

## **NORDSTROM, INC.**

### **CODE OF BUSINESS CONDUCT AND ETHICS FOR THE MEMBERS OF THE BOARD OF DIRECTORS**

(Approved by the Board of Directors on November 19, 2014)

This Code of Business Conduct and Ethics (the “Code”) is intended to focus each director on areas of conflicts of interest and other ethical issues, provide mechanisms to report potential conflicts or unethical conduct, and help foster a culture of openness and accountability. No code or policy can anticipate every situation that may arise. Directors are encouraged to bring questions about particular situations to the attention of the Chair of the Corporate Governance and Nominating Committee, who may consult with the Chairman of the Board, the General Counsel and Corporate Secretary or outside legal counsel as appropriate. Directors who serve as officers of Nordstrom should read this Code in conjunction with Nordstrom’s Code of Business Conduct and Ethics applicable to employees.

#### **Conflicts of Interest**

Nordstrom values fair and honest dealings with our customers, coworkers, suppliers, competitors and other business partners. We expect Directors to uphold these values by avoiding conflicts of interest. A conflict of interest occurs when an individual’s private interest or outside economic interests interferes with his or her responsibilities to or judgment on behalf of Nordstrom. Conflicts of interest also may arise when a Director, or a member of his or her family, receives personal benefits such as gifts as a result of his or her position as a Director with Nordstrom. Directors should use good judgment at all times to avoid relationships that could create a real or perceived conflict of interest.

If a Director believes he or she has an actual or potential conflict of interest with Nordstrom, the Director shall notify the Chair of the Corporate Governance and Nominating Committee as promptly as practicable and shall not participate in any deliberations and decisions by the Board of Directors that in any way relates to the matter that gives rise to the conflict of interest.

#### **Corporate Opportunities**

Directors owe a duty to Nordstrom to advance its legitimate interests when the opportunity to do so arises. Directors may not take for themselves a business opportunity (or direct a business opportunity to a third party) that is discovered through the use of Nordstrom property, information or position, unless Nordstrom has already been offered the opportunity and determined that it will not pursue that opportunity. Directors may not use Nordstrom property, information or position for personal gain or to compete with Nordstrom.

#### **Confidentiality**

Each Director, during his or her term of office, and after leaving the Board, must maintain the confidentiality of information entrusted to him or her by Nordstrom and any other confidential

information about Nordstrom that comes to him or her, from whatever source, in his or her capacity as a Director, except when disclosure is authorized or legally mandated or when the information becomes generally available to the public. Directors shall not use confidential information acquired in the course of their services as Directors to their personal advantage or to benefit persons or entities outside Nordstrom. In addition, Directors shall not disclose confidential information to any persons or entities outside Nordstrom, except as permitted by this Code.

The term “confidential information” includes, but is not limited to, non-public information that might be of use to competitors or harmful to Nordstrom or its customers if disclosed, such as: (i) non-public information about Nordstrom’s financial condition, prospects or plans, its strategic initiatives, entry into new markets, marketing and sales programs, as well as information related to mergers and acquisitions, stock splits, stock repurchase, dividends and divestitures; (ii) non-public information concerning possible transactions with other companies or information about Nordstrom’s customers, suppliers or joint venture partners, and (iii) non-public information about boardroom discussions and deliberations relating to business issues and decisions as well as board dynamics.

#### **Protection and Proper Use of Assets**

Directors shall perform their duties in a manner that protects Nordstrom’s assets and ensures that Nordstrom’s assets are used only for legitimate business purposes. Directors shall not use Nordstrom’s assets for their personal benefit or gain.

#### **Inside Information and Securities Trading**

Using confidential or material nonpublic information to trade in stock is unethical and illegal. Directors who have knowledge of confidential or material nonpublic information from or about Nordstrom are not permitted to buy, sell or otherwise trade in Nordstrom’s securities, whether or not they are using or relying on that nonpublic information. This prohibition extends to sharing or tipping off others about such information, especially since the individuals receiving such information might utilize it to trade in Nordstrom securities. Directors should refer to Nordstrom’s Insider Trading Policy for further guidance.

#### **Compliance with Laws, Rules and Regulations; Fair Dealing**

Directors shall comply with laws, rules and regulations applicable to them as Directors of Nordstrom. Directors must observe the highest ethical standards and act with fairness, integrity and honesty to promote an environment that encourages Nordstrom’s officers and employees to sustain and enhance Nordstrom’s reputation and treat each other, as well as customers, suppliers, and competitors, with fairness and respect.

#### **Public Disclosures**

Directors are not to respond to inquiries from or speak with the investment community or the news media, including newspapers, television, radio, magazines or online publications unless the Director is an authorized Nordstrom spokesperson. Such inquiries should always be referred to a Nordstrom spokesperson in Nordstrom’s Public Relations department.

**Reporting Illegal or Unethical Behavior**

Directors shall communicate any suspected violations of this Code, including any unethical behavior, violation of law or governmental rule or regulation, promptly to the Chairman of the Board or the Chair of the Corporate Governance and Nominating Committee. Alleged violations will be investigated by the Board or by a person or persons designated by the Board and appropriate action will be taken in the event of any violations of this Code.

**Amendments and Waivers**

Nordstrom takes compliance with the principles laid out in this Code very seriously, and any waivers of strict compliance will be made in limited, special circumstances. Amendments or waivers of this Code may be granted only by the Board of Directors or the Corporate Governance and Nominating Committee, and must be promptly disclosed in accordance with applicable law and the requirements of the New York Stock Exchange.

Directors will annually sign an acknowledgment that they have read and will comply with this Code.