

# CVS HEALTH CORPORATION

A Delaware corporation  
(the “Company”)

## **Nominating and Corporate Governance Committee Charter**

Amended as of January 25, 2017

### **Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) has been created by the Board of Directors of the Company to:

- identify individuals qualified to become Board members consistent with the criteria approved by the Board, and recommend to the Board director nominees for election at the next annual or special meeting of shareholders at which directors are to be elected or to fill any vacancies or newly created directorships that may occur between such meetings;
- recommend directors for appointment to Board committees;
- make recommendations to the Board as to determinations of director independence;
- oversee the evaluation of the performance of the Board and its committees;
- consider matters of corporate governance and to review, at least annually, the Corporate Governance Guidelines of the Company and oversee compliance with such Guidelines; and
- review and consider the Company’s policies and practices on issues relating to corporate social responsibility, charitable contributions, political spending practices and other significant public policy issues.

### **Membership**

The Committee shall consist of at least three members, comprised solely of independent directors meeting applicable independence requirements, including those of the New York Stock Exchange (“NYSE”). In consultation with the Chairman of the Board, the Board shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the independent members of the Board and may be removed by the Board at any time. The Committee shall recommend to the Board, and the Board shall designate, the Chair of the Committee.

### **Responsibilities**

In addition to any other responsibilities that may be assigned from time to time by the Board, the Committee is responsible for the following matters.

### *Board/Committee Nominees*

- The Committee shall oversee searches for and identify qualified individuals for membership on the Company's Board.
- The Committee shall recommend to the Board criteria for Board and Board committee membership, including as to director independence, and shall recommend individuals for membership on the Company's Board and its committees. In making its recommendations for Board and committee membership, the Committee shall:
  - review candidates' qualifications for membership on the Board or a committee of the Board (including making a specific recommendation as to the independence of each candidate) based on the criteria approved by the Board (including those criteria set forth in Annex A) and taking into account any independence, financial literacy and financial expertise standards that may be required under applicable law, rules and regulations, including NYSE rules; and
  - periodically review the composition of the Board and its committees, including the Chairs of each committee in light of all of the factors the Committee deems relevant.

### *Evaluating the Board and Its Committees*

- At least annually, the Committee shall lead the Board in a self-evaluation to determine whether it and its committees are functioning effectively. The Committee shall oversee the evaluation process and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.
- At least annually, the Committee shall review the evaluations prepared by each Board committee of such committee's performance and consider any recommendations for proposed changes to the Board.
- At least annually, the Committee shall evaluate its own performance and report to the Board on such evaluation.
- The Committee shall periodically review the size and responsibilities of the Board and its committees and recommend any proposed changes to the Board.

### *Corporate Governance Matters*

- The Committee shall develop and recommend to the Board the Corporate Governance Guidelines for the Company. At least annually, the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed changes to the Board.

- The Committee shall be responsible for any tasks assigned to it in the Company's Corporate Governance Guidelines.
- The Committee shall oversee compliance with the Company's Corporate Governance Guidelines and report on such compliance to the Board. The Committee shall also review and consider any requests for waivers of the Company's Corporate Governance Guidelines, and shall make a recommendation to the Board with respect to such request for a waiver.
- At least annually, the Committee shall review the responsibilities of the Board and developments in the corporate governance of public companies.
- The Committee shall review potential conflicts of interest involving directors that the Audit Committee believes may affect a director's independence.
- The Committee shall review stockholder proposals received by the Company, including those relating to public policy issues, and make recommendations to the Board regarding the Company's response to such proposals.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

#### *Public Policy Matters*

- The Committee shall review and consider the Company's policies and practices on significant issues of corporate social responsibility, including the review of any corporate social responsibility report issued by the Company.
- At least annually, the Committee shall review material developments regarding the laws, rules and regulations that apply to the Company's business, as well as trends in the health care industry.
- The Committee shall review and consider the Company's policies and practices (including expenditures) regarding charitable contributions.
- The Committee shall review and consider the Company's policies and practices (including its expenditures) regarding political activities, including political contributions and direct and indirect lobbying.
- The Committee shall review and consider the Company's policies and practices regarding other significant public policy issues as the Board may determine from time to time.

#### *Director Orientation and Continuing Education*

- The Committee shall oversee the Company's orientation and continuing education program for directors.

### *Reporting to the Board*

- The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance or any other matters that the Committee deems appropriate or is requested to be included by the Board.

### **Authority**

The Committee has authority to retain and terminate any special legal, financial or other advisors that the Committee may consider necessary, without conferring with or obtaining the approval of management or the full Board, including without limitation any search firm assisting the Committee in identifying director candidates. The Committee has the authority to approve all of such advisors' fees and other retention terms and shall have available appropriate funding from the Company. The Committee shall be directly responsible for the oversight of any such advisor's work.

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

### **Procedures**

The Committee shall meet at least four times each year and at such other times as it determines is appropriate to carry out its responsibilities under this charter. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this charter. The Committee shall maintain minutes of its meetings and make available copies of such minutes to the Board. The Secretary of the Company shall maintain copies of all minutes as permanent records of the Company.

**CVS Health Nominating and Corporate Governance Committee  
Director Qualification Criteria**

In recognition of the fact that the selection of qualified directors is complex and crucial to the long-term success of the Company, the Nominating and Corporate Governance Committee (the “Committee”) has established the following guidelines for the identification and evaluation of candidates for membership on the Company’s Board of Directors (the “Board”).

Candidates should be distinguished individuals who are prominent in their fields or otherwise possess exemplary qualities that will enable them to effectively function as directors of the Company. While the Committee does not believe it appropriate at this time to establish any specific minimum qualifications for candidates, the Committee shall focus on the following qualities in identifying and evaluating candidates for Board membership:

- Background, experience and skills
- Character, reputation and personal integrity
- Judgment
- Independence
- Diversity
- Commitment to the Company and service on the Board
- Any other factor or factors that the Committee may determine to be relevant and appropriate

Recognizing that the overall composition of the Board is essential to the effective functioning of the Board, the Committee shall make these determinations in the context of the existing composition of the Board so as to achieve an appropriate mix of characteristics. Consistent with this philosophy, the Committee is committed to including in each search qualified candidates who reflect diverse backgrounds, including diversity of gender and race.

In making its determinations, the Committee shall take into account all applicable legal, regulatory and stock exchange requirements concerning the composition of the Board and its committees.

The Committee shall review these guidelines from time to time as appropriate (and in any event at least annually) and modify them as it deems appropriate.