

LABCORP

AUDIT COMMITTEE CHARTER

Purpose

The Audit Committee is appointed by the Board to be directly responsible for the selection, appointment, compensation, retention and oversight of the work of any registered public accounting firm employed by the Company and to assist in Board oversight of (1) the integrity of the financial statements of the Company; (2) the compliance by the Company with legal and regulatory requirements; (3) the qualifications and independence of the Company's independent auditors; and (4) the performance of the Company's internal audit functions and independent auditors.

Committee Membership and Meetings

The Audit Committee shall consist of no fewer than three members of the Board, all of whom shall meet the independence, experience and expertise requirements of the New York Stock Exchange and any other qualification requirements imposed by applicable laws, rules and regulations. At all times at least one member of the Audit Committee shall be an "audit committee financial expert" within the meaning of applicable rules and regulations of the Securities and Exchange Commission. Members of the Audit Committee may not simultaneously serve on the audit committee of more than three public companies, including the Company's, unless the Board has determined that such service would not impair the ability of the member to effectively serve on the Company's Audit Committee.

The members of the Audit Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. Audit Committee members may be removed, with or without cause, and replaced by the Board, but all replacements shall be made on the recommendation of the Nominating and Corporate Governance Committee.

The Audit Committee shall meet as often as necessary to carry out its responsibilities under this Charter, but no less than four times annually.

The members of the Audit Committee shall appoint one of their members as Chairperson. The Chairperson shall be responsible for the leadership of the Audit Committee, including preparing agendas, presiding over meetings, and reporting for the Audit Committee to the Board at the Board's next regularly scheduled meeting following a meeting of the Audit Committee.

Committee Powers, Authority, Duties and Responsibilities

1. The Audit Committee shall have the sole authority to, and shall be directly responsible for, selecting and submitting to shareholders for their ratification the independent auditor to be retained by the Company, approving the compensation of the independent auditor, and discharging or replacing the independent auditor.
2. The Audit Committee shall approve or adopt procedures to approve in advance the provision by the independent auditors of all services whether or not related to the audit. The Company shall provide for appropriate funding, as determined by the Audit Committee, for payment of compensation to the independent auditors retained by the Company for the purpose of rendering or issuing an audit report or performing other audit, review or attest services for the Company.
3. The Audit Committee shall review the annual audited financial statements with management and the independent auditors, including major issues regarding accounting and auditing principles and practices, the Company's disclosures under "Management's Discussion and Analysis of Results of Operations and Financial Condition," the adequacy of internal controls that could significantly affect the Company's financial statements, any material correcting adjustments that have been identified

by the independent auditor, whether or not made, any material off-balance sheet transactions, arrangements, obligations and other relationships of the Company with unconsolidated entities and other matters related to the conduct of the audit which are to be communicated to the Audit Committee under applicable standards of the Public Accounting Oversight Board (“PCAOB”) or other applicable standards.

4. The Audit Committee shall review analyses and reports prepared by management and the independent auditors of significant financial reporting issues and judgments and critical accounting policies and practices in connection with the preparation of the Company’s financial statements and the ramifications of the use of alternative disclosures and treatments, the treatment preferred by the independent auditors, and other material written communications between the independent auditors and management, including any management letter or schedule of unadjusted differences.
5. The Audit Committee shall stay apprised of the effect of regulatory and accounting initiatives, as well as developments of off-balance sheet structures, on the financial statements of the Company.
6. The Audit Committee shall review with management and the independent auditors the Company’s quarterly financial statements and the Company’s disclosures under “Management’s Discussion and Analysis of Results of Operations and Financial Condition.” The Audit Committee shall also discuss earnings press releases, including any use of “pro forma,” “adjusted” or non-GAAP information, as well as financial information and earnings guidance provided to analysts and rating agencies.
7. The Audit Committee shall (a) review policies and procedures with respect to Company transactions in which officers or directors have an interest, including when their review is requested by management or the independent auditors, (b) review policies and procedures with regard to officers’ expense accounts and perquisites, including their use of corporate assets and (c) consider the results of any review of these areas by the internal audit staff or independent auditors. The Audit Committee shall review all related party transactions and similar matters.
8. The Audit Committee shall meet periodically with management, internal audit staff and the independent auditors to review and discuss the Company’s major financial risk exposures and the steps management has taken to monitor and control such exposures, including with respect to risk assessment and risk management. The Audit Committee shall also review and evaluate the Company’s processes for identifying and assessing key financial statement risk areas and for formulating and implementing steps to address such risk areas.
9. The Audit Committee shall review major changes to the Company’s auditing and accounting principles and practices as suggested by the independent auditor, the internal audit department or management.
10. The Audit Committee shall receive periodic reports, at least annually, from the independent auditor regarding the auditors’ independence; the auditors’ internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and all relationships between the independent auditors and the Company. The Audit Committee shall discuss such reports with the auditor, and take appropriate action on any disclosed relationship to satisfy itself of the auditor’s independence. The Audit Committee shall present its review and conclusions with respect to the independent auditor to the full Board. The Audit Committee will also establish clear hiring policies for employees or former employees of the independent auditor.
11. The Audit Committee shall review and evaluate the experience, qualifications and performance of the independent auditor annually and at any other time the Committee considers appropriate (including the lead partner and the senior members of the audit team) and, if so determined by the

