

**WALMART INC.**  
**COMPENSATION AND MANAGEMENT DEVELOPMENT COMMITTEE CHARTER**

**Purpose**

The general purpose of the Compensation and Management Development Committee (the "Committee") of the Board of Directors (the "Board") of Walmart Inc. (the "Company") is to assist the Board in carrying out its responsibilities relating to the compensation of the Company's directors, executive officers and associates, including:

- Evaluating and approving Chief Executive Officer ("CEO") and other executive officer compensation and reviewing and making recommendations to the Board with respect to director compensation, including incentive or equity-based compensation plans;
- Reviewing and making recommendations to the full Board regarding the Company's succession planning and retention practices for the CEO and other executive officers of the Company;
- Reviewing the disclosures in the Company's Compensation Discussion and Analysis section prepared annually for inclusion in the Company's proxy statement (the "CD&A") and producing an annual compensation committee report for inclusion in the Company's proxy statement in accordance with applicable rules and regulations; and
- Monitoring and evaluating, at the Committee's discretion, matters relating to the compensation and benefits structure of the Company and such other domestic and foreign subsidiaries or affiliates, as it deems appropriate.

The Company strives to provide fair compensation to executive officers based on their performance and contribution to the Company and to provide incentives that attract and retain key executives, instill a long-term commitment to the Company, and develop a pride and sense of Company ownership, all in a manner consistent with shareholder interests. In addition, the Company strives to provide fair compensation to directors, taking into consideration compensation paid to directors of comparable companies and the specific duties of each director. The actions of the Committee should be taken in furtherance of these objectives.

**Membership**

The Committee should consist of no fewer than three Board members, the number of which shall be fixed from time to time by resolution adopted by a majority vote of the full Board; provided, however, that the Committee may operate with fewer than three members as long as such composition complies with applicable laws, rules, regulations, and securities exchange listing standards. Each member of the Committee shall be determined affirmatively by a majority vote of the full Board to qualify as independent under the New York Stock Exchange listing standards and the listing standards of any other exchange on which the Company's securities are listed, in either case as then in effect. In addition, at least two or more of the members shall qualify as "non-employee" directors as defined in Rule 16b-3 promulgated by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended (the "Exchange Act") and "outside" directors as defined under Section 162(m) of the Internal Revenue Code of 1986, as amended, (the "Internal Revenue Code") to the extent each is applicable.

The members of the Committee shall be appointed annually, and vacancies filled or members removed by the vote of a majority of the full Board. One member of the Committee shall be appointed as its Chairperson by majority vote of the full Board. Committee members may resign by giving written notice to

the Board. A Committee member may resign Committee membership without resigning from the Board, but a member shall cease automatically to be a member of the Committee upon either ceasing to be a member of the Board or ceasing to be “independent” as required above.

## **Meetings**

The Committee shall have at least five (5) regularly scheduled meetings annually, but may meet as often as necessary to carry out its responsibilities. The Chairperson of the Committee shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairperson (or acting chair) may direct appropriate members of management and staff to prepare draft agendas and related background information for each Committee meeting. The draft agenda shall be reviewed and approved by the Committee Chairperson (or acting chair) in advance of distribution to the other Committee members. Any background materials, together with the agenda, should be distributed to the Committee members in advance of the meeting. All meetings of the Committee shall be held pursuant to the Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved at the immediately following meeting, shall be duly filed in the Company records. Reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

## **Committee Authority and Responsibilities**

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the Company’s senior executives and its outside advisors and auditors, to the fullest extent permitted by law. The Committee has the following authority and responsibilities:

1. Sole authority, in its discretion, to retain and terminate any compensation consultant used to assist the Committee in the evaluation of director, CEO, or executive officer compensation. The Committee shall also have the authority, in its discretion, to obtain advice and assistance from internal or external legal, accounting or other advisors. The Committee shall have the sole authority to oversee the work of and approve the fees and other retention terms of any such compensation consultants or other advisors, and the Committee shall receive appropriate funding from the Company, as determined by the Committee, for payment of compensation to its compensation consultants and other advisors.<sup>1</sup> Before retaining any such compensation consultants or other advisors (other than internal legal counsel and other internal advisors), the Committee shall review the independence of such compensation consultants or other advisors, taking into account all relevant factors, including the factors specified in Securities and Exchange Commission rules and New York Stock Exchange listing standards.
2. Review and approve any additional services to be performed for the Company or its affiliates by any compensation consultant during a fiscal year in which the Committee has retained such compensation consultant to provide advice or recommendations on the form or amount of executive officer or director compensation.

