

LABCORP

COMPENSATION COMMITTEE CHARTER

Purpose

The Compensation Committee is appointed by the Board to discharge the Board's responsibilities relating to compensation of the Company's Chief Executive Officer ("CEO"), the Company's Section 16 Officers, (which as used in this charter includes officers within the meaning of Section 16 of the Securities Exchange Act of 1934 (the "Act") and the Company's "executive officers" within the meaning of Rule 3b-7 as promulgated under the Act), and to consider, recommend, administer and implement the Company's incentive-compensation plans and equity-based plans.

The Compensation Committee is also responsible for (i) overseeing and assisting the Company in preparing the Compensation Discussion & Analysis ("CD&A") for inclusion in the Company's proxy statement and/or annual report on Form 10-K, (ii) providing for inclusion in the Company's proxy statement a description of the processes and procedures for the consideration and determination of executive and director compensation, and (iii) preparing and submitting for inclusion in the Company's proxy statement and/or annual report on Form 10-K a Compensation Committee Report, each as more fully described below and in accordance with applicable rules and regulations.

Committee Membership and Meetings

The Compensation Committee shall consist of no fewer than three members of the Board. The members of the Compensation Committee shall meet the independence requirements of the New York Stock Exchange and applicable laws, rules and regulations, as well as any other legal requirements relevant to the proper administration of the Company's executive compensation program, including requirements under the federal securities laws and the Internal Revenue Code of 1986.

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

The Compensation Committee shall meet as often as necessary to carry out its responsibilities under this Charter, but no less than two times annually. The Committee shall periodically meet in executive session without management. No member of management shall be present at meetings in which his or her compensation or performance is discussed or determined.

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

Committee Powers, Authority, Duties and Responsibilities

1. The Compensation Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or Section 16 Officer compensation. The Compensation Committee shall also have authority to obtain advice and assistance from internal or outside legal, accounting or other advisors but nothing herein obligates the Committee to act consistently with the advice or recommendations of the consultant and does not affect the ability or obligation of the Committee to exercise its own judgment. The Compensation Committee shall be directly responsible for the appointment, compensation and oversight of the work of any consultant or other adviser it retains, and shall have the sole authority to approve the fees and other terms for such consultants or advisers. The Company will provide for appropriate funding, as determined by the Compensation Committee, for payment of reasonable compensation to such consultant, counsel or other adviser retained by the Compensation Committee and any other ordinary administrative expenses of the Compensation

Committee that are necessary or appropriate in carrying out its duties. In selecting any advisors, the Compensation Committee shall consider the independence of such advisors in accordance with the requirements of the New York Stock Exchange and applicable laws, rules and regulations.

2. The Compensation Committee shall annually review and approve corporate goals and objectives relevant to CEO compensation, evaluate the CEO's performance in light of those goals and objectives, and set the CEO's compensation level based on this evaluation. In determining the long-term incentive component of CEO compensation, the Compensation Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies and the awards given to the CEO in past years, and may consider such other factors as it deems necessary or advisable. In evaluating and determining CEO compensation, the Committee shall consider the results of the most recent stockholder advisory vote on executive compensation ("Say on Pay Vote") required by Section 14A of the Exchange Act.
3. The Compensation Committee shall annually and at the time of any new CEO hire review and approve, for the CEO, his or her compensation and related offer letters or other employment arrangements or agreements, including without limitation any perquisites and other personal benefits provided by the Company
4. At time of hire of any new Section 16 Officers (other than the CEO), the Compensation Committee shall review their appointment to the position, their compensation package and related offer letters or other employment arrangements or agreements, perquisites and other benefits. The Compensation Committee shall approve, and recommend to the Board for approval, Section 16 Officer appointments and their compensation packages. In addition, the Compensation Committee shall approve, and recommend to the Board for approval, enterprise-level Senior Vice President positions. The Compensation Committee will approve, and recommend to the Board for approval, compensation changes for Section 16 Officers (other than the CEO). In reviewing and making recommendations regarding executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote. To the extent appropriate or necessary to comply with any federal securities or tax law requirements, such as Rule 16b-3 of the Securities Exchange Act of 1934, or Section 162 (m) of the Internal Revenue Code of 1986, the Board may delegate exclusive authority to the Compensation Committee to approve or ratify elements of compensation of Section 16 officers.
5. The Compensation Committee shall annually review and approve, and forward to the Board to review and approve, non-employee director compensation, including without limitation any perquisites and other personal benefits provided by the Company to its directors, taking into consideration the value of items such as meeting fees, retainer payments, and incentive awards at comparable companies. The Committee may consider such other factors as it deems necessary or advisable in setting director compensation.
6. Unless otherwise provided in a plan document or resolutions of the Board, the Compensation Committee shall consider, recommend, administer and implement the Company's incentive compensation plans and equity-based plans in which directors, the CEO, Section 16 officers and other employees of the Company and its subsidiaries may be participants, including, but not limited to, (a) approving option grants and restricted stock or other awards, (b) interpreting the plans, (c) determining rules and regulations relating to the plans, (d) modifying or canceling existing grants or awards and (e) imposing limitations, restrictions and conditions upon any grant or award as the Compensation Committee deems necessary or advisable.
7. The Compensation Committee shall make recommendations to the Board with respect to any new incentive-compensation plans and equity-based plans and any increase in shares reserved

