

**WALMART INC.  
TECHNOLOGY AND ECOMMERCE COMMITTEE  
CHARTER**

**Purpose**

The Technology and eCommerce Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Walmart Inc. (the “Company”) to engage in dialogue with and provide advice and guidance to management of the Company on matters relating to the Company’s omnichannel digital enterprise. The role of the Committee is to assist the Board in its oversight of management by reviewing and providing guidance to management on key topics that support the Company’s strategic objectives globally. In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to books, records, facilities, and personnel of the Company. The Committee has the power, in its discretion, to retain at the Company’s expense such advisors and other experts as it deems necessary or appropriate to carry out its duties. The Company shall provide adequate resources to support the Committee’s activities.

**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 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 Amended and Restated 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 management and its outside advisors and auditors to the fullest extent permitted by law. In fulfilling its role, the Committee shall focus on topics related to the Company's omnichannel digital enterprise. In addition, the Committee has the following authority and responsibilities:

1. Review and provide guidance on eCommerce, omnichannel, and digital businesses; technology (e.g., software, hardware, automation, etc.); ways of working (e.g., agile, product, etc.); data assets, capabilities, and data use cases for commercial purposes; key metrics related to the Company's omnichannel digital enterprise; and trends relevant to an omnichannel digital enterprise (e.g., innovation), including, but not limited to:
  - a) development and operation of eCommerce, omnichannel, and digital businesses in the Company's key markets that weave together the Company's unique combination of physical and digital assets and capabilities, including advising management on eCommerce, omnichannel, digital and/or technology acquisitions as part of the Company's larger strategies in these areas prior to any review and recommendation by the Board and/or the Strategic Planning and Finance Committee of the Board;
  - b) creation of new digital businesses in the Company's key markets;
  - c) development and uses of technology (e.g., software, hardware, automation, etc.) in ways that support the Company's global digital enterprise strategic objectives;
  - d) modernization and ongoing evolution of the Company's technology infrastructure to enable innovation, speed, and cost efficiency;
  - e) adoption of effective ways of working (e.g., agile development, product management, customer-centric design, combined business-product-engineering-design teams, etc.) and promotion of a digital mindset and acumen in our leadership, talent acquisition, and development programs;
  - f) development and commercial use of data assets, capabilities, and algorithms to help drive growth, improve business performance, and enhance customer experiences in ways that complement trust in the Company;
  - g) measurement and tracking of critical results related to eCommerce, omnichannel, and digital businesses; technology spend and performance; ways of working; and data assets, capabilities, and uses for commercial purposes; and
  - h) monitoring emerging technologies, innovation, competition and other trends that may help the Company lead technologically or that could otherwise affect the Company's business and strategic direction.

2. Carry out such other activities consistent with this Charter, the Amended and Restated Bylaws and applicable laws that the Committee or the Board may deem necessary or appropriate from time to time.

The Committee and the Nominating and Governance 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.

### **History of Amendments**

This charter was last amended on April 13, 2022.