023 and 2022 were 320 thousand and 370 thousand, respectively.

Note 8. Related Party Transactions

WBA owns more than 10 % of the Company's outstanding common stock and is, therefore, considered a related party. The Company operates under various agreements and arrangements with WBA, including a pharmaceutical distribution agreement pursuant to which the Company distributes pharmaceutical products to WBA and an agreement that provides the Company the ability to access favorable economic pricing and generic products through a generic purchasing services arrangement with Walgreens Boots Alliance Development GmbH (both through 2029), as well as a distribution agreement

pursuant to which it will supply branded and generic pharmaceutical products to WBA's Boots UK Ltd. subsidiary (through 2031).

Revenue from the various agreements and arrangements with WBA was \$ 18.1 billion and \$ 16.2 billion in the three months ended December 31, 2023 and 2022, respectively. The Company's receivable from WBA, net of incentives, was \$ 7.5 billion and \$ 8.1 billion as of December 31, 2023 and September 30, 2023, respectively.

Note 9. Restructuring and Other Expenses

The following illustrates the expenses incurred by the Company for Restructuring and Other Expenses for the periods indicated:

(in thousands)	Three months ended December 31,	
	2023	2022
Restructuring and employee severance costs	\$ 11,294	\$ 3,320
Business transformation efforts	24,722	12,920
Other, net	(1,575)	—
Total restructuring and other expenses	\$ 34,441	\$ 16,240

Restructuring and employee severance costs in the three months ended December 31, 2023 primarily included expenses incurred related to facility closures in connection with the Company's office optimization plan and workforce reductions in both of its reportable segments.

Business transformation efforts in the three months ended December 31, 2023 and 2022 included rebranding costs associated with the Company's name change to Cencora and non-recurring expenses related to significant strategic initiatives to improve operational efficiency, including certain technology initiatives. The majority of these costs related to services provided by third-party consultants.

Note 10. Legal Matters and Contingencies

In the ordinary course of its business, the Company becomes involved in lawsuits, administrative proceedings, government subpoenas, government investigations, stockholder demands, and other disputes, including antitrust, commercial, product liability, intellectual property, regulatory, employment discrimination, and other matters. Significant damages or penalties may be sought from the Company in some matters, and some matters may require years for the Company to resolve. The Company records a reserve for these matters when it is both probable that a liability has been incurred and the amount of the loss can be reasonably estimated.

For those matters for which the Company has not recognized a liability, the Company cannot predict the outcome of their impact on the Company as uncertainty remains with regard to whether such matters will proceed to trial, whether settlements will be reached, and the amount and terms of any such settlements. Outcomes may include settlements in significant amounts that are not currently estimable, limitations on the Company's conduct, the imposition of corporate integrity agreement obligations, consent decrees, and/or other civil and criminal penalties. From time to time, the Company is also involved in disputes with its customers, which the Company generally seeks to resolve through commercial negotiations. If negotiations are unsuccessful, the parties may litigate the dispute or otherwise attempt to settle the matter.

With respect to the specific legal proceedings and claims described below, unless otherwise noted, the amount or range of possible losses is not reasonably estimable. There can be no assurance that the settlement, resolution, or other outcome of one or more matters, including the matters set forth below, during any subsequent reporting period will not have a material adverse effect on the Company's results of operations or cash flows for that period or on the Company's financial condition.

Opioid Lawsuits and Investigations

A significant number of counties, municipalities, and other governmental entities in a majority of U.S. states and Puerto Rico, as well as numerous states and tribes, filed lawsuits in various federal, state and other courts against pharmaceutical wholesale distributors (including the Company and certain subsidiaries, such as AmerisourceBergen Drug Corporation ("ABDC") and H.D. Smith), pharmaceutical manufacturers, retail pharmacy chains, medical practices, and physicians relating to the distribution of prescription opioid pain medications.

Starting in December 2017, more than 2,000 cases were transferred to Multidistrict Litigation ("MDL") proceedings before the United States District Court for the Northern District of Ohio (the "MDL Court"). Since then, several cases filed by government and tribal plaintiffs that were selected as bellwether cases in the MDL have been resolved through trial or

settlement. Following trial in two consolidated cases in West Virginia federal court, the court entered judgment in favor of the defendants, including the Company. The plaintiffs filed an appeal of the court's decision on August 2, 2022, which remains pending. The MDL Court recently selected four cases filed by third-party payors to serve as additional litigation bellwethers. Those four cases will now commence discovery in the MDL and later will be remanded to their original jurisdictions for trial.

On July 21, 2021, the Company announced that it and the two other national pharmaceutical distributors had negotiated a Distributor Settlement Agreement that, if all conditions were satisfied, would result in the resolution of a substantial majority of opioid lawsuits filed by state and local governmental entities. The Distributor Settlement Agreement became effective on April 2, 2022, and as of September 30, 2023, it included 48 of 49 eligible states (the "Settling States"), as well as 99 % by population of the eligible political subdivisions in the Settling States. Pursuant to the Distributor Settlement Agreement and related agreements with Settling States, the Company will pay up to approximately \$ 6.4 billion over 18 years and comply with other requirements, including establishment of a clearinghouse that will consolidate data from all three national distributors. The exact payment amount will depend on several factors, including the extent to which states take action to foreclose opioid lawsuits by subdivisions (e.g., laws barring opioid lawsuits by subdivisions). West Virginia and its subdivisions and Native American tribes are not a part of the Distributor Settlement Agreement, and the Company has reached separate agreements with those groups. The State of Alabama did not participate in the Distributor Settlement Agreement and has a case pending against the Company (and another national distributor) in Alabama state court, which was scheduled to begin trial on February 26, 2024. On November 29, 2023, the Company and another national distributor reached an agreement in principle with the State of Alabama and all its participating subdivisions to resolve opioid-related claims. Pursuant to the agreement in principle, the two distributors will pay approximately \$ 245 million, including attorneys' fees and costs, to the State of Alabama and its participating subdivisions. The Company's 50 % share of the \$ 245 million settlement amount is a component of its overall \$ 5.4 billion total liability accrual. The agreement in principle is subject to certain contingencies, including subdivision participation. Subject to those contingencies, claims brought by Alabama and its participating subdivisions will be dismissed with prejudice as to the Company and the other distributor defendant. The Court has temporarily suspended all deadlines in the case from January 1, 2024 through February 27, 2024, including the trial.

The Company's accrued litigation liability related to the Distributor Settlement Agreement, the State of Alabama, and non-participating government subdivisions (with whom the Company has not reached a settlement agreement), as well as other opioid-related litigation for which it has reached settlement agreements, as described above, was \$ 5.4 billion as of December 31, 2023 and \$ 5.5 billion as of September 30, 2023. The Company currently estimates that \$ 645.2 million will be paid prior to December 31, 2024, which is recorded in Accrued Expenses and Other on the Company's Consolidated Balance Sheet. This short-term liability includes the Company's commitment, which it made in December 2023, to prepay the net present value of a future obligation as permitted under its settlement agreements. This commitment, which was paid in January 2024, resulted in a \$ 0.1 billion reduction of its accrued litigation liability. The remaining long-term liability of \$ 4.7 billion is recorded in Accrued Litigation Liability on the Company's Consolidated Balance Sheet. While the Company has accrued its estimated liability for opioid litigation, it is unable to estimate the range of possible loss associated with the matters that are not included in the accrual. Because loss contingencies are inherently unpredictable and unfavorable developments or resolutions can occur, the assessment is highly subjective and requires judgments about future events. The Company regularly reviews opioid litigation matters to determine whether its accrual is adequate. The amount of ultimate loss may differ materially from the amount accrued to date. Until such time as otherwise resolved, the Company will continue to litigate and prepare for trial and to vigorously defend itself in all such matters. Since these matters are still developing, the Company is unable to predict the outcome, but the result of these lawsuits could include excessive monetary verdicts and/or injunctive relief that may affect the Company's operations.

Additional lawsuits regarding the distribution of prescription opioid pain medications are ongoing in cases filed by a variety of types of plaintiffs. In Alabama, a jury trial is scheduled to begin on July 8, 2024 in a case that involves up to eight plaintiff hospitals. In Maryland, a trial is scheduled for September 16, 2024 in a case filed by the Mayor and City Council of Baltimore. Additional litigation is anticipated in cases filed by subdivisions that are not participating in the Distributor Settlement Agreement, as well as in cases filed by non-governmental or non-political entities, including hospitals, third-party payors, and individuals, among others. The Company is vigorously defending itself in the pending lawsuits and intends to vigorously defend itself against any threatened lawsuits or enforcement proceedings.

Since July 2017, the Company has received subpoenas from several U.S. Attorney's Offices, including grand jury subpoenas from the U.S. Attorney's Office for the District of New Jersey ("USAO-NJ") and the U.S. Attorney's Office for the Eastern District of New York ("USAO-EDNY"). Those subpoenas requested the production of a broad range of documents pertaining to the Company's distribution of controlled substances through its various subsidiaries, including ABDC, and its diversion control programs. The Company produced documents in response to the subpoenas and engaged in discussions with the various U.S. Attorney's Offices, including the Health Care and Government Fraud Unit of the Criminal Division of the USAO-NJ, the U.S. Department of Justice Consumer Protection Branch and the U.S. Drug Enforcement Administration, in an attempt to resolve these matters. On December 29, 2022, the Department of Justice filed a civil Complaint against the Company, ABDC, and Integrated Commercialization Services, LLC ("ICS"), a subsidiary of the Company, alleging violations

of the Controlled Substances Act. Specifically, the Complaint alleges that the Company negligently failed to report suspicious orders to the Drug Enforcement Administration. In the Complaint, the Department of Justice seeks civil penalties and injunctive relief. This Complaint relates to the aforementioned and previously-disclosed investigations. On March 30, 2023, the Company filed a motion to dismiss the Complaint in its entirety on behalf of itself, ABDC, and ICS. On November 6, 2023, the United States District Court for the Eastern District of Pennsylvania granted in part and denied in part the motion, dismissing with prejudice all claims for civil penalties for Defendants' alleged violations of the suspicious order reporting requirement prior to October 24, 2018, but otherwise denying the motion. On December 18, 2023, the Company, ABDC and ICS filed an Answer and Affirmative Defenses to the Complaint. On January 23, 2024, the Court entered a Scheduling Order setting the fact discovery deadline as January 9, 2026 and the expert discovery deadline as September 18, 2026. The Company denies the allegations in the Complaint and intends to defend itself vigorously in the litigation.

Shareholder Securities Litigation

On October 11, 2019, Teamsters Local 443 Health Services & Insurance Plan, St. Paul Electrical Construction Pension Plan, St. Paul Electrical Construction Workers Supplemental Pension Plan (2014 Restatement), Retirement Medical Funding Plan for the St. Paul Electrical Workers, and San Antonio Fire & Police Pension Fund filed a complaint for a purported derivative action in the Delaware Court of Chancery against the Company and certain of its current and former officers and directors (collectively, "Defendants"). The complaint alleges that the Defendants breached their fiduciary duties by failing to oversee the compliance by certain of the Company's subsidiaries (including the Company's former subsidiary Medical Initiatives, Inc. ("MII")) with federal regulations, allegedly resulting in the payment of fines and penalties in connection with the settlements with the USAO-EDNY in fiscal 2017 and 2018 that resolved claims arising from MII's pre-filled syringe program. In December 2019, Defendants filed a motion to dismiss the complaint. After briefing and oral argument, on August 24, 2020 the Delaware Court of Chancery denied Defendants' motion to dismiss. On September 24, 2020, the Company's Board of Directors established a Special Litigation Committee to conduct an investigation concerning the plaintiffs' allegations, and on November 10, 2020, the Delaware Court of Chancery granted the Special Litigation Committee's motion to stay the litigation pending its investigation. On September 22, 2021, the Special Litigation Committee filed its report under seal and moved to dismiss the case. The Delaware Court of Chancery granted the Special Litigation Committee's motion to dismiss on November 17, 2023, and entered an Order and Final Judgement on December 8, 2023. On January 5, 2024, the plaintiffs filed a notice of appeal to the Delaware Supreme Court from the Delaware Court of Chancery's November 17, 2023 decision granting the motion to dismiss and December 8, 2023 Order and Final Judgement.

On December 30, 2021, Lebanon County Employees' Retirement Fund and Teamsters Local 443 Health Services & Insurance Plan filed a complaint for a purported derivative action in the Delaware Court of Chancery against the Company and certain of its current officers and directors. The complaint alleges claims for breach of fiduciary duty allegedly arising from the Board's and certain officers' oversight of the Company's controlled substance diversion control programs. The defendants moved to dismiss the complaint on March 29, 2022. On December 22, 2022, the Delaware Court of Chancery granted the motion to dismiss. On January 9, 2023, the Plaintiffs filed a Motion for Relief from Judgment and Order Pursuant to Rule 60(b) from the Delaware Chancery Court's judgment. On January 20, 2023, the Plaintiffs also appealed the ruling to the Delaware Supreme Court. On March 21, 2023 the Delaware Court of Chancery denied the Plaintiffs' Motion for Relief from Judgement and Order Pursuant to Rule 60(b). On December 18, 2023, the Delaware Supreme Court reversed the dismissal and remanded the case to the Delaware Court of Chancery for further proceedings. On January 12, 2024, the Company's Board of Directors established a Special Litigation Committee ("SLC") and delegated to the SLC the Board's full authority with respect to the litigation.

Subpoenas, Ongoing Investigations, and Other Contingencies

From time to time, the Company receives subpoenas or requests for information from various government agencies relating to the Company's business or to the business of a customer, supplier, or other industry participant. The Company's responses often require time and effort and can result in considerable costs being incurred. Most of these matters are resolved without incident; however, such subpoenas or requests can lead to the assertion of claims or the commencement of civil or criminal legal proceedings against the Company and other members of the healthcare industry, as well as to substantial settlements.