Audit Committee, have the exclusive authority to terminate and replace the independent auditors (subject, if deemed appropriate, to shareholder ratification).

12. The Audit Committee shall approve a risk-based internal audit plan and any significant changes to that plan.
13. The Audit Committee shall review and approve the termination or appointment of the senior internal audit executive.
14. The Audit Committee shall provide input into the performance evaluation of the senior internal audit executive.
15. The Audit Committee shall review the significant reports to management prepared by the internal audit department and management's responses thereto and review with the independent auditor any audit problems or difficulties and management's responses thereto.
16. The Audit Committee shall review the resources needed for the internal audit department and make appropriate inquiries of management and the senior internal audit executive to determine whether there are inappropriate scope or resource limitations related to the internal audit.
17. The Audit Committee shall receive communications from the senior internal audit executive on the internal audit department's performance with respect to the audit plan and any other matters. The Audit Committee shall approve the Internal Audit Charter on an annual basis.
18. The Audit Committee shall review the results of the internal and external quality assurance reviews.
19. The Audit Committee shall meet with the independent auditor prior to the audit to review the planning and staffing of the annual audit and other examinations of the Company's quarterly, annual and other financial information. The Audit Committee shall also review with internal audit staff and the independent auditors the coordination of audit efforts to ensure completeness of coverage, reduction of redundant efforts and the effective use of internal and external audit resources.
20. The Audit Committee shall obtain from the independent auditor assurance that Section 10A of the Securities Exchange Act of 1934 has not been implicated.
21. The Audit Committee shall obtain reports from management and the Company's senior internal audit executive that the Company's subsidiary/foreign affiliated entities are in conformity with applicable legal requirements and the Company's Code of Conduct.
22. The Audit Committee shall review with the independent auditor any problems or difficulties the auditor may have encountered and any management letter provided by the auditor and the Company's response to any such problems or difficulties and to any management letter and shall be responsible for resolving disagreements between management and the independent auditor other than regarding financial reporting. Such review should include:
 - (a) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information.
 - (b) Any changes required in the planned scope of the internal audit.
 - (c) The internal audit department responsibilities, budget and staffing, the independent auditor's assessment of the adequacy of the Company's internal control structure and procedures of the Company for financial reporting.

23. The Audit Committee shall prepare the report required by the rules of the Securities and Exchange Commission to be included in the Company's annual proxy statement and shall receive the information to be provided by the independent auditors for inclusion in the proxy statement and/or annual report on Form 10-K, including information regarding fees relating to audit services, audit related services and non-audit services.
24. The Audit Committee shall meet with the Chief Executive Officer and Chief Financial Officer of the Company and review with them the content of the certifications made by them as to the accuracy and completeness of the Company's SEC filings.
25. The Audit Committee shall coordinate with the Quality and Compliance Committee to review compliance procedures in place to implement the Company's Code of Conduct and recommend clarifications or necessary changes to the Code to the full Board for approval and shall advise the Board with respect to the Company's accounting policies and procedures regarding compliance with applicable laws and regulations and with the Company's Code of Conduct.
26. The Audit Committee shall review with the Company's Chief Legal Officer legal and regulatory matters that may have a material impact on the financial statements, the Company's compliance policies and any material reports or inquiries received from external counsel, regulators or governmental agencies.
27. The Audit Committee shall establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
28. The Audit Committee shall review and discuss any reports concerning material violations submitted to it by Company attorneys or outside counsel pursuant to the SEC Attorney Professional Responsibility Rules.
29. The Audit Committee shall discuss with the independent auditors any significant issues arising from the most recent PCAOB inspection of the independent auditors, to the extent relevant to the Company, including the independent auditors reporting policy.
30. The Audit Committee shall meet periodically with the Chief Financial Officer and the members of management, the senior internal audit executive and the independent auditors, in separate executive sessions.
31. The Audit Committee may form and delegate authority to subcommittees if determined to be necessary or advisable, provided that any subcommittee shall report any actions taken by it to the whole Audit Committee at its next regularly scheduled meeting.
32. The Audit Committee shall make reports to the Board at the next regularly scheduled meeting following the meeting of the Audit Committee accompanied by any recommendation to the Board.
33. The Audit Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
34. The Audit Committee shall annually review its own performance.
35. The Audit Committee shall have the authority to engage, and obtain advice and assistance from outside legal, accounting and other advisers, and the Company shall provide appropriate funding therefor and for ordinary administrative expenses of the Audit Committee, as determined by the Audit Committee.

