

AMENDMENT #3 TO
EXPRESS SCRIPTS, INC.
PHARMACY BENEFIT MANAGEMENT AGREEMENT

This AMENDMENT (the "Amendment") is entered into as of the Effective Date, by and between EXPRESS SCRIPTS, INC., a Delaware corporation ("ESI"), and STATE OF DELAWARE ("Sponsor").

RECITALS

A. ESI and Sponsor are parties to a Pharmacy Benefit Management Agreement dated as of July 1, 2016, as amended from time to time (the "Agreement"), pursuant to which ESI provides certain prescription drug benefit management services to Sponsor.

B. Sponsor and ESI desire to update and amend the Agreement in accordance with the terms and conditions set forth herein.

NOW, THEREFORE, in consideration of the premises and other conditions contained herein, the parties hereto hereby agree as follows:

TERMS OF AMENDMENT

1. Definitions. For purposes of this Amendment, any capitalized term not otherwise defined herein shall have the meaning set forth in the Agreement.
2. Annual Average Ingredient Cost Discount Guarantees (Does Not Apply to Specialty Products). The table in Section I(a) of Exhibit A-1 of the Agreement is hereby deleted in its entirety and replaced with the following table:

Redacted - Original on File

16. Livongo Addendum. Exhibit J, Addendum to the Pharmacy Benefit Management Agreement – Livongo Addendum – EGWP Benefit, attached hereto, is hereby added to the Agreement.

17. Effective Date, Extension. This Amendment shall be effective July 1, 2019. The term of the Agreement is extended until December 31, 2020, subject to extension thereafter as provided therein.

18. Effect of Amendment. Except as expressly provided herein, the terms and conditions of the Agreement shall remain in full force and effect. In the event of a conflict between this Amendment and the Agreement, the terms of this Amendment shall prevail.

IN WITNESS WHEREOF, the undersigned have executed this Amendment as of the day and year below set forth.

EXPRESS SCRIPTUM

Redacted - Original on File

STATE OF DELAWARE

By:

By:

Printed Name:

Michael S. Donnelly

Printed Name:

Faith L. Rantz

Title:

VP - Government Markets
myMatrixx

Title:

Director, Statewide Benefits office

Date:

5/22/19

Date:

5/14/2019