

CVS HEALTH CORPORATION

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

Medical Affairs Committee Charter

Amended as of January 24, 2019

Purpose

The purpose of the Medical Affairs Committee (formerly the Patient Safety and Clinical Quality Committee) (the “Committee”) is to assist the Board of Directors of the Company (the “Board”) in its oversight of the Company’s medical, pharmacy, and other health-related strategies and initiatives, and matters relating to (1) the advancement of quality pharmacy and medical care, patient safety and patient experience, (2) the enhancement of access to cost-effective quality health care, and (3) promoting member health.

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:

Delivery of Quality Pharmacy and Medical Care; Innovation

- The Committee shall review significant medical and pharmacy related strategies and initiatives of the Company, and matters concerning efforts to (1) advance the quality of pharmacy and medical care, patient safety and experience, (2) enhance access to cost-effective quality health care, and (3) promote member health.
- The Committee shall review the Company's medical, pharmacy, and other 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 the quality performance of the Company's (1) pharmacy and medical care, such as (a) dispensing, compounding, and infusion services and (b) nursing and medical clinic operations; (2) patient safety and experience; (3) the management of health care claims against the enterprise, including without limitation information regarding significant malpractice or dispensing errors and health care claims; and (4) Boards of Pharmacy and Nursing activity.
- 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 to the Company's customers and patients including clinical quality, patient safety and experience, the management of health care claims against the enterprise, and regulatory review by Boards of Pharmacy and Nursing 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, which shall be reviewed by the Nominating and Corporate Governance Committee and reported to the Board.
- The Committee shall periodically review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.