36. The Audit Committee shall regularly review the Company's cybersecurity and other information technology risks, controls and procedures, including the Company's plans to mitigate cybersecurity risks and to respond to data breaches. The Audit Committee shall also review with management any specific cybersecurity issues that could affect the adequacy of the Company's internal controls.
37. The Audit Committee shall, on an annual basis and in accordance with **Exhibit A** to this Charter, review and approve the decision to enter into swap transactions that are exempt from the initial and variation margin and clearing requirements under the Commodity Exchange Act (as amended) and the regulations promulgated thereunder on the basis that the Company qualifies for the "end-user exception" when transacting in swaps (a) that are used to hedge or mitigate a commercial risk and (b) where the Company provides certain required information to a registered swap data repository or, if no registered swap data repository is available, to the Commodity Futures Trading Commission.
38. The Audit Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.

While the Audit Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Audit Committee to plan or conduct audits or to determine that the Company's financial statements are complete and accurate and are in accordance with generally accepted accounting principles. This is the responsibility of management and the independent auditor. Nor is it the duty of the Audit Committee to conduct investigations, to resolve disagreements on financial reporting matters, if any, between management and the independent auditor or to ensure compliance with laws and regulations and the Company's Code of Conduct.

End-User Exception Policy

The Audit Committee shall, on an annual basis, review and approve the decision to enter into swap transactions that are exempt from the initial and variation margin and clearing requirements under the Commodity Exchange Act (as amended), and the regulations promulgated thereunder (together, the “CEA”) on the basis that the Company qualifies for the “end-user exception” when transacting in swaps (a) that are used to hedge or mitigate a commercial risk and (b) where the Company provides certain required information to a registered swap data repository (an “SDR”) or, if no registered SDR is available, to the Commodity Futures Trading Commission (the “CFTC”). The Audit Committee shall, on an annual basis, confirm that such information is filed with the SDR or CFTC, as applicable.

1. The Audit Committee shall review and approve that such swap transactions:
 - (a) Are economically appropriate to the reduction of risks in the conduct and management of the Company, where the risks arise from:
 - (i) the potential change in the value of assets that the Company owns, produces, manufactures, processes or merchandises or reasonably anticipates owning, producing, manufacturing, processing or merchandising in the ordinary course of business of the Company;
 - (ii) the potential change in value of the liabilities that the Company has incurred or reasonably anticipates incurring in the ordinary course of business of the Company;
 - (iii) the potential change in value of the services that the Company provides, purchases, or reasonably anticipates providing or purchasing in the ordinary course of business of the Company;
 - (iv) the potential change in the value of assets, services, inputs, products, or commodities that the Company owns, produces, manufactures, processes, merchandises, leases, or sells or reasonably anticipates owning, producing, manufacturing, processing, merchandising, leasing or selling in the ordinary course of business of the Company;
 - (v) any potential change in value related to any of the foregoing arising from interest, currency, or foreign exchange rate movements associated with such assets, liabilities, services, inputs, products, or commodities; or
 - (vi) any fluctuation in interest, currency, or foreign exchange rate exposures arising from the Company’s anticipated assets or liabilities; or
 - (b) Qualify as bona fide hedging for purposes of an exemption from position limits under the CEA; or
 - (c) Qualify for hedging treatment under:
 - (i) Financial Accounting Standards Board Accounting Standards Codification Topic 815, “Derivatives and Hedging”; or
 - (ii) Governmental Accounting Standards Board Statement 53, “Accounting and Financial Reporting for Derivative Instruments”; and

2. The Audit Committee shall confirm that such swap transactions are:
 - (a) Not used for a purpose that is in the nature of speculation, investing or trading; and
 - (b) Not used to hedge or mitigate the risk of another swap or security-based swap position, unless that other position itself is used to hedge or mitigate commercial risk as defined by 17 CFR § 39.6 or by 17 CFR § 240.3(a)67-4.