The Charles Schwab Corporation

Nominating and Corporate Governance Committee Charter

Purpose

The Nominating and Corporate Governance Committee (the "Committee") of the Board of Directors (the "Board") of The Charles Schwab Corporation (the "Corporation") assists the Board in fulfilling its oversight responsibilities by (1) identifying individuals qualified to serve on the Board to maintain a capable Board composition; (2) recommending nominees to fill vacancies on the Board and each Board committee and recommending a slate of nominees for election or reelection as directors by the Corporation's stockholders at the annual meeting to fill the seats of directors whose terms are expiring; (3) leading the Board in its annual review of the Board's performance; and (4) overseeing corporate governance matters at the Corporation consistent with the long-term best interests of the Corporation and its stockholders.

Composition and Membership

The Board appoints the Chair and members of the Committee. The Committee shall consist of at least three directors, all of whom shall be non-employee directors whom the Board determines to be independent in accordance with Securities and Exchange Commission and New York Stock Exchange rules. The Board may remove a member from the Committee at any time with or without cause.

Authority

The Committee shall have the sole authority to retain and terminate special legal counsel, search firms used to identify director candidates, or other consultants to advise the Committee and the authority to approve their fees and other retention terms. The Committee may request any officer or employee of the Corporation or its outside counsel or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

Meetings

There shall be not less than four regular meetings each year, and additional meetings may be held as circumstances warrant. A majority of members of the Committee shall constitute a quorum. The action of a majority of members at a meeting at which a quorum is present shall be the action of the Committee.

Responsibilities

Responsibilities of the Committee include, but are not limited to, the following:

1. Review the structure and size of the Board to maintain a capable Board composition and governance structure. As part of its review, the Committee shall assess the personal and professional experience, background, skills, competencies, and other attributes, including diversity of experience and background, represented on the Board in light of the Corporation's business operations, complexity, asset size and risk profile to assure appropriate succession in light of the Board's current composition. The Board shall be

composed of a majority of independent directors.

2. Identify and evaluate qualified candidates to recommend for selection as directors. The Committee may evaluate candidates identified by other Board members, senior executives, stockholders, search firms engaged by the Committee, other professional search firms, or other resources, including self-identified candidates.

3. Recommend to the Board nominees to fill vacancies or newly created directorships as they occur on the Board and each Board committee and recommend to the Board a slate of nominees for election or reelection as directors by the Corporation's stockholders at the annual meeting to fill seats of directors whose terms are expiring.

4. Review the structure, authority, and responsibilities of Board committees and make recommendations regarding the composition and leadership of Board committees in light of their responsibilities.

5. Develop for adoption by the Board corporate governance guidelines applicable to the Corporation. Review the corporate governance guidelines at least annually and recommend any changes to the Board for approval.

6. Oversee the Corporation's engagement with stockholders on governance matters and the consideration of stockholder proposals and responses.

7. Oversee the assessment of the performance of the Board and its committees and an evaluation of management. Discuss the assessments with the full Board following the end of each fiscal year.

8. Make recommendations regarding, and assist the Board in, succession planning for the Chief Executive Officer and executive management, including developing policies for succession in an emergency or retirement of the Chief Executive Officer.

9. Form and delegate authority to subcommittees when appropriate.

10. Review updates on the Corporation's environmental, sustainability, human capital, and community engagement activities, including regulatory requirements, policies, and voluntary reporting, except to the extent specifically delegated by the Board to another of its committees.

11. Review the Corporation's philanthropic programs and support of charitable and educational organizations.

12. Review the Corporation's community reinvestment activities and performance.

13. Review the Corporation's public policy and advocacy activities.

14. Report the Committee's activities and significant decisions to the full Board on a regular basis.

15. Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

16. Conduct an annual performance evaluation of the Committee.

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