In January 2017, U.S. Bioservices Corporation, a former subsidiary of the Company, received a subpoena for information from the USAO-EDNY relating to its activities in connection with billing for products and making returns of potential overpayments to government payers. A filed qui tam complaint related to the investigation was unsealed in April 2019 and the relator filed an amended complaint under seal in the U.S. District Court for the Eastern District of New York. In December 2019, the government filed a notice that it was declining to intervene. The court ordered that the relator's complaint against the Company and other defendants, including AmerisourceBergen Specialty Group, LLC, be unsealed. The relator's complaint alleged violations of the federal False Claims Act and the false claims acts of various states. The relator filed a second amended complaint, removing one state false claims act count. The Company filed a motion to dismiss the second

amended complaint and all briefs on the motion were filed with the court on October 9, 2020. The motion to dismiss was granted on December 22, 2022. The False Claims Act claims were dismissed with prejudice, and the state claims were dismissed without prejudice. On January 24, 2023, the relator filed Motions to Reconsider Dismissal and For Leave to Amend the Complaint. Response briefs on those motions were filed by the Company and all briefing was completed on February 15, 2023.

In December 2019, Reliable Pharmacy, together with other retail pharmacies and North Sunflower Medical Center, filed a civil antitrust complaint against multiple generic drug manufacturers, and also included claims against ABDC and H.D. Smith, and other drug distributors and industry participants. The case is filed as a putative class action and plaintiffs purport to represent a class of drug purchasers including other retail pharmacies and healthcare providers. The case has been consolidated for multidistrict litigation proceedings before the United States District Court for the Eastern District of Pennsylvania. The complaint alleges that ABDC, H.D. Smith, and others in the industry participated in a conspiracy to fix prices, allocate markets and rig bids regarding generic drugs. In March 2020, the plaintiffs filed a further amended complaint. On July 15, 2020, the defendants filed a motion to dismiss the complaint. On May 25, 2022, the Court granted the motion to dismiss without prejudice. On July 1, 2022, the plaintiffs filed an amended complaint, again including claims against ABDC, H.D. Smith, and other drug distributors and industry participants. On August 21, 2022, the Company and other industry participants filed a motion to dismiss the amended complaint. All briefs on the motion were filed with the court on November 22, 2022.

On March 3, 2022, the United States Attorney's Office for the Western District of Virginia notified the Company of the existence of a criminal investigation into MWI Veterinary Supply Co., the Company's animal health subsidiary, in connection with grand jury subpoenas relating to compliance with state and federal regulatory requirements governing wholesale shipments of animal health products to customers. The Company is cooperating with the investigation.

Note 11. Antitrust Settlements

Numerous lawsuits have been filed against certain brand pharmaceutical manufacturers alleging that the manufacturer, by itself or in concert with others, took improper actions to delay or prevent generic drugs from entering the market. These lawsuits are generally brought as class actions. The Company has not been named as a plaintiff in these lawsuits, but has been a member of the direct purchasers' class (i.e., those purchasers who purchase directly from these pharmaceutical manufacturers). None of the lawsuits has gone to trial, but some have settled in the past with the Company receiving proceeds from the settlement funds. The Company recognized gains related to these lawsuits of \$ 48.2 million and \$ 49.9 million in the three months ended December 31, 2023 and 2022, respectively. These gains, which are net of attorney fees and estimated payments due to other parties, were recorded as reductions to cost of goods sold in the Company's Consolidated Statements of Operations.

Note 12. Fair Value of Financial Instruments

The recorded amounts of the Company's cash and cash equivalents, accounts receivable, and accounts payable as of December 31, 2023 and September 30, 2023 approximate fair value based upon the relatively short-term nature of these financial instruments. Within Cash and Cash Equivalents, the Company had \$ 1,386.0 million investments in money market accounts as of December 31, 2023 and had \$ 1,489.0 million of investments in money market accounts as of September 30, 2023. The fair value of the money market accounts was determined based upon unadjusted quoted prices in active markets for identical assets, otherwise known as Level 1 inputs.

The recorded amount of long-term debt (see Note 6) and the corresponding fair value as of December 31, 2023 were \$ 4,185.9 million and \$ 3,856.5 million, respectively. The recorded amount of long-term debt and the corresponding fair value as of September 30, 2023 were \$ 4,146.1 million and \$ 3,572.6 million, respectively. The fair value of long-term debt was determined based upon inputs other than quoted prices, otherwise known as Level 2 inputs.

Note 13. Business Segment Information

The Company is organized geographically based upon the products and services it provides to its customers and reports its results under two reportable segments: U.S. Healthcare Solutions and International Healthcare Solutions.

The following illustrates reportable and operating segment disaggregated revenue as required by Accounting Standards Codification 606, "Revenue from Contracts with Customer," for the periods indicated:

(in thousands)	Three months ended December 31,	
	2023	2022
U.S. Healthcare Solutions:		
Human Health	\$ 63,898,165	\$ 55,076,613
Animal Health	1,285,637	1,159,966
Total U.S. Healthcare Solutions	65,183,802	56,236,579
International Healthcare Solutions:		
Alliance Healthcare	5,725,564	5,460,691
Other Healthcare Solutions	1,344,663	1,150,587
Total International Healthcare Solutions	7,070,227	6,611,278
Intersegment eliminations	(1,196)	(1,025)
Revenue	\$ 72,252,833	\$ 62,846,832

The following illustrates reportable segment operating income information for the periods indicated:

(in thousands)	Three months ended December 31,	
	2023	2022
U.S. Healthcare Solutions	\$ 698,124	\$ 572,416
International Healthcare Solutions	187,595	161,282
Total segment operating income	\$ 885,719	\$ 733,698

The following reconciles total segment operating income to income before income taxes for the periods indicated:

(in thousands)	Three months ended December 31,	
	2023	2022
Total segment operating income	\$ 885,719	\$ 733,698
Gains from antitrust litigation settlements	48,248	49,899
LIFO credit (expense)	48,445	(25,050)
Turkey highly inflationary impact	(17,226)	(3,584)
Acquisition-related intangibles amortization	(165,724)	(71,878)
Litigation and opioid-related credit (expenses)	78,917	(12,706)
Acquisition-related deal and integration expenses	(21,063)	(20,996)
Restructuring and other expenses	(34,441)	(16,240)
Operating income	822,875	633,143
Other income, net	(1,087)	(6,328)
Interest expense, net	40,564	46,016
Income before income taxes	\$ 783,398	\$ 593,455

Segment operating income is evaluated by the Chief Operating Decision Maker of the Company before gains from antitrust litigation settlements; LIFO credit (expense); Turkey highly inflationary impact; acquisition-related intangibles amortization; litigation and opioid-related credit (expenses); acquisition-related deal and integration expenses; and restructuring and other expenses. All corporate office expenses are allocated to the operating segment level.

Litigation and opioid-related credit in the three months ended December 31, 2023 includes a net \$ 92.2 million opioid litigation settlement accrual reduction primarily as a result of the Company's commitment, which it made in December 2023, to prepay the net present value of a future obligation as permitted under its opioid settlement agreements.

ITEM 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

Executive Summary

This executive summary provides highlights from the results of operations that follow:

- Revenue increased by \$9.4 billion, or 15.0%, from the prior year quarter primarily due to growth in our U.S. Healthcare Solutions segment. The U.S. Healthcare Solutions segment grew its revenue by \$8.9 billion, or 15.9%, from the prior year quarter due to overall market growth primarily driven by unit volume growth, including increased sales of products labeled for diabetes and/or weight loss in the glucagon-like peptide-1, or "GLP-1," class, increased sales of specialty products to physician practices and health systems, and increased sales of COVID-19 vaccines. Revenue in International Healthcare Solutions increased by \$458.9 million, or 6.9%, from the prior quarter primarily due to increased sales in our European distribution business, increased sales in our Canadian business, incremental revenue from our January 2023 acquisition of PharmaLex, and increased sales at our less-than-wholly-owned Brazil full-line distribution business. Our European distribution business' revenue in the current year quarter was negatively impacted by unfavorable foreign currency rates in comparison to the prior year quarter;
- Gross profit increased by \$322.9 million, or 15.0%, from the prior year quarter primarily due to increases in gross profit in both reportable segments and a last-in, first-out ("LIFO") credit in the current year quarter in comparison to LIFO expense in the prior year quarter. U.S. Healthcare Solutions gross profit increased by \$185.8 million, or 13.4%, from the prior year quarter due to increased sales. Gross profit in International Healthcare Solutions increased by \$78.9 million, or 10.7%, from the prior year quarter due to the January 2023 acquisition of PharmaLex and increases in our global specialty logistics business, our less-than-wholly-owned Brazil full-line distribution business, our European distribution business, and our Canadian business;
- Total operating expenses increased by \$133.1 million, or 8.8%, from the prior year quarter primarily as a result of increases in distribution, selling, and administrative expenses and amortization expense, offset in part by a litigation and opioid-related credit in the current year quarter in comparison to an expense in the prior year quarter;
- Total segment operating income increased by \$152.0 million, or 20.7%, from the prior year quarter. Operating income increased by \$125.7 million in the U.S. Healthcare Solutions segment and by \$26.3 million in the International Healthcare Solutions segment; and
- Our effective tax rates were 23.0% and 19.8% for the three months ended December 31, 2023 and 2022, respectively. The effective tax rate for the three months ended December 31, 2023 was higher than the U.S. statutory rate primarily due to U.S. state income taxes and a discrete tax expense, offset in part by the benefit of non-U.S. income taxed at rates lower than the U.S. statutory rate, as well as tax benefits associated with the vesting of restricted stock units and stock option exercises. The effective tax rate for the three months ended December 31, 2022 was lower than the U.S. statutory rate primarily due to the benefit of non-U.S. income taxed at rates lower than the U.S. statutory rate, as well as tax benefits associated with the vesting of restricted stock units and stock option exercises, offset in part by U.S. state income taxes.

Results of Operations

Revenue

(dollars in thousands)	Three months ended December 31,		Change
	2023	2022	
U.S. Healthcare Solutions:			
Human Health	\$ 63,898,165	\$ 55,076,613	16.0%
Animal Health	1,285,637	1,159,966	10.8%
Total U.S. Healthcare Solutions	65,183,802	56,236,579	15.9%
International Healthcare Solutions:			
Alliance Healthcare	5,725,564	5,460,691	4.9%
Other Healthcare Solutions	1,344,663	1,150,587	16.9%
Total International Healthcare Solutions	7,070,227	6,611,278	6.9%
Intersegment eliminations	(1,196)	(1,025)	
Revenue	\$ 72,252,833	\$ 62,846,832	15.0%

Our future revenue growth will continue to be affected by various factors, such as industry growth trends, including drug utilization (e.g., products labeled for diabetes and/or weight loss in the GLP-1 class), the introduction of new, innovative brand therapies and vaccines, the likely increase in the number of generic drugs and biosimilars that will be available over the next few years as a result of the expiration of certain drug patents held by brand-name pharmaceutical manufacturers and the rate of conversion from brand products to those generic drugs and biosimilars, price inflation and price deflation, general economic conditions in the United States and Europe, currency exchange rates, competition within the industry, customer consolidation, changes in pharmaceutical manufacturer pricing and distribution policies and practices, increased downward pressure on government and other third-party reimbursement rates to our customers, and changes in government rules and regulations.

Revenue increased by \$9.4 billion, or 15.0%, from the prior year quarter primarily due to growth in the U.S. Healthcare Solutions segment.

The U.S. Healthcare Solutions segment grew its revenue by \$8.9 billion, or 15.9%, from the prior year quarter due to overall market growth primarily driven by unit volume growth, including increased sales of \$2.1 billion of products labeled for diabetes and/or weight loss in the GLP-1 class, increased sales of specialty products to physician practices and health systems, and increased sales of COVID-19 vaccines. Sales, including GLP-1 products and COVID-19 vaccines, to our two largest customers increased by \$3.2 billion in comparison to the prior year period.

International Healthcare Solutions' revenue increased by \$458.9 million, or 6.9%, from the prior year quarter primarily due to increased sales in our European distribution business, increased sales in our Canadian business, incremental revenue from our January 2023 acquisition of PharmaLex, and increased sales at our less-than-wholly-owned Brazil full-line distribution business. Our European distribution business' revenue in the current year quarter was negatively impacted by unfavorable foreign currency rates in comparison to the prior year quarter.

A number of our contracts with customers, including group purchasing organizations, are typically subject to expiration each year. We may lose a significant customer if an existing contract with such customer expires without being extended, renewed, or replaced. During the three months ended December 31, 2023, no significant contracts expired. Over the next twelve months, there are no significant contracts scheduled to expire. Additionally, from time to time, significant contracts may be terminated in accordance with their terms or extended, renewed, or replaced prior to their expiration dates. If those contracts are extended, renewed, or replaced at less favorable terms, they may also negatively impact our revenue, results of operations, and cash flows.

Gross Profit

(dollars in thousands)	Three months ended December 31,			Change
	2023	2022		
U.S. Healthcare Solutions	\$ 1,571,950	\$ 1,386,148		13.4%
International Healthcare Solutions	817,395	738,540		10.7%
Gains from antitrust litigation settlements	48,248	49,899		
LIFO credit (expense)	48,445	(25,050)		
Turkey highly inflationary impact	(17,226)	(3,584)		
Gross profit	\$ 2,468,812	\$ 2,145,953		15.0%

Gross profit increased by \$322.9 million, or 15.0%, from the prior year quarter primarily due to increases in gross profit in both reportable segments and a LIFO credit in the current year quarter in comparison to LIFO expense in the prior year quarter.

