



## **PEOPLE RESOURCES COMMITTEE CHARTER**

(Approved by the Board of Directors  
effective October 25, 2023)

### **Purpose**

The People Resources Committee (the “Committee”) shall represent and assist the Board of Directors (the “Board”) of The Cigna Group (the “Corporation”) in fulfilling its responsibilities related to the oversight of the Corporation’s human resources. The Committee shall review and, where appropriate, approve human resource policies and policy controls, people development, and compensation and benefit programs and plans, including for the Corporation’s executive officers.

### **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 of Directors. In addition, Committee members shall qualify as “non-employee” directors within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

### **Compensation and Benefits**

Among its authority and responsibilities, the Committee shall:

For all employees:

- oversee and review compensation design and benefit and award strategies;
- oversee any material employee benefit plans (including those qualified under the Internal Revenue Code);
- make recommendations to the Board regarding equity compensation plans, material amendments to such plans and shareholder approval of such plans and amendments; the Committee shall have and exercise all the authority of the Board with respect to the adoption of non-material amendments and administration of such plans (including executive compensation plans);
- approve equity compensation awards pursuant to shareholder-approved equity compensation plans (or delegate such authority, to the extent permissible); and
- carry out such functions that have been delegated to or ascribed to the Committee by the terms of the benefit and compensation plans and programs sponsored by the Corporation.

For employees who participate in executive compensation programs:

- approve the executive compensation program design, including performance measures and goals, formulas and payouts under the Corporation’s short-term and long-term cash-based and equity-based incentive plans; and
- make recommendations to the Board regarding, and administer, new cash-based incentive compensation plans.

For executive officers other than the chief executive officer (the “CEO”):

- review and approve the various elements of compensation (“Compensation Elements”) for any current or prospective executive officers other than the CEO; and
- with respect to awards under performance-based compensation plans, establish and administer performance goals and certify that performance goals were met.

For the CEO:

- review and approve corporate goals and objectives relevant to the CEO’s compensation, evaluate the CEO’s performance in light of those established goals and objectives and recommend the CEO’s Compensation Elements to the independent members of the Board for approval.

## **Compensation Disclosures**

The Committee shall:

- prepare, review and discuss with management, as applicable, (i) the Corporation’s “Compensation Discussion and Analysis” to be included in the Corporation’s annual report or proxy statement (and recommend to the Board the inclusion thereof) and (ii) the Committee report required by Securities and Exchange Commission rules for inclusion thereto; and
- discuss the results of the shareholder advisory vote on “say-on-pay,” if any.

## **People Development**

The Committee shall:

- in consultation with the CEO, review the Corporation’s people development processes;
- oversee the policies and processes for people development, including supporting the Board in the assessment of current and potential executive officers and key senior management, including succession planning;
- oversee annual assessment of potential risks in incentive compensation programs and policies; and

- review and monitor the Corporation's diversity, equity and inclusion programs.

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

The Committee shall:

- evaluate and assess its performance on an annual basis;
- regularly meet without management; and
- regularly report to the Board with respect to its activities and decisions.

To carry out its responsibilities, the Committee shall have the authority to:

- employ and obtain advice and assistance from external advisers to the Committee, including a compensation consultant, legal counsel or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any such external adviser(s) retained by the Committee. In addition, the Corporation shall provide appropriate funding, as determined by the Committee, for the payment of reasonable compensation to external adviser(s). Prior to selecting an external adviser to the Committee (other than in-house counsel), the Committee shall consider (i) the provision of other services to the Corporation by the adviser's employer; (ii) the amount of fees paid to the adviser's employer as a percentage of that entity's total revenue; (iii) the policies and procedures of the adviser's employer that are designed to prevent conflicts of interests; (iv) any business or personal relationship between the adviser and a member of the Committee; (v) any Corporation stock owned by the adviser; (vi) any business or personal relationship of the adviser and an executive officer of the Corporation; and (vii) any other factor deemed relevant to the adviser's independence from management or reflected in the listing standards of the New York Stock Exchange;
- 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;
- delegate to one or more executive officers the authority to make compensation awards to eligible individuals who are not executive officers; and
- delegate to one or more executive officers the authority to adopt, modify and terminate any employee benefits programs subject to the requirements of the Employee Retirement Income Security Act of 1974.