

**STARBUCKS CORPORATION  
NOMINATING AND CORPORATE GOVERNANCE  
COMMITTEE CHARTER**

**Purpose**

The Nominating and Corporate Governance Committee (the “Committee”) is responsible for providing leadership with respect to the corporate governance of Starbucks Corporation (the “Company”) and advising and making recommendations to the Board of Directors regarding candidates for election as directors of the Company.

**Composition**

The Committee shall be comprised of at least three (3) members, each of whom shall meet the independence requirements of the Nasdaq Stock Market LLC and other applicable laws. Members of the Committee and a Chair of the Committee shall be appointed, and may be removed, with or without cause, by the Board of Directors. The Board of Directors shall appoint a new member or members in the event that there is a vacancy on the Committee that reduces the number of members below three (3), or in the event that the Board determines that the number of members on the Committee should be increased.

**Meetings**

The Committee shall meet at least four times each fiscal year, and may hold additional meetings in person or telephonically as often as may be necessary or appropriate, in the discretion of the Chair of the Committee. As appropriate, the Chair of the Committee will circulate or discuss the agenda for the meeting with each member of the Committee.

Members of the Committee are expected to use all reasonable efforts to attend each meeting. The Chair of the Committee may also request that members of management, legal counsel, or other advisors attend the meetings of the Committee.

Minutes of each meeting shall be prepared under the direction of the Chair of the Committee and circulated to each member of the Committee for review and approval.

**Committee Authority and Responsibilities**

The specific authority and responsibilities of the Committee shall include, but are not limited to, the following:

1. Sole authority to retain, at the Company's expense, and terminate any search firm or firms to be used to identify director candidates and sole authority to approve any such firm's fees and other retention terms.
2. Retain, at the Company's expense, legal counsel, accounting or other advisors as appropriate to assist in the performance of its duties hereunder, and approve the fees and other retention terms of such advisors.
3. Form and delegate responsibilities to subcommittees of the Committee, as may be necessary or appropriate.
4. Determine the skills and qualifications required of directors and develop criteria to be considered

in selecting potential candidates for Board membership.

5. Identify and screen candidates for future Board membership.
6. Annually evaluate candidates to be nominated to serve on the Board of Directors and recommend the slate of nominees to stand for election at the annual meeting of shareholders. In addition, the Committee shall recommend candidates to fill vacancies or new positions on the Board of Directors, as necessary or advisable. The full Board of Directors shall approve nominees to stand for election at the annual meeting of shareholders and all new members of the Board of Directors; provided, that all such nominees and new members must be selected or recommended by the Committee. Invitations to join the Board of Directors shall be extended by the Chairman of the Board and the Chair of the Committee.
7. Consider any nominations of director candidates validly made by the shareholders in accordance with applicable law, rule or regulation.
8. Review and make recommendations to the Board of Directors with respect to proposals properly presented by shareholders for inclusion in the Company's annual proxy statement. The Committee may, as appropriate in light of the proposal's subject matter, refer any proposal to any other committee of the Board for purposes of review and recommendations.
9. Annually recommend to the Board for approval the appointment of directors to Board committees and the selection of a chairperson for each Board committee. In addition, the Committee shall recommend to the Board candidates to fill vacancies or new positions on the Board committees, as necessary or advisable. Review and make recommendations to the Board concerning any removal of committee members.
10. Biennially recommend to the other independent directors for their selection the independent director who will preside at all meetings of the independent directors for the next two years and until his or her successor is duly selected. In addition, the Committee shall recommend to the other independent directors for their selection candidates to fill a vacancy in the role of lead independent director.
11. Annually review the Company's Corporate Governance Principles and Practices in light of changing conditions and shareholders' interests and make recommendations to the full Board of Directors regarding appropriate modifications. Monitor compliance with the Corporate Governance Principles and Practices.
12. Annually evaluate the overall effectiveness of the organization of the Board (including the effectiveness of the committees) and the Board's (and committees') performance of its governance responsibilities and report such findings to the full Board of Directors.
13. Biennially review the type and amount of Board compensation for non-employee directors and committee members, as appropriate, in relation to other comparable companies, make recommendations to the full Board of Directors regarding such compensation.
14. Adopt and implement a policy or policies, as appropriate, governing service on the Board of Directors of other companies, charities and institutions applicable to members of the Board of Directors and officers of the Company holding a position of senior vice president or above.
15. Annually review the Company's corporate political contributions and expenditures to ensure alignment with Company policies and values.

16. Annually review and assess the effectiveness of the Company's environmental and social responsibility policies, goals and programs through the annual Global Responsibility Report, and make recommendations as deemed appropriate based on such review and assessment.
17. Based upon such discussions with the panel of independent directors of the Board, the Chair of the Committee, together with the Chair of the Compensation and Management Development Committee, shall annually review the performance of the executive chairman and the president and chief executive officer and meet with such officer to share the findings of such review.
18. Review and assess the adequacy of this Charter annually, or more often as circumstances dictate, and update or revise the Charter as appropriate.
19. Annually evaluate and take steps to improve the effectiveness of the Committee in meeting its responsibilities under this Charter.

**This Charter is intended to provide a set of flexible guidelines for the effective functioning of the Committee. The Committee may modify or amend this Charter and the authority and responsibilities of the Committee set forth herein at any time.**