U.S. Healthcare Solutions gross profit increased by \$185.8 million, or 13.4%, from the prior year quarter primarily due to increased sales. As a percentage of revenue, U.S. Healthcare Solutions' gross profit margin was 2.41% in the current year quarter and represented a 5-basis point decline from the prior year quarter primarily due to higher sales of GLP-1 products, which have lower gross profit margins, offset in part by higher sales of COVID-19 vaccines, which have higher gross profit margins.

Gross profit in International Healthcare Solutions increased by \$78.9 million, or 10.7%, from the prior year quarter due to the January 2023 acquisition of PharmaLex and increases in our global specialty logistics business, our less-than-wholly-owned Brazil full-line distribution business, our European distribution business, and our Canadian business.

We recognized gains from antitrust litigation settlements with pharmaceutical manufacturers of \$48.2 million and \$49.9 million in the three months ended December 31, 2023 and 2022, respectively. The gains were recorded as reductions to Cost of Goods Sold (see Note 11 of the Notes to Consolidated Financial Statements).

Our cost of goods sold for interim periods includes a LIFO provision that is recorded ratably on a quarterly basis and is based on our estimated annual LIFO provision. The annual LIFO provision, which we estimate on a quarterly basis, is affected by manufacturer pricing practices, which may be impacted by market and other external influences, expected changes in inventory quantities, and product mix, many of which are difficult to predict. Changes to any of the above factors may have a material impact on our annual LIFO provision. Based on estimates in our current fiscal year LIFO provision, the LIFO credit in the current year quarter in comparison to the LIFO expense in the prior year quarter was primarily driven by lower brand pharmaceutical inflation.

We recognized an expense in Cost of Goods Sold of \$17.2 million and \$3.6 million in the three months ended December 31, 2023 and 2022, respectively, related to the impact of Turkey highly inflationary accounting. These expenses were driven by the weakening of the Turkish Lira.

Operating Expenses

(dollars in thousands)	Three months ended December 31,			Change
	2023	2022		
Distribution, selling, and administrative	\$ 1,398,747	\$ 1,290,928		8.4%
Depreciation and amortization	270,603	171,940		57.4%
Litigation and opioid-related (credit) expenses	(78,917)	12,706		
Acquisition-related deal and integration expenses	21,063	20,996		
Restructuring and other expenses	34,441	16,240		
Total operating expenses	\$ 1,645,937	\$ 1,512,810		8.8%

Distribution, selling, and administrative expenses increased by \$107.8 million, or 8.4%, compared to prior year quarter primarily to support revenue growth and due to an increase in bad debt expense of \$17.3 million. As a percentage of revenue, distribution, selling, and administrative expenses was 1.94% in the current year quarter, which represented an 11-basis point decline compared to the prior year quarter as initiatives taken in fiscal 2023 improved operating efficiency across many of our

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businesses and administrative functions and the 15.0% revenue growth in the current fiscal quarter improved our operating leverage.

Depreciation expense increased 4.7% from the prior year quarter. Amortization expense increased 129.9% from the prior year quarter primarily due to accelerated amortization expense recorded in connection with the shortened useful lives of certain trade names resulting from our company name change and gradual transition away from other tradenames used, which were acquired through prior acquisitions.

Litigation and opioid-related credit in the three months ended December 31, 2023 included a net \$92.2 million opioid litigation settlement accrual reduction primarily as a result of our commitment, which we made in December 2023, to prepay the net present value of a future obligation as permitted under our opioid settlement agreements and \$13.3 million of legal fees in connection with opioid lawsuits and investigations. Litigation and opioid-related expenses in the three months ended December 31, 2022 included legal fees in connection with opioid lawsuits and investigations.

Acquisition-related deal and integration expenses in the three months ended December 31, 2023 primarily related to the continued integration of Alliance Healthcare and PharmaLex. Acquisition-related deal and integration expenses in the three months ended December 31, 2022 primarily related to the integration of Alliance Healthcare.

Restructuring and other expenses are comprised of the following for the periods indicated:

(in thousands)	Three months ended December 31,	
	2023	2022
Restructuring and employee severance costs	\$ 11,294	\$ 3,320
Business transformation efforts	24,722	12,920
Other, net	(1,575)	—
Total restructuring and other expenses	\$ 34,441	\$ 16,240

Restructuring and employee severance costs in the three months ended December 31, 2023 primarily included expenses incurred related to facility closures in connection with our office optimization plan and workforce reductions in both of our reportable segments.

Business transformation efforts in the three months ended December 31, 2023 and 2022 included rebranding costs associated with our name change to Cencora and non-recurring expenses related to significant strategic initiatives to improve operational efficiency, including certain technology initiatives. The majority of these costs related to services provided by third-party consultants.

Operating Income

(dollars in thousands)	Three months ended December 31,		Change
	2023	2022	
U.S. Healthcare Solutions	\$ 698,124	\$ 572,416	22.0%
International Healthcare Solutions	187,595	161,282	16.3%
Total segment operating income	885,719	733,698	20.7%
Gains from antitrust litigation settlements	48,248	49,899	
LIFO credit (expense)	48,445	(25,050)	
Turkey highly inflationary impact	(17,226)	(3,584)	
Acquisition-related intangibles amortization	(165,724)	(71,878)	
Litigation and opioid-related credit (expenses)	78,917	(12,706)	
Acquisition-related deal and integration expenses	(21,063)	(20,996)	
Restructuring and other expenses	(34,441)	(16,240)	
Operating income	\$ 822,875	\$ 633,143	30.0%

U.S. Healthcare Solutions' operating income increased by \$125.7 million, or 22.0%, from prior year quarter primarily due to the increase in gross profit, as noted above, and was offset in part by the increase in operating expenses. As a percentage of revenue, U.S. Healthcare Solutions' operating income margin was 1.07% in the current year quarter and represented a 5-basis

point increase compared to the prior year quarter primarily due a decline in operating expense margin, as described above in the Operating Expenses section, offset in part by a decline in gross profit margin, as described above in the Gross Profit section.

International Healthcare Solutions' operating income increased by \$26.3 million, or 16.3%, from the prior year quarter primarily due to our global specialty logistics business, the January 2023 acquisition of PharmaLex, and our Canadian business, offset in part by foreign currency pressure and higher information technology operating expenses in our European distribution business and the September 2023 divestiture of its less-than-wholly-owned subsidiary in Egypt, which was profitable in the prior year quarter.

Interest Expense, Net

Interest expense, net and the respective weighted average interest rates for the three months ended December 31, 2023 and 2022 are as follows:

(dollars in thousands)	2023		2022	
	Weighted Average		Weighted Average	
	Amount	Interest Rate	Amount	Interest Rate
Interest expense	\$ 58,616	3.73%	\$ 60,806	3.21%
Interest income	(18,052)	5.15%	(14,790)	2.86%
Interest expense, net	<u>\$ 40,564</u>		<u>\$ 46,016</u>	

Interest expense, net decreased by \$5.5 million, or 11.8%, from prior year quarter due to the increase in interest income and a decrease in interest expense. The increase in interest income was primarily driven by higher investment interest rates in the current year quarter in comparison to the prior year quarter. The higher investment interest rates were offset in part by lower average investment cash balance in the current year quarter in comparison to the prior year quarter. Interest expense decreased primarily due to the September 2023 divestiture of our less-than-wholly-owned subsidiary in Egypt.

Income Tax Expense

Our effective tax rates were 23.0% and 19.8% for the three months ended December 31, 2023 and 2022, respectively. The effective tax rate for the three months ended December 31, 2023 was higher than the U.S. statutory rate primarily due to U.S. state income taxes and a discrete tax expense, offset in part by the benefit of non-U.S. income taxed at rates lower than the U.S. statutory rate, as well as tax benefits associated with the vesting of restricted stock units and stock option exercises. The effective tax rate for the three months ended December 31, 2022 was lower than the U.S. statutory rate primarily due to the benefit of non-U.S. income taxed at rates lower than the U.S. statutory rate, as well as tax benefits associated with the vesting of restricted stock units and stock option exercises, offset in part by U.S. state income taxes.

Liquidity and Capital Resources

Our operating results have generated cash flows, which, together with availability under our debt agreements and credit terms from suppliers, have provided sufficient capital resources to finance working capital and cash operating requirements, and to fund capital expenditures, acquisitions, repayment of debt, the payment of interest on outstanding debt, dividends, and purchases of shares of our common stock.

Our primary ongoing cash requirements will be to finance working capital, fund the repayment of debt, fund the payment of interest on debt, fund the payment of dividends, fund purchases of our common stock, finance acquisitions, and fund capital expenditures and routine growth and expansion through new business opportunities. Future cash flows from operations and borrowings are expected to be sufficient to fund our ongoing cash requirements, including the opioid litigation payments that will be made over the next 15 years (see below).

Cash Flows

As of December 31, 2023 and September 30, 2023, our cash and cash equivalents held by foreign subsidiaries were \$907.9 million and \$640.5 million, respectively. We have the ability to repatriate the majority of our cash and cash equivalents held by our foreign subsidiaries without incurring significant additional taxes upon repatriation.

We have increased seasonal needs related to our inventory build during the December and March quarters that, depending on our cash balance, may require the use of our credit facilities to fund short-term capital needs. Our cash balances in the three months ended December 31, 2023 and 2022 were supplemented by intra-period credit facility borrowings to cover short-term working capital needs. The largest amount of intra-period borrowings under our revolving and securitization credit facilities that was outstanding at any one time during the three months ended December 31, 2023 and 2022 was \$575.0 million and \$1,315.0 million, respectively. We had \$11,120.6 million and \$1,558.1 million of cumulative intra-period borrowings that were repaid under our credit facilities during the three months ended December 31, 2023 and 2022, respectively.

During the three months ended December 31, 2023, our operating activities provided cash of \$885.2 million and was principally the result of the following:

- An increase in accounts payable of \$1,765.1 million primarily due to the increase in our inventory balances and the timing of scheduled payments to our suppliers;
- Net income of \$603.0 million; and
- Positive non-cash items of \$336.5 million, which is primarily comprised of amortization expense of \$168.3 million and depreciation expense of \$110.1 million.

The cash provided by the above items was offset in part by the following:

- An increase in inventories of \$1,095.5 million to support the increase in business volume and due to seasonal needs;
- An increase in accounts receivable of \$504.1 million primarily due to an increase in sales and the timing of scheduled payments from our customers; and
- A decrease in accrued expenses of \$239.0 million primarily due to the payment of accrual liabilities that were on our Consolidated Balance Sheet as of September 30, 2023.

During the three months ended December 31, 2022, our operating activities provided cash of \$710.1 million and was principally the result of the following:

- An increase in accounts payable of \$1,381.1 million primarily due to the increase in our inventory balances and the timing of scheduled payments to our suppliers;
- Net income of \$476.2 million; and
- Positive non-cash items of \$242.9 million, which is primarily comprised of depreciation expense of \$100.3 million and amortization expense of \$75.1 million.

The cash provided by the above items was offset in part by the following:

- An increase in inventories of \$1,178.0 million to support the increase in business volume and due to seasonal needs; and
- A decrease in accrued expenses of \$233.6 million primarily due to the payment of accrual liabilities that were on our Consolidated Balance Sheet as of September 30, 2022.

We use days sales outstanding, days inventory on hand, and days payable outstanding to evaluate our working capital performance. The below financial metrics are calculated based upon a quarterly average and can be impacted by the timing of cash receipts and disbursements, which can vary significantly depending upon the day of the week on which the month ends.

	Three months ended December 31,	
	2023	2022
Days sales outstanding	28.0	27.5
Days inventory on hand	26.5	27.4
Days payable outstanding	59.5	59.4

Our cash flows from operating activities can vary significantly from period to period based upon fluctuations in our period-end working capital account balances. Additionally, any changes to payment terms with a significant customer or manufacturer supplier could have a material impact to our cash flows from operations. Operating cash flows during the three months ended December 31, 2023 included \$65.6 million of interest payments and \$62.4 million of income tax payments, net of refunds. Operating cash flows during the three months ended December 31, 2022 included \$63.1 million of interest payments and \$30.3 million of income tax payments, net of refunds.

Capital expenditures in the three months ended December 31, 2023 and 2022 were \$74.2 million and \$75.7 million, respectively. Significant capital expenditures in the three months ended December 31, 2023 and 2022 included investments in various technology initiatives, including technology investments at Alliance Healthcare.

We currently expect to invest approximately \$500 million for capital expenditures during fiscal 2024. Larger 2024 capital expenditures will include investments relating to various technology initiatives, including technology investments at Alliance Healthcare.

In addition to capital expenditures, net cash used in investing activity in the three months ended December 31, 2022 included \$1,438.1 million for the prefunding of our acquisition of PharmaLex.

Net cash used in financing activities in the three months ended December 31, 2023 principally resulted from \$385.5 million purchases of our common stock and \$105.7 million in cash dividends paid on our common stock. Net cash used in financing activities in the three months ended December 31, 2022 principally resulted from \$807.2 million in purchases of common stock and \$99.7 million in cash dividends paid on our common stock.

