



## **CORPORATE GOVERNANCE COMMITTEE CHARTER**

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

### **Purpose**

The Corporate Governance 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 Board’s structure, organization, performance and effectiveness and the Corporation’s corporate responsibility and environmental sustainability policies and performance. The Committee shall:

- identify the Corporation’s candidates for Board membership consistent with criteria approved by the Board;
- recommend the selection of such candidates as director nominees, including for each annual meeting of shareholders;
- develop and recommend to the Board a set of corporate governance guidelines applicable to the Corporation; and
- oversee the evaluation of the Board and its committees.

### **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. Members of the Committee shall serve for such term or terms as the Board may determine or until earlier resignation or death and 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 Board and each Committee’s composition (including member qualifications), structure, size and succession planning, and all matters and procedures related thereto;
- monitor corporate governance developments and develop and recommend to the Board a set of corporate governance guidelines, and amendments thereto, applicable to the Corporation;
- oversee non-employee Director compensation and compensation plans;
- oversee the evaluation of the Board, its committees and each Director annually;

- monitor the Corporation's corporate responsibility and environmental sustainability policies and performance, review the annual corporate social responsibility report, and periodically update and make recommendations to the Board with respect to related policies, practices and initiatives; and
- review any related person transactions, as defined by SEC rules, in which a director, director nominee or executive officer (or his or her immediate family members) or any shareholder that beneficially owns more than 5% of the Corporation's common stock had or will have a direct or indirect material interest.

The Committee shall also exercise oversight of policies and practices with respect to:

- the means by which interested parties (including shareholders) may make significant concerns known to non-management directors; and
- the Corporation's political and charitable activities, including any contributions therewith.

### **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, retain and terminate any search firm to be used to identify director candidates as well to approve the search firm's fees and other retention terms, and the authority to select, retain and terminate any other of its advisors and approve the advisory fees and other retention terms thereto; 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.