



## **COMPLIANCE COMMITTEE CHARTER**

(Approved by the Board of Directors – February 27, 2019)

### **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. The Committee’s oversight responsibilities do not include compliance with securities laws and regulations, including the Corporation’s financial reporting and disclosure requirements, which shall be the responsibility of the Board’s Audit Committee.

### **Membership**

The Committee shall consist of a minimum of three directors. Members of the Committee shall be appointed by the Board of Directors upon the recommendation of the Corporate Governance Committee and may be removed by the Board of Directors 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 Compliance Committee shall:

- Oversee the Corporation’s key compliance programs designed to ensure that the Corporation identifies, prioritizes, and effectively mitigates key risks, including but not limited to, those regulatory and legal requirements relating to data security, provision of healthcare and related services, operational effectiveness (including service requirements) and employment matters.
- 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”) on an annual basis and make recommendations to the Board regarding substantive revisions thereto.
- Notwithstanding anything in this charter to the contrary, the Committee shall refer matters related to compliance with securities laws and regulations, including the Corporation’s financial reporting and disclosure requirements to the Audit Committee of the Board.

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

- Review the structure, operation and effectiveness of the Corporation’s compliance programs (including the Medicare/Medicaid programs and those of recently-acquired entities and recently established joint ventures), including the effectiveness of the Corporation’s compliance policies and procedures, reporting channels, significant regulatory audits and enforcement actions and proceedings, as well as inquiries from government agencies involving compliance matters.

- Review the effectiveness of the Corporation's risk assessment process, including the identification and remediation of significant compliance gaps or risks.
- Review on a regular basis the Corporation's significant risk exposures or compliance violations, including those relating to 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.
- Periodically evaluate new developments and current and emerging trends in regulation, legislation, public policy, compliance and enforcement that may affect the Corporation.
- Consider any requests for waivers from the Code or the Director Code benefiting the Corporation's executive officers or directors and periodically review any other waivers from the Code granted to the Corporation's employees.

In support of its work, the Committee shall meet, including in executive session as deemed necessary or appropriate by the Chair of the Committee:

- Periodically, and at least annually, with the Global Compliance Officer, the Medicare/Medicaid Compliance Officer, the Chief Ethics Officer, the Chief Risk Officer, the Chief Clinical Officer, the Chief Technology Officer, and the Chief Human Resources Officer.
- On an as needed basis with other members of management as deemed necessary or appropriate by the Committee.

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

The Compliance Committee shall:

- Annually evaluate and assess its performance;
- Annually reassess the adequacy of this charter and recommend any proposed changes to the Board for approval;
- Regularly meet in executive session 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.