Debt and Credit Facility Availability

The following table illustrates our debt structure as of December 31, 2023, including availability under the multi-currency revolving credit facility, the receivables securitization facility, the revolving credit note, the money market facility, Alliance Healthcare debt, and the overdraft facility:

(in thousands)	Outstanding Balance	Additional Availability
Fixed-Rate Debt:		
\$500,000, 3.400% senior notes due 2024	\$ 499,797	\$ —
\$500,000, 3.250% senior notes due 2025	499,197	—
\$750,000, 3.450% senior notes due 2027	746,674	—
\$500,000, 2.800% senior notes due 2030	496,111	—
\$1,000,000, 2.700% senior notes due 2031	991,880	—
\$500,000, 4.250% senior notes due 2045	495,432	—
\$500,000, 4.300% senior notes due 2047	493,621	—
Nonrecourse debt	55,854	—
Total fixed-rate debt	<u>4,278,566</u>	—
Variable-Rate Debt:		
Multi-currency revolving credit facility due 2028	—	2,400,000
Receivables securitization facility due 2025	350,000	1,100,000
Revolving credit note	—	75,000
Overdraft facility due 2024 (£10,000)	—	12,731
Money market facility	—	100,000
Alliance Healthcare debt	47,522	583,109
Nonrecourse debt	102,635	—
Total variable-rate debt	<u>500,157</u>	<u>4,270,840</u>
Total debt	<u>\$ 4,778,723</u>	<u>\$ 4,270,840</u>

We have a \$2.4 billion multi-currency senior unsecured revolving credit facility ("Multi-Currency Revolving Credit Facility") with a syndicate of lenders, which is scheduled to expire in October 2028. Interest on borrowings under the Multi-Currency Revolving Credit Facility accrues at specified rates based on our debt rating. We also pay facility fees to maintain the availability under the Multi-Currency Revolving Credit Facility at specified rates based on our debt rating. We may choose to repay or reduce our commitments under the Multi-Currency Revolving Credit Facility at any time. The Multi-Currency Revolving Credit Facility contains covenants, including compliance with a financial leverage ratio test, as well as others that impose limitations on, among other things, indebtedness of subsidiaries and asset sales, with which we were compliant as of December 31, 2023.

We have a commercial paper program whereby we may from time to time issue short-term promissory notes in an aggregate amount of up to \$2.4 billion at any one time. Amounts available under the program may be borrowed, repaid, and re-borrowed from time to time. The maturities on the notes will vary, but may not exceed 365 days from the date of issuance. The notes will bear interest, if interest bearing, or will be sold at a discount from their face amounts. The commercial paper program does not increase our borrowing capacity as it is fully backed by our Multi-Currency Revolving Credit Facility. There were no borrowings outstanding under our commercial paper program as of December 31, 2023.

We have a \$1,450 million receivables securitization facility ("Receivables Securitization Facility"), which is scheduled to expire in October 2025. We have available to us an accordion feature whereby the commitment on the Receivables Securitization Facility may be increased by up to \$250 million, subject to lender approval, for seasonal needs during the December and March quarters. Interest rates are based on prevailing market rates for short-term commercial paper or 30-day Term SOFR plus a program fee. We pay a customary unused fee at prevailing market rates, annually, to maintain the availability under the Receivables Securitization Facility. The Receivables Securitization Facility contains similar covenants to the Multi-Currency Revolving Credit Facility, with which we were compliant as of December 31, 2023.

We have an uncommitted, unsecured line of credit available to us pursuant to a revolving credit note ("Revolving Credit Note"). The Revolving Credit Note provides us with the ability to request short-term unsecured revolving credit loans from time to time in a principal amount not to exceed \$75 million. The Revolving Credit Note may be decreased or terminated by the bank or us at any time without prior notice. We also have a £10 million uncommitted U.K. overdraft facility ("Overdraft Facility"), which expires in February 2024, to fund short-term normal trading cycle fluctuations related to our MWI Animal Health business. We have an uncommitted, unsecured line of credit available to us pursuant to a money market credit agreement ("Money Market Facility"). The Money Market Facility provides us with the ability to request short-term unsecured revolving credit loans from time to time in a principal amount not to exceed \$100 million. The Money Market Facility may be decreased or terminated by the bank or us at any time without prior notice.

Alliance Healthcare debt is comprised of uncommitted revolving credit facilities in various currencies with various rates. A vast majority of the outstanding borrowings were held in Turkey as of December 31, 2023. These facilities are used to fund its working capital needs.

Nonrecourse debt is comprised of short-term and long-term debt belonging to the Brazil subsidiary and is repaid solely from the Brazil subsidiary' cash flows and such debt agreements provide that the repayment of the loans (and interest thereon) is secured solely by the capital stock, physical assets, contracts, and cash flows of the Brazil subsidiary.

Share Purchase Programs and Dividends

In March 2023, our Board of Directors authorized a share repurchase program allowing us to purchase up to \$1.0 billion of our outstanding shares of common stock, subject to market conditions. During the three months ended December 31, 2023, we purchased \$385.5 million of our common stock, including \$250.0 million from Walgreens Boots Alliance, Inc. As of December 31, 2023, we had \$423.5 million of availability under this program.

In November 2023, our Board of Directors increased the quarterly dividend paid on common stock by 5% from \$0.485 per share to \$0.51 per share. We anticipate that we will continue to pay quarterly cash dividends in the future. However, the payment and amount of future dividends remains within the discretion of our Board of Directors and will depend upon future earnings, financial condition, capital requirements, and other factors.

Commitments and Obligations

As discussed and defined in Note 10 of the Notes to Consolidated Financial Statements, on July 21, 2021, it was announced that we and the two other national pharmaceutical distributors had negotiated a Distributor Settlement Agreement. The Distributor Settlement Agreement became effective on April 2, 2022, and as of December 31, 2023, it included 48 of 49 eligible states (the "Settling States") as well as 99% by population of the eligible political subdivisions in the Settling States. Our remaining estimated liability related to the Distributor Settlement Agreement, the State of Alabama (pursuant to an agreement in principle) and other opioid-related litigation for which we have reached settlement agreements is approximately \$5.4 billion on our Consolidated Balance Sheet as of December 31, 2023 and is expected to be paid over the next 15 years. The payment of the aforementioned litigation liability has not and is not expected to have an impact on our ability to pay dividends.

The following is a summary of our contractual obligations for future principal and interest payments on our debt, minimum rental payments on our noncancelable operating leases, and minimum payments on our other commitments as of December 31, 2023:

Payments Due by Period (in thousands)	Debt, Including Interest Payments	Operating Leases	Other Commitments	Total
Within 1 year	\$ 771,956	\$ 228,482	\$ 117,247	\$ 1,117,685
1-3 years	1,210,457	393,867	144,094	1,748,418
4-5 years	981,654	302,117	—	1,283,771
After 5 years	3,378,602	473,983	—	3,852,585
Total	\$ 6,342,669	\$ 1,398,449	\$ 261,341	\$ 8,002,459

The 2017 Tax Act requires a one-time transition tax to be recognized on historical foreign earnings and profits. We expect to pay \$139.0 million, net of overpayments and tax credits, related to the transition tax as of December 31, 2023, which is payable in installments over a six-year period that commenced in January 2021. The transition tax commitment is included in "Other Commitments" in the above table.

Our liability for uncertain tax positions was \$564.9 million (including interest and penalties) as of December 31, 2023. This liability represents an estimate of tax positions that we have taken in our tax returns which may ultimately not be sustained upon examination by taxing authorities. Since the amount and timing of any future cash settlements cannot be predicted with reasonable certainty, the estimated liability has been excluded from the above contractual obligations table. Our liability for uncertain tax positions as of December 31, 2023 primarily includes an uncertain tax benefit related to the legal accrual for

litigation related to the distribution of prescription opioid pain medications, as disclosed in Note 10 of the Notes to Consolidated Financial Statements.

Market Risks

We have exposure to foreign currency and exchange rate risk from our non-U.S. operations. Our largest exposure to foreign exchange rates exists primarily with the U.K. Pound Sterling, the Euro, the Turkish Lira, the Brazilian Real, and the Canadian Dollar. We use forward contracts to hedge against the foreign currency exchange rate impact on certain intercompany receivable and payable balances. We may use derivative instruments to hedge our foreign currency exposure, but not for speculative or trading purposes. Revenue from our foreign operations during the three months ended December 31, 2023 was approximately 10% of our consolidated revenue.

We have market risk exposure to interest rate fluctuations relating to our debt. We manage interest rate risk by using a combination of fixed-rate and variable-rate debt. The amount of variable-rate debt fluctuates during the year based on our working capital requirements. We had \$500.2 million of variable-rate debt outstanding as of December 31, 2023. We periodically evaluate financial instruments to manage our exposure to fixed and variable interest rates. However, there are no assurances that such instruments will be available in the combinations we want and/or on terms acceptable to us. There were no such financial instruments in effect as of December 31, 2023.

We also have market risk exposure to interest rate fluctuations relating to our cash and cash equivalents. We had \$2,872.4 million in cash and cash equivalents as of December 31, 2023. The unfavorable impact of a hypothetical decrease in interest rates on cash and cash equivalents would be partially offset by the favorable impact of such a decrease on variable-rate debt. For every \$100 million of cash invested that is in excess of variable-rate debt, a 10-basis point decrease in interest rates would increase our annual net interest expense by \$0.1 million.

Deterioration of general economic conditions, among other factors, could adversely affect the number of prescriptions that are filled and the amount of pharmaceutical products purchased by consumers and, therefore, could reduce purchases by our customers. In addition, volatility in financial markets may also negatively impact our customers' ability to obtain credit to finance their businesses on acceptable terms. Reduced purchases by our customers or changes in the ability of our customers to remit payments to us could adversely affect our revenue growth, our profitability, and our cash flow from operations.

Recent elevated levels of inflation in the global and U.S. economies have impacted certain operating expenses. If elevated levels of inflation persist or increase, our operations and financial results could be adversely affected, particularly in certain global markets.

We have risks from other geopolitical trends and events, such as the ongoing conflicts in Ukraine and between Israel and Hamas. Although the long-term implications of these conflicts are difficult to predict at this time, the financial impact of these conflicts has not been material.

ITEM 3. Quantitative and Qualitative Disclosures About Market Risk

The Company's most significant market risks are the effects of foreign currency risk, changing interest rates, and changes in the price and volatility of the Company's common stock. See the discussion under the heading "Market Risks," which is incorporated by reference herein.

ITEM 4. Controls and Procedures

Evaluation of Disclosure Controls and Procedures

The Company maintains disclosure controls and procedures that are intended to ensure that information required to be disclosed in the Company's reports submitted under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the rules and forms of the SEC. These controls and procedures also are intended to ensure that information required to be disclosed in such reports is accumulated and communicated to management to allow timely decisions regarding required disclosures.

The Company's Chief Executive Officer and Chief Financial Officer, with the participation of other members of the Company's management, have evaluated the effectiveness of the Company's disclosure controls and procedures (as such term is defined in Rules 13a — 15(e) and 15d — 15(e) under the Exchange Act) and have concluded that the Company's disclosure controls and procedures were effective for their intended purposes as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

During the first quarter of fiscal 2024, there was no change in Cencora, Inc.'s internal control over financial reporting identified in connection with the evaluation required by Rule 13a-15(d) and 15d-15(d) of the Exchange Act that occurred during the quarter ended December 31, 2023 that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II. OTHER INFORMATION**ITEM 1. Legal Proceedings**

See Note 10 (Legal Matters and Contingencies) of the Notes to Consolidated Financial Statements set forth under Item 1 of Part I of this report for the Company's current description of legal proceedings.

ITEM 1A. Risk Factors

Our significant business risks are described in Item 1A to our Form 10-K for the fiscal year ended September 30, 2023 to which reference is made herein.

ITEM 2. Unregistered Sales of Equity Securities and Use of Proceeds**(c) Issuer Purchases of Equity Securities**

The following table sets forth the number of shares purchased, the average price paid per share, the total number of shares purchased as part of publicly announced programs, and the approximate dollar value of shares that may yet be purchased under the programs during each month in the first fiscal quarter ended December 31, 2023. See Note 7, "Stockholders' Equity and Earnings per Share," contained in "Notes to Condensed Consolidated Financial Statements" in Part I, Item 1 of this Quarterly Report on Form 10-Q for additional information.

Period	Total Number of Shares Purchased	Average Price Paid per Share	Total Number of Shares Purchased as Part of Publicly Announced Programs	Approximate Dollar Value of Shares that May Yet Be Purchased Under the Programs
October 1 to October 31	146,567	\$ 179.05	145,711	\$ 782,925,463
November 1 to November 30	1,822,145	\$ 194.42	1,533,862	\$ 483,755,922
December 1 to December 31	308,157	\$ 198.82	303,216	\$ 423,491,280
Total	<u>2,276,869</u>		<u>1,982,789</u>	

ITEM 3. Defaults Upon Senior Securities

None.

ITEM 4. Mine Safety Disclosures

Not applicable.

ITEM 5. Other Information

Our directors and officers (as defined in Exchange Act Rule 16a-1(f)) may from time to time enter into plans or other arrangements for the purchase or sale of our shares that are intended to satisfy the affirmative defense conditions of Rule 10b5-1(c) or may represent a non-Rule 10b5-1 trading arrangement under the Exchange Act. During the quarter ended December 31, 2023, the following plans or arrangements were adopted :

Steven H. Collis , our Chairman, President and Chief Executive Officer , adopted a prearranged Rule 10b5-1 stock trading plan on December 18, 2023, pursuant to which he may sell up to 129,054 shares of the Company's common stock through the exercise of vested stock options that are scheduled to expire on November 14, 2025 in amounts and prices determined in accordance with plan terms. Such plan will terminate on November 29, 2024, or earlier if all transactions under the trading arrangement are completed or if the trading arrangement is otherwise terminated according to its terms.

Elizabeth S. Campbell , our Executive Vice President and Chief Legal Officer , adopted a prearranged Rule 10b5-1 stock trading plan on December 15, 2023, pursuant to which she may sell up to 6,977 shares of the Company's common stock in amounts and prices determined in accordance with plan terms. Such plan will terminate on December 6, 2024, or earlier if all transactions under the trading arrangement are completed or if the trading arrangement is otherwise terminated according to its terms.

