

**WAL-MART STORES, INC.  
STRATEGIC PLANNING AND FINANCE  
COMMITTEE CHARTER**

**Purpose**

The Strategic Planning and Finance Committee (the “Committee”) is appointed by the Board to review and analyze financial matters and assist the Board in long-range strategic planning.

**Committee Membership**

The Committee should consist of no fewer than three Board members, as determined 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. The members of the Committee shall be appointed annually by the Board on the recommendation of the Compensation, Nominating and Governance Committee. Committee members may be replaced by the Board at any time. The Board shall designate the Chairman or Chairwoman (“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 By-laws 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. 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.

**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.

With respect to its finance functions, the Committee has the following authority and responsibilities:

1. Stay informed on a timely basis about the Company's financial status;
2. Evaluate the Company's capital structure and develop recommendations based upon that information;
3. Advise management and the Board regarding financial matters including global financial policies and practices, capital structure, annual financing plans, restructuring, acquisitions and divestitures;
4. Analyze and recommend basic financial goals to be achieved by the Company;
5. Review significant relationships with analysts, banks and investment banks;
6. Review the Company's performance on major capital investment projects versus original projections;
7. Review and recommend a dividend policy for the Company; and
8. Review the parameters and underlying assumptions of the preliminary annual budget and advise management regarding the preliminary annual budget at the November Committee meeting.

With respect to its strategic planning functions, the Committee has the following authority and responsibilities:

1. Provide input from the Board to management in the development of the Company's strategic plan;
2. Serve as a resource in assisting management in the development of the Company's strategic plan;
3. Act in an advisory capacity in assessing the strategies and action plans designed to meet the Company's strategic objectives; and
4. Serve as representatives of the Board in evaluating the Company's strategic planning process.

The 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 Amendments**

This charter was most recently amended on April 5, 2012.