



Compliance and Risk Committee Charter

Membership

The Compliance and Risk Committee (the “Committee”) shall consist of at least three members, including the Chair. The Board of Directors (the “Board”) shall appoint the members based on the recommendations of the Governance, Sustainability and Corporate Responsibility Committee. Each member will serve during his or her respective term as a director, subject to earlier removal by a majority vote of the Board.

Purpose

The Committee’s purpose is to assist the Board in its oversight of the Company’s enterprise risk management and compliance programs and management's efforts to identify and mitigate risks associated with legal and regulatory obligations, in particular with respect to healthcare compliance. In so doing, the Committee shall coordinate with the Audit Committee, as appropriate.

Responsibilities and Processes

In carrying out its responsibilities, the Committee believes that its policies and procedures should remain flexible in order to best react to changing conditions and to ensure that the Company’s practices are in accordance with all applicable legal and regulatory requirements and are of the highest quality. While management is responsible for the Company’s compliance with the specialized legal and regulatory framework to which the Company is subject, the Committee is responsible for oversight of management’s performance of these responsibilities. In carrying out its oversight responsibilities, the Committee is not providing any expert assurance as to the Company’s regulatory or legal compliance.

The Committee’s responsibilities are to:

1. Oversee the implementation by management of an enterprise risk management program that is designed to assist the Company with monitoring and mitigating compliance, legal, regulatory and operational risks related to the Company’s business, including emerging risks. This includes regular review and discussion with management of reputational risks and risks related to the distribution of controlled substances, as well as the Company's policies and practices with respect to risk assessment, management and mitigation.
2. Provide review and oversight of the Company’s compliance program through at least quarterly reports received from the Company’s Chief Compliance Officer, Chief Privacy Officer, counsel and other members of management regarding the Company’s compliance with applicable legal and regulatory requirements, including requirements of the Drug Enforcement Administration, Food and Drug Administration, applicable Federal health care programs and applicable requirements regarding the protection of regulated personal data (e.g., HIPAA and GDPR).

3. Provide review and oversight of the Company's obligations under the Corporate Integrity Agreement and Code of Ethics and Business Conduct.
4. Provide annual resolutions summarizing the Committee's oversight of the Company's compliance program as required by the Company's Corporate Integrity Agreement and any other agreement with the federal government requiring oversight of the Company's compliance program.
5. Meet regularly with the Company's Chief Compliance Officer to discuss matters within the Committee's oversight responsibility, and provide sufficient opportunity for the Chief Compliance Officer to meet with the members of the Committee without other members of management present.
6. Report to the Board regarding the Company's compliance functions and related risks.
7. Discuss with management any correspondence from regulators or governmental agencies and any published reports that raise material issues regarding the Company's compliance with applicable legal and regulatory requirements, other than correspondence reserved for the Audit Committee's review and oversight.
8. Review with the appropriate members of management all significant litigation and internal and government investigations, as well as significant complaints raised through the Company's reporting mechanisms, other than those matters reserved for the Audit Committee's review and oversight.
9. Review and approve the Company's Code of Ethics and Business Conduct.
10. Review and approve all requests for a waiver of the application of the Code of Ethics and Business Conduct by executive officers and directors. Any such waiver given to an executive officer or director of the Company shall be promptly disclosed to the stockholders of the Company by distributing a press release, providing disclosure on the Company website or filing a current report on Form 8-K with the Securities and Exchange Commission.
11. Oversee the implementation by management of any other policies, procedures, programs and practices as the Committee deems necessary or advisable to effectively address, in the best interests of the Company and its stockholders, any concerns identified by the Committee arising from matters or risks for which the Committee has oversight responsibility.
12. Perform such other activities and consider such other matters as the Committee or the Board deems necessary or appropriate.

Nothing in this Charter shall relieve the Audit Committee from its obligations under applicable law or the rules of the New York Stock Exchange.

Governance/Authority

Meetings and actions of the Committee will be conducted in accordance with the Company's Bylaws. The Committee shall report regularly to the Board with respect to its actions and make recommendations to the Board as appropriate.

The Committee will conduct an annual performance evaluation of the Committee and review the Committee charter annually and recommend any proposed changes to the Board.

The Committee has the authority to delegate any of its responsibilities to a subcommittee or internal committee as the Committee may deem appropriate in its sole discretion.

The Committee has the authority in discharging its oversight role to investigate any matter brought to its attention with full access to all books, records, facilities, and personnel of the Company. With respect to matters that have the potential to implicate accounting or internal control matters, the Committee will coordinate with, or refer any such investigation to, the Audit Committee, as appropriate.

The Committee has the authority to retain independent legal counsel and other advisors as it determines necessary to carry out its duties, including the authority to approve the fees payable to such counsel or advisors and any other terms of retention.

The Committee shall receive appropriate funding, as determined by the Committee, from the Company for payment of compensation to independent legal counsel and other advisors, and ordinary administrative expenses that are necessary and appropriate in carrying out its duties.

*Adopted by the Board on December 1, 2019.
Last amended by the Board on November 12, 2020.*