

COSTCO WHOLESALE CORPORATION NOMINATING AND GOVERNANCE COMMITTEE CHARTER

Purpose

The purpose of the Nominating and Governance Committee (the ‘ Committee’) of the Board of Directors of Costco Wholesale Corporation (the ‘Company’) is to identify and approve individuals qualified to serve as members of the Board of the Company, select director nominees for the next annual meeting of stockholders, evaluate the Board’s performance, develop and recommend to the Board corporate governance guidelines, and provide oversight with respect to corporate governance and ethical conduct.

Composition

The Committee shall be composed of three or more directors, as determined by the board of directors, each of whom shall meet the independence requirements of the Nasdaq Stock Market.

Responsibilities

The Committee is charged by the Board with the responsibility to:

1. Identify individuals qualified to serve as members of the Board and approve all candidates for director to be nominated for election by the stockholders or to be elected by the Board.
2. Recommend to the Board directors for appointment to its committees and, as appropriate, recommend removal of directors from Board committees.
3. Recommend to the Board policies on Board composition and criteria for Board membership and continuation on the Board.
4. Consider for possible recommendation to the Board the adoption of corporate governance guidelines and periodically review and recommend changes to the corporate governance guidelines that may be adopted as appropriate.
5. Consider for possible recommendation to the Board the adoption of a code of ethics and business conduct and periodically review and recommend changes to the code of ethics and business conduct as appropriate.
6. Review periodically the compliance with and enforcement of any corporate governance guidelines and code of ethics and business conduct.

7. Provide minutes of Committee meetings to the Board, and report to the Board on any significant matters arising from the Committee's work.
8. Review and reassess this Charter and, if appropriate, recommend proposed changes to the Board.

By adopting this Charter, the board of directors delegates to the Committee full authority to:

1. Perform each of the responsibilities of the Nominating and Governance Committee described above.
2. Appoint a chair of the Committee, unless a chair is designated by the Board.
3. Engage search firms, independent counsel and other advisors as the Committee determines necessary to carry out its responsibilities, and approve the fees and other retention terms of such search firms, independent counsel and other advisors.
4. Obtain advice and assistance from internal legal or other advisors.