Robert P. Mauch , our Executive Vice President and Chief Operating Officer , adopted a prearranged Rule 10b5-1 stock trading plan on December 19, 2023, pursuant to which he may sell up to 57,564 shares of the Company's common stock, including through the exercise of vested stock options that are scheduled to expire on November 14, 2025 in amounts and prices determined in accordance with plan terms. Such plan will terminate on September 20, 2024 , or earlier if all transactions under the trading arrangement are completed or if the trading arrangement is otherwise terminated according to its terms .

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These stock trading plans were entered into during an open insider trading window and are intended to satisfy the affirmative defense of Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended, and the Company's policies regarding transactions in our securities.

ITEM 6. Exhibits

(a) Exhibits:

Exhibit Number	Description
3.2	Amended and Restated Bylaws of the Registrant, dated as of December 26, 2023 (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed on December 26, 2023).
10.1	Amended and Restated Credit Agreement, dated as of October 6, 2023, among Cencora, Inc., the borrowing subsidiaries party thereto, the lenders party thereto, and JPMorgan Chase Bank, N.A., as Administrative Agent (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on October 10, 2023).
10.2	Share Repurchase Agreement, dated as of November 9, 2023, by and between Cencora, Inc. and Walgreens Boots Alliance Holdings LLC (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed on November 14, 2023).
‡10.3	Cencora, Inc. Deferred Compensation Plan, effective January 1, 2024.
31.1	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer.
32	Section 1350 Certifications of Chief Executive Officer and Chief Financial Officer.
101	Financial statements from the Quarterly Report on Form 10-Q of Cencora, Inc. for the quarter ended December 31, 2023, formatted in Inline Extensible Business Reporting Language (iXBRL): (i) the Consolidated Balance Sheets, (ii) the Consolidated Statements of Operations, (iii) the Consolidated Statements of Comprehensive Income, (iv) the Consolidated Statements of Changes in Stockholders' Equity, (v) the Consolidated Statements of Cash Flows, and (vi) the Notes to Consolidated Financial Statements.
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101).
‡	Each marked exhibit is a management contract or a compensatory plan, contract or arrangement in which a director or executive officer of the Registrant participates or has participated.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

CENCORA, INC.

January 31, 2024

/s/ Steven H. Collis

Steven H. Collis

Chairman, President & Chief Executive Officer

January 31, 2024

/s/ James F. Cleary

James F. Cleary

Executive Vice President & Chief Financial Officer

Exhibit 10.3

**CENCORA, INC.
DEFERRED COMPENSATION PLAN
EFFECTIVE JANUARY 1, 2024**

**ARTICLE 1
DESIGNATION OF PLAN AND DEFINITIONS**

Section 1.1 **Title; Purpose; Background.** This Plan shall be known as the “Cencora, Inc. Deferred Compensation Plan”, as may be amended from time to time, and is an amendment and restatement of the AmerisourceBergen Corporation 2001 Deferred Compensation Plan. The purpose of this Plan is to provide specified benefits to a select group of management or highly compensated employees and directors who contribute materially to the continued growth, development and future business success of Cencora, Inc. (formerly known as AmerisourceBergen Corporation), a Delaware corporation, and its subsidiaries (including lower-tier subsidiaries), if any, that participate in this Plan. This Plan shall be unfunded for tax purposes and for purposes of Title I of ERISA. It is intended that this Plan satisfy the requirements of an unfunded top hat deferred compensation plan as described in Sections 201(2), 301(a)(3) and 401(a)(1) of ERISA (defined below).

Effective November 1, 2002, the Board of Directors of the Company amended and restated this Plan to (1) transfer into this Plan all of the assets, liabilities and obligations under the Bergen Brunswig Corporation 1999 Deferred Compensation Plan, which was terminated and (2) add the availability of contributions by the Company to Participants from time to time.

In order to preserve the tax treatment available to deferrals under the Plan prior to January 1, 2005, the Board froze the Plan with respect to such amounts. Therefore, all compensation deferred prior to January 1, 2005, and any amounts earned and vested thereon after January 1, 2005, are and will remain subject to the terms of the Plan in effect on December 31, 2004. All amounts earned and vested on and after January 1, 2005, are subject to the terms of this amended and restated Plan which is intended to achieve compliance with Code Section 409A (as defined below) and the regulations issued thereunder. The Board of Directors further amended and restated this Plan effective as of November 24, 2008, to clarify certain terms under the Plan.

Effective as of January 1, 2024, the Company’s Benefit Restoration Plan (as defined below) was merged into this Plan. The Preserved BRP Balances (as defined below) were credited to this Plan as of January 1, 2024, and will be administered under this Plan, consistently with Code Section 409A (as defined below).

As of January 1, 2024, the Plan is being amended and restated to: (1) change the name of the Plan, (2) allow for new Company contributions for certain eligible employees, (3) allow for in-service distribution of Participants’ Deferred Compensation Accounts and Deferred Equity Accounts (each as defined below), (4) change the frequency with which installment payments will be made for Participants’ Deferred Compensation Accounts and Deferred Equity Accounts, if elected, (5) reflect the merger of the Benefit Restoration Plan into this Plan, (6) set forth the

treatment of Preserved BRP Balances and Preserved Deferred Compensation Balances, (7) include specific provisions relating to Deferred Equity Awards, and (8) make other clarifying and confirming changes. The terms of deferral and distribution elections that were effective prior to the Restatement Effective Date shall continue to apply to the Preserved BRP Balances and the Preserved Deferred Compensation Balances, consistent with Code Section 409A.

Unless otherwise stated, the terms of this amended and restated Plan are effective as of January 1, 2024 (the “Restatement Effective Date”).

Section 1.2 Definitions. Whenever the following terms are used in the Plan, they shall have the meaning specified below unless the context clearly indicates to the contrary.

(a) “Account” or “Accounts” shall mean a bookkeeping account established for a Participant and maintained to reflect earnings or, as applicable, Dividend Equivalents, thereon (positive or negative) under the Plan in accordance with Article 5. A Participant’s Accounts may consist of 1 or more of a Preserved BRP Balance Account, Benefit Restoration Contribution Account, Deferred Compensation Account, Deferred Equity Account, Preserved Deferred Compensation Account, Supplemental Company Contribution Account and Discretionary Company Contribution Account. Accounts shall be maintained solely as bookkeeping entries to evidence unfunded obligations of the Company.

(b) “Beneficiary” or “Beneficiaries” shall mean the person or persons properly designated by the Participant, in accordance with Article 7, to receive the benefits provided herein.

(c) “Benefit Restoration Contribution Account” shall mean the Account to which shall be credited Benefit Restoration Contributions and any earnings thereon (positive or negative).

(d) “Benefit Restoration Contribution” shall mean contributions made to eligible Employee Participants as specified in Article 4.

(e) “Benefit Restoration Plan” shall mean the Company’s Benefit Restoration Plan, originally effective as of January 1, 2006, and most recently amended and restated effective December 1, 2013.

(f) “Benefits Committee” shall mean the Company’s benefits administration committee appointed to administer the Company’s U.S. benefit plans.

(g) “Board of Directors” shall mean the Board of Directors of Cencora, Inc.

(h) “Code” shall mean the Internal Revenue Code of 1986, as amended.

(i) “Common Stock” shall mean the Common Stock of Cencora, Inc.

(j) “Company” shall mean Cencora, Inc. and its direct and indirect subsidiaries.

(k) “Compensation” of a Participant for any Plan Year shall mean:

(i) In the case of a Director Participant, the annual director retainer and Board committee fees payable by the Company to such Director Participant with respect to the applicable Plan Year, and any Equity Awards granted to a Director Participant during the applicable Plan Year;

(ii) In the case of an Employee Participant, with respect to *deferral of Compensation*, base salary and annual cash incentive awards payable by the Company to the Employee Participant with respect to the applicable Plan Year, Equity Awards, and commissions earned by such Employee Participant for services rendered to the Company in the applicable Plan Year; Equity Awards shall be considered Compensation for the Plan Year in which they are granted, other than Equity Awards that are performance-based compensation as described in Section 3.2(c);

(iii) In the case of an Employee Participant, with respect to the *Benefit Restoration Contribution*, base salary and annual cash incentive awards payable by the Company to the Employee Participant with respect to the applicable Plan Year (the term “Compensation” for this purpose shall not include commissions or Equity Awards);

(iv) In the case of an Employee Participant, with respect to the *Supplemental Company Contribution*, base salary payable by the Company to the Employee Participant with respect to the applicable Plan Year (the term “Compensation” for this purpose shall not include cash incentive awards, commissions or Equity Awards);

(v) All such Compensation shall be calculated on a gross basis, before taking into account payroll tax deductions and other deductions, such as deductions for deferrals under this Plan, deferrals to a 401(k) plan, and deductions with respect to welfare benefit plans.

(l) “Compensation Committee” shall mean the compensation committee of the Board of Directors.

(m) “Deferred Compensation” shall mean that portion of a Participant’s Compensation for any Plan Year or part thereof that has been deferred and withheld by the Company pursuant to Article 3 of the Plan on or after the Restatement Effective Date.

(n) “Deferred Compensation Account” shall mean the Account to which shall be credited Deferred Compensation (other than Deferred Equity Awards) and any earnings thereon (positive or negative).

(o) “Deferred Equity Awards” shall mean the Equity Awards that a Participant elects to defer under the terms of this Plan.

(p) “Deferred Equity Account” shall mean the Account to which shall be credited Deferred Equity Awards and any Dividend Equivalents credited with respect to such Deferred Equity Awards.

(q) “Director Participant” shall mean a Participant who is a non-employee director of the Company.

(r) “Discretionary Company Contribution Account” shall mean the Account to which shall be credited Discretionary Company Contributions and any earnings thereon (positive or negative).

(s) “Discretionary Company Contribution” shall mean for any Plan Year, the discretionary Company contribution amount credited by the Company to a Participant pursuant to Article 4.

(t) “Dividend Equivalent” shall mean an amount credited to a subaccount for Deferred Equity Awards with regard to dividends paid on the Company’s Common Stock as set forth in Section 5.6.

(u) “Earnings Crediting Options” means the deemed investment options selected by the Participant from time to time pursuant to which deemed earnings are credited to the Participant’s Account (other than Deferred Equity Accounts).

(v) “Election Form” shall mean the form prescribed by the Plan Administrator that a Participant completes, signs and returns to the Plan Administrator to make an election to defer Compensation and/or make an election with respect to the time and form of payment of the Participant’s Account under the Plan.

(w) “Employee Participant” shall mean a Participant who is a regular employee of the Company and who is a member of a select group of management or highly compensated employees, as membership in such group is determined in accordance with Sections 201(2), 301(a) (3) and 401(a) of ERISA, as determined by the Plan Administrator.

(x) “ERISA” shall mean the Employee Retirement Income Security Act of 1974, as amended.

(y) “Equity Awards” shall mean restricted stock units and performance stock units granted under the Equity Compensation Plan.

(z) “Equity Compensation Plan” means the Company’s 2022 Omnibus Incentive Plan, as in effect from time to time, or any subsequently adopted equity compensation plan, as applicable.

(aa) “Fiscal Year” shall mean the period of October 1 through September 30 each year, which is the Company’s fiscal year.

(bb) “Participant” shall mean any Director Participant or Employee Participant (1) who is eligible to participate in the Plan as determined by the Plan Administrator and as set forth herein, and (2) who either submits an Election Form for deferrals or is eligible to receive Benefit Restoration Contributions or Supplemental Company Contributions, as applicable, and (5) whose participation in the Plan has not terminated.

(cc) “Plan” shall mean the Cencora, Inc. Deferred Compensation Plan as may be amended from time to time.

(dd) “Plan Administrator” means the person, persons or committee designated by the Compensation Committee to serve as the plan administrator. Unless the Compensation Committee determines otherwise, the Company’s Benefits Committee shall serve as the Plan Administrator; provided that the Compensation Committee shall be the Plan Administrator with respect to the determination of eligibility, participation and contribution amounts for persons who are subject to section 16 of the Securities Exchange Act of 1934, as amended.

(ee) “Plan Year” shall begin January 1 of each year and continue through December 31.

(ff) “Preserved BRP Balance Account” shall mean the Account to which shall be credited the Preserved BRP Balances and any earnings thereon (positive or negative).

(gg) “Preserved BRP Balances” shall mean the account balances of employees participating in the Benefit Restoration Plan as of December 31, 2023, plus any Benefit Restoration Plan contributions credited to the Plan in 2024 with respect to the 2023 Plan Year, including any earnings thereon (positive or negative).

(hh) “Preserved Deferred Compensation Account” shall mean the Account to which shall be credited the Preserved Deferred Compensation Balances and any earnings thereon (positive or negative).

(ii) “Preserved Deferred Compensation Balances” shall mean the account balances of Participants in the Plan as of December 31, 2023, plus any Compensation deferrals credited to the Plan in 2024 with respect to the 2023 Plan Year, including any earnings thereon (positive or negative).

(jj) “Restatement Effective Date” shall have the meaning set forth in Section 1.1.

(kk) “Separation from Service” shall have the meaning set forth for purposes of Code Section 409A, including Treas. Reg. 1.409A-1(h).

(ll) “Scheduled Distribution Date” shall have the meaning set forth in Section 6.5(a).

(mm) “Subsequent Election” means an election to change the form and commencement date of payment with respect to all or a portion of a Participant’s Account by filing an election change consistent with the requirements of Code Section 409A and pursuant to Section 6.8 below.

(nn) “Supplemental Company Contribution” shall mean contributions made to eligible Employee Participants as specified in Article 4.

(oo) “Supplemental Company Contribution Account” shall mean the Account to which shall be credited Supplemental Company Contributions and any earnings thereon (positive or negative).

