WALMART INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The general purpose of the Nominating and Governance Committee (the "Committee") is to assist the Board of Directors (the "Board") of Walmart Inc. (the "Company") in carrying out its responsibilities relating to (1) identifying individuals qualified to serve as Board members, and (2) implementing sound corporate governance principles and practices, including:

- Assisting with Board succession planning by identifying individuals qualified to become Board members, and recommending to the Board the director nominees whenever new directors are to be appointed or elected, whether at the next annual meeting of shareholders or otherwise;
- Reviewing the qualifications and independence of the members of the Board and its various committees on a periodic basis and making any recommendations to the Board that the Committee may deem appropriate concerning any recommended changes in the composition or membership of the Board, or any of its committees;
- Reviewing the Board's leadership structure on a periodic basis and making recommendations regarding the appointment of the Chairman or Chairwoman ("Chairperson") of the Board and (in the event that the Chairperson of the Board is not independent) the appointment of the Lead Independent Director;
- Developing and recommending to the Board corporate governance principles applicable to the Company;
- Conducting the annual review of the performance of the Board; and
- Recommending to the Board director nominees for each committee.

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 listing standards of any securities exchange on which the Company's securities are listed, as then in effect.

The members of the Committee shall be appointed annually, and vacancies shall be filled or members removed by the vote of a majority of the full Board. One member of the Committee shall be appointed as its Chairman or Chairwoman of the Committee (the "Chairperson") by majority vote of the full Board. Committee members may resign by giving notice in writing or by electronic transmission 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 two (2) regularly scheduled meetings annually, but may meet as often as necessary to carry out its responsibilities. 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. 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. The Committee has the following authority and responsibilities:

1. Sole authority, in its discretion, to retain or terminate any search firm to be used to identify director candidates and shall have sole authority to approve the search firm's fees and other retention terms. 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 Company shall provide for appropriate funding, as determined by the Committee, for payment of (i) the search firm fees as noted in the preceding sentence, (ii) compensation to any independent legal, accounting or other advisers employed by the Committee and (iii) ordinary administrative expenses of the Committee necessary to carry out its duties, subject only to any limitations imposed by applicable rules and regulations.
2. Actively seek individuals qualified to become board members for recommendation to the Board.
3. Review and evaluate director candidates (i) recommended or proposed by shareholders or (ii) validly nominated by shareholders in accordance with applicable laws, rules and regulations and the provisions of the Company's Governing Documents using the same criteria and processes employed in connection with its assessment and recommendation of any other director candidates.
4. Develop and recommend to the Board criteria to be considered in selecting nominees for director to be included in Company's corporate governance principles (the "Corporate Governance Guidelines"), and apply these criteria to the selection of director nominees.
5. Develop and periodically review policies applicable to the nomination of persons to be appointed or elected as directors of the Company including, without limitation, the Company's policies with respect to shareholder nominations.
6. Recommend to the Board the number of and qualifications for directors, the composition of the Board and a slate of nominees for election as directors at the Company's annual meeting of shareholders.
7. Recommend to the Board persons to be appointed as directors in the interval between annual meetings of the Company's shareholders, including filling vacancies occurring for any reason.
8. Develop and recommend to the Board standards for determining director independence

consistent with the requirements of applicable securities exchange listing standards and other applicable laws or regulations and review and assess these standards on a periodic ongoing basis.

9. Review the qualifications and independence of the members of the Board and its various committees on a periodic basis and make any recommendations the Committee members may deem appropriate from time to time concerning any recommended changes in the membership or composition of the Board and its committees.
10. Following consultation with the current Chairperson of the Board and other directors as appropriate, on a periodic basis review and recommend to the Board the director to serve as Chairperson of the Board. In the event that the Chairperson of the Board is not independent under applicable securities exchange listing standards, following consultation with the current Lead Independent Director and other directors as appropriate, on a periodic basis review and recommend to the independent directors the independent director to serve as Lead Independent Director.
11. Establish and oversee the Company's director orientation and continuing education programs and review and revise those programs as appropriate.
12. Recommend to the Board such changes to the Board's committee structure and committee functions, as the Committee deems advisable.
13. Confirm that each standing committee of the Board has a charter in effect, that each such charter is reviewed at least annually by its committee and that each such charter complies with all applicable rules and regulations.
14. Review any proposed amendments to the Company's Restated Certificate of Incorporation and Amended and Restated Bylaws (as amended from time to time, the "Company's Governing Documents") and recommend appropriate action to the Board.
15. Review and assess the Company's compliance with the corporate governance requirements established by any applicable securities exchange, the requirements established under the Sarbanes- Oxley Act and the Dodd-Frank Wall Street Reform and Consumer Protection Act, and other applicable corporate governance laws and regulations.
16. Recommend to the Board such additional actions related to corporate governance matters, as the Committee may deem necessary or advisable from time to time.
17. Review and assess the quality and clarity of the corporate governance information provided to the Board and its committees by management and direct management as the Committee deems appropriate with respect to such materials.
18. Develop procedures for and conduct the annual self-assessment and review of the performance of the Board and each Board committee, and report annually to the Board with an assessment of the Board's and the Board committees' performance.
19. Develop and recommend to the Board the Corporate Governance Guidelines applicable to the Company.
20. Review and reassess the adequacy of the Corporate Governance Guidelines of the Company annually and recommend any proposed changes to the Board for approval.
21. Review the Company's reputation with external constituencies and advise management regarding any proposed changes to the Company's policies, procedures, and programs as a result of such review.
22. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
23. Annually review and evaluate its own performance with respect to its nominating and governance functions in coordination with the annual review conducted by the Committee.
24. Review and advise management regarding the Company's social, community and sustainability initiatives, and the Company's strategy for public disclosure and reporting on ESG and related issues, including those related to climate change.
25. Review and discuss with management disclosure of the Company's corporate governance practices, including information regarding the operations of the Committee and other Board

committees, director independence and the director nominations process, and to recommend that this disclosure be, included in the Company's proxy statement or annual report on Form 10-K, as applicable.

26. Review and advise management regarding the charitable giving strategy of the Company, its subsidiaries and affiliates.
27. Review and advise management regarding the Company’s legislative affairs and public policy engagement strategy.
28. Review and assess shareholder proposals submitted to the Company for inclusion in the Company’s proxy statement, including an assessment of the relevance and significance of the proposal to the Company’s particular circumstances, and determine whether and on what basis any such proposal may be excluded from the Company’s proxy statement in accordance with applicable legal requirements, including the rules of the Securities and Exchange Commission and the Company’s Governing Documents.

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

History of Amendments

This charter was last amended on December 9, 2025.