

**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"), advising and making recommendations to the Board of Directors (the "Board") regarding candidates for election as directors of the Company, and reviewing and making recommendations regarding the Company's non-employee director compensation policy.

Composition

The Committee will be comprised of at least three members of the Company's Board, each of whom will meet the independence requirements of the Nasdaq Stock Market, LLC ("Nasdaq") and applicable law. 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.

Upon action of the Board following the recommendation of the Committee, members of the Committee and a chair of the Committee will be appointed for such term or terms as the Board may determine or until a member's earlier resignation or death, and may also be removed, with or without cause, by the Board. The Board will appoint a new member or members if there is a vacancy on the Committee that reduces the number of members below three, or if the Board determines that the number of members on the Committee should be increased.

Authority

The Committee has the authority necessary to discharge its duties and responsibilities, including to inquire about any activity of the Company within its scope of responsibilities, and will have unrestricted access to members of management and all information relevant to its responsibilities. All Company partners (which is how the Company describes its employees) will assist as requested by members of the Committee, and the Committee will have access to the Company's books, records, facilities, and personnel. The Committee has the authority and is empowered to: (a) retain independent legal counsel and other advisors as it deems necessary or appropriate to assist the Committee in fulfilling its responsibilities; and (b) approve the fees and other retention terms of such advisors that are necessary or appropriate in carrying out its duties, including search firm or firms to be used to identify director candidates and compensation consultants to help advise on non-employee director compensation.

To reflect the Company's commitment to diversity, in connection with the use of any search firm to identify potential director candidates, the Board will require the search firm to include in its initial list of candidates qualified candidates who reflect diverse backgrounds, including, but not limited to, diversity of race, ethnicity, national origin, gender, and sexual orientation.

The Committee may rely where appropriate on the judgment of the Compensation and Management Development Committee, including with respect to the independence of the compensation consultant under any law, rule, regulation, or order, including, without limitation, the

standards of Nasdaq. The Committee is empowered to form and delegate responsibilities to subcommittees of the Committee, as may be necessary or appropriate.

Meetings

The Committee will meet at least four times each fiscal year and may hold additional meetings as often as may be necessary or appropriate, in the discretion of the majority of the Committee or its chair. As appropriate, the Committee's chair will circulate or discuss the agenda for the meeting with each member of the Committee; provided, that no advance notice of any matter to be brought before the Committee will be required in order for such matter to be properly considered by the Committee. The Committee may meet in separate executive sessions as it determines appropriate and may include external advisors, members of management, or other partners in such meetings.

Members of the Committee are expected to use all reasonable efforts to attend each meeting. The Committee's chair may also request that external advisors or members of management or other partners attend the meetings of the Committee.

The Committee is governed by the same rules regarding meetings (including meetings by conference telephone or similar communications equipment), actions without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. Minutes of each meeting will be prepared under the direction of the Committee's chair and circulated to each member of the Committee for review and approval.

Responsibilities

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

1. Determine the skills and qualifications required of directors and develop criteria to be considered in selecting potential candidates for Board membership, taking into account the necessity of composing a board that possesses the collaborative culture, character, skills, experiences, and expertise required to attain the Company's goals, its responsibility to select nominees who reflect a diversity of backgrounds and perspectives, and any applicable Nasdaq and legal requirements. Diversity will be broadly construed to mean a variety of identities, perspectives, personal and professional experiences, and backgrounds. This can be represented in both visible and non-visible characteristics that include but are not limited to race, ethnicity, national origin, gender, and sexual orientation. Identify and screen candidates to be nominated for future Board membership.
2. Annually evaluate candidates to be nominated to serve on the Board and recommend the slate of nominees to stand for election at the annual meeting of shareholders. In addition, the Committee will recommend candidates to fill vacancies or new positions on the Board, as necessary or advisable. The full Board of Directors will approve nominees to stand for election at the annual meeting of shareholders and all new members of the Board; provided, that all such nominees and new members must be selected or recommended by the Committee. Invitations to join the Board will be extended to candidates by the Board's chair and the Committee's chair.

3. Recommend to the Board on a biennial basis a director for election by the Board as chair of the Board.
4. Consider any nominations of director candidates validly made by the shareholders in accordance with applicable law, rule, or regulation.
5. Review and make recommendations to the Board 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.
6. Annually recommend to the Board for approval the appointment of directors to Board committees and the selection of a chair for each Board committee. In addition, the Committee will recommend to the Board candidates to fill vacancies or new positions on the Board committees, as necessary or advisable.
7. Review and make recommendations to the Board concerning any removal of committee members for each Board committee.
8. If the Board's chair is not an independent director, the Committee (i) will recommend to the independent directors for their selection a lead independent director who will preside at all meetings of the independent directors for the next two years and until their successor is duly selected, and (ii) will recommend to the independent directors for their selection candidates to fill a vacancy in the role of lead independent director.
9. 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 and monitor compliance with the Corporate Governance Principles and Practices.
10. Annually assess the evaluation process for effective performance of the governance responsibilities of the Board and each of its committees and recommend any changes to that process to the full Board.
11. Annually review the type and amount of Board compensation for non-employee directors and committee members, as appropriate, in relation to other comparable companies, and make recommendations to the full Board regarding such compensation.
12. 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.
13. Annually review the Company's corporate political contributions and expenditures to ensure alignment with Company policies and values.
14. Through the Committee's chair, together with the Board's chair (or, if not independent, the lead independent director), the Compensation and Management Development Committee's chair, and the chief executive officer, annually review chief executive officer succession planning with the Board.

15. Make regular reports to the Board on the Committee's activities and such other topics related to director nominations, and corporate governance, as the Committee determines appropriate.
16. Review and assess the adequacy of this Charter annually, or more often as circumstances dictate, and recommend any proposed changes to the Charter to the Board for approval.
17. 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 recommend to the Board proposed changes to this Charter and the authority and responsibilities of the Committee set forth herein at any time.

Revision History:

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