for issuance under existing equity plans. The Compensation Committee shall administer the Executive and Director Stock Ownership Programs and annually review each participant's status under the applicable program.

8. The Compensation Committee shall oversee and assist the Company in preparing the CD&A, for inclusion in the Company's proxy statement and/or annual report on Form 10-K, as well as other Company filings or reports filed with the U.S. Securities and Exchange Commission (when and as necessary).
9. The Compensation Committee shall provide a description of the processes and procedures for the consideration and determination of executive and director compensation, as required for inclusion in the Company's proxy statement under Item 407(e)(3) of Regulation S-K.
10. The Compensation Committee shall review and discuss the CD&A with Company management and, based on the review and discussion, make a recommendation to the Board regarding whether to include the CD&A in the Company's proxy statement and/or annual report on Form 10-K. As appropriate, the Compensation Committee shall review and discuss with management any disclosures related to executive compensation not contained in the CD&A but provided elsewhere in the Company's proxy statement or Annual Report on Form 10-K, as applicable. The Compensation Committee shall prepare a Compensation Committee Report describing the above actions and authorize the inclusion of the report in the Company's proxy statement and/or its annual report on Form 10-K.
11. The Compensation Committee shall review and recommend to the Board for approval the frequency with which the Company will conduct Say on Pay Votes, taking into account the results of the most recent stockholder advisory vote on frequency of Say on Pay Votes required by Section 14A of the Exchange Act, and review and approve the proposals regarding the Say on Pay Vote and the frequency of the Say on Pay Vote to be included in the Company's proxy statement.
12. The Compensation Committee shall review and approve the Company's executive compensation philosophy and strategy to ensure it supports the Company's objectives and shareholders' interests, and that executives are being rewarded in a manner that is consistent with the Company's philosophy.
13. The Compensation Committee's role is one of oversight and, except as the Compensation Committee otherwise expressly determines or applicable law otherwise expressly requires, the Compensation Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise.
14. Any executive program changes applicable to the CEO or the Section 16 Officers will be referred to the Board for final approval.
15. The Compensation Committee shall review annually the peer group(s) used for benchmarking performance and compensation levels, and the criteria for selection.
16. The Compensation Committee shall evaluate the performance of the compensation consultant annually and at any other time the Committee considers appropriate and, if so determined by the Compensation Committee, have the exclusive authority to terminate and replace the compensation consultant.
17. The Compensation 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 Compensation Committee at its next regularly scheduled meeting.

18. The Compensation Committee shall make reports to the Board at the next regularly scheduled meeting following the meeting of the Compensation Committee.
19. The Compensation Committee shall oversee the Company's evaluation of the risks posed by its compensation plans and policies and review the Company's disclosure (if any) concerning compensation-related risks, in accordance with Item 402(s) of Regulation S-K.
20. The Compensation Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
21. The Compensation Committee shall annually review its own performance.
22. The Compensation Committee shall have such other authority and responsibilities as may be assigned to it from time to time by the Board.