

CORPORATE RESPONSIBILITY, SUSTAINABILITY & GOVERNANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Corporate Responsibility, Sustainability & Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of NIKE, Inc. (the “Company”) is:

in connection with corporate governance, to:

- *identify individuals qualified to become Board members and recommend to the Board for approval director nominees to be proposed for election at the annual shareholder meeting and to serve on committees and in Board and committee leadership positions;*
- *review and make recommendations to the Board for approval with respect to the Company’s Corporate Governance Guidelines, the Company’s code of business conduct and ethics (“Inside the Lines”) and other governance documents, in order to enhance the quality and integrity of the Company’s corporate governance framework;*
- *review and make recommendations to the Board with respect to shareholder proposals; and*
- *oversee the annual self-evaluations of the Board and its committees.*

in connection with corporate responsibility, including sustainability, to:

- *review and evaluate the Company’s significant strategies, activities, policies, investments and programs regarding corporate responsibility;*
- *provide oversight of management’s efforts to ensure that the Company’s dedication to sustainability (including environmental and supply chain sustainability and human rights) is reflected in its business operations;*
- *review and evaluate social, political and environmental impact, trends and issues in connection with the Company’s business activities and make recommendations to the Board regarding those trends and issues;*
- *provide oversight of the Company’s community and social impact efforts; and*
- *oversee protection of the Company’s corporate reputation, including with respect to corporate responsibility.*

MEMBERSHIP

The Committee will consist of at least two directors. All members of the Committee must meet the applicable independence requirements of the New York Stock Exchange (the “NYSE”), as determined by the Board in the exercise of its business judgment, all other applicable legal requirements and any additional requirements that the Board deems appropriate. The chair and the members of the Committee shall be appointed by the Board. The Board may appoint or remove members of the Committee at any time.

MEETINGS

The Committee will meet with such frequency and at such intervals as it determines is necessary to carry out its duties and responsibilities. The Committee may request any officer or employee of the Company attend meetings of the Committee as it determines appropriate or advisable.

Members of the Committee may participate in a meeting of the Committee either in person or by means of remote communication.

The Committee will report regularly to the Board on matters within the Committee's responsibilities, and will maintain minutes of Committee meetings.

RESPONSIBILITIES

The Committee will have the following duties and responsibilities:

BOARD OF DIRECTORS AND COMMITTEES

1. Review and make recommendations to the Board with respect to the criteria for selecting new directors described in the Company's Corporate Governance Guidelines and Board Candidate Requirements Policy.
2. Evaluate annually and recommend to the Board whether each director qualifies as "independent" under the applicable standards of the NYSE and any other standards adopted by the Board.
3. Identify, evaluate and recruit individuals qualified to be a director (including individuals recommended by shareholders in accordance with the Company's Bylaws), consistent with criteria approved by the Board.
4. Recommend to the Board director nominees to be proposed for election at the annual meeting of shareholders, or for appointment by the Board to fill vacancies or newly-created directorships. In selecting or nominating candidates to the Board, the Committee shall strive to build a Board that reflects an appropriate mix of backgrounds, qualifications, experiences, perspectives, geographic locations, education, skills and expertise, professional and industry experiences and other relevant attributes.
5. Review from time to time the leadership structure of the Board in light of the circumstances facing the Company, including the criteria for selecting a Chair and a Lead Independent Director (if applicable), and recommend to the Board for approval any proposed changes as well as individuals to serve in each role as needed.
6. Review and make recommendations to the Board with respect to the size, structure, composition, processes, and practices of the Board and its committees.
7. Review the membership of each committee of the Board and recommend to the Board directors for appointment to each committee of the Board, and to serve as the chair of each committee.
8. Regularly review succession plans for the Chair of the Board, the chairs and members of each committee and individual directors, as appropriate.
9. Recommend to the Board whether to accept or reject a director resignation, or take other action, when a director's principal occupation or business association changes substantially since the time of his or her election or a director receives a greater number of votes "withheld" from his or her election than votes "for" such election, as specified in the Company's Corporate Governance Guidelines.