(pp) “Unforeseeable Emergency” means a severe financial hardship to the Participant resulting from an illness or accident of the Participant, the Participant’s spouse, the Beneficiary, or a dependent (as defined in Code Section 152(a)) of the Participant, loss of the Participant’s property due to casualty, or other similar extraordinary and unforeseeable circumstances arising as a result of events beyond the control of the Participant, as determined under Code Section 409A.

ARTICLE 2 PARTICIPATION

Section 2.1 Eligibility.

(a) All Director Participants are eligible to participate in the Plan.

(b) Subject to the requirements of Section 1.2(x), the Compensation Committee shall have authority to determine, in its sole discretion, the class or category of employees who may be Employee Participants. The Compensation Committee may establish different eligibility criteria for Employee Participant deferrals, Benefit Restoration Plan Contributions, Supplemental Company Contributions and Discretionary Company Contributions. If the Compensation Committee changes such class or category in a manner which causes a Participant to fail to continue to be eligible to defer Compensation under the Plan, such change shall not cancel or otherwise adversely affect amounts previously deferred or contributed under the Plan by or on behalf of such Participant, which amounts shall continue to be subject to the terms of the Plan.

Section 2.2 Cessation of Participation. Except for the ability to file new Election Forms as set forth in the Plan (which shall depend on continuing qualification as a Participant), a person’s status as a Participant under the Plan shall continue until the earlier of (1) receipt of the full amount of the Participant’s Account or (2) death. Notwithstanding the foregoing, if the Plan Administrator determines in good faith that a Participant no longer qualifies as a member of a select group of management or highly compensated employees, as membership in such group is determined in accordance with Sections 201(2), 301(a) (3) and 401(a) (1) of ERISA, the Plan Administrator shall have the right, in its sole discretion, to (A) terminate the Participant’s participation for future Plan Years and (B) prevent the Participant from making future deferral elections or receiving future Company contributions for so long as such individual is not part of a select group of management or a highly compensation employee as described herein. The Plan Administrator may, in its sole discretion, reinstate the Participant to full Plan participation for future Plan Years at such time as the Participant again becomes a member of the select group described above.

ARTICLE 3 DEFERRAL ELECTIONS; PRESERVED DEFERRED COMPENSATION BALANCE

Section 3.1 Preserved Deferred Compensation Balances. As of the Restatement Effective Date, each Participant with a Preserved Deferred Compensation Balance shall have a Preserved Deferred Compensation Balance Account. Any deferral elections made with respect to Preserved Deferred Compensation Balances under the terms of the Plan prior to the Restatement Effective Date shall apply to the Preserved Deferred Compensation Balance Account, subject to

any Subsequent Election made by the Participant with respect to the Preserved Deferred Compensation Account Balance.

Section 3.2 Election to Defer Compensation on or following the Restatement Effective Date.

(a) Annual Deferral Elections. Except as otherwise provided below, a Participant may elect to defer Compensation for a Plan Year that begins on or after the Restatement Effective Date by filing an Election Form prior to the beginning of such Plan Year. Subject to minimum and maximum deferral amounts for a Plan Year that may be set from time to time by the Plan Administrator, a Participant may elect to defer any amount of Compensation, and the Election Form shall specify the amount of Compensation to be deferred (including the amount of any Equity Awards) and credited to the Plan. Separate deferral elections may be made with respect to base salary, annual cash incentive compensation, commissions, Director cash compensation, and Equity Awards, as applicable, for a Plan Year, subject to any limitations that may be imposed by the Plan Administrator. A Participant's deferral of Equity Awards must be made in whole shares.

(b) Newly Eligible Participants. A Participant who first becomes eligible to participate in the Plan, as determined by the Plan Administrator, and who meets the requirements of a newly eligible employee under Treas. Reg. Section 1.409A-2(a)(7), may file an Election Form within 30 days after that date that the Participant becomes eligible, which election shall apply to Compensation paid for services to be performed after the date of the election, consistent with Code Section 409A.

(c) Performance-Based Compensation. If any Compensation constitutes "performance-based compensation" within the meaning of Treas. Reg. Section 1.409A-1(e), then the Plan Administrator may determine that the deferral election period for such Compensation shall end no later than six months before the end of the performance period for which the Compensation is earned (and in no event later than the date on which the amount of the bonus becomes readily ascertainable). For purposes of this provision, under Code Section 409A, among other requirements, performance-based compensation means the compensation is contingent on the satisfaction of preestablished organizational or individual performance goals for a performance period of at least 12 months. The performance goals must be objective, established in writing within 90 days of the beginning of the performance period, and substantially uncertain to be met at the time the performance goals are set.

(d) Equity Award Deferrals. Except as provided under Sections 3.2(b) and (c) above, any election made by a Participant with respect to the deferral of Equity Awards must be filed before the beginning of the Plan Year for which the election is to be effective and during which the services related to the Equity Awards will be performed.

Section 3.3 Method of Deferral. A Participant's Deferred Compensation shall be withheld by the Company in accordance with the election pursuant to Section 3.2. Any Deferred Equity Awards shall be credited to a Deferred Equity Account as of the date such Equity Awards are granted to the Participant.

Section 3.4 Annual Election Required. Any election made pursuant to Section 3.2 shall be irrevocable as of the first day of the Plan Year to which the election relates and shall be effective only for the Plan Year for which it was filed. A new Election Form is necessary for each Plan Year in which a Participant wishes to defer Compensation.

Section 3.5 Vesting of Deferred Compensation.

(a) Except as provided in Section 3.5(b), Deferred Compensation shall be 100% vested when such amounts are contributed to the Plan.

(b) A Participant's Deferred Equity Awards shall vest pursuant to the terms of the Equity Compensation Plan and the award agreements evidencing such Equity Awards. In the event a Participant forfeits any portion of the Participant's Deferred Equity Awards pursuant to the terms of the Equity Compensation Plan or award agreement, the Participant's Deferred Equity Award Account shall be reduced by the amount attributable to the forfeited Deferred Equity Awards.

ARTICLE 4
COMPANY CONTRIBUTIONS; PRESERVED BRP BALANCES

Section 4.1 Preserved BRP Balances. As of the Restatement Effective Date, each Employee Participant with a Preserved BRP Balance as of that date shall have a Preserved BRP Balance Account and such Employee Participants shall be 100% vested in their Preserved BRP Balance Accounts.

Section 4.2 Benefit Restoration Contributions.

(a) The Plan Administrator shall have the authority to determine which Employee Participants are eligible to receive Benefit Restoration Contributions. In order to be eligible for a Benefit Restoration Contribution an Employee Participant must (1) be designated by the Plan Administrator as eligible for the applicable Plan Year and (2) be employed with the Company on the last day of the applicable Plan Year.

(b) An Employee Participant who is eligible to receive Benefit Restoration Contributions shall be credited with a Benefit Restoration Contribution equal to a percentage designated by the Company of the amount, if any, by which such Employee Participant's Compensation for the Plan Year exceeds the limit under Code Section 401(a)(17) for such Plan Year. The Benefit Restoration Contribution for a Plan Year shall be credited as soon as administratively practicable after the end of such Plan Year.

(c) In the case of a newly eligible Employee Participant, Compensation for purposes of the Benefit Restoration Contribution shall include all such Compensation amounts for the Plan Year, including for the portion of the Plan Year preceding the date such Employee Participant first becomes eligible to participate in the Plan.

(d) Benefit Restoration Contributions shall be 100% vested when they are made to the Plan.

Section 4.3 Supplemental Company Contributions.

(a) An Employee Participant who is not eligible to receive Benefit Restoration Contributions may be eligible to receive Supplemental Company Contributions. The Plan Administrator shall have the authority to determine which Employee Participants are eligible to receive Supplemental Company Contributions. In order to be eligible for a Supplemental Company Contribution an Employee Participant must (1) be designated by the Plan Administrator as eligible for the applicable Plan Year and (2) be employed with the Company on the last day of the applicable Plan Year.

(b) An Employee Participant who is eligible to receive Supplemental Company Contributions shall be credited with a Supplemental Company Contribution equal to a percentage designated by the Company of the amount, if any, by which such Employee Participant's Compensation for the Plan Year exceeds the limit under Code Section 401(a)(17) for such Plan Year. The Supplemental Company Contribution for a Plan Year shall be credited as soon as administratively practicable after the end of such Plan Year.

(c) In the case of a newly eligible Employee Participant, Compensation for purposes of the Supplemental Company Contribution shall include all such Compensation amounts for the Plan Year, including for the portion of the Plan Year preceding the date such Employee Participant first becomes eligible to participate in the Plan.

(d) Supplemental Company Contributions shall be 100% vested when they are made to the Plan.

Section 4.4 Discretionary Company Contributions. From time to time as determined by and subject to such terms and conditions established by the Company, in its sole discretion, the Company may credit discretionary amounts to a Participant. The method of payment of any such amounts and the time such payment is to commence, including the ability of the Participant to make an election as to the timing and form of payment, shall be determined by the Company at the time of any such contribution, consistent with Code Section 409A.

ARTICLE 5
EARNINGS

Section 5.1 General. A Participant's Accounts (other than the Deferred Equity Account credited with notional shares) shall be credited with earnings in accordance with the Earnings Crediting Options elected by the Participant from time to time.

Section 5.2 Investment Options. The deemed rate of return, positive or negative, credited under each Earnings Crediting Option is based upon the actual investment performance of investment funds as the Company may designate from time to time, and shall equal the total return of such investment funds net of any asset-based charges, fees and expenses. The Company reserves the right, on a prospective basis, to add or delete Earnings Crediting Options.

Section 5.3 Earnings Crediting Options for Accounts Other than the Deferred Equity Account Credited with Notional Shares. Notwithstanding that the rates of return credited to Participants' Accounts under the Earnings Crediting Options may be based upon the actual

performance of investment options as specified in Section 5.2, the Company shall not be obligated to invest any Compensation deferred by Participants under this Plan, any Company contributions, or any other amounts in any investment funds. In no event shall Participants have any rights with respect to investment funds or any specific assets of the Company.

Section 5.4 Changes in Earnings Crediting Options for Accounts Other than the Deferred Equity Account Credited with Notional Shares. A Participant may change the Earnings Crediting Options to which the Participant's Accounts (other than the Deferred Equity Account credited with notional shares) are deemed to be allocated on prospective basis, subject to such rules as may be determined by the Plan Administrator, and as determined from time to time consistent with legal restrictions. Each such change may include (1) reallocation of the Participant's existing Accounts and/or (2) change in investment allocation of amounts to be credited to the Participant's Accounts in the future, as the Participant may elect. The effect of a Participant's change in Earnings Crediting Options shall be reflected in the Participant's Account as soon as reasonably practicable following the Plan Administrator's receipt of notice of such change, as determined by the Plan Administrator in its sole discretion.

Section 5.5 Valuation of Accounts. The value of a Participant's Accounts as of any date shall equal the amounts theretofore credited to the Participant's Accounts, including any earnings (positive or negative) deemed to be earned in accordance with this Article 5, if applicable, and any Dividend Equivalents, if applicable, through the day preceding such date, less the amounts theretofore deducted from such Account.

Section 5.6 Deferred Equity Accounts. The Plan Administrator shall cause a Deferred Equity Account and such other subaccounts as the Plan Administrator deems appropriate to be established for each Participant who has Deferred Equity Awards. The Deferred Equity Account shall reflect the value of the Deferred Equity Awards payable to such Participant under the Plan, as adjusted for Dividend Equivalents, if applicable, as set forth herein. Each Deferred Equity Account shall be maintained for bookkeeping purposes only.

(a) Dividend Equivalents shall be credited to the Deferred Equity Account when and to the extent that the grant agreement for Deferred Equity Awards provides for Dividend Equivalents and in the form (*i.e.*, notional cash or notional shares) that the grant agreement provides. Dividend Equivalents may be credited to 1 or more subaccounts of the Deferred Equity Account. Any Dividend Equivalents shall be subject to the vesting provisions of the applicable Equity Award grant agreement.

(b) Neither the Plan nor any of the Deferred Equity Accounts established under the Plan shall hold any actual funds or assets. A Participant's Deferred Equity Account relating to Deferred Equity Awards shall be denominated in notional shares of the Company's Common Stock. To the extent applicable, a Participant's Deferred Equity Account relating to any Dividend Equivalents that may be credited with respect to the Participant's Deferred Equity Awards in accordance with the terms of the applicable grant agreement shall be denominated in cash or notional shares of the Company's Common Stock, as provided in the applicable grant agreement.

(c) Any Dividend Equivalents that are credited to the Deferred Equity Account as notional cash may be credited with earnings as described in Sections 5.1 through 5.4 above after

the related Deferred Equity vests. No interest or earnings shall accrue with respect to Dividend Equivalents before the related Deferred Equity vests. No interest or earnings shall accrue at any time with respect to Dividend Equivalents that are credited to the Deferred Equity Account as notional shares.

ARTICLE 6 **DISTRIBUTION OF BENEFITS**

Section 6.1 Preserved BRP Accounts. An Employee Participant's Preserved BRP Balance shall be distributed at the same time and in the same form as the Employee Participant's benefits would have been distributed under the terms of the Benefit Restoration Plan, subject to any Subsequent Election made by the Participant with respect to the Preserved BRP Account Balance. Any distribution elections made under the Benefit Restoration Plan with respect to an Employee Participant's Preserved BRP Balance shall apply unless a Subsequent Election is made.

Section 6.2 Preserved Deferred Compensation Accounts. An Employee Participant's Preserved Deferred Compensation Balance shall be distributed at the same time and in the same form as such amounts would have been distributed under the terms of the Plan as in effect prior to the Effective Restatement Date, subject to any Subsequent Election made by the Participant with respect to the Preserved Deferred Compensation Account Balance. Any distribution elections made with respect to an Employee Participant's Preserved Deferred Compensation Balance shall apply unless a Subsequent Election is made.

