Quest Diagnostics Incorporated
Governance Committee Charter

(Amended February 11, 2009)

Purpose

The Committee is established by the Board of Directors primarily for the following purposes: (i) assisting the Board by actively identifying individuals qualified to become Board members; (ii) recommending to the Board the director nominees for election at the next annual meeting of stockholders; (iii) monitoring significant developments in the law and practice of corporate governance and of the duties and responsibilities of directors of public companies; and (iv) overseeing the Board and each committee of the Board in its annual performance self-evaluation, including establishing criteria to be used in connection with such evaluation.

Composition

1. Members. The Committee shall consist of as many members as the Board shall determine, but in any event not fewer than three members. The members of the Committee shall be appointed annually by the Board upon the recommendation of the Committee.

2. Qualifications. Each member of the Committee shall meet all applicable independence and other requirements of law and the New York Stock Exchange.

3. Chair. The Chair of the Committee shall be appointed by the Board upon the recommendation of the Committee.

4. Removal and Replacement. The members of the Committee may be removed or replaced, and any vacancies on the Committee shall be filled, by the non-management members of the Board upon the recommendation of the Committee.

Operations

l. Meetings. The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings. At all meetings of the Committee, the presence of a majority of the members of the Committee shall be necessary and sufficient to constitute a quorum for the transaction of business. Except when otherwise required by statute, the vote of a majority of the members of the Committee present and acting at a meeting at which a quorum is present shall be the act of the Committee. In the absence of a quorum, a majority of the members of the Committee present may adjourn the meeting from time to time, until a quorum shall be present. The Committee may also act by unanimous written consent of all the members.

2. Agenda. The Chair of the Committee shall develop and set the Committee's agenda, in consultation with management. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the

extent practical, be communicated to the members of the Committee in advance of each meeting.

3. Report to Board. At each regular meeting of the Board, the Committee shall report to the Board on any meetings held or actions taken by the Committee since the last regular meeting of the Board with such recommendations as the Committee shall deem appropriate.

4. Self-Evaluation; Assessment of Charter. The Committee shall conduct an annual self-evaluation of its performance and shall report to the Board the results of the self-evaluation. The Committee shall assess the adequacy of this Charter periodically (not less than annually) and recommend any changes to the Board.

Authority and Duties

1. The Committee shall identify and recommend to the Board nominees for election or re-election to the Board, or for appointment to fill any vacancy that is anticipated or has arisen on the Board, in accordance with the criteria, policies and principles set forth in the Company's Corporate Governance Guidelines and this Charter. The Committee shall consider director candidates proposed by shareholders, directors and management.

2. The Committee shall recommend to the Board changes, if any, that the Committee believes desirable to the size of the Board or any committee thereof, or to the Board's committee structure.

3. The Committee shall identify and recommend to the Board the names of directors to serve as members of the Audit and Finance Committee, the Compensation Committee, the Executive Committee, and the Quality, Safety & Compliance Committee, as well as the Committee itself. In addition, the Committee shall recommend to the Board a member of each of the aforementioned committees to serve as Chair.

4. The Committee shall monitor significant corporate governance developments and make recommendations to the Board regarding, or take actions with respect to, all matters of corporate governance as the Committee may deem appropriate.

5. The Committee shall establish criteria and processes for, and oversee the Board and each committee of the Board in, its annual performance self-evaluation. Each performance self-evaluation shall be discussed with the Board.

6. The Committee shall monitor compliance with the Company's Code of Business Ethics, including reviewing with the General Counsel the adequacy and effectiveness of the Company's procedures to ensure proper compliance with such Code of Business Ethics. Any waivers of the Company's Code of Business Ethics for directors, executive officers or senior financial officers shall be approved by

the Committee or a majority of the independent directors of the Board. The Committee shall also recommend to the Board amendments to such Code of Business Ethics as the Committee may deem appropriate.

7. The Committee annually shall review the Company's Corporate Governance Guidelines and recommend to the Board such changes to the Guidelines, if any, as the Committee may determine.

8. The Committee shall review and approve transactions or proposed transactions in which a related person is likely to have a direct or indirect material interest in accordance with and on the terms contemplated by the Company's Statement of Policy and Procedures for the Review and Approval of Related Person Transactions. In addition, the Committee shall review all relationships and transactions that are disclosed by directors, executive officers or senior financial officers to the General Counsel or the Corporate Secretary, and that are not reviewed by the Board, as constituting potential conflicts of interest, and shall approve or disapprove of such relationships or transactions, in accordance with the applicable provisions of the Company's Corporate Governance Guidelines.

9. The Committee shall recommend to the Board whether to accept or reject the resignation of an incumbent director who failed to receive a majority of the votes cast in an election that is not a Contested Election (as defined in the By-Laws), or whether other action should be taken in connection therewith

Clarification of the Committee's Role

The foregoing list of duties is not exhaustive, and the Committee may, in addition, perform such other functions as may be necessary or appropriate for the performance of its duties. The Committee shall have such other authority, duties and responsibilities as may be delegated to the Committee by the Board. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee, as it deems appropriate in accordance with applicable laws and regulations and the requirements of the New York Stock Exchange.

The Committee's responsibility is one of oversight. It is the responsibility of the Company's management to conduct its business in accordance with applicable laws and regulations. Each member of the Committee shall be entitled to rely, to the fullest extent permitted by law, on the integrity of those persons and organizations within and outside the Company from whom he or she receives information, and the accuracy of the information provided to the Committee by such persons or organizations.

The Committee shall have the power to retain search firms or advisors to identify director candidates. The Committee may also retain counsel or other advisors as it deems appropriate. The Committee shall have the sole authority to retain and terminate the consultants or advisors and to review and approve the consultant or advisor's fees and other retention terms. However, the Committee shall not engage the Company's independent auditors to perform any services

without approval of the Audit and Finance Committee. The Committee shall receive appropriate funding, as determined by the Committee, from the Company to pay any such counsel, auditors or other advisors.

(As amended on February 11, 2009)