

**CVS HEALTH CORPORATION**  
A Delaware corporation  
(the “Company”)

**Executive Committee Charter**  
Approved as of March 11, 2020

**Purpose**

The Executive Committee (the “Committee”) was created by the Board of Directors of the Company (the “Board”) to exercise the powers of the Board in the intervals between meetings of the Board when the Board is not in session. At all times when the Board is not in session, the Committee has and may exercise all of the powers of the Board, subject to the limitations set forth herein.

**Membership**

The Committee shall consist of at least three members. Except as otherwise provided by the Board, the members of the Committee shall be the Chair of the Board, the Chief Executive Officer, and the chairs of each of the Audit, Management Planning and Development, Nominating and Corporate Governance, Investment and Finance and Medical Affairs Committees. The Chair of the Board shall be the Chair of the Committee.

**Procedures**

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. Meetings of the Committee shall be called by any member of the same, on three days’ mailed notice, or one day’s telecopied or emailed notice to each of the other members, stating therein the purpose for which such meeting is to be held. Notice of meeting may be waived in writing by any member of the Executive Committee. The Committee shall maintain minutes of its meetings and make available copies of such minutes to the Board. The Secretary of the Company shall maintain copies of all minutes as permanent records of the Company.

**Authority**

The Committee was established pursuant to Article 3, Section 3.01 of the Company’s By-laws.

The Committee shall have the powers of the Board to act upon any matters except those matters that, (1) under the Delaware General Corporation Law, the Company’s Certificate of Incorporation or By-Laws, or the rules and regulations of the New York Stock Exchange and the Securities and Exchange Commission as promulgated from time to time, cannot be delegated by the Board to a committee of the Board, or (2) that the Board decides should not be delegated to the Committee.

Unless specifically delegated to the Committee, the Committee shall not have the power or authority of the Board with respect to (1) declaring dividends or (2) those matters

expressly delegated to another committee of the Board. In addition, the Committee shall not have the power or authority of the Board to (1) approve, adopt, or recommend to the shareholders of any action or matter (other than the election or removal of directors) that is required by law to be submitted to shareholders for approval and (2) adopt, amend or repeal any By-law of the Company.

The Committee has authority to retain and terminate special legal, financial or other advisors that the Committee may consider necessary, without conferring with or obtaining the approval of management or the full Board. The Committee has the sole authority to approve all of such advisors' fees and other retention terms and shall have available appropriate funding from the Company. The Committee is directly responsible for the appointment, compensation and oversight of any such advisor's work.

### **Responsibilities**

In addition to any other responsibilities that may be assigned from time to time by the Board or the Chair of the Board, the Committee is responsible for the following matters:

#### *Reporting to the Board*

- The Committee shall report to the Board any actions taken by the Committee at the next succeeding regular meeting of the Board, or as soon thereafter as practicable.
- The Committee, or the Nominating and Corporate Governance Committee of the Board, shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board.