Section 6.3 Timing of Distribution Elections.

(a) For each Plan Year commencing on or after the Restatement Effective Date, and not later than the appropriate date set forth in Section 3.2 or herein, Participants may make an election pursuant to the Election Form regarding the timing and form of distribution with respect to the amounts to be credited to the Participant's Accounts for the next Plan Year. Unless the Plan Administrator determines otherwise, an election as to the timing and form of distribution for a Plan Year must apply to all amounts credited for the applicable Plan Year with respect to the Participant for all Accounts other than the Benefit Restoration Contribution Account. A Participant may select from the available distribution dates and forms designated by the Plan Administrator and set forth in the Election Form. The amounts credited to a Participant's Benefit Restoration Contribution Account for the Plan Year shall be paid upon Separation from Service as described in Section 6.5 in the form (lump sum or installments as described in Section 6.4(a)) elected on the applicable Election Form.

(b) A Participant who first becomes eligible to participate in the Plan, as determined by the Plan Administrator, and who meets the requirements of a newly eligible employee under Treas. Reg. Section 1.409A-2(a)(7), may file an Election Form with respect to the time and form of distribution of Participant deferrals, Benefit Restoration Contributions, Supplemental Company Contributions and Discretionary Company Contributions, as applicable, within 30 days after the date that the Participant first becomes eligible, consistent with Code Section 409A.

Section 6.4 Form of Distributions for Accounts other than the Preserved Deferred Compensation Account and Preserved BRP Account.

(a) Unless the Plan Administrator determines otherwise, for all Accounts, a Participant may select as the form of distribution in the Election Form either: (1) annual installments payable over 3 to 15 years or (2) a single lump sum payment.

(b) If a Participant does not elect the form of payment of any portion of the Participant's Account (other than the Preserved Deferred Compensation Account and Preserved BRP Account), such portion shall be distributed in a lump sum.

(c) If a Participant elects to receive the Participant's Account in installments as described in this Section 6.4, the Participant shall continue to be credited with earnings or Dividend Equivalents in accordance with Article 5, as applicable, during the payment period. The amount of each installment shall be equal to the total dollar balance of the Participant's Account divided by the number of installments remaining (including the installment then being calculated for payment) to be paid.

(d) Vested Deferred Equity and, if applicable, Dividend Equivalents, credited as notional shares, shall be distributed in the form of shares of Company Common Stock issued under the Equity Compensation Plan and shall be subject to the terms of the Equity Compensation Plan. Any fractional shares of Company Common Stock shall be distributed to the Participant in cash.

Section 6.5 Timing of Distributions for Accounts other than the Preserved Deferred Compensation Account and Preserved BRP Account. Unless the Plan Administrator determines otherwise, a Participant may select as the time of distribution in the Election Form either: (1) for all Accounts, a specified distribution date upon Separation from Service on or after attaining age 55, or (2) for the Accounts other than the Benefit Restoration Contribution Account, a Scheduled Distribution Date. The Plan Administrator may impose limits on the deferral period as the Plan Administrator deems appropriate.

(a) A Participant may select a specified distribution date (or distribution commencement date) in the Election Form (the "Scheduled Distribution Date") for the amounts to be credited to the Participant's Accounts other than the Benefit Restoration Contribution Account for the applicable Plan Year. Any Scheduled Distribution Date must be in a year that is at least two full Plan Years following the end of the Plan Year to which the applicable Compensation, Company contributions or Deferred Equity Awards relate. In the event an Employee Participant incurs a Separation from Service prior to the Scheduled Distribution Date and prior to age 55, then the election governing the Scheduled Distribution Date shall not apply, and the Separation from Service distribution provisions set forth in Section 6.5(b) below shall control.

(b) If a Participant has a Separation from Service before the Participant attains age 55, then notwithstanding the Participant's election of a time and method of payment set forth in an Election Form payment, (i) for Employee Participants, such Participant's Accounts (other than the Preserved Deferred Compensation Account and Preserved BRP Account) shall be paid in the form of a lump sum on February 1st (or the first business day thereafter) that next follows the

expiration of the six-month period commencing on the Participant's Separation from Service, consistent with Code Section 409A and (ii) for Director Participants, such Participant's Accounts (other than the Preserved Deferred Compensation Account) shall be paid in the form of a lump sum in the Plan Year in which the Director Participant ceases being a director of the Company and has a Separation from Service, consistent with Code Section 409A,

(c) If a Participant has a Separation from Service on or after the Participant attains age 55, payment of such Participant's Account shall be made or shall commence in the Plan Year irrevocably elected by the Participant in the Election Form (including on a Scheduled Distribution Date, if applicable), provided that, for an Employee Participant, in no event will any payment be made within the six-month period immediately following the Employee Participant's Separation from Service, consistent with Code Section 409A.

(d) If a Participant does not elect the time of payment of any portion of the Participant's Account (other than the Preserved Deferred Compensation Account and Preserved BRP Account), such portion shall be paid as follows: (i) for Employee Participants, such portion shall be paid (or commence to be paid, as applicable) on February 1st (or the first business day thereafter) that next follows the expiration of the six-month period commencing on the Participant's Separation from Service, consistent with Code Section 409A and (ii) for Director Participants, such portion shall be paid (or commence to be paid, as applicable) in the Plan Year in which the Director Participant ceases being a director of the Company and has a Separation from Service, consistent with Code Section 409A,

Section 6.6 Payments in Case of Unforeseeable Emergency.

(a) While it is the primary purpose of the Plan to provide funds for the years when Participants no longer render active service to the Company, it is recognized that in certain urgent circumstances it would be in the best interests of a Participant to accelerate part or all of the payments to be made to the Participant. Accordingly, the Plan Administrator, in its sole discretion, may, upon written request of a Participant (or Beneficiary, in case of death of a Participant) accelerate the payment of part of all of the Participant's Account in an amount necessary to meet an Unforeseeable Emergency, subject to and in a manner consistent with Code Section 409A. The written request shall contain evidence which sets forth in reasonable detail the facts which constitute the severe financial hardship and the circumstances which occasioned such hardship. The Plan Administrator shall exercise its discretion in this regard in a uniform and nondiscriminatory manner. The amount of any such accelerated payment or payments shall not exceed the lesser of: (1) the amount necessary to take account of and ameliorate such Unforeseeable Emergency or (2) the entire undistributed Account of such Participant.

(b) The remaining undistributed portion of such Participant's Account, if any, shall be distributed according to the election made pursuant to Article 6 or according to the provisions of Article 7. This Section shall not be construed to allow distribution under the Plan of amounts greater than those the Participant would have otherwise received, if no payment under this Section had been made.

Section 6.7 Required Delay. To the extent compliance with the requirements of Code Section 409A is necessary to avoid the application of an additional tax under Code Section 409A

to payments due to the Participant upon or following Separation from Service, then notwithstanding any other provision of the Plan (or any otherwise applicable plan, policy, agreement or arrangement), any such payments that are otherwise due shall be delayed for a period of six months following the Participant's Separation from Service pursuant to Code Section 409A, and the accumulated postponed amounts shall be paid to the Participant in a lump sum payment within 60 days after the end of the six-month period. If the Participant dies during the postponement period prior to the payment of benefits, the amounts withheld on account of Code Section 409A shall be paid within 60 days after the date of the Participant's death or by such other date as may be permitted under Code Section 409A. Prior to payment, the Participant's Accounts shall continue to be credited with earnings or Dividend Equivalents, as applicable, in accordance with Article 5.

Section 6.8 Subsequent Election. Participants may irrevocably elect to change the method and commencement date of payment of the Participant's Accounts by making a Subsequent Election by completing a new Election Form. A Subsequent Election as to a Participant's Account: (1) will not be effective as to any payment scheduled to be made within 12 months of the Subsequent Election; (2) other than a Subsequent Election made in connection with a Participant's death, the first payment to which such Subsequent Election applies must be deferred by at least five years from the originally scheduled payment date under the prior Election Form; and (3) must be made not less than 12 months before the date on which the payment is scheduled to be made, with respect to a payment that is to be made at a specified time or pursuant to a specified schedule. The Plan Administrator may limit the form and commencement date under a Subsequent Election and the number of Subsequent Elections that can be made by a Participant. Unless the Plan Administrator determines otherwise:

(a) No Subsequent Elections may be made with respect to the Benefit Restoration Accounts.

(b) A Participant with a Preserved BRP Account may only make one Subsequent Election, which Subsequent Election shall be made during a period specified by the Plan Administrator.

(c) A Participant may make only one Subsequent Election with respect to the Participant's Deferred Compensation Accounts and Deferred Equity Accounts, and such Subsequent Election must apply to all amounts credited to the Participant's Deferred Compensation Accounts and Deferred Equity Accounts for the applicable Plan Year.

A Subsequent Election must be made in the format required by the Plan Administrator or its delegate. The Plan Administrator reserves the right to and discretion to reject and disallow a Subsequent Election for any reason and at any time.

Section 6.9 Small Benefit Cash-Out. The Plan Administrator reserves the right to cash out a Participant's Accounts that are of the same "type" under Treas. Reg. 1.409A-1(c)(2) if the aggregate value of such Accounts of the Participant, together with any other deferred amounts under agreements, methods, programs, or other arrangements treated with the Plan as the same "type" of account under Code Section 409A, is not greater than the applicable dollar amount under Code Section 402(g)(1)(B).

ARTICLE 7 **BENEFITS UPON DEATH**

Section 7.1 Designation of Beneficiary. Each Participant shall have the right to designate, revoke and redesignate Beneficiaries hereunder, including the estate of the Participant, and to direct payment thereto of the amount of the unpaid portion of the Participant's Accounts, such designation, revocation or redesignation to be made in the format required by the Plan Administrator or its delegate and to become effective upon submission to the Plan Administrator or its delegate.

Section 7.2 Rights of Beneficiary. In the event of the death of a Participant, such Participant's estate, if designated as Beneficiary, or other designated Beneficiaries if then living, shall be entitled, upon compliance with the reasonable requirements of the Company, to receive the unpaid portion of such Participant's Accounts, in the manner set forth in the Beneficiary designation form, or if no such designation has been made in the Beneficiary designation form, in a single lump sum payment promptly following the death of the Participant (but in no event later than March 15 of the year following the year of the Participant's death or such later date as may be allowed by Code Section 409A). Prior to payment, the Participant's Accounts shall continue to be credited with earnings in accordance with Article 5.

Section 7.3 Failure to Designate Beneficiary. If a deceased Participant shall have failed to designate any Beneficiary under Section 7.1, the unpaid portion of the Participant's Accounts shall be paid to the Participant's surviving spouse, if any, and otherwise to the Participant's estate.

ARTICLE 8 **ADMINISTRATIVE PROVISIONS**

Section 8.1 Duties and Powers. The Plan Administrator shall conduct the general administration of the Plan in accordance with the Plan and shall retain all the necessary power and authority to carry out that function. Among such necessary powers and duties are the following:

- (a) To construe, interpret and administer the terms and provisions of the Plan;
- (b) To make allocations and determinations required by the Plan, including with respect to eligibility and the amounts and terms of Company contributions;
- (c) To compute and certify to the Company the amount and kind of benefits payable to Participants;
- (d) To authorize all disbursements by the Company pursuant to the Plan;
- (e) To determine the occurrence of, necessity for and amount of, any distribution made as a result of an Unforeseeable Emergency pursuant to Section 6.6;
- (f) To maintain all the necessary records for the administration of the Plan;
- (g) To prepare and submit such reports as shall be required by the Board of Directors from time to time;

(h) To make and publish such rules for the regulation of the Plan as are not inconsistent with the terms hereof; and

(i) To establish a procedure for notifying, in writing, any Participant or Beneficiary whose claim for benefits under the Plan is denied, stating the specific reasons for such denial, and for providing any such Participant or Beneficiary a reasonable opportunity for a full and fair review by the Plan Administrator of such denial.

Section 8.2 Effect of Company Action. All actions taken and all determinations made by the Plan Administrator or the Company in good faith shall be final and binding upon all Participants, the Company and any persons interested in the Plan or in any rights accrued thereunder. All Participants shall be deemed to have acknowledged and agreed, by participating in the Plan, that all determinations of the Plan Administrator shall be final and binding on all persons for all purposes.

Section 8.3 Delegation of Routine Duties. The Plan Administrator may delegate the authority to perform ministerial duties in connection with the administration of the Plan. This authority may be delegated to any person designated by the Plan Administrator in writing. Such authority shall include that necessary to perform the recordkeeping and notification functions of the Plan Administrator; provided, however, that such authority shall not be construed to include the exercise of discretionary powers which are vested solely in the Plan Administrator.

Section 8.4 Access to Account Information. Participants will have access to their account details through a system managed by a record-keeper retained by the Company. The record-keeper's site will include Account balances, current investment selections and allocations, investment options, and other relevant information regarding the Plan as the Plan Administrator deems advisable to furnish.

Section 8.5 Information. To enable the Plan Administrator to perform its functions, the Company shall supply full and timely information to the Plan Administrator on all matters relating to the compensation of all Participants, their employment, their retirement, death, or the cause for termination of employment, and such other pertinent facts as the Plan Administrator may require.

Section 8.6 Employment of Outside Advisors. The Plan Administrator may consult with legal counsel (who may be counsel for the Company), accountants, consultants, physicians, or other persons and shall be fully protected with respect to any action taken or omitted by it in good faith pursuant to the advice of such advisors.

Section 8.7 Administrative Costs. All costs and expenses incurred in the administration of the Plan shall be borne by the Company.

