

## **LABCORP**

### **NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

#### **Purpose**

The Nominating and Corporate Governance Committee is appointed by the Board (1) to assist the Board by identifying individuals qualified to become Board members, consistent with criteria approved by the Board and by recommending to the Board the director nominees for the next annual meeting of stockholders and otherwise when necessary; (2) to develop and recommend to the Board a set of corporate governance guidelines applicable to the Company and appropriate amendments thereto; (3) to lead the Board in its annual review of the performance of the Board and management; and (4) to oversee, and advise the Board with respect to, the Company's corporate governance matters, including Board and committee structure and composition and the Company's corporate governance policies and practices.

#### **Committee Membership and Meetings**

The Nominating and Corporate Governance Committee shall consist of no fewer than three members of the Board, all of whom shall meet the independence requirements of the New York Stock Exchange and any other qualification requirements imposed by applicable laws, rules, and regulations.

The members of the Nominating and Corporate Governance Committee shall be appointed annually by the Board. Nominating and Corporate Governance Committee members may be removed and replaced by the Board with or without cause. Any vacancies will be filled through appointment by the Board.

The Nominating and Corporate Governance Committee shall meet as often as necessary to carry out its responsibilities under this Charter, but no less than two times annually.

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

#### **Committee Powers, Authority, Duties and Responsibilities**

1. The Nominating and Corporate Governance Committee shall have the sole authority to retain and terminate any search firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Nominating and Corporate Governance Committee shall also have the authority to obtain advice and assistance from internal or outside legal, accounting or other advisors. The Company shall provide appropriate funding therefor and for ordinary administrative expenses of the Nominating and Corporate Governance Committee, as determined by the Nominating and Corporate Governance Committee.
2. The Nominating and Corporate Governance Committee shall establish and recommend to the Board the appropriate skills and characteristics required of Board members for the selection of new directors, evaluate the qualifications of potential candidates for director, including any nominees submitted by stockholders under and in accordance with the provisions of the Company's Bylaws and applicable laws and regulations.
3. At least on an annual basis, the Nominating and Corporate Governance Committee shall evaluate and analyze the skills and experience of the Board members, taking into account the diversity, age, background, skills, tenure and expertise of the Board as a whole, the Board's succession plan and the Company's business needs. The Nominating and Corporate Governance Committee shall also

annually evaluate and analyze the independence of each Board member in accordance with the listing standards of the New York Stock Exchange and applicable laws, rules and regulations.

4. Based on the criteria and evaluation set forth in paragraphs 2 and 3 above, the Nominating and Corporate Governance Committee shall recommend to the Board the nominees for election at the next annual meeting or any special meeting of stockholders and any person to be considered to fill a Board vacancy or a newly created directorship resulting from any increase in the authorized number of directors.
5. (a) Review and evaluate any circumstances, change of circumstances or actual or potential conflict of interest relating to any director that may affect the director's continued service that are reported pursuant to the Company's Corporate Governance Guidelines or otherwise brought to the attention of the Nominating and Corporate Governance Committee and (b) advise the Board as to the Nominating and Corporate Governance Committee's findings and recommendations relating to the continued service of any such director and, on an ongoing basis, any other issues pertaining to the independence or continued service of the Company's directors.
6. The Nominating and Corporate Governance Committee shall oversee the orientation and training of newly elected directors and continuing education for all Board members.
7. The Nominating and Corporate Governance Committee shall annually recommend to the Board director nominees for each Board committee, taking into account the listing standards of the New York Stock Exchange and applicable laws, rules and regulations. The Nominating and Corporate Governance Committee shall also advise the Board on removal of any Board committee members.
8. The Nominating and Corporate Governance Committee shall oversee an annual assessment of the Board's performance, including an evaluation of each individual director, to be discussed with the Board following the end of each fiscal year.
9. The Nominating and Corporate Governance Committee together with the Compensation Committee shall also establish and oversee an annual performance evaluation of management.
10. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of the corporate governance principles of the Company annually and recommend any proposed changes to the Board for approval.
11. The Nominating and Corporate Governance Committee shall be responsible for ensuring that executive sessions of the Board are held regularly.
12. The Nominating and Corporate Governance 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 Nominating and Corporate Governance Committee at its next regularly scheduled meeting.
13. The Nominating and Corporate Governance Committee shall make reports to the Board at its next regularly scheduled meeting following the meeting of the Nominating and Corporate Governance Committee accompanied by any recommendation to the Board.
14. The Nominating and Corporate Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
15. The Nominating and Corporate Governance Committee shall review its own performance annually, including in respect of the requirements of this Charter.

16. The Nominating and Corporate Governance Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.