10. In accordance with the policies of the Company, review all transactions with related persons required to be disclosed under Item 404 of Regulation S-K, or in which a related person has a direct or indirect interest, and determine whether to ratify or approve the transaction.
11. Develop and oversee orientation materials or programs for new Board members and provide continuing education for existing directors as necessary or appropriate.
12. Identify, evaluate and discuss with the Board emerging corporate governance and corporate responsibility issues and trends that may affect the Company and make recommendations to the Board as appropriate.

PERFORMANCE EVALUATIONS

13. Oversee and report to the Board regarding the annual self-evaluation of the Board and each committee of the Board (including the Committee) and the implementation of appropriate follow-up actions based on the results of the evaluation as needed.

CORPORATE GOVERNANCE FRAMEWORK

14. Review and reassess the adequacy of the Company's corporate governance framework, including its Articles of Incorporation, Bylaws, Corporate Governance Guidelines, committee charters and Inside the Lines from time to time, and recommend to the Board for approval any proposed changes.
15. Monitor compliance with Inside the Lines, review and recommend to the Board for approval or disapproval any requests for waivers of Inside the Lines for directors and executive officers, and ensure that any such waivers are promptly disclosed as required by law.

CORPORATE RESPONSIBILITY

16. Review, provide guidance to management, and report to the Board on the Company's significant strategies, activities, policies, investments and programs relating to corporate responsibility, and review reports of any related audits.
17. Review and provide guidance to management regarding the Company's interactions with, and reporting to, various stakeholders (including industry organizations, non-governmental organizations, employees, consumers, customers, suppliers, shareholders, governments, local communities and the general public) concerning corporate responsibility.
18. Review, provide guidance to management, and report to the Board regarding the involvement of significant corporate responsibility issues in major business decisions, to protect the Company's goodwill, reputation and human and intellectual capital.
19. Review and monitor the development of metrics to gauge progress towards the achievement of the Company's corporate responsibility goals and monitor the Company's progress towards those goals.
20. Review and provide guidance to management on sustainability issues and impacts, and the integration of sustainability into the Company's business, including innovation, product design, manufacturing and sourcing, and operations.
21. Review the activities of the Company community and social impact initiatives, including the Company's philanthropic initiatives/activities, and provide guidance to management regarding these activities and initiatives.

POLITICAL ACTIVITY

22. Review and reassess the Company's policies regarding political activities, including political engagement and expenditures, and recommend to the Board for approval any proposed changes.
23. Oversee the Company's political activities, including political engagement and expenditures.

RISK OVERSIGHT

24. Oversee risks associated with the Company's corporate responsibility and corporate governance (including Inside the Lines and its compliance programs, and the structure and performance of the Board and its committees), and review and discuss with management the Company's policies and practices with respect to the assessment and mitigation of these risks.
25. Oversee protection of the Company's corporate reputation including with respect to issues involving corporate responsibility.

OTHER RESPONSIBILITIES

26. Review and make recommendations to the Board with respect to any shareholder proposal (including any director nominations by shareholders). With respect to any shareholder proposal that addresses a matter that is overseen by another committee of the Board, the Committee shall consult with such other committee.
27. Review and reassess the adequacy of this charter on an annual basis and recommend any proposed changes to the Board for approval.
28. Present to the Board such comments and recommendations as the Committee deems appropriate within the context of this charter, and perform such other duties and functions from time to time as may be required by law or assigned by the Board.

RESOURCES AND AUTHORITY OF THE COMMITTEE

The Committee shall have the resources (at the Company's expense) and authority appropriate to discharge its duties and responsibilities, including the authority to select, retain, terminate and approve the fees and other retention terms of search firms to identify director candidates, special counsel or other experts or consultants, as it deems appropriate, without seeking approval of the Board or management. With respect to consultants and search firms used to identify director candidates, this authority shall be vested solely in the Committee.

The Committee may, in its discretion, form and delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.