

**NORDSTROM, INC.
AUDIT AND FINANCE COMMITTEE
OF THE BOARD OF DIRECTORS
CHARTER**

(as amended on August 16, 2023)

PURPOSE AND SCOPE

1. The primary function of the Audit and Finance Committee (the “Committee”) of the Board of Directors (the “Board”) of Nordstrom, Inc. (the “Company”) is to represent and assist the Board in overseeing:
 - 1.1. The Company’s internal controls over financial reporting and the integrity of the Company’s financial statements;
 - 1.2. The accounting, auditing and financial reporting processes of the Company;
 - 1.3. The financial policies, financial condition and primary financial risks of the Company;
 - 1.4. The management of business risks, their related controls and the overall control environment;
 - 1.5. The Company’s compliance with legal and regulatory requirements and the ethics and compliance programs as established by management and the Board, which shall be in conjunction with any recommendations by the Corporate Governance and Nominating Committee (the “CGNC”);
 - 1.6. Reports resulting from the performance of audits by the independent auditor and the internal auditor;
 - 1.7. The qualifications, independence and performance of the Company’s independent auditors; and
 - 1.8. The performance of the Company’s internal audit function.
2. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company’s financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibility of the Company’s independent auditors and management, respectively.
3. The Committee shall prepare the report required by SEC Regulation S-K Item 407(d)(3)(i) for inclusion in the Company’s annual report and proxy statement.

AUTHORITY

1. In fulfilling its responsibilities, the Committee shall:
 - 1.1. Have authority to conduct or authorize investigations into any relevant matters;
 - 1.2. Have authority to access Company records, information, facilities and personnel;
 - 1.3. Have sole authority to engage, evaluate and terminate the Company's independent registered public accounting firm ("independent auditor"), which independent auditor shall report directly to the Committee;
 - 1.4. Have direct access to the independent auditor, the head of Internal Audit, as well as anyone within the Company;
 - 1.5. Be directly responsible for the approval of all audit engagement fees and terms and resolution of disagreements between management and the independent auditor regarding financial reporting;
 - 1.6. Have sole authority to pre-approve all auditing services, internal control-related services and permitted non-audit services to be performed by the Company's independent auditors;
 - 1.7. Have authority to form and delegate authority to subcommittees consisting of one or more members when appropriate, including the authority to grant pre-approvals of audit services, internal control-related services and permitted non-audit services, provided that decisions of such subcommittees shall be presented to and ratified by the full Committee at its next scheduled meeting. Each subcommittee that is established shall have its own charter.
 - 1.8. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters; and
 - 1.9. Have the resources and the sole authority to engage any consultants, legal counsel or advisors to provide services the Committee deems necessary and advisable to carry out the foregoing responsibilities, to approve all of the terms of such engagement, including compensation, and to terminate any such engagement.

COMMITTEE COMPOSITION, MEETINGS AND ADMINISTRATIVE MATTERS

1. **Member Requirements.** Committee members shall meet the requirements of the Securities and Exchange Commission ("SEC") and the New York Stock Exchange ("NYSE") as follows:
 - 1.1. **Number of Directors.** The Committee shall consist of at least three independent directors, each of whom is, in the business judgment of the Board, "independent" under the rules of the New York Stock Exchange and as set forth in Annex I to the Company's Corporate Governance Guidelines. 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.

