



## **COMPLIANCE COMMITTEE CHARTER**

(Approved by the Board of Directors – February 23, 2022)

### **Purpose**

The Compliance Committee (the “Committee”) shall represent and assist the Board of Directors (the “Board”) of Cigna Corporation (the “Corporation”) in fulfilling its oversight responsibility regarding the Corporation’s compliance and ethics programs, including but not limited to its compliance with the laws and regulations that apply to its business operations, such as data privacy and U.S. federal and state healthcare program requirements.

### **Membership**

The Committee shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board upon the recommendation of the Corporate Governance Committee and shall serve for such term or terms as the Board may determine or until earlier resignation or death. Members of the Committee may be removed by the Board in its discretion. All members of the Committee shall satisfy all applicable independence requirements, as determined by the Board.

### **Authority and Responsibilities**

Among its authority and responsibilities, the Committee shall:

- oversee the Corporation’s key compliance programs designed to ensure that the Corporation identifies, prioritizes, and effectively mitigates key risks;
- oversee the administration of the Corporation’s Code of Ethics and Principles of Conduct (the “Code”) and the Director Code of Business Conduct and Ethics (the “Director Code”) and make recommendations to the Board regarding revisions thereto; and
- notwithstanding anything in this charter to the contrary, refer matters related to compliance with securities laws and regulations, including financial reporting and disclosure requirements, to the Audit Committee of the Board.

In order to carry out its responsibilities, the Committee shall:

- review periodically the structure, operation and effectiveness of the Corporation’s (i) compliance risk assessment process; and (ii) compliance programs (including the Medicare/Medicaid programs and those of recently acquired entities and established joint ventures);
- review on a regular basis the Corporation’s significant compliance risk exposures or violations, including those relating to data privacy or violations or alleged violations of

the Corporation's Code, and the steps that have been taken to monitor, correct and/or mitigate such violations or risks; and

- consider any requests for waivers from the Code or the Director Code benefiting the Corporation's executive officers or directors and review any waivers from the Code granted to the Corporation's employees.

### **Governance, Structure and Operations**

The Committee shall:

- annually evaluate and assess its performance;
- regularly meet without management; and
- regularly report to the Board with respect to its activities and decisions.

In order to carry out its responsibilities, the Committee shall have the authority to:

- employ and obtain advice and assistance from external advisors. The Committee shall have sole authority to select and terminate the advisor(s) to the Committee as well to approve the advisory fees and other retention terms; and
- delegate its duties and responsibilities to a subcommittee comprised of one or more Committee members, as applicable, in accordance with applicable Corporation policy and other legal and regulatory requirements.