

LABCORP

COMPENSATION AND HUMAN CAPITAL COMMITTEE CHARTER

Purpose

The Compensation and Human Capital Committee (the “Committee”) is appointed by the Board (i) to discharge the Board’s responsibilities relating to the oversight of the Company’s compensation and benefits policies generally, (ii) to evaluate the performance of and oversee and set compensation for 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), (iii) to consider, recommend, administer and implement the Company’s incentive-compensation plans and equity-based plans, and (iv) to oversee strategies relating to culture and human capital leadership.

The 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 Committee shall consist of no fewer than three members of the Board. The members of the 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.

The members of the Committee shall be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee. 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 Committee shall meet as often as necessary to carry out its responsibilities under this Charter, but no less than four 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 Committee shall appoint one of their members as Chairperson. The Chairperson shall be responsible for the leadership of the Committee, including preparing agendas, presiding over meetings, and reporting for the Committee to the Board at the Board’s next regularly scheduled meeting following a meeting of the Committee.

Committee Powers, Authority, Duties and Responsibilities

1. The Committee shall have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of CEO or other Section 16 Officer

compensation. The 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 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 Committee, for payment of reasonable compensation to such consultant, counsel or other adviser retained by the Committee and any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In selecting any advisors, the Committee shall consider the independence of such advisors, including all factors relevant to that person's independence from management in accordance with the requirements of the New York Stock Exchange and applicable laws, rules and regulations, including New York Stock Exchange Rule 303A.05(c)(iv).

2. The 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 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 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 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 Committee shall approve, and recommend to the Board for approval, Section 16 Officer appointments and their compensation packages. In addition, the Committee shall approve, and recommend to the Board for approval, enterprise-level Senior Vice President positions. The Committee will approve compensation changes for Section 16 Officers (other than the CEO). In reviewing executive compensation, the Committee shall consider the results of the most recent Say on Pay Vote.
5. The 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 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 Committee deems necessary or advisable.
7. The Committee shall make recommendations to the Board with respect to any new incentive-compensation plans and equity-based plans and any revisions thereto, including any increase in shares reserved for issuance under existing equity plans. The Committee shall administer the Executive and Director Stock Ownership Programs and annually review each participant's status under the applicable program.
8. The 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.
9. The 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 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, annual report on Form 10-K or other Company filings or reports filed with the U.S. Securities and Exchange Commission, as applicable. The Committee shall prepare a 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.
10. The 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.
11. The Committee shall review and approve the Company's overall human capital and executive compensation philosophies and strategies to ensure they support the Company's objectives and shareholders' interests, and that executives are being rewarded in a manner that is consistent with the Company's philosophies.
12. The Committee's role is one of oversight and, except as the Committee otherwise expressly determines or applicable law otherwise expressly requires, the Committee shall not act as a fiduciary with respect to any benefit plans or programs under ERISA or otherwise.
13. Any executive compensation program changes applicable to the CEO or the other Section 16 Officers will be referred to the Board for final approval. To the extent appropriate or necessary to comply with any federal securities, such as Rule 16b-3 of the Act, or any then-applicable tax law

requirements, the Board may delegate exclusive authority to the Committee to approve or ratify changes to the executive compensation program.

14. The Committee shall review the CEO's annual report on management development and assist the Board in overseeing talent management, development and corporate succession plans for the corporate executive leadership team and determining whether a satisfactory system is in effect for education, development and orderly succession of senior and mid-level managers throughout the Company, as described in the Company's "Corporate Governance Guidelines."
15. The Committee shall assist the Board in its oversight of the Company's policies and strategies relating to culture and human capital management, including diversity and inclusion, and shall review annually such policies and strategies.
16. The Committee shall review annually the peer group(s) used for benchmarking performance and compensation levels, and the criteria for selection.
17. The 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 Committee, have the exclusive authority to terminate and replace the compensation consultant.
18. The 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 Committee at its next regularly scheduled meeting.
19. The Committee shall make reports to the Board at the next regularly scheduled meeting following the meeting of the Committee.
20. The 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.
21. The Committee shall approve and periodically assess the effectiveness of any policies, plans, or agreements concerning the recoupment of incentive compensation, or "clawback" policies.
22. The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
23. The Committee shall annually review its own performance.

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