

COSTCO WHOLESALE CORPORATION NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Composition

The Nominating and Governance Committee (the “Committee”) of the Board of Directors of Costco Wholesale Corporation (the “Company”) shall be composed of three or more directors, each of whom shall meet the independence requirements required by law and the relevant stock exchange listing requirements. The members of the Committee shall be appointed by the Board, with vacancies filled or members removed by the Board, and will serve at the discretion of the Board. One member of the Committee shall be appointed as Committee Chair by the Board. Meetings The Committee shall meet as often as necessary to carry out its responsibilities. The Committee Chair shall preside at each meeting. In the event the Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting.

Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Assist the Board in identifying individuals qualified to serve as members of the Board and evaluate input from shareholders concerning potential candidates; approve all candidates for director to be nominated for election by the shareholders or to be elected by the Board.
2. Recommend to the Board directors for appointment to its committees and, as appropriate, recommend removal of directors from Board committees.
3. Recommend to the Board policies on Board composition and criteria for Board membership and continuation on the Board.
4. Periodically review and recommend changes to the corporate governance guidelines as appropriate.
5. Be knowledgeable about and exercise reasonable oversight concerning the implementation and effectiveness of the compliance and ethics program.
6. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee’s work.
7. Review and reassess this Charter and, if appropriate, recommend proposed changes to the Board.
8. Receive communications directly from the Chief Compliance Officer (or such other individual or individuals with operational responsibility for the Company’s compliance and ethics program), who is expressly authorized to report personally: (a) promptly on any matter involving criminal conduct or potential criminal conduct by Company employees, and (b) periodically on the implementation and effectiveness of the Company’s compliance and ethics program.
9. Lead the Board in its reviews of the Board’s and its committees’ performance.

By adopting this Charter, the Board of Directors delegates to the Committee full authority to:

1. Perform each of the responsibilities of the Committee described above.
2. Appoint a chair of the Committee, unless a chair is designated by the Board.
3. Engage search firms, independent counsel and other advisors as the Committee determines necessary to carry out its responsibilities, and approve the fees and other retention terms.
4. Obtain advice and assistance from internal legal or other advisors.
5. Form and delegate authority to subcommittees when appropriate.

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