

The Board of Directors (the “Board”) of Warner Bros. Discovery, Inc. (the “Company”) has designated a committee of the Board called the Nominating and Corporate Governance Committee (the “Committee”).

OVERVIEW/PURPOSE

The principal purposes of the Committee as set forth in this charter (the “Charter”) are (1) to recommend to the Board the persons to be nominated by the Board for election as directors at any meeting of stockholders and the persons (if any) to be elected by the Board to fill any vacancies on the Board, (2) to recommend to the Board the directors to be appointed to each committee of the Board, (3) to periodically review and recommend changes to the Corporate Governance Guidelines, (4) to oversee the evaluation of the Board and its committees and (5) support the Board in its oversight and monitoring of the Company’s strategy, policies, commitments and initiatives with respect to environmental, social and governance (“ESG”) matters.

STRUCTURE AND COMMITTEE MEMBERSHIP

- A. Number. The Committee shall consist of at least three members of the Board.
- B. Independence. Except as otherwise permitted by applicable NASDAQ rules, each member of the Committee shall be an “independent director” as defined by NASDAQ Rule 5605(a)(2).
- C. Committee Chair. The Committee shall recommend, and the Board shall designate, one member of the Committee to serve as Chair of the Committee. If the Chair is absent from a meeting, another member of the Committee may act as chair for such meeting.
- D. Compensation. The compensation of Committee members shall be as determined by the Board.
- E. Selection and Removal. Members of the Committee shall be appointed by the Board, upon the recommendation of the Committee. The Board may remove members of the Committee from the Committee, with or without cause.

AUTHORITY AND RESPONSIBILITIES

The Committee will perform its functions and responsibilities, including those specifically set forth in this Charter, in furtherance of the purposes set forth in this Charter. In doing so, it will have all the powers of the Board necessary or desirable to perform those functions and responsibilities, in each case to the full extent that those powers may be delegated to a committee of the Board under Delaware law.

Notwithstanding the enumeration of specific functions and responsibilities in this Charter, the Board and the Committee believe that the Committee’s policies and procedures should remain flexible, in order to facilitate its ability to respond to changing circumstances and conditions in fulfilling its responsibilities to the Company and its stockholders.

The Committee shall have such duties as may be delegated from time to time by the Board, including the following functions and responsibilities:

Board and Committee Membership and Leadership

- A. Selection of Director Nominees. Except where the Company is legally required by contract, bylaw or otherwise to provide third parties with the right to nominate directors, the Committee shall be responsible for (i) identifying individuals qualified to become Board members, consistent with criteria approved by the Board, and (ii) recommending to the Board the nominees for election as directors at any meeting of stockholders and the persons to be elected by the Board to fill any vacancies on the Board.
- B. Criteria for Selecting Director Nominees. The criteria to be used by the Committee in recommending directors are as set forth in the Company's Corporate Governance Guidelines and this Charter.
- C. Candidates Proposed by Stockholders. The Committee may consider candidates proposed by stockholders. The Committee shall review and evaluate information available to it regarding such candidates and shall apply the same criteria and follow substantially the same process in considering them as it does in considering other candidates.
- D. Search Firms. The Committee may retain a search firm to identify director candidates. The Company will be responsible for the payment of fees and expenses of any such search firm engaged by the Committee.
- E. Board Chair and Committee Members. The Committee shall be responsible for evaluating and making recommendations to the Board concerning the Chair of the Board, the appointment of directors to Board committees and the selection of committee chairs.

