

# STARBUCKS CORPORATION

## NOMINATING AND CORPORATE GOVERNANCE COMMITTEE

### POLICY ON DIRECTOR NOMINATIONS

January 15, 2026

#### 1. **Purpose of the Policy.**

The purpose of this Policy on Director Nominations (the “Policy”) is to describe the process by which candidates for possible inclusion in Starbucks Corporation’s (“Starbucks” or the “Company”) recommended slate of director nominees (the “Candidates”) to its board of directors (the “Board”) are selected. The Policy is administered by the Nominating and Corporate Governance Committee (the “Committee”) of the Company. All of the members of the Committee are independent under the Marketplace Rules of The Nasdaq Stock Market, LLC (“Nasdaq”). Reference is made to the Committee’s charter and the Company’s Corporate Governance Principles and Practices, which are referred to in this Policy as the “Principles.”

#### 2. **Board Membership Criteria.**

The Board and the Committee regularly evaluates the qualifications, skills, and experiences that are important for our directors in light of the evolving circumstances facing the Company. Consistent with the Principles, the Committee, having consulted with the Chair of the Board and the president and ceo, has determined that Candidates shall possess at least the following specific minimum qualifications:

- Each Candidate shall be prepared to represent the best interests of all of the Company’s shareholders and not just one particular constituency or any entity with which the Candidate may be affiliated.
- Each Candidate shall be an individual who has demonstrated integrity and ethics in their personal and professional life and has an established record of professional accomplishment in their chosen field.
- No Candidate, or family member (as defined in Nasdaq rules), or affiliate or associate (each as defined in Rule 405 under the Securities Act of 1933, as amended) of a Candidate, shall have any material personal, financial or professional interest in any present or potential competitor of the Company.
- Each Candidate shall be prepared to participate fully in Board activities, including active membership on at least one Board committee and attendance at, and active participation in, meetings of the Board and the committee of which they are a member, and not have other personal or professional commitments that would, in the Committee’s sole judgment, interfere with or limit their ability to do so.
- Each Candidate shall intend to serve as a director at least until the next annual meeting of shareholders or until a successor has been elected and qualified and preferably would intend to make a long-term commitment to serve on the Board if re-nominated from time to time.

- Each Candidate shall acknowledge and comply with the Principles, the Insider Trading Policy, the Company's Standards of Business Conduct, and other policies and guidelines applicable to directors.
- Each Candidate shall be willing to make, and be financially capable of making, the required investment in the Company's stock in the amount and within the timeframe specified in the Company's Stock Ownership Guidelines for Non-Employee Directors.
- Each Candidate shall not have made any commitments or assurances to any person as to how the Candidate would vote or act on any issue or question that has not been disclosed to the Company (with the understanding that the existence of any such commitment or assurance to a third party is likely to be deemed disqualifying by the Committee) nor any such commitments or assurances that could limit or interfere with the Candidate's ability to comply with their fiduciary duties.
- Each Candidate will not be a party to any compensation or incentive arrangements with any person or entity other than the Company with respect to service or action as a director that has not been disclosed to the Company (with the understanding that the existence of any such arrangement is likely to be deemed disqualifying by the Committee in light of the conflicts that may result).

In addition, the Committee also considers it desirable that:

- Each Candidate should possess professional and personal experience and expertise relevant to the Company's goal of being one of the world's leading consumer brands. This experience and expertise might include, among other qualifications or experience as the Committee shall deem appropriate, those described in the Company's proxy statement from time to time. Public company board experience is also valuable for a Candidate, subject to the limitations specified in the Principles. Furthermore, the Committee believes that each Candidate should contribute positively to (1) the existing chemistry and collaborative culture among Board members and (2) a Board that, consistent with the Principles, overall reflects a robust mix of backgrounds and perspectives.

### **3. Board Size.**

The Company's articles of incorporation state that the size of the Board shall be as fixed in the bylaws, and the bylaws provide that the number of directors may be determined by resolution of the Board or by a vote of the Company's shareholders at the Company's annual shareholders' meeting. The size of the Board may change from time to time, but the Board should not become so large that it ceases to function effectively and cohesively.

According to the Company's bylaws, any vacancy occurring in the Board, whether caused by resignation, death, increase in the number of directors or otherwise, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board. A director elected to fill any vacancy shall hold office until the next election of directors by the Company's shareholders.

The criteria above, and evaluation processes below, apply to all vacancies, including those to be filled by interim appointments by the Board.

