

Quest Diagnostics Incorporated
Quality, Safety & Compliance Committee Charter

Purpose

The primary purpose of the Committee is to provide general oversight of the Corporation's compliance with laws and regulations applicable to its business.

Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board upon the recommendation of the Governance Committee.
2. Qualifications. Each member of the Committee shall be a person who the Board has determined meets the independence standards under the rules of the New York Stock Exchange and such other requirements as the Board shall determine.
3. Chair. The Chair of the Committee shall be appointed by the Board upon recommendation of the Governance Committee.
4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the Board upon the recommendation of the Governance Committee.

Operations

1. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings. At all meetings of the Committee, the presence of a majority of the members of the Committee shall be necessary and sufficient to constitute a quorum for the transaction of business. Except when otherwise required by statute, the vote of a majority of the members of the Committee present and acting at a meeting at which a quorum is present shall be the act of the Committee. In the absence of a quorum, a majority of the members of the Committee present may adjourn the meeting from time to time, until a quorum shall be present. The Committee may also act by unanimous written consent of all the members.
2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda in consultation with management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee in advance of each meeting.

3. Report to Board. At each regular meeting of the Board, the Committee shall report to the Board on any meetings held or actions taken by the Committee since the last regular meeting of the Board with such recommendations as the Committee shall deem appropriate.
4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual self-evaluation of its performance and shall report to the Board the results of the self-evaluation. The performance evaluation of the Committee shall be conducted using the criteria and processes established by the Governance Committee for these purposes. The Committee shall assess the adequacy of this Charter periodically (not less than annually) and recommend any changes to the Board.

Authority and Duties

In furtherance of its purpose, the Committee shall:

1. Review the adequacy of and implementation status of the Corporation's Compliance program.
2. Review the Company's policies, programs and performance relating to billing compliance, environmental health and safety, equal opportunity employment practices, fraud and abuse, corporate political contributions and medical quality assurance.
3. Review the organization, responsibilities, plans, results, budget, staffing and performance of the Corporation's Compliance Department, including its independence, authority and reporting obligations, the proposed audit plans for the coming year and the summary of findings from compliance audits.
4. Review and concur in the appointment, replacement, reassignment or dismissal of the Vice President, Compliance. Review the significant reports to management or summaries thereof regarding the Corporation's compliance policies, practices, procedures and programs and management's responses thereto. Review any report from the Vice President, Compliance, who has authority to make reports directly to the Committee.
5. Monitor significant external and internal investigations of the Corporation's business as they relate to possible violations of law by the Corporation or its directors, officers, employees or agents.
6. Monitor significant legislative, regulatory and legal developments that may affect the business of the Corporation.
7. Monitor the Corporation's implementation of actions in response to legislative, regulatory and legal developments affecting the business of the Corporation.

8. Monitor legal and medical quality matters and compliance with legal and regulatory requirements, and coordinates with the Audit and Finance Committee regarding the same.

Clarification of the Committee's Role

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as it may deem necessary or appropriate for the performance of its duties. The Committee shall have such other authority, duties and responsibilities as may be delegated to the Committee by the Board. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate in accordance with applicable laws and regulations and the requirements of the New York Stock Exchange.

The Committee's responsibility is one of oversight. It is the responsibility of the Corporation's management to conduct its business in accordance with applicable laws and regulations. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information, and the accuracy of the information provided to the Committee by such persons or organizations.

The Committee shall have the power to retain counsel, accountants, auditors or other advisors as and on such terms as the Committee deems appropriate to discharge its duties and responsibilities. However, the Committee shall not engage the Corporation's independent auditors to perform any services without approval of the Audit and Finance Committee. The Committee shall receive appropriate funding, as determined by the Committee, from the Corporation to pay any such counsel, accountants, auditors or other advisors.

(As amended on November 14, 2018)