



# GOVERNANCE AND NOMINATING COMMITTEE CHARTER

## CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE OF THE BOARD OF DIRECTORS

(As amended and restated by the Board of Directors on September 29, 2022.)

The Governance and Nominating Committee (the "Committee") is a committee of, and reports to, the Board of Directors (the "Board") of The Walt Disney Company (the "Company"). Through this Charter, the Board delegates certain responsibilities to the Committee to assist the Board in the fulfillment of its duties to the Company and its shareholders.

### AUTHORITY

The Committee shall be given the resources and assistance necessary to discharge its responsibilities, including unrestricted access to Company personnel and documents. The Committee shall also have authority, in consultation with the Chairman of the Board, to engage outside advisers as it deems necessary or appropriate and cause the Company to pay the compensation of any outside advisers engaged by the Committee. The Committee shall have the sole authority to retain and terminate any search firm to be used to identify Director candidates, including sole authority to approve the search firm's fees and other retention terms and cause the Company to pay the compensation of any search firm engaged by the Committee.

### STRUCTURE AND MEMBERSHIP

The Committee shall consist of three or more Directors, who shall be appointed annually, and subject to removal at any time by the Board, without any requirement for cause. Each Committee member shall meet the independence standards set forth in the New York Stock Exchange listing standards and the Company's Corporate Governance Guidelines. Each Committee member shall serve until such member's Committee service is terminated by the Board or such member's resignation. Unless the Board elects a Chair of the Committee, the Committee shall elect a Chair by majority vote. The compensation of the Committee members shall be as determined by the Board.

### PROCEDURES

The Committee shall hold at least two regular meetings each year, and such special



meetings as may be required. Meetings may be called by the Chair of the Committee or the Chairman of the Board. The presence in person, by telephone or by electronic conference of two members shall constitute a quorum. The Committee may also act by unanimous written consent in lieu of a meeting. Meetings may be held at any time, any place and in any manner permitted by applicable law and the Company's Bylaws. The Committee shall keep such records of its meetings as it shall deem appropriate. To the extent practicable, the meeting agenda, draft minutes from the prior meeting and supporting materials shall be provided to Committee members prior to each meeting to allow time for review. The Committee shall have authority to create and delegate specific tasks to such standing or ad hoc subcommittees (including a subcommittee of a single member) as it may determine to be necessary or appropriate for the discharge of its responsibilities. The results of the meetings shall be reported to the Board.

## PURPOSE AND RESPONSIBILITIES

The Committee's purpose and responsibilities shall be:

(a) to monitor the implementation and operation of the Company's Corporate Governance Guidelines;

(b) to review from time to time, as the Committee deems appropriate, the adequacy of the Corporate Governance Guidelines in light of broadly accepted practices of corporate governance, emerging governance issues and market and regulatory expectations, and to advise and make recommendations to the Board with respect to appropriate modifications;

(c) to identify and review measures to strengthen the operation of the Corporate Governance Guidelines, and to advise the Board with respect thereto;

(d) to prepare and supervise the implementation of the Board's annual reviews of (i) Director independence and (ii) the Board's performance, as contemplated by the Corporate Governance Guidelines;

(e) to (i) identify, review and evaluate candidates for election as Director who meet the standards set forth in the Corporate Governance Guidelines, including such inquiries as the Committee deems appropriate into the background and qualifications of candidates and interviews with potential candidates to determine their qualification and interest and (ii) recommend to the Board nominees for any election of Directors at any meeting of stockholders and the persons, if any, to be elected by the Board to fill any vacancies on the Board, consistent with criteria approved by the Board and in compliance with the Corporate Governance Guidelines (including the policy that a substantial majority of Directors be independent of the Company and of the Company's management);



(f) to recommend to the Board the Directors to be appointed to each committee of the Board;

(g) to recommend to the Board compensation policies for outside Directors;

(h) to recommend whether or not the Board should accept the resignation of a Director tendered in accordance with the Corporate Governance Guidelines;

(i) to periodically review and make recommendations to the Board with respect to director compensation;

(j) to review the Company's policies and procedures for reviewing and approving or ratifying "related person transactions" (defined as transactions required to be disclosed pursuant to Item 404 of Regulation S-K), including the Company's Related Person Transaction Approval Policy, and recommend any changes to the Board. In accordance with the Company's Related Person Transaction Approval Policy, to the extent no other policy or procedure applies to a particular related person transaction under review, the Committee shall have the authority to review and approve or ratify such transaction;

(k) to oversee the Company's environmental, social and governance programs and reporting, including with respect to environmental and sustainability policies and initiatives;

(l) to oversee the Company's lobbying and political strategy and receive reports at least annually from Government Relations and Global Public Policy on such matters;

(m) to oversee the Company's human rights policies and receive reports at least annually from Global Public Policy on such matters;

(n) to advise the Board with respect to such other matters relating to the governance of the Company as the Committee may from time to time approve, including changes to terms or scope of this Charter and the Committee's overall responsibilities; and

(o) to carry out such other tasks as the Board may from time to time delegate to the Committee for action consistent with this Charter.

The foregoing list of responsibilities is not exhaustive, and the Committee may perform such additional functions as may be necessary or appropriate to perform its duties consistent with this Charter, the Company's Bylaws and Corporate Governance Guidelines and applicable law.



The Committee has the power to delegate its authority and responsibilities to other committees or subcommittees as it deems appropriate.

## **GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

The Committee shall review this Charter periodically for adequacy and recommend to the Board any necessary changes.

## **ANNUAL PERFORMANCE REVIEW**

The Committee shall conduct an annual evaluation of its performance in carrying out its responsibilities hereunder.