#### **4. Identification of Candidates.**

##### **A. Internal Process for Identifying Candidates.**

The Committee has two primary methods for identifying Candidates (other than those proposed by the Company's shareholders, as discussed below). First, on a periodic basis, the Committee solicits ideas for possible Candidates from a number of sources including members of the Board; senior level Company executives; advisors to the Company (including the Board); individuals personally known to the members of the Board; and research, including database and Internet searches.

Second, the Committee may (pursuant to its authority under its charter) retain at the Company's expense one or more search firms to identify Candidates (and to approve any such firms' fees and other retention terms). If the Committee retains one or more search firms, they may be asked to identify possible Candidates who meet the minimum and desired qualifications expressed in this Policy, to interview and screen such candidates (including conducting appropriate background and reference checks), to act as a liaison among the Board, the Committee and each Candidate during the screening and evaluation process, and thereafter to be available for consultation as needed by the Committee.

##### **B. Candidates Recommended by Shareholders.**

The Committee considers shareholder recommendations for Candidates using generally the same criteria as Candidates identified through our internal process. To make a proper recommendation, a shareholder must provide the name of any recommended Candidate, together with a brief biography, a document indicating the Candidate's willingness to serve if elected, and evidence of the nominating shareholder's ownership of Company stock. Such information must be delivered in writing, by registered or certified, first-class mail, postage prepaid, to the following address:

Chair, Nominating & Corporate Governance Committee of Starbucks Corporation  
c/o Corporate Secretary  
2401 Utah Avenue South, Mail Stop S-LA1  
Seattle, Washington 98134

To ensure that the Company has sufficient time to consider any Candidate recommended pursuant to this Section 4.B, information with respect to any such Candidate must be received by the Company by the same date as the Company's deadline for proxy access nominations for the applicable shareholder meeting (as disclosed in the Company's most recent proxy statement).

Properly submitted shareholder recommendations for Candidates will be reviewed by the Corporate Secretary to determine whether they provide sufficient information, satisfy the minimum requirements and director qualifications set forth under our corporate governance documents (including this Policy), and are otherwise appropriate for presentation to the Committee. The Committee will consider any recommendations for Candidates that are presented to it by the Corporate Secretary in accordance with the process set forth in Section 5 of this Policy.

##### **C. Candidates Proposed by Shareholders.**

Any shareholder of the Company may nominate one or more persons for election as a director of the Company at an annual meeting of shareholders if the shareholder complies with the notice, information and consent provisions contained in the Company's bylaws, as well as all applicable law, including Rule 14a-19. The Company has advance notice bylaw provisions, which include proxy access. The Company's bylaws are available publicly on the Company's web site in the Corporate Governance section.

Solely to the extent any of the policies and procedures set forth herein conflict with such policies and procedures set forth in the Bylaws of the Company, the Bylaws will control.

**5. Evaluation of Candidates.**

If, based on the Committee's initial evaluation, a Candidate continues to be of interest to the Committee, the Chair of the Committee will interview the Candidate and communicate the Chair's evaluation to the other Committee members, the Chair of the Board and the president and ceo. If the Committee Chair's initial evaluation is favorable, the Candidate will be interviewed by one or more of the following interviewers: Committee members, other Board members, the Chair of the Board, the ceo, the chief operating officer, the executive vice president and chief financial officer, and the executive vice president, chief legal officer. If the results of these interviews are favorable, the Chair of the Committee will arrange to have appropriate reference and background checks conducted and the Chair will report the findings from such checks to the other Committee members, the Chair of the Board, the ceo, and the executive vice president, chief legal officer. The Committee will then meet to consider and finalize its list of recommended Candidates for the Board's consideration. Except as may be required by applicable law, rule, or regulation, the Committee will have no obligation to discuss the outcome of the evaluation process or the reasons for the Committee's recommendations, with any shareholder who made a proposal.

**6. Timing of Identification and Evaluation Process.**

The Company's fiscal year ends each year on the Sunday closest to September 30. The Committee will allocate appropriate time to consider, among other things, Candidates to be recommended to the Board for inclusion in the Company's recommended slate of director nominees for the next annual meeting of shareholders and the Company's proxy statement. The Board will meet to consider the Committee's recommendations and to vote on, among other things, the slate of director nominees to be submitted to and recommended for election by shareholders at the annual meeting for the following fiscal year.

**This Policy on Director Nominations is intended to provide a set of flexible guidelines for the effective functioning of Starbucks director nominations process. The Committee intends to review this Policy at least annually and anticipates that modifications may be necessary from time to time as Starbucks needs and circumstances evolve, and as applicable legal or listing standards change. The Committee may modify or amend this Policy at any time. The latest version of this Policy, as adopted by the Committee from time to time, will be made publicly available in the Corporate Governance section of the Starbucks.com website.**