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<sup>1</sup> NTD: To conform to current language in Section 303A.05(c) of the NYSE Listed Company Manual.

3. With respect to the CEO, the Chairman or Chairwoman of the Board, and other associates who are directors of the Company (“Inside Directors”), annually review and approve corporate goals and objectives relevant to their compensation, evaluate their performance in light of those goals and objectives, and based on this evaluation, establish their total compensation (subject to the limitations on action by certain Committee members pursuant to Item 14 below), including, but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits, including, but not limited to, perquisites. In determining the long-term incentive component of each Inside Director’s compensation, the Committee shall consider the Company’s performance and relative shareholder return, the value of similar incentive awards to persons with comparable positions at comparable companies, and the awards given to each Inside Director in past years.
4. Annually review and make recommendations to the Board with respect to the compensation of all directors who are not also executive officers of the Company, taking into consideration compensation paid to non-officer directors of comparable companies and the specific duties of each director.
5. In conjunction with the Chairman and the Lead Independent Director, periodically oversee the evaluation process for the CEO.
6. Periodically review and recommend to the full Board succession planning practices for the CEO and other executive officers of the Company.
7. In consultation with the CEO, annually review and approve the compensation (subject to the limitations on action by certain Committee members pursuant to Item 14 below) for executive officers of the Company subject to the provisions of Section 16 of the Exchange Act other than Inside Directors, including, but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits, including, but not limited to, perquisites. At the Committee’s sole discretion, it may submit any of its decisions to the Board for its approval or ratification.
8. In consultation with the CEO, annually review the compensation for executive officers of the Company up to two reporting levels below the CEO other than those subject to the provisions of Section 16 of the Exchange Act, including, but not limited to (a) the annual base salary level, (b) the annual incentive opportunity level, (c) the long-term incentive opportunity level, (d) employment agreements, severance arrangements, and change in control agreements/provisions, in each case as, when and if appropriate, and (e) any special or supplemental benefits, including, but not limited to, perquisites, and approve grants and awards in accordance with Item 11 below, where applicable.
9. Monitor the Company’s compliance with the requirements of the Sarbanes-Oxley Act of 2002 and other applicable laws, regulations and rules relating to compensation arrangements for directors and executive officers.
10. Review and discuss with management the disclosures made in the CD&A and recommend to the Board whether the CD&A should be included in the Company’s annual proxy statement.

11. Prepare an annual compensation committee report for the Company's annual proxy statement in the manner required by Securities and Exchange Commission rules and regulations.
12. Oversee the Company's compliance with the requirement under New York Stock Exchange rules that shareholders approve all equity compensation plans, with limited exceptions.
13. Periodically review significant issues that relate to employee benefits whether or not the employee benefits are governed under the Employee Retirement Income Security Act of 1974 ("ERISA") and shall further have such responsibilities as set forth from time to time in such plans or programs.
14. Administer the Company's incentive compensation and equity-based compensation plans and any incentive program providing for performance-based awards under Section 162(m) of the Internal Revenue Code with respect to those associates who are described in subsection 16(a) of the Exchange Act or who are or are expected to be "covered employees," as defined in Section 162(m) of the Internal Revenue Code, approve all such grants or awards that are intended to be exempt from the application of either or both of such provisions, take such actions in furtherance of the same and shall further have such responsibilities as set forth from time to time in such plans or programs. For purposes of Section 162(m), the Committee shall include only those members qualified as "outside" directors as defined in that section. In addition, for purposes of Rule 16b-3, the Committee shall include only those members qualified as "non-employee" directors as defined in that rule.
15. Overall responsibility for the compensation and benefits structure applicable to the Company's associates, including, but not limited to incentive compensation and equity-based compensation, and shall be the ultimate authority for such matters; provided that, at the Committee's sole discretion, it may submit such matters as it determines to be appropriate to the Board for the Board's approval or ratification.
16. Review and advise management regarding the Company's culture, diversity, and inclusion programs and initiatives.
17. Annually review and evaluate its own performance with respect to its compensation functions, and annually review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.

In addition to the above, the Committee shall perform such other activities consistent with this charter, the Company's Bylaws and governing law as the Committee or the Board deems appropriate.

### **History of Amendments**

This charter was most recently amended with effect as of February 7, 2018.