

NORDSTROM, INC.
CORPORATE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER

(as amended on August 16, 2023)

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.

MEMBERSHIP

1. 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 (“NYSE”), as such rules may be amended from time to time, and as set forth in Annex I to the Company’s Corporate Governance Guidelines. A subsequent determination that any member of the Committee does not qualify as independent will not invalidate any previous actions by the Committee except to the extent required by law or determined appropriate by the Committee.
2. 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 or until the earlier of resignation or death. The Board may remove any member from the Committee at any time with or without cause.

STRUCTURE AND OPERATIONS

1. 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 in any manner permitted under the Washington Business Corporation Act at least four times a year at a time and place determined by the Chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairperson.
2. Minutes of each meeting shall be prepared by the designee of the Chairperson of the Committee. Draft minutes shall be distributed to Committee members, as soon as practicable after each meeting, for approval at the next meeting of the Committee. The approved minutes shall be provided to the Secretary of the Company for retention with

the permanent records of the Company. In lieu of a meeting, the Committee may also act by unanimous written consent resolution or in any manner permitted under the Washington Business Corporation Act.

3. 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.
4. The Committee may delegate authority to a subcommittee of the Committee when appropriate, provided that decisions of subcommittees shall be presented to and ratified by the full Committee at its next scheduled meeting. Each subcommittee that is established shall have its own charter.
5. The Chairperson or his or her designee shall report Committee actions to the Board with such recommendations as the Committee deems appropriate and report on activities at such other times as requested by the Board.

DUTIES AND RESPONSIBILITIES

1. The following are the principal duties and responsibilities of the Committee:
 - 1.1. Evaluate and make recommendations to the Board with respect to the size, composition, independence and operations of the Board and its committees.
 - 1.2. 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, the Chief Executive Officer, and the President, 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, and ethnicity, as well as other differentiating characteristics. In this context, diversity is broadly construed to mean varied skills, backgrounds and experiences, which include gender and ethnicity, as well as other differentiating characteristics,

all in the context of the requirements and needs of the Board at that point in time. Depending on the current needs of the Board, the Committee may weigh certain factors more or less heavily.

- 1.3. The Committee shall make recommendations to the Board regarding which directors should serve on the various committees of the Board and as chairpersons of each committee annually. 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.
- 1.4. Review the performance of each director before recommending to the Board his or her nomination for an additional term as director.
- 1.5. 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.
- 1.6. Review and recommend to the Board, and, as appropriate, the Compensation, People and Culture Committee of the Board (the "CPCC"), the form and amount of compensation paid and benefits provided to directors for Board and committee service and for Board and committee leadership roles.
- 1.7. Approve, where applicable (or recommend to the Board and/or the CPCC to approve) any compensation arrangements between the Company and any director which are not typical within the normal operation of the Company's director compensation programs.
- 1.8. Periodically review and approve Nordstrom's stock ownership guidelines applicable to directors and monitor compliance with such guidelines.
- 1.9. 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.
- 1.10. Review the charters of all Board committees and recommend any proposed changes (after consultation with the respective committee chairpersons) to the Board for approval annually.
- 1.11. Provide guidance with respect to the orientation of new directors and the continuing education of current directors.

- 1.12. 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.
- 1.13. Report to shareholders in the Company's annual proxy statement on those Committee matters required by the Securities and Exchange Commission rules.
- 1.14. 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.
- 1.15. Periodically review the policies and practices of the Company in the area of corporate governance, including identifying best practices, and, as necessary, recommend new policies and changes to existing policies to the Board for its approval.
- 1.16. Periodically review the overall structure and implementation of the Company's ethics and 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.
- 1.17. Periodically review the processes and procedures used by the Company to provide information to the Board and its committees and make recommendations to the Board and management for improvement as appropriate.
- 1.18. Periodically consider and discuss the process by which the Company communicates with and otherwise engages its shareholders.
- 1.19. Review governance-related shareholder proposals and recommend a response to the Board.
- 1.20. Oversee the Company's overall approach to environmental, social and governance ("ESG") and corporate social responsibility ("CSR") matters, including but not limited to the following:
 - i. Review, discuss and provide feedback to management on the Company's programs, policies and practices pertaining to ESG and CSR issues and impacts to support the sustainable growth of the Company, including alignment of such efforts with the Company's overall strategy;
 - ii. Assist the Board and other Board committees in fulfilling their oversight responsibilities by evaluating, monitoring and providing guidance on ESG and CSR-related public policy trends which could materially affect the

Company's legal obligations, business activities and performance; and

- iii. Discuss with management the Company's plans for maintaining and/or improving its ESG and CSR-related strategies, goals and targets, including monitoring Company performance and progress towards its stated ESG and CSR-related strategies, goals and targets and any against relevant external sustainability indices, and external reporting on ESG and CSR related matters.

1.21. 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.

1.22. Annually review its own performance.

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. Consistent with the provisions of NYSE Rule 303A.04, the Committee hereby delegates to the CPCC all responsibility with respect to performance evaluations of the Company's executives.

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.