

WALMART INC.
GLOBAL COMPENSATION COMMITTEE CHARTER

Purpose

The Global Compensation Committee (the “Committee”) is appointed by the Board to administer certain of the Company’s variable compensation plans on a global basis with respect to incentive compensation and equity-based compensation awards granted to associates who are not directors or officers subject to the provisions of subsection 16(a) of the Securities Exchange Act of 1934, as amended (“Eligible Associates”).

Committee Membership

The Committee should consist of no fewer than three Board members, as appointed annually by the Board on the recommendation of the Nominating and Governance Committee; 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. Committee members may be replaced by the Board at any time. The Board shall designate the Chairman or Chairwoman (the “Chairperson”) of the Committee.

Meetings

The Committee shall meet as often as it determines to be necessary or appropriate. The Chairperson 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 by the Committee, shall be duly filed in the Company records. At the request of the Board or as the Chairperson determines necessary, 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.

In addition, the Committee has the following authority and responsibilities:

1. Construe and interpret the terms and conditions of the Company's compensation plans that provide cash incentive payments or equity-based awards to Eligible Associates in the United States or internationally (the "Compensation Plans") pursuant to the authority granted to the Committee by those plans;
2. Establish and amend, as deemed necessary, the rules and regulations regarding administration of the Compensation Plans as authorized under those plans;
3. Select participants from among Eligible Associates according to the terms and conditions of the Compensation Plans;
4. Grant cash or equity-based compensation awards to Eligible Associates, including determining the amount of compensation to be awarded and the terms and conditions of the awards;
5. With respect to performance-based compensation awards, establish performance criteria, certify performance and approve awards to Eligible Associates;
6. Any additional authority and responsibilities as from time to time may be provided in any Compensation Plan of the Company;
7. Any additional authority and responsibilities as from time to time may be granted or determined by the Board or the Board's Compensation and Management Development Committee;
8. Delegate to one or more officers of the Company such of the Committee's authority, responsibility, duties and discretion as may be permitted under the applicable Compensation Plan and applicable law; provided, however, that the terms of such delegation may specify that the acts of the delegate are subject to the approval or ratification of the Committee or a subcommittee thereof; and
9. With the consent of the Committee, the Committee may be appointed to administer one or more cash or equity-based compensation plans of an affiliate or subsidiary of the Company, in which event the Committee will also have the authority and responsibilities set forth above with respect to such plans.

The Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

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