

**WAL-MART STORES, INC.**  
**TECHNOLOGY AND ECOMMERCE COMMITTEE**  
**CHARTER**

**Purpose**

The Technology and eCommerce Committee (the “Committee”) is appointed by the Board to review and provide oversight of, and counsel on, matters relating to technology, eCommerce and innovation. In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to books, records, facilities and personnel of the Company. The Committee has the power, in its discretion, to retain at the Company’s expense such advisors and other experts as it deems necessary or appropriate to carry out its duties. The Company shall provide adequate resources to support the Committee’s activities.

**Committee Membership**

The Committee should consist of no fewer than three Board members, as appointed annually by the Board on the recommendation of the Compensation, Nominating and Governance Committee; provided, however, that the Committee may operate with fewer than three members as long as such composition complies with applicable laws, rules, regulations and securities exchange listing standards. Committee members may be replaced by the Board at any time. The Board shall designate the Chairman or Chairwoman (the “Chairperson”) of the Committee.

**Meetings**

The Committee shall meet as often as it determines to be necessary or appropriate. The Chairperson shall preside at each meeting and, in the absence of the Chairperson, one of the other members of the Committee shall be designated as the acting chair of the meeting. The Chairperson (or acting chair) may direct appropriate members of management and staff to prepare draft agendas and related background information for each Committee meeting. The draft agenda shall be reviewed and approved by the Committee Chairperson (or acting chair) in advance of distribution to the other Committee members. Any background materials, together with the agenda, should be distributed to the Committee members in advance of the meeting. All meetings of the Committee shall be held pursuant to the amended and restated Bylaws of the Company with regard to notice and waiver thereof, and written minutes of each meeting, in the form approved by the Committee, shall be duly filed in the Company records. At the request of the Board or as the Chairperson determines necessary, reports of meetings of the Committee shall be made to the Board at its next regularly scheduled meeting following the Committee meeting accompanied by any recommendations to the Board approved by the Committee. The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate.

**Committee Authority and Responsibilities**

The basic responsibility of the members of the Committee is to exercise their business judgment to act in what they reasonably believe to be in the best interests of the Company and its shareholders. In discharging that obligation, members should be entitled to rely on the honesty and integrity of the

Company's senior executives and its outside advisors and auditors to the fullest extent permitted by law.

In addition, the Committee has the following authority and responsibilities:

1. Review and provide guidance on matters relating to the Company's information technology, eCommerce and innovation strategy in support of the Company's evolving global business needs, including but not limited to:
  - a. significant emerging technology and eCommerce issues and trends that may affect the Company, its business and strategic direction;
  - b. the Company's approach to technical innovation and eCommerce;
  - c. the Company's technology planning processes to support its growth objectives;
  - d. alignment between strategic objectives and the Company's technology, innovation and eCommerce plans;
  - e. the Company's innovation development, technology acquisition and decision-making process to assure on-going growth;
  - f. the Company's technology and eCommerce competitiveness, including the effectiveness of its technological efforts and investments in developing new business opportunities;
  - g. the strength and competitiveness of the Company's technology, innovation and eCommerce processes and disciplines, including its focus on leadership and talent development in the Company's technology, innovation and eCommerce processes and disciplines;
  - h. measurement and tracking systems important to successful innovation, technology and eCommerce development; and
  - i. integration of the Company's technology, innovation and eCommerce efforts with the Company's overall strategy.
2. Review and provide guidance with respect to future trends in technology and eCommerce that may affect the Company's strategic plans, including monitoring of overall industry trends.
3. Carry out such other activities consistent with this Charter, the amended and restated Bylaws and applicable laws that the Committee or the Board may deem necessary or appropriate from time to time.

The Committee and the Compensation, Nominating and Governance Committee shall review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review its own performance.

### **History of Adoption and Amendments**

This charter was adopted on June 2, 2011.