

## **Quest Diagnostics Incorporated Compensation Committee Charter**

### ***Purpose***

The primary purpose of the Committee is to discharge the responsibilities of the Board of Directors relating to all compensation, including equity compensation, of the Company's Senior Management Team ("SMT"). The Committee has overall responsibility for (i) evaluating the performance and reviewing and approving the compensation of the Company's Chief Executive Officer and other SMT members and reporting to the Board thereon, (ii) evaluating and making recommendations to the Board regarding the Company's equity-based, incentive compensation and retirement plans, policies and programs and (iii) administering the Company's equity-based and incentive compensation plans. In addition, the Committee is responsible for overseeing the proper disclosure of executive compensation as required by the rules of the Securities and Exchange Commission and the New York Stock Exchange, including the review and discussion of the Compensation Discussion and Analysis with management and the preparation of an annual Compensation Committee Report to stockholders for inclusion in the Company's annual proxy statement.

### ***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 Governance Committee.
2. Qualifications. Each member of the Committee shall be a person who the Board has determined meets the independence standards under the rules of the New York Stock Exchange and Rule 10C-1 under the Securities Exchange Act of 1934 and such other requirements as the Board shall determine. It is the expectation of the Company that members of the Committee shall also be a "non-employee director" within the meaning of the rules promulgated under Section 16(b) of the Securities Exchange Act of 1934, as amended ("Section 16") and an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code of 1986, as amended ("Section 162(m)").
3. Chair. The Chair of the Committee shall be appointed by the Board upon recommendation of the Governance 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 Board upon the recommendation of the Governance Committee.

## *Operations*

1. 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 performance evaluation of the Committee shall be conducted using the criteria and processes established by the Governance Committee for these purposes. 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. In consultation with senior management of the Company, the Committee shall establish the Company's executive compensation philosophy.
2. The Committee shall report to the Board with respect to, and shall review and approve corporate goals and objectives relevant to, the compensation of the Company's Chief Executive Officer, evaluate the performance of the Company's Chief Executive Officer in light of those goals and objectives, and have the sole authority to determine and approve the compensation level of the Company's Chief Executive Officer based on this evaluation. In determining the long-term incentive component of the Company's Chief Executive Officer's compensation, the Committee shall consider, without limitation, the Company's performance and relative

stockholder return, the value of similar incentive awards to Chief Executive Officers at comparable companies, and the awards given to the Company's Chief Executive Officer in past years. The Committee shall provide support to the Board of Directors in the Board's establishment of a succession planning process for the Company's Chief Executive Officer.

3. The Committee shall report to the Board with respect to, and shall review, approve and oversee the implementation of, the total compensation package for the Company's executive officers (other than the Chief Executive Officer) who are subject to the reporting requirements of Section 16 of the Securities Exchange Act of 1934, as amended, and any of the Company's other SMT members, including, without limitation, their base salaries, annual incentives under the senior management incentive plan and any other programs, deferred compensation, stock options and other equity-based compensation, incentive compensation, special benefits, perquisites, severance benefits and other benefits as well as employment agreements. The Committee shall make all determinations and take any actions that are reasonably appropriate or necessary in the course of recommending and overseeing the implementation of the compensation of the Company's SMT members referred to above. In connection therewith, the Committee shall review the results of the evaluation of the performance of other SMT members by the Company's Chief Executive Officer. The Committee shall provide support to the Board in the Board's review of succession plans developed by management for such other SMT members.
4. The Committee shall approve any new equity compensation plan or any material change to an existing equity compensation plan where under the listing standards of the New York Stock Exchange approval of a committee consisting solely of independent directors is required.
5. In consultation with management, the Committee shall oversee regulatory compliance with respect to compensation matters, including overseeing the Company's policies on structuring compensation programs to preserve tax deductibility and, as and when required, establishing performance goals and certifying that performance goals have been attained for purposes of Section 162(m).
6. The Committee shall review periodically and make recommendations to the Board regarding any long-term incentive compensation or equity-based plans, programs or similar arrangements or any qualified or non-qualified retirement plans that the Company establishes for, or makes available to, its employees and consultants. The Committee shall also, from time to time, appoint members of the Quest Diagnostics Benefits Administration Committee, as defined under the Profit Sharing Plan of Quest Diagnostics Incorporated.

7. The Committee shall review and approve the aggregate annual payouts under the Company's management incentive plans and similar annual bonus programs that the Company establishes for, or makes available to its employees.
8. The Committee shall administer the Company's Employee Long-Term Incentive Plans ("Incentive Plans") in accordance with their terms, including approving the grants and terms of equity awards thereunder, construing the terms, provisions, conditions and limitations of the Incentive Plans and making factual determinations required for the administration of the Incentive Plans.
9. The Committee shall oversee the proper disclosure of all compensation matters as required by the rules of the Securities and Exchange Commission and the New York Stock Exchange, and shall review and discuss the Compensation Discussion and Analysis with management. Based on such review and discussion, the Committee shall determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the Company's annual report or proxy statement for the annual meeting of stockholders. The Committee shall prepare the annual Compensation Committee Report to Stockholders required by the Securities and Exchange Commission.
10. The Committee shall select peer groups of companies that shall be used for purposes of determining competitive compensation packages for SMT members.
11. The Committee shall review and make recommendations to the Board with respect to the compensation of the Company's directors, including, without limitation, equity and equity-based compensation.
12. The Committee annually shall review the compensation arrangements for the Company's SMT members to assess whether they encourage risk taking that is reasonably likely to have a material adverse effect on the Company.
13. The Committee shall oversee the Company's stock ownership guidelines.
14. The Committee shall perform such other duties or responsibilities as (a) are expressly delegated to the Committee by the Board from time to time regarding the Company's compensation programs or (b) are expressly allocated to the Committee under any of the Company's employee benefit plans.

### ***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 it may deem necessary or appropriate for the performance of its duties. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee or, to the extent permitted by the terms of any plan, to officers of the Company or other persons, in each case 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 compensation consultants having special competence to assist the Committee in evaluating executive and director compensation. The Committee shall have the power to retain search firms or advisors to identify candidates for SMT members. The Committee may also retain counsel, accountants or other advisors as it deems appropriate to discharge its duties and responsibilities. The Committee shall have the sole authority to retain and terminate such consultants, search firms or advisors, counsel, accountants or other advisors (collectively, "Outside Advisors") and to review and approve their fees and other retention terms, but shall retain any Outside Advisor only after taking into consideration such factors relating to independence as may be specified by the Securities and Exchange Commission and the New York Stock Exchange and such other factors as the Committee considers relevant. The Committee also shall conduct an independence assessment of any Outside Advisor retained by management or the Company that provides advice to it. Notwithstanding its authority to retain Outside Advisors, 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 Outside Advisor.

(As amended on August 16, 2018)