

Policy Name & Number	C-211-Security Holder Communication Policy
Policy Owner	General Counsel
Approving Authority	Athenahealth Audit Committee of the Board of Directors
Approval Date	October 23, 2017
Supersedes (if applicable)	All prior versions of the policy
Review Requirements	Annually
Laws & Regulations	SOX, Security Regulations
Applicability	Security Holders

## Policy Statement

### POLICY PURPOSE

To encourage open, frank and candid communications with the Company's security holders and to establish a process for those holding any shares of athenahealth, Inc. (collectively, the "**Security Holders**") to communicate with the Board of Directors (the "**Board**") of athenahealth, Inc. (the "**Company**"), as a whole, any committee of the Board (including the Audit Committee, Nominating and Corporate Governance Committee, and the Compensation Committee, collectively the "**Board Committees**"), or with individual directors of the Board.

### POLICY STATEMENT

The Board provides to every security holder the ability to communicate with the Board, as a whole, the Board Committees, and with individual Board directors through an established process for Security Holder Communications (a "**Security Holder Communication**") as follows:

For a Security Holder Communication directed to the Board as a whole, Security Holders may send such communication to the attention of the Chairman of the Board of Directors via U.S. Mail or Expedited Delivery Service to the address listed below:

athenahealth, Inc.; 311 Arsenal Street; Watertown, MA 02472  
Attn: Chairman of the Board of Directors

For a Security Holder Communication directed to an individual director, in his or her capacity as a member of the Board, Security Holders may send such communication to the attention of the individual director via U.S. Mail or Expedited Delivery Service to the address listed below:

athenahealth, Inc.; 311 Arsenal Street; Watertown, MA 02472  
Attn: [Name of Individual Director]



All Security Holder Communications must be accompanied by the following information:

- a statement of the type and amount of the securities of the Company that the person holds;
- any special interest, meaning an interest not in the capacity of a Security Holder of the Company, of the person in the subject matter of the communication; and
- the address, telephone number and e-mail address, if any, of the person submitting the Security Holder Communication.

The Company will forward by U.S. Mail any such Security Holder Communication to each director and/or the Chairman of the Board, in his or her capacity as a representative of the Board, to whom such Security Holder Communication is addressed to the address specified by each such director and/or the Chairman of the Board.

The Company's acceptance and forwarding of a Security Holder Communication to the Board, any Board Committee, or any member or members of the Board does not imply that the directors owe or assume any fiduciary duty to the person submitting the Security Holder Communication, all such duties being only as prescribed by applicable law.

Communications from an officer or director of the Company and proposals submitted by Security Holders to be included in the Company's annual proxy statement, pursuant to Rule 14a-8 of the Securities Exchange Act of 1934 (and related communications) will not be viewed as a Security Holder Communication. Communications from an employee or agent of the Company will be viewed as Security Holder Communication only if such communications are made solely in such employee's or agent's capacity as a Security Holder.

## RELATED INFORMATION/POLICIES/DETAILS

N/A