

## McDONALD'S CORPORATION

### SUSTAINABILITY & CORPORATE RESPONSIBILITY COMMITTEE CHARTER

#### I. Statement of Purpose

The Sustainability & Corporate Responsibility Committee is a standing committee of the Board of Directors. The purpose of the Committee is to assist the Board of Directors in fulfilling its oversight responsibility with respect to McDonald's brand trust through its performance as a sustainable organization. The Committee shall also assist the Board in fulfilling its enterprise risk oversight responsibility by periodically assessing and responding as appropriate to risks relating to matters within its purview.

#### II. Organization

A. Charter. At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.

B. Members. The members of the Committee shall be appointed by the Board of Directors and shall consist solely of non-employee Directors, all of whom meet the independence requirements of the New York Stock Exchange and applicable policies of the Board of Directors. The Committee shall be comprised of at least three members. Committee members may be removed by the Board of Directors. The Board of Directors shall also designate a Committee Chairperson.

C. Meetings. The Committee shall establish a schedule of meetings each year. Additional meetings may be scheduled as required.

D. Agenda, Minutes and Reports. The Chairperson of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda and when appropriate, materials relating to the subject matters of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the Committee shall be prepared and circulated in draft form to all Committee members to ensure an accurate final record, and shall be approved at a subsequent meeting of the Committee. The minutes and meeting materials shall be made available to the full Board of Directors. The Committee shall make regular reports to the Board of Directors.

#### III. Principal Responsibilities

The following shall be the principal oversight responsibilities of the Committee:

A. Brand Trust. The Committee shall review and monitor the Company's strategies and efforts to address McDonald's short- and long-term brand trust opportunities and brand leadership priorities that are significant to the Company, its customers, franchisees,

developmental licensees and other stakeholders; including food, sourcing, the environment, community engagement, philanthropy, and diversity and inclusion.

B. Sustainability Goals and Metrics. The Committee shall review and monitor the development and implementation of the goals the Company may establish from time to time for its performance with respect to its sustainability framework and initiatives; shall review and monitor the development of metrics and procedures to gauge progress toward achievement of those goals; and shall monitor the Company's progress against those goals.

C. Global Sustainability Reporting. The Committee shall review in advance the Company's global sustainability communication plans and the global reports issued from time to time by the Company in connection with the sustainability initiatives as outlined in this charter.

D. Other Duties. The Committee shall perform other activities consistent with this charter that may be delegated to the Committee by the Board from time to time.

#### IV. Other Responsibilities

A. Shareholder Proposals. In accordance with the Company's Corporate Governance Principles and the Governance Committee Charter, the Committee shall review and make recommendations with respect to shareholder proposals relating to sustainability matters within its purview, as requested by the Governance Committee.

B. Committee Self-Evaluation. The Committee shall periodically evaluate its own performance, including its effectiveness and compliance with this charter.

#### V. Access and Delegation

A. In discharging its responsibilities, the Committee shall have the resources and sole authority to retain outside legal counsel or other consultants to advise the Committee and to approve the terms of any such engagement and the fees of any such legal counsel or consultant. The Committee shall have full access to any relevant records of the Company and may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

B. When appropriate, as permitted under applicable law and the listing standards of the New York Stock Exchange, the Committee may delegate any of its responsibilities to a subcommittee comprised of two or more of its members.

Approved by the Board of Directors  
Date: December 1, 2016