- 1.2. Finance/Accounting Qualifications.** All Committee members shall be financially literate as such qualification is interpreted by the Board in its business judgment, including at least one member with accounting or related financial management expertise. To help meet these requirements, the Committee may provide its members with annual continuing education opportunities in financial reporting and other areas relevant to the work of the Committee.
 - 1.3. “Audit Committee Financial Expert.”** At least one member will qualify as an “audit committee financial expert”, as defined by the SEC, and the identity of any audit committee financial experts shall be disclosed in the Company’s annual report on Form 10-K.
 - 1.4 Simultaneous Service.** If a member of the Committee simultaneously serves on the audit committee of more than three public companies, the Board must make a determination that the simultaneous service does not impair the effectiveness of that member to serve on the Committee.
- 2. Committee Appointment.** The Committee and its Chairperson shall be appointed annually by the Board based on the recommendation of the CGNC and members’ independence shall be confirmed by the Board during the appointment process. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine or until the earlier of resignation or death. The Board may remove any member from the Committee at any time with or without cause.
- 3. Meeting Frequency.** The Committee shall meet in person or in any manner permitted under the Washington Business Corporation Act at least four times per year, or more often as deemed necessary by the Chairperson.
- 4. Meeting Attendees.** In addition to the Committee members, the Committee may ask that members of management, Internal Audit, the Company’s independent auditors, or others be present at Committee meetings.
- 5. Minutes.** Minutes of each meeting shall be prepared by the designee of the Chairperson of the Committee. Draft minutes shall be distributed to Committee members, as soon as practicable after each meeting, for approval at the next meeting of the Committee. The approved minutes shall be provided to the Secretary of the Company for retention with the permanent records of the Company. In lieu of a meeting, the Committee may also act by unanimous written consent resolution or in any manner permitted under the Washington Business Corporation Act.
- 6. Private Communications and Executive Session.** At each Committee meeting, there shall be an opportunity for Committee members to have private communication with management, the internal auditors and the independent auditors in separate private sessions and to meet in executive session without management present.

7. **Reporting to the Board.** The Chairperson or his or her designee will report Committee actions to the Board with such recommendations as the Committee may deem appropriate and report on activities at such other times as requested by the Board.
8. **Committee Charter Update and Disclosure and Self-Assessment.** The Committee shall, at least annually and in conjunction with the CGNC, review its Charter and, if appropriate, propose revisions to the full Board for approval. The Committee shall annually review the Committee's own performance.
9. **Proxy Statement Disclosure.** The Company shall post an electronic copy of the Charter on the Company's website and disclose the availability of the Charter and the website in the Company's proxy statement in accordance with SEC regulations.
10. **Annual NYSE Certification Letter.** As required by the NYSE, the Company shall annually submit a certification letter to the NYSE confirming continued compliance with NYSE listing standards relevant to the Committee.
11. **Funding.** The Company shall provide appropriate funding, as determined by the Committee, for payment of:
 - 11.1. Compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
 - 11.2. Compensation to any advisers employed by the Committee; and
 - 11.3. Ordinary administrative expenses of the Committee.

CORPORATE ACCOUNTING, AUDITING, FINANCIAL CONTROLS AND REPORTING

1. **Accounting Principles and Financial Reporting Policies.** The Committee will review with management and approve the Company's significant accounting and reporting policies and any changes thereto. The Committee will periodically discuss with the independent auditor their judgments about the quality of the Company's accounting principles as applied in its financial reporting, including such matters as the clarity of disclosures, and other significant matters of judgment.
2. **Review of Financial Statements.** The Committee will review with management and the independent auditors the Company's quarterly financial statements and audited annual financial statements, including any material financial reporting issues and significant judgments made in connection with the preparation of such statements and any other matters required to be communicated to the Committee by the independent auditor under generally accepted auditing standards, including PCAOB Auditing Standard 1301, and review with the independent auditor any audit problems or difficulties encountered in the course of the audit work, including, without limitation, any restrictions on the scope of the independent auditor's activities or on access to requested information, any significant

disagreements with management and management's response to any problems or difficulties and other applicable requirements of the PCAOB and the SEC.

