

Walgreens Boots Alliance, Inc.
Nominating and Governance Committee Charter

Purpose

The Board of Directors (the "Board") of Walgreens Boots Alliance, Inc. (the "Company") has established the Nominating and Governance Committee (the "Committee") to (1) identify individuals qualified to become members of the Board and consistent with criteria approved by the Board and set forth in the Company's Corporate Governance Guidelines (the "Guidelines"), and to recommend to the Board director nominees for the Company's next annual meeting of stockholders; (2) recommend to the Board directors to serve on each standing Board committee; (3) take a leadership role in establishing the corporate governance principles of the Company, including developing, recommending any changes to the Board and reviewing on at least an annual basis the Guidelines and other practices applicable to the Company; and (4) oversee the evaluation of the Board and management.

In addition to the powers and responsibilities expressly delegated to the Committee in this Charter, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

Composition

The Committee will consist of no fewer than three directors. Each member of the Committee must meet the independence requirements of the NASDAQ Stock Market and the Company's categorical independence standards.

The members of the Committee are appointed by the Board, and serve at the discretion of the Board. One member of the Committee shall be appointed by the Board as Chair. The Board may remove Committee members, with or without cause. Any action duly taken by the Committee will be valid and effective, whether or not the members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership provided herein.

Determinations of whether a particular director satisfies the requirements for membership on the Committee will be made by the Board.

Authority and Delegation

The Committee has the authority to retain any search firm to identify director candidates and to retain outside counsel and any other advisors as the Committee deems appropriate in its sole discretion. The Committee shall have the authority to retain and terminate any search firm to be used in connection with identifying director candidates, including the authority to approve the search firm's fees and other retention terms.

The Committee may also delegate to one or more subcommittees such duties as the Committee deems necessary and appropriate, subject to applicable law.

Meetings

The Committee will meet at least three times each fiscal year, and may hold such additional meetings as it deems necessary. Notice of all Committee meetings will be given, and waiver thereof determined, in accordance with the notice and waiver of notice requirements applicable to the Board.

A majority of the members, present in person, by phone, or via other electronic media will constitute a quorum. A majority of the members present at a duly constituted meeting may decide any question brought before the Committee. The Committee may act by written consent to the extent permitted by and in accordance with the by-laws of the Company.

The Committee may request that members of management, the Secretary of the Company, representatives of any search firm, other advisors retained by the Committee or any other person whose presence the Committee believes to be desirable and appropriate be present at its meetings.

Minutes

The Secretary of the Company or the Chair's designate will prepare the minutes of the Committee's meetings. Minutes will be distributed to Committee members and to the Company's directors who are not Committee members. The Secretary of the Company will maintain copies of all minutes as permanent records.

Specific Duties

Acting in a manner that is consistent with the purpose and authority described above, the Committee will perform such specific duties as it deems appropriate, including the following:

1. Establish, and review as necessary, criteria to be used by the Board for selecting new directors. As part of this responsibility, the Committee shall assess current director contributions to the Board in connection with their re-nomination.
2. Identify, recruit, screen and interview individuals that the Committee believes are qualified to become Board members.
3. Make recommendations to the Board for director nominees for the Company's next annual meeting of stockholders, as well as for director nominees to fill vacancies (including a vacancy created by an increase in the size of the Board) arising between annual meetings of stockholders.
4. Recommend to the Board, and review as necessary, the Company's standards for determining director independence; assess the independence of each director nominee and recommend such assessment to the Board.
5. Conduct a succession planning process for Board and Committee membership.
6. Develop and recommend to the Board changes to the Guidelines and other governance policies and documents applicable to the Company and the Board, including, but not limited to, the Company's certificate of incorporation, by-laws, this Charter and the charters of the Company's other committees. The Committee shall, at least annually, monitor compliance with the Guidelines and review and reassess the adequacy of the Guidelines, and recommend any proposed changes to the Board for approval.

7. Review the Company's disclosures relating to governance matters to be included in the Company's annual proxy statement.
8. Oversee the evaluation, at least annually, of the effectiveness of the Board and of its committees and management.
9. Periodically review and make recommendations to the Board as appropriate regarding the size, function, structure and operation of the Board and its committees and report to the Board significant developments and determinations concerning Board nominations and corporate governance principles.
10. The Committee will make recommendations to the Board regarding director membership on or removal from each standing Board committee. In recommending a candidate for committee membership or removal from a committee, the Committee will take into consideration the criteria set forth in the Corporate Governance Guidelines, the factors set forth in the charter of the committee, if any, and any other factors that it deems appropriate.
11. Review and approve, ratify or disapprove of all transactions or proposed transactions with related persons that would require disclosure pursuant to Section 404(a) of Regulation S-K promulgated by the SEC.
12. Develop stock ownership guidelines for the Company's directors and, at least annually, review compliance with such guidelines.
13. At least annually, review the Company's Code of Conduct and Business Ethics and recommend any changes to the Board.
14. At least annually, review the Company's policies and activities regarding (i) social responsibility, (ii) charitable donations, and (iii) political donations.
15. Together with management, develop and oversee an orientation program for new directors and continuing education program for all directors.
16. The Chair of the Committee shall report to the Board regarding the activities of the Committee at appropriate times and as otherwise requested by the Chairman of the Board.
17. At least annually, evaluate the Committee's performance and report to the Board regarding the Committee's self-evaluation.
18. At least annually, review this Charter and recommend any proposed changes to the Board for approval.
19. Perform such other duties and responsibilities as may be assigned to the Committee by applicable law or regulation (whether in a domestic or foreign jurisdiction), the Company's by-laws or the Board.

Last revised by the Board of Directors on January 28, 2016.