

# **CVS HEALTH CORPORATION**

A Delaware corporation  
(the “**Company**”)

## **Health Services and Technology Committee Charter**

Approved as of March 21, 2024

### **Purpose**

The purpose of the Health Services and Technology Committee (the “Committee”) is to assist the Board of Directors of the Company (the “Board”) in its oversight of the Company’s pharmacy and health services strategies and initiatives, and matters relating to (1) the advancement of quality pharmacy and medical care, patient and colleague safety, patient experience and clinical practices and policies, (2) the enhancement of access to cost-effective quality health care, (3) promoting member health and health equity and (4) overseeing matters related to the Company’s technological and digital innovation and transformation strategies.

### **Membership**

The Committee shall consist of at least three members, comprised solely of independent directors meeting the independence requirements of the New York Stock Exchange as promulgated from time to time. The Nominating and Corporate Governance Committee shall recommend nominees for appointment to the Committee annually and as vacancies or newly created positions occur. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Nominating and Corporate Governance Committee shall recommend to the Board, and the Board shall designate, 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, but not less frequently than three times per year. The Chair of the Committee, in consultation with the other Committee members, shall determine the frequency and length of the committee meetings and shall set meeting agendas consistent with this charter. 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**

#### *General*

The Committee shall have access as it deems appropriate to Company personnel.

The Committee has the sole authority to retain and terminate 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.

### *Delegation*

The Committee may delegate its authority to subcommittees or the Chair of the Committee when it deems appropriate and in the best interests of the Company.

### **Responsibilities**

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

- The Committee shall review significant pharmacy and health services-related strategies and initiatives of the Company, and matters concerning efforts to (1) advance the quality of pharmacy and medical care, patient and colleague safety, patient experience, and clinical practices and policies, (2) enhance access to cost-effective quality health care, and (3) promote member health and health equity.
- The Committee shall review the Company's pharmacy and health services strategies and initiatives designed to foster health care innovation, lower patient costs and to improve the delivery of clinic, in-home, and other health care solutions.
- The Committee shall review matters and receive reports concerning (1) the Company's pharmacy and health services practices, including quality, key clinical trends, priorities and risks; (2) patient and colleague safety and patient experience; (3) the Company's health, safety and environment program, and (4) the Company's technological and digital innovation and transformation strategies.
- The Committee shall also (i) review the competitive position of the Company's technology and digital portfolio and the Company's technological and digital asset procurement and/or development efforts, and (ii) receive reports from management regarding significant developments in technologies that may be expected to advance the Company's businesses and strategies.
- The Committee shall take such other actions and perform such services as may be referred to it from time to time by the Board, including the conduct of special reviews as it may deem necessary or appropriate to fulfill its responsibilities.

### **Reporting to the Board**

- The Committee shall report to the Board periodically and at least annually. These reports shall include a review of any issues that arise with respect to the delivery of quality pharmacy and medical care,

patient and colleague safety, patient experience, clinical practices and policies, member health and health equity, matters related to the Company's technological and digital innovation and transformation strategies, and any other matters that the Committee deems appropriate or is requested to be included by the Board.

- At least annually, the Committee shall evaluate its own performance and the Chair of this Committee shall report to the Board on such evaluation.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.