3. **Quarterly and Annual Filings.** The Committee will review the Company's reports on Forms 10-Q and 10-K (including the related notes) before they are filed with the SEC, including the disclosures therein concerning the Company's critical accounting policies and any changes to those policies or their application, all material alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, including the ramifications of the use of such material alternative treatments and the treatment preferred by the independent auditors, the form of audit opinion to be issued by the auditors on the financial statements and the disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations" and management's certification of such statements. The Committee will review with management and the independent auditors any correspondence with the SEC or the NYSE regarding material issues relating to the Company's financial statements.
4. **Inclusion of Financial Statements in Annual Report.** Based on the Committee's review and discussion of the Company's audited annual financial statements with management and the independent auditors, the Committee will make a recommendation to the Board regarding the inclusion of the Company's annual financial statements in the Company's Annual Report on Form 10-K.
5. **Review of Financial Controls.** The Committee will review financial controls with management and assess the internal processes for determining and managing key risk areas to safeguard assets and provide appropriate assurance of accurate financial reporting.
6. **Review of Internal Controls.** The Committee will review with management and the independent auditors the design and operation of the Company's internal controls including any significant deficiencies in the design or operation of such controls, and review with management and the independent auditors any fraud involving management or employees having a significant role in internal controls.
7. **Earnings Press Releases and Financial Guidance.** The Committee will discuss with management the Company's earnings press releases, including the type of information to be included and its presentation and the use of any pro forma, adjusted or other non-GAAP financial information, as well as financial information and earnings guidance provided to analysts and rating agencies. Such discussion may be done generally (consisting of discussing the types of information to be disclosed and the types of presentations to be made).
8. **Proxy Disclosure.** The Committee will report to shareholders in the Company's annual proxy statement on those Committee matters required by SEC rules.
9. **ESG Disclosures.** The Committee shall receive periodic reports from management on the Company's environmental, social and governance ("ESG") reporting, data and disclosures and shall discuss with management related controls and procedures, as well as other ESG-related items that may be assigned by the Board or another Board committee from time to time.

10. **Cybersecurity Disclosures.** The Committee shall receive periodic reports from management with respect to the Company's cybersecurity posture and disclosures and shall discuss with management related controls and procedures for fulfilling applicable regulatory reporting and disclosure obligations related to cybersecurity risks, costs and incidents. The Company's Technology Committee shall be responsible for reviewing, discussing with management and providing guidance on the efficacy of the Company's cybersecurity policies, controls and procedures.

FINANCIAL OVERSIGHT

1. **Financial Condition.** Review the financial requirements of the Company and primary financial policies including those pertaining to:
 - 1.1. Alignment of the Company's capital structure with its business strategy;
 - 1.2. Sources of liquidity, including potential funding vehicles;
 - 1.3. Debt maturities;
 - 1.4. Capital investments;
 - 1.5. Terms of significant financing transactions; and
 - 1.6. Use of derivatives.
2. **Capital Investments.** Review the Company's requests to invest capital in accordance with its strategy and financial policies, including recommending Board action with respect to specific capital projects and reviewing the performance of those investments.
3. **Covenant Compliance.** Review any issues regarding the Company's compliance with covenants contained in indenture agreements and other financing agreements.
4. **Capital Structure.** Consider and recommend to the Board, as appropriate, debt issuance, cash dividends and share repurchase activity, and all other transactions involving the Company's capital stock including stock issuances, stock splits and stock dividends. With respect to significant business acquisitions, review the financing plans for and impact of such acquisition on the Company's capital structure.
5. **Derivative Transactions.** Review and approve policies on hedging and the use of derivatives.
6. **Financial Planning and Risk Management.** Review and discuss with management the Company's business and financial planning process, financial risk assessment process and financial risk management activities and strategies.
7. **Other Matters.** Review other matters, as appropriate, impacting the Company's financial management, including:

- 7.1. Tax implications of actual or proposed changes in tax laws and business operations;
- 7.2. Financial implications of employee benefit plans;
- 7.3. Insurance coverage and risk profile;
- 7.4. Financial implications of data privacy and cybersecurity risk exposure;
- 7.5. Cash, currency management and short-term investments;
- 7.6. Liquidity risk management; and
- 7.7. Relationships with banks and credit agencies.

RISK OVERSIGHT

1. Review and discuss with management the risks faced by the Company and the policies, guidelines and process by which management assesses and manages the Company's risks, including the Company's major financial risk exposures, including but not limited to risks related to information security, technology, cybersecurity and ESG matters, and the steps management has taken to monitor, control and manage such exposures.
2. Coordinate with the other Committees of the Board or other relevant governance bodies the oversight of specific risks.