ARTICLE 9 AMENDMENT AND TERMINATION

Section 9.1 Amendment and Termination. The Company shall have the right to amend or terminate this Plan in whole or in part at any time or from time to time by action of the Board of Directors or the Compensation Committee, or, with respect to amendments that do not materially increase the cost of the Plan to the Company as determined by the Compensation

Committee, by action of the Benefits Committee; provided, however, that no action under this Section shall, without the consent of a Participant, reduce the amounts credited to the Participant's Account as of the date of the amendment or termination. Without limiting the foregoing and for avoidance of doubt, the Board of Directors (1) may amend the Plan to limit the amount of any contributions that will made to the Plan prospectively and (2) may terminate the Plan and provide for immediate distributions of all benefits accrued hereunder, including in the event of a change in control of the Company, subject to the requirements of Code Section 409A.

ARTICLE 10 **CLAIMS PROCEDURES**

Section 10.1 Presentation of Claim. Any Participant or Beneficiary of a deceased Participant (such Participant or Beneficiary being referred to below as a "Claimant") may deliver to the Plan Administrator a written claim for a determination with respect to the amounts distributable to such Claimant from the Plan. If such a claim relates to the contents of a notice received by the Claimant. The claim must be made within 60 days after such notice was received by the Claimant. All other claims must be made within 180 days of the date on which the event that caused the claim to arise occurred. The claim must state with particularity the determination desired by the Claimant.

Section 10.2 Notification of Decision.

(a) The Plan Administrator (or an appointee) shall consider a Claimant's claim and shall notify the Claimant in writing within 90 days after the claim is filed whether the claim is approved or denied, unless the Plan Administrator determines that special circumstances beyond the control of the Plan require an extension of time, in which case the Plan Administrator may have up to an additional 90 days to process the claim. If the Plan Administrator determines that an extension of time for processing is required, the Plan Administrator shall furnish written or electronic notice of the extension to the Claimant before the end of the initial 90-day period. Any notice of extension shall describe the special circumstances necessitating the additional time and the date by which the Plan Administrator expects to render its decision. If the Plan Administrator approves the claim, the Claimant shall be notified that the claim has been allowed in full. If the Plan Administrator denies the claim, in whole or in part, it must provide to the Claimant, in writing or by electronic communication, a notice, set forth in a manner calculated to be understood by the Claimant, that includes:

- (i) the specific reason(s) for the denial of the claim, or any part of it;
- (ii) specific reference(s) to pertinent provisions of the Plan upon which such denial was based;
- (iii) a description of any additional material or information necessary for the Claimant to perfect the claim, and an explanation of why such material or information is necessary;
- (iv) an explanation of the claim review procedure set forth in Section 10.3 below, including the time limits and a statement of the Claimant's right to bring a civil action under Section 502(a) of ERISA following a denial of the claim on review; and

(v) if an internal rule was relied on to make the decision, either a copy of the internal rule or a statement that this information is available at no charge upon request.

Section 10.3 Review of a Denied Claim. Within 60 days after receiving a notice from the Plan Administrator that a claim has been denied, in whole or in part, a Claimant (or the Claimant's duly authorized representative) may file with the Plan Administrator a written request for a review of the denial of the claim. Thereafter, but not later than 30 days after the review procedure began, the Claimant (or the Claimant's duly authorized representative) may:

- (a) review pertinent documents, information and records;
- (b) submit written comments or other documents to the Plan Administrator; and/or
- (c) request a hearing, which the Plan Administrator, in its sole discretion, may grant.

Section 10.4 Decision on Review. The Plan Administrator shall render its decision on review promptly, and not later than 60 days after receiving a written request for review of the denial, unless special circumstances require additional time, in which case the Plan Administrator's decision must be rendered within 120 days after such date. A notice of such an extension must be provided to the Claimant within the initial 60-day period and must explain the special circumstances and provide an expected date of decision. The Plan Administrator shall take into account all comments, documents, records, and other information submitted by the Claimant relating to the claim regardless of whether the information was submitted or considered in the initial benefit determination. Such decision must be written in a manner calculated to be understood by the Claimant, and it must contain:

- (a) specific reasons for the decision;
- (b) specific reference(s) to the pertinent Plan provisions upon which the decision was based;
- (c) a statement that the Claimant may receive on request all relevant records at no charge;
- (d) a description of the Plan's voluntary procedures and deadlines, if any;
- (e) a statement of the Claimant's right to sue under Section 502(a) of ERISA; and
- (f) if an internal rule was relied on to make the decision, either a copy of the internal rule or a statement that this information is available at no charge upon request.

Section 10.5 Legal Action. A Claimant's compliance with the foregoing provisions of this Article 10 is a mandatory prerequisite to a Claimant's right to commence any legal action with respect to any claim for benefits under this Plan. If a Claimant fails to follow these claims

procedures, or to timely file a request for appeal in accordance with this Article 10, the denial of the claim shall become final and binding on all persons for all purposes.

ARTICLE 11 **MISCELLANEOUS**

Section 11.1 Limitation on Participant's Rights. Participation in this Plan shall not give any Participant the right to be retained in the Company's employ, the right to exercise any of the rights or privileges of a shareholder with respect to any stock credited to the Participant, or any right or interest in this Plan other than as herein provided. The Company reserves the right to dismiss any Participant without any liability for any claim against the Company, except to the extent provided herein. This Plan shall create only a contractual obligation on the part of the Company and shall not be construed as creating a trust or any fiduciary relationship. The right of a Participant or Beneficiary to receive payments pursuant to the Plan shall be no greater than the right of other unsecured creditors of the Company.

Section 11.2 Receipt or Release. Any payment to any Participant or Beneficiary in accordance with the provisions of this Plan shall, to the extent thereof, be in full satisfaction of all claims against the Plan Administrator and the Company as they relate to the benefits under this Plan, and the Plan Administrator may require such Participant or Beneficiary, as a condition precedent to such payment, to execute a receipt and release to such effect.

Section 11.3 Successors and Assigns. This Plan shall inure to the benefit of, and be binding upon, the parties hereto and their successors and assigns; provided, however, that the amounts credited to the accounts of a Participant shall not be assignable, transferable or subject to be taken in execution by levy, attachment or garnishment, and any purported transfer, assignment, encumbrance or attachment shall be void.

Section 11.4 Payment on Behalf of Participant or Beneficiary. In the event any amount becomes payable under the Plan to a Participant or Beneficiary who, in the sole judgment of the Plan Administrator, is considered by reason of physical or mental condition to be unable to give a valid receipt therefor, the Plan Administrator may direct that such payment be made to the legally appointed guardian or conservator of the person or estate of the Participant or the Beneficiary, to any person with whom the Participant or Beneficiary resides, or to any person who has custody of the Participant or Beneficiary, without any duty to supervise or inquire into the application of any funds so paid. Any payment made pursuant to such determination shall constitute a full release and discharge of the Plan Administrator, the Company and its employees.

Section 11.5 Forfeiture. Except as otherwise provided by Article 7, any payment or distribution to a Participant under the Plan which is not claimed by the Participant, Beneficiary, or other person entitled thereto within three years after becoming payable shall be forfeited and canceled and shall remain with the Company and no other person shall have any right thereto or interest therein. Neither the Plan Administrator nor the Company shall have any duty to give notice that amounts are payable under the Plan to any person other than the Participant.

Section 11.6 Withholding. The Company shall deduct from the amount of all distributions under the Plan any Federal, state, local or other taxes it determines are required to be

withheld. Unless otherwise determined by the Plan Administrator, in accordance with rules and procedures established by the Plan Administrator, shares of the Company's Common Stock may be withheld to satisfy tax withholding obligations with respect to any distributions of Common Stock from an Account, subject to the terms of the Equity Compensation Plan and the applicable Equity Award grant agreement. If the whole or any part of the amounts credited to a Participant shall become liable for the payment of any estate, inheritance, income or other tax which the Company shall be required to pay, the Company shall have full power and authority to pay such tax out of any moneys or other property in its hands for the account of the person whose interests hereunder are so liable. Prior to making any payment, the Company may require such releases or other documents from any lawful taxing authority as it shall deem necessary.

Section 11.7 Participant's Obligations to Company. Notwithstanding any other provision of the Plan, in the event a Participant defaults upon any debt, obligation, or other liability owed to the Company, irrespective of the basis therefor, such Participant's Accounts shall be subject to offset by the Company in full or in part as required for the payment of any such debt, obligation or liability to the Company; provided, however, that such offset shall not occur until the Participant or Beneficiary shall become entitled to receive payments pursuant to Article 6 or Article 7.

Section 11.8 Recoupment. All amounts payable under the Plan are subject to the terms of any applicable clawback policies approved by the Board of Directors, as in effect from time to time, whether approved before or after the Restatement Effective Date and, to the extent permitted by applicable law, all amounts payable under the Plan are subject to offset in the event that a Participant has an outstanding clawback, recoupment or forfeiture obligation to the Company under the terms of any applicable clawback policy. In the event of a clawback, recoupment or forfeiture event under an applicable clawback policy, the amount required to be clawed back, recouped or forfeited pursuant to such policy shall be deemed not to have been earned under the terms of the Plan, and the Company shall be entitled to recover from the Participant the amount specified under the policy to be clawed back, recouped or forfeited.

Section 11.9 Changes in Capitalization. A Participant's Deferred Equity Account denominated in shares of the Company's Common Stock shall be appropriately adjusted in accordance with the Equity Compensation Plan to reflect changes in capitalization of the Company's Common Stock as described in the Equity Plan.

Section 11.10 Code Section 409A Compliance. This Plan is intended to comply with the requirements of Code Section 409A and regulations thereunder. Any provision of this document that is contrary to the requirements of Code Section 409A and the regulations thereunder shall be null, void, and of no effect and the Plan Administrator shall interpret the document consistent with the requirements of Code Section 409A, which shall govern the administration of the Plan in the event of a conflict between Plan terms and the requirements of Code Section 409A and the regulations thereunder. The right to instalment payments under the Plan shall be treated as a single form of payment for purposes of Code Section 409A. In no event may a Participant, directly or indirectly, designate the calendar year of a payment except in accordance with Code Section 409A. All payments to specified employees under Code Section 409A shall be subject to the six-month delay under Code Section 409A, to the extent applicable, as described in Section 6.7. Notwithstanding the foregoing, the Company makes no representation that the Plan complies with

Code Section 409A and shall have no liability to any Participant for any failure to comply with Code Section 409A.

Section 11.11 Nonalienation. Except as hereinafter provided with respect to family disputes, the rights of any Participant under the Plan may not be assigned, transferred, sold, pledged, or otherwise disposed of, and any attempt to do so shall be null and void. No Accounts shall be subject to a domestic relations court order, unless required by applicable law. As a condition of participation, a Participant agrees to hold the Plan Administrator and the Company harmless from any claim that may arise out of the Company's observance of the terms of any such domestic relations order.

Section 11.12 Unfunded Status. The Plan is intended to be maintained at all times as an unfunded program for federal income tax purposes. The sole interest of each Participant or Beneficiary under the Plan is to receive the benefits provided under the Plan as and when they become due and payable in accordance with the terms of the Plan. The Company need not maintain any separate fund or account to provide any benefits provided under the Plan. Participants and persons claiming under or through Participants will have no right, title, or interest in or to any of the assets of the Company and will have only general unsecured creditor status with respect to benefits under the Plan.

Section 11.13 Delaware Law Governs. This Plan shall be construed, administered and governed in all respects under and by the laws of the State of Delaware. If any provisions of this instrument shall be held by a court of competent jurisdiction to be invalid or unenforceable, the remaining provisions hereof shall continue to be fully effective.

[Signature Page Follows]

IN WITNESS WHEREOF, this Plan has been adopted this ____ day of _____, 2023.

CENCORA, INC.

By: _____

Name: _____

Title: _____

Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer

I, Steven H. Collis, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q (the "Report") of Cencora, Inc. (the "Registrant");
2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and
 - (d) Disclosed in this Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: January 31, 2024

/s/ Steven H. Collis

Steven H. Collis
Chairman, President and Chief Executive Officer

Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer

I, James F. Cleary, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q (the "Report") of Cencora, Inc. (the "Registrant");
2. Based on my knowledge, this Report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this Report;
3. Based on my knowledge, the financial statements, and other financial information included in this Report, fairly present in all material respects the financial condition, results of operations and cash flows of the Registrant as of, and for, the periods presented in this Report;
4. The Registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the Registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the Registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this Report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the Registrant's disclosure controls and procedures and presented in this Report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this Report based on such evaluation; and
 - (d) Disclosed in this Report any change in the Registrant's internal control over financial reporting that occurred during the Registrant's most recent fiscal quarter (the Registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the Registrant's internal control over financial reporting; and
5. The Registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the Registrant's auditors and the audit committee of the Registrant's board of directors:
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the Registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the Registrant's internal control over financial reporting.

Date: January 31, 2024

/s/ James F. Cleary

James F. Cleary

Executive Vice President and Chief Financial Officer

Section 1350 Certification of Chief Executive Officer

In connection with the Quarterly Report of Cencora, Inc. (the "Company") on Form 10-Q for the quarter ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Steven H. Collis, President and Chief Executive Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Steven H. Collis

Steven H. Collis
Chairman, President and Chief Executive Officer

January 31, 2024

Section 1350 Certification of Chief Financial Officer

In connection with the Quarterly Report of Cencora, Inc. (the "Company") on Form 10-Q for the quarter ended December 31, 2023 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, James F. Cleary, Executive Vice President and Chief Financial Officer of the Company, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

- (1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ James F. Cleary

James F. Cleary
Executive Vice President and Chief Financial Officer

January 31, 2024