

WALGREEN CO. AUDIT COMMITTEE
COMPLAINT POLICY FOR ACCOUNTING AND AUDITING MATTERS

Purpose: The Audit Committee has established the following policy and procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters (“Complaints”); and (ii) the confidential, anonymous submission by Walgreen Co. (the “Company”) employees of concerns regarding questionable accounting or auditing matters (“Concerns”).

Scope of Matters Covered by These Procedures: These procedures relate to Complaints and Concerns relating to any questionable accounting or audit matters including, without limitation, the following:

- Fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- Fraud or deliberate error in the recording and maintaining of financial records of the Company;
- Deficiencies in or noncompliance with the Company’s internal accounting controls;
- Misrepresentation or false statements to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- Deviation from full and fair reporting of the Company’s financial condition.

Receipt of Complaints and Concerns:

Employees and others may make Complaints and Concerns on a confidential and anonymous basis through a third-party telephone hotline that the Company has established for reporting purposes. The hotline number for reporting purposes is 1-800-666-5677. The hotline service is available 24 hours a day, seven days a week. When calling the hotline, individuals will have an option of identifying themselves or remaining anonymous. All Complaints and Concerns will be forwarded directly to the Company’s General Auditor, General Counsel and Senior Vice President, Human Resources.

Treatment of Complaints and Concerns:

- a. All Complaints and Concerns will be administered and reviewed by the General Auditor, the General Counsel and the Senior Vice President, Human Resources, unless the Audit Committee directs otherwise. Confidentiality will be maintained to the fullest extent possible, consistent with conducting an adequate review and with any applicable legal requirements.
- b. The General Auditor will promptly forward to the Chair of the Audit Committee, in detail, any Complaint or Concern in which an executive officer of the Company is specifically named. The General Auditor, the General Counsel and the Senior Vice President, Human Resources shall each have the authority, in his/her discretion, to bring all other Complaints or Concerns immediately to the attention of the Chair of the Audit Committee.

- c. The General Auditor shall direct all internal investigations of Complaints and Concerns. Results of internal investigations of Complaints and Concerns that have been referred to the Audit Committee will be reviewed with the General Counsel and Senior Vice President, Human Resources, and such results shall be provided to the Audit Committee.
- d. At any time, the General Auditor, General Counsel, the Senior Vice President, Human Resources or any member of the Audit Committee may retain outside counsel or other advisers to perform or assist in investigations at the Company's expense. The General Counsel and Senior Vice President, Human Resources will communicate the results of any investigation for which they retain such outside resources to the General Auditor.
- e. The Company will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee with respect to good faith reporting of complaints regarding accounting matters or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002.

Reporting and Retention of Complaints and Concerns:

The General Auditor, or person(s) designated by the General Auditor, shall enter all Complaints and Concerns within the Loss Prevention case management system, and track their receipt, investigation and resolution. Audit Committee members shall be granted access to the case management system. The General Auditor will prepare a summary of Complaints and Concerns to the Audit Committee on a quarterly basis, and this summary will be reconciled to the summary of calls received by the hotline. The details of all Complaints and Concerns received will be made available to the Audit Committee at their request. Records of Complaints and Concerns shall be maintained for five (5) years.