Corporate Governance

- F. Corporate Governance Guidelines. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of the Corporate Governance Guidelines and recommend any proposed changes to the Board for approval.
- G. Board Composition and Leadership Structure. As more fully provided for in the Corporate Governance Guidelines, the Committee shall periodically review the Board's leadership structure to assess whether it is appropriate given the specific characteristics and circumstances of the Company. The Committee shall also annually the review of the "independence" of each director, as such term is defined by applicable regulatory and listing standards. The Committee shall also review any material change in the current position of any director and make a recommendation to the Board, if appropriate, as further described in the Corporate Governance Guidelines.
- H. Conflicts of Interest; Related Person Transactions. As more fully provided for in the Corporate Governance Guidelines, the Committee will resolve any conflict-of-interest issue involving a director or the Chief Executive Officer or any other executive officer of the Company. No related

person transaction may be effected by the Company without the approval of the Committee to resolve the conflict of interest. As specified in the Corporate Governance Guidelines, a “related person transaction” refers to any transaction which the Company would be required to disclose pursuant to Item 404 of Regulation S-K.

Evaluation of the Board and its Committees

- I. Evaluation. The Committee shall establish a process for the Board and its committees to follow in conducting annual self-evaluations to determine whether the Board and its committees are functioning effectively. The Committee shall determine the nature of the evaluation, supervise the conduct of the evaluation and lead a discussion among the members of the Board on the performance of the Board and its committees.

Oversight of Sustainability and Social Impact Matters

- J. Oversight. The Committee shall periodically oversee and monitor the Company’s strategy, policies, commitments, and initiatives with respect environmental sustainability and social impact matters in coordination with other Board committees, as appropriate, and provide updates and make recommendations on such matters to the full Board, as appropriate. In this context, the Committee will, among other things,:
 - Oversee environmental sustainability and social impact matters as they pertain to the Company's business, operations and long-term strategy and identify and bring to the attention of the full Board issues of significance to the business operations, performance, external stakeholder relationships or reputation of the Company;
 - Periodically review and receive updates from management on the Company’s environmental sustainability policies, processes, programs and disclosures, and the Company’s corporate social responsibility and global community and social impact policies, programs and activities; and
 - Receive periodic updates from management to enable the Committee to monitor emerging trends, best practices, and regulatory developments related to environmental sustainability and social impact matters.

PROCEDURES AND ADMINISTRATION

- A. Rules and Procedures. The Committee may by resolution establish its own rules and procedures, including notice and quorum requirements for all meetings. In the absence of such action by the Committee, the Committee shall conduct its business in the same manner as the Board conducts its business pursuant to the provisions of the Company’s bylaws.
- B. Meetings. The Committee shall meet when, where and as often as it may deem necessary and appropriate in its judgment, either in person or by means of remote communication, in order to perform its responsibilities. The Chair of the Board, the Chair of the Committee, or the Company’s

Chief Executive Officer shall have the right to call a special meeting of the Committee. The Committee may also act by unanimous written consent in lieu of a meeting.

- C. Minutes. The Corporate Secretary or his or her designee shall keep written minutes of Committee meetings, which minutes shall be maintained with the books and records of the Company.
- D. Subcommittees. The Committee may form and delegate authority to one or more subcommittees (including a subcommittee consisting of a single member) as it deems appropriate from time to time under the circumstances.
- E. Reports to Board. The Committee shall make reports to the Board, as appropriate, providing an overview of its activities, summarizing Committee actions and commenting on the fulfillment of the Committee's duties under this Charter.
- F. Charter. The Committee shall, from time to time as it deems appropriate, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for approval.
- G. Independent Advisors. The Committee is authorized, without further action by the Board, to engage such independent legal and other advisors as it deems necessary or appropriate to carry out its responsibilities. Such independent advisors may be the regular advisors to the Company. The Committee is empowered, without further action by the Board, to cause the Company to pay the compensation of such advisors as established by the Committee.
- H. Investigations. The Committee shall have the authority to conduct or authorize investigations into any matters within the scope of its responsibilities as it shall deem appropriate, including the authority to request any officer, employee or advisor of the Company to meet with the Committee or any advisors engaged by the Committee.
- I. Self-Evaluation. The Committee shall evaluate its own performance in accordance with the process established by this Committee pursuant to this Charter.