

NORDSTROM, INC.
CORPORATE GOVERNANCE AND
NOMINATING COMMITTEE CHARTER

(as amended December 31, 2003)

1. PURPOSES OF COMMITTEE

The purposes of the Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors (the “Board”) of Nordstrom, Inc. (the “Company”) are to take a leadership role in shaping the Company’s corporate governance and to recommend individuals to the Board for nomination as members of the Board and its committees. The Committee shall report to the Board on a regular basis and not less than once a year.

2. MEMBERSHIP

The Committee shall consist solely of three or more members of the Board, 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.

Candidates to fill vacancies on the Committee shall be nominated by the Committee, in consultation with the Chairman of the Board and the Lead Director, as set forth below and shall be appointed by the Board. Members shall serve at the pleasure of the Board and for such term or terms as the Board may determine.

3. STRUCTURE AND OPERATIONS

- The Committee shall designate one member of the Committee as its Chairperson. In the event of a tie vote on any issue, the chairperson’s vote shall decide the issue. The Committee shall meet in person or telephonically at least twice a year at a time and place determined by the Committee Chairperson, with further meetings to occur when deemed necessary or desirable by the Committee or its Chairperson. The Committee will maintain written minutes of its meetings, and will file such minutes with the minutes of the meetings of the Board. In lieu of a meeting, the Committee may also act by unanimous written consent resolution.
- The Board may allocate the responsibilities of the Committee to one or more committee(s) of their own denomination, having their own published committee charter(s) and composed entirely of independent directors.
- The Chairperson or his or her designee shall report Committee actions to the Board with such recommendations as the Committee deems appropriate.

4. DUTIES AND RESPONSIBILITIES

The following are the principal duties and responsibilities of the Committee:

- Make recommendations to the Board from time to time as to changes to the size or structure of the Board that the Committee believes to be desirable.
- Identify individuals believed to be qualified to become Board members, consistent with criteria approved by the Board, and recommend to the Board the nominees to stand for election as directors at the annual meeting of shareholders or, if applicable, at a special meeting of shareholders. The Committee shall consider recommendations of director candidates submitted by shareholders to the Company. In the case of a vacancy on the Board (including a vacancy resulting from an increase in the number of directors), the Committee, in consultation with the Chairman of the Board and the Lead Director, shall recommend to the Board an individual to fill such vacancy either through appointment by the Board or through election by shareholders. In nominating candidates, the Committee shall take into consideration such factors as it deems appropriate. These factors may include judgment, skill, diversity, experience with businesses and other organizations including those of comparable size, the interplay of the candidate's experience with the experience of other Board members, and the extent to which the candidate would be a desirable addition to the Board and any committees of the Board.
- Each year, the Committee shall, in consultation with the Chairman of the Board and the Lead Director, identify Board members qualified to fill vacancies on any committee of the Board (including the Committee) and recommend that the Board appoint the identified member or members to the respective committee. In nominating a candidate for committee membership, the Committee shall take into consideration the factors set forth above, as well as any other factors it deems appropriate, including without limitation the consistency of the candidate's experience with the goals of the committee and the interplay of the candidate's experience with the experience of other committee members.
- Recommend to the Board the form and amount of director compensation. Among the considerations the Committee shall take into account is the possibility that directors' independence may be jeopardized if director compensation and perquisites exceed customary levels, if director beneficial stock ownership exceeds certain levels, if the Company makes substantial charitable contributions to an organization with which a director is affiliated, or if the Company enters into consulting contracts with (or provides other indirect forms of compensation to) a director or an organization with which a director is affiliated. The Committee shall critically evaluate each of these matters when recommending the form and amount of director compensation.
- Establish procedures for the Committee to exercise oversight of the evaluation of the Board and management. Oversee the evaluation of the Board and management and prepare and issue the evaluation required under "Performance Evaluation" below.

- In consultation with the Chairman of the Board and the Lead Director, make recommendations to the Board from time to time for Chairpersons of each committee of the Board.
- Periodically review the charters of all Board committees.
- Review possible conflicts of interest of Board members and the Company's executive officers and review and approve any transaction between the Company and any such person that would be required to be disclosed in the Company's annual proxy statement under Securities and Exchange Commission rules.
- Develop and recommend to the Board a set of Corporate Governance Guidelines applicable to the Company, and review those principles at least once a year.
- Review and administer the Company's Code of Business Conduct and Ethics.
- Periodically review the adequacy of the Company's ethics compliance programs and make recommendations for any changes with respect thereto.
- Perform any other duties or responsibilities expressly delegated to the Committee by the Board from time to time relating to the nomination of Board and committee members.
- Design and establish a new director orientation program and a continuing director education program.
- Establish succession procedures in the case of an emergency or the retirement of the President. The Committee shall review succession procedures periodically with the President.

5. PERFORMANCE EVALUATION

The Committee shall produce and provide to the Board an annual performance evaluation of the Board and each committee of the Board. The performance evaluation shall compare the performance of each committee with the requirements of each committee's respective charter and recommend to the Board any improvements to each committee's charter deemed necessary or desirable by the Committee. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board may take the form of an oral report by the chairperson of the Committee or any other member of the Committee designated by the Committee to make this report.

6. DELEGATION TO SUBCOMMITTEE

The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee, provided that such subcommittee report its actions to the Committee on a regular basis.

7. RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources and authority appropriate to discharge its duties and responsibilities, including the authority to retain counsel and other experts or consultants. The Committee shall have the sole authority to select and retain a consultant or search firm, to terminate any consultant or search firm retained by it and to approve the consultant or search firm's fees and other retention terms.