

**NORDSTROM, INC.**  
**CORPORATE GOVERNANCE AND**  
**NOMINATING COMMITTEE CHARTER**

(as amended August 22, 2018)

**1. PURPOSES OF COMMITTEE**

The purposes of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Nordstrom, Inc. (the “Company”) are to take a leadership role in shaping the Company’s corporate governance and to recommend individuals to the Board for nomination as members of the Board and its committees. The Committee shall report to the Board on a regular basis.

**2. MEMBERSHIP**

The Committee shall consist solely of three or more members of the Board, each of whom is, in the business judgment of the Board, “independent” under the rules of the New York Stock Exchange and as set forth in Annex I to the Company’s Corporate Governance Guidelines.

Candidates to fill vacancies on the Committee shall be nominated by the Committee, in consultation with the Chairman of the Board, as set forth below and shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

**3. STRUCTURE AND OPERATIONS**

- The Committee shall designate one member of the Committee as its Chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet in person or telephonically at least four times a year at a time and place determined by the Committee Chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairperson. The Committee will maintain written minutes of its meetings, and will file such minutes with the minutes of the meetings of the Board. In lieu of a meeting, the Committee may also act by unanimous written consent resolution.
- The Board may allocate the responsibilities of the Committee to one or more committee(s) of their own denomination, having their own published committee charter(s) and composed entirely of independent directors.
- The Chairperson or his or her designee shall report Committee actions to the Board with such recommendations as the Committee deems appropriate.

#### **4. DUTIES AND RESPONSIBILITIES**

The following are the principal duties and responsibilities of the Committee:

- Evaluate and make recommendations to the Board with respect to the size, composition, independence and operations of the Board and its committees.
- Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. The Committee shall consider recommendations of director candidates submitted by shareholders to the Company following the procedures described in Article II of the Company Bylaws. In the case of a vacancy on the Board (including a vacancy resulting from an increase in the number of directors), the Committee, in consultation with the Chairman of the Board and the Co-Presidents shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, experience with businesses and other organizations including those of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board. In addition, the Committee may also consider a candidate's diversity of background, including varied skills, experiences, gender, ethnicity, as well as other differentiating characteristics. Depending on the current needs of the Board, the Committee may weigh certain factors more or less heavily.
- The Committee shall make recommendations to the Board of Directors regarding which directors should serve on the various committees of the Board and as Chairpersons of each committee. The Committee shall also annually nominate one director to serve as Chairman of the Board. In nominating a candidate for committee membership, committee Chairperson and as Chairman of the Board, the Committee shall take into consideration the factors set forth above, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee, the interplay of the candidate's experience with the experience of other committee members and shall give consideration to the rotation of committee members, committee Chairpersons and the Chairman of the Board.
- Review the performance of each director before recommending to the Board his or her nomination for an additional term as director.
- Review and make recommendations to the Board with respect to any resignation tendered by a director, including as a result of a change in personal circumstances pursuant to the Company's Corporate Governance Guidelines.

- Establish procedures for the Committee to exercise oversight of the evaluation of the Board. Oversee the evaluation of the Board and prepare and present the evaluation required under “Performance Evaluation” below.
- Periodically review the charters of all Board committees and recommend any proposed changes (after consultation with the respective committee Chairpersons) to the Board for approval.
- Review possible conflicts of interest between the Company and any *related person* within the meaning of Item 404 of Securities and Exchange Commission Regulation S-K, and review and approve any transaction between the Company and any such related person that would be required to be disclosed in the Company’s annual proxy statement.
- Develop and periodically review and recommend to the Board appropriate revisions to the Company’s corporate governance framework, including its Articles of Incorporation, Bylaws and Corporate Governance Guidelines.
- Periodically review the policies and practices of the Company in the area of corporate governance and, as necessary, recommend new policies and changes to existing policies to the Board for its approval.
- Periodically review the corporate governance standards of the Company’s ethics compliance programs, including the Code of Business Conduct and Ethics and in conjunction with the Audit and Finance Committee, make recommendations to the Board for any changes with respect thereto.
- Review governance-related shareholder proposals and recommend a response to the Board.
- Provide oversight of the Company’s corporate social responsibility efforts and reporting.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time, including the nomination of Board and committee members.
- Annually review its own performance.

## **5. PERFORMANCE EVALUATION**

The Committee shall gather and review information for the annual performance evaluation of the Board, each committee of the Board and the Chairman of the Board, which shall be presented to the full Board for its discussion and review. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The performance evaluation of each committee of the Board shall compare the performance of such committee with the

requirements of its charter and recommend to the Board any improvements to such committee's charter deemed necessary or desirable by the Committee. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

**6. DELEGATION TO SUBCOMMITTEE**

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, provided that such subcommittee report its actions to the Committee on a regular basis.

**7. RESOURCES AND AUTHORITY OF THE COMMITTEE**

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the sole authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to select and retain a consultant or search firm, to terminate any consultant or search firm retained by it and to approve the consultant or search firm's fees and other retention terms.