LEGAL, REGULATORY, ETHICS & COMPLIANCE PROGRAMS

1. **Legal Matters.** The Committee will review with management and counsel, any legal matters that might reasonably be expected to have a material impact on the Company's financial statements or the Company's compliance with applicable laws and regulations, including material reports received from regulators or governmental agencies.
2. **Compliance Programs.** The Committee shall periodically review and discuss with management, the internal auditors and the independent auditors the overall adequacy and effectiveness of the Company's legal, regulatory, and ethics and compliance programs, including the Company's Code of Business Conduct and Ethics. The Committee shall also recommend any changes to the Company's ethics and compliance programs to the Board for its approval, which shall be in conjunction with any recommendations by the CGNC.
3. **Complaint Procedures.** The Committee shall maintain procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters, including the confidential, anonymous submissions by Company employees about any questionable accounting or auditing practices.

INDEPENDENT AUDITOR

1. **Independent Auditor Appointment.** The independent auditor is ultimately accountable to the Committee. The Committee shall be directly responsible for the appointment, compensation, retention and oversight of the work of the Company's independent auditor, including the approval of any significant non-audit relationship with the independent auditor and the review of any audit problems or difficulties, management's response to such matters, and the resolution of disagreements between management and the

independent auditor regarding financial reporting. The Committee will review the experience and qualifications of the independent auditor's lead partner each year and shall have the authority to remove the independent auditor if, in the opinion of the Committee, circumstances warrant the auditor's removal. The appointment by the Committee of the independent auditor may be put before the shareholders for an advisory vote.

2. **Independent Auditor's Plan and Fees.** The Committee will review and discuss with the independent auditors (1) the independent auditors' responsibilities under generally accepted auditing standards and the responsibilities of management in the audit process, (2) the overall audit strategy, (3) the scope and timing of the annual audit, (4) any significant risks identified during the independent auditors' risk assessment procedures and (5) when completed, the results, including significant findings, of the annual audit. The Committee will also review the nature of and fees for all other professional services provided to the Company by the independent auditor or its affiliates.
3. **Independent Auditor Independence and Performance.** The Committee shall require from the independent auditor formal written disclosures regarding the independent auditor's independence consistent with PCAOB rules and, at least annually, obtain and review a report describing their internal quality control procedures, any material issues raised by recent internal quality control, peer or governmental reviews of the firm, any inquiry or investigation by governmental or professional authorities within the last five years respecting independent audits carried out by the firm, and any steps taken to deal with any such issues, and (to assess the auditor's independence) all relationships between the independent auditor and the Company and any of its subsidiaries. The Committee shall discuss with the independent auditor any disclosed relationships or services that may impact the objectivity and independence of the auditor and shall take appropriate action to reasonably assure the independence of the auditor. In conjunction with the foregoing, the Committee shall set clear policies with respect to the hiring by the Company of any employees or former employees of the independent auditor.
4. **Rotation of Lead Audit Partner; Proposals for Engagement of Independent Auditor.** The Committee shall periodically evaluate the qualifications, performance and independence of the Company's independent auditors, including an evaluation of the lead audit partner. The Committee shall ensure the rotation of the lead audit partner having primary responsibility for the audit and the audit partner responsible for the concurring review of the audit as required by law. The Committee shall also periodically review whether to request proposals for the engagement of the independent auditing firm.

INTERNAL AUDITOR

1. The Committee shall review and approve the appointment, replacement or dismissal of the Vice President of Internal Audit.
2. The Committee shall approve the functions of the Company's Internal Audit department, including its purpose, authority, organization and responsibilities.
3. The Committee will review and discuss with Internal Audit the process used to assess risks

and develop appropriate annual plans to audit and provide assurance on adequate mitigation of the Company's key risks.

4. The Committee will approve the internal audit risk assessment and the related internal audit plan, including review of the scope and performance of the internal audit plan, the results of any internal audits, and any reports to management and management's response to those reports.
5. The Committee will review and discuss the budget (including principal line items) and staffing required for the annual audit plan to be implemented by Internal Audit, the risk assessment methodology used in preparing the audit plan, the adequacy of their resources (including staff levels and turnover rates), and the appropriateness of their access within the Company to perform their work.
6. The Committee will consider and review any difficulties encountered in the course of internal audit work. The Committee will review any significant changes to the internal audit plan.
7. The Committee will review at least annually the performance of Internal Audit and an analysis of its ability to discharge its responsibilities. The Committee will receive the IIA required External Quality Assessment (QA) every five years.