



EXHIBIT E

IN THE COURT OF CHANCERY OF THE STATE OF DELAWARE

ONTARIO PROVINCIAL COUNCIL
OF CARPENTERS' PENSION TRUST
FUND, POLICE & FIRE RETIREMENT
SYSTEM OF THE CITY OF DETROIT,
AND NORFOLK COUNTY
RETIREMENT SYSTEM, Derivatively
on Behalf of WALMART INC.,

Plaintiffs,

v.

C.A. No. 2021-0827-JTL

S. ROBSON WALTON, GREGORY B.
PENNER, STEUART WALTON,
TIMOTHY P. FLYNN, THOMAS W.
HORTON, MARISSA A. MAYER,
DOUG MCMILLON, STEVEN S.
REINEMUND, PHYLLIS HARRIS, and
JAY JORGENSON,

Defendants,

and

WALMART INC.,

Nominal Defendant.

CORPORATE GOVERNANCE PRACTICES

TERM:

The term of these corporate governance practices shall be five years from the Injunctive Terms Implementation Date, as defined in the operative Exhibit P to the Walmart National Settlement Agreement ("National Settlement").

AMENDMENT TO AUDIT COMMITTEE CHARTER:

The Audit Committee’s charter shall be revised to specifically state that, as part of its oversight of the Company’s global ethics and compliance program, it will have oversight of the Controlled Substance Compliance Program (“CSCP”) as set forth in the National Settlement.

REPORTING REQUIREMENTS:

The Controlled Substance Compliance Committee, as defined in the National Settlement, is required to report to the Audit Committee on at least an annual basis regarding:

(1) Walmart’s adherence to, and any material deviations from the injunctive terms of the National Settlement (the “Injunctive Terms”); the allocation of resources sufficient to comply with the Injunctive Terms; and any revisions to the CSCP that the Controlled Substance Compliance Committee has approved; and

(2) Significant federal or state regulatory inquiries, investigations, or actions concerning the dispensing of controlled substances at Company pharmacies.

Members of the Controlled Substances Compliance Committee are permitted to report directly to the Audit Committee as they deem necessary without providing notice of such reporting to the Company’s management.

The Audit Committee’s oversight of the CSCP includes ensuring appropriate processes exist to evaluate controlled substance compliance reports to the Hotline, as defined in the National Settlement. This oversight also includes ensuring that appropriate safeguards are in place to protect reporting employees against retaliation.