



McDonald's Corporation Corporate Governance Principles

The Board of Directors (the “Board”) of McDonald’s Corporation (“McDonald’s” or the “Company”) has adopted these guidelines to reflect the Company’s commitment to good corporate governance, and to comply with New York Stock Exchange (“NYSE”) and other legal requirements. The Governance Committee reviews these Principles at least annually and proposes modifications to the Board for consideration as appropriate.

ROLES AND RESPONSIBILITIES

1. Role of the Board. The Board, which is elected by the shareholders, is primarily tasked with the oversight of the Company’s business. The Board, in exercising its business judgment, acts as an advisor and counselor to senior management and defines and enforces standards of accountability – all with a view to enabling senior management to execute their responsibilities fully and in the interests of the Company and its shareholders. The following are the Board’s primary responsibilities, some of which may be carried out by one or more Committees of the Board or the independent Directors as appropriate:

- Overseeing the strategic direction and conduct of the Company’s business so that it is effectively managed in the long-term interests of shareholders;
- Selecting, evaluating and compensating the Chief Executive Officer (the “CEO”) and planning for CEO succession, as well as succession planning for other executive officers;
- Overseeing the Company’s enterprise-wide risk management framework and the processes that are in place to safeguard the Company’s assets and manage significant risks facing the Company;
- Overseeing and reviewing the Company’s environmental, social and governance (“ESG”) objectives and commitments;
- Monitoring the Company’s accounting and financial reporting practices and reviewing the Company’s financial and other controls and procedures;
- Overseeing the Company’s compliance with applicable laws and regulations;
- Engaging in succession planning for the Board and key leadership roles on the Board and its Committees; and
- Nominating the Company’s Director candidates and appointing Committee members.

In performing its oversight function, the Board is entitled to rely on the advice, reports and opinions of management, counsel, auditors and outside experts. In that regard, the Board and its Committees shall be entitled to engage and retain outside advisors as provided for in Sections 25 and 31 hereof, respectively.

2. Role of the Chairman. The Chairman shall be a member of the Board and may, or may not, be an officer or employee of the Company. A non-executive Chairman shall not be an officer or employee of the Company. The principal duty of the Company's Chairman is to lead and oversee the Board. The Chairman should facilitate an open flow of information between management and the Board, and should lead a critical evaluation of Company management, practices and adherence to the Company's strategic plan, objectives and core values. In accordance with the Company's By-Laws, the Chairman shall preside at all meetings of the Board and the shareholders. The Chairman, in consultation with the CEO or Lead Independent Director, as appropriate, and the Corporate Secretary, shall also establish an agenda for each meeting of the Board.

3. Role of the Lead Independent Director. If the CEO and Chairman roles are combined, then the Board will elect a Lead Independent Director in compliance with these Principles who shall encourage open dialogue and constructive feedback among the Company's independent Directors and management. The primary duties of the Lead Independent Director include:

Agenda Setting; Board Information and Interactions with the Chairman/CEO

- Collaborating with the Chairman/CEO regarding the agenda and schedule for Board meetings
- Providing input on meeting materials shared with the Board
- Providing feedback to the Chairman/CEO on the presentations made to and discussions with the Board
- Providing feedback to the Chairman/CEO after executive sessions of the independent Directors
- Acting as the principal liaison between independent Directors and the Chairman/CEO

Board Leadership Responsibilities

- Presiding over all executive sessions of the independent Directors of the Board, including leading the Board on succession planning for the Chairman/CEO
- Calling meetings of independent Directors
- Presiding at all meetings of the Board at which the Chairman/CEO is not present
- Participating in the annual CEO performance evaluation, considering performance as Chairman as well
- Liaising with Directors considering other public-board directorships

Interactions with Stakeholders

- Being available for consultation and direct communication, if requested by major shareholders
- Receives information regarding the Company's communications with shareholders and other stakeholders

4. Role of the CEO and Management. The Company's business is conducted by its employees and officers, under the direction of senior management and led by the CEO. In carrying out the Company's business, the CEO and senior management are accountable to the Board and ultimately to shareholders. Management's primary responsibilities include the day-to-day operation of the Company's business, strategic planning, budgeting, financial reporting and risk management. In fulfilling those responsibilities and defining and upholding Company values, management must balance the unique relationships between and among the McDonald's System of employees, franchisees and suppliers.

COMPOSITION OF THE BOARD

5. Size and Composition of the Board. The Board itself determines its size within the range required by the Company's Certificate of Incorporation and By-Laws. In the event of a vacancy on the Board, the Directors may either fill the vacancy or decrease the size of the Board, in accordance with the terms of the Company's Certificate of Incorporation and By-Laws. The Board shall periodically review its size and composition, considering (among other things) the existing composition of the Board, voting results for Directors in recent elections by shareholders, legislative and regulatory developments, trends in governance, the current and long-term needs of the Board and the Company's circumstances at the time, how a particular structure could affect the unique relationships between and among the McDonald's System of employees, franchisees and suppliers, and such other factors as the Board may deem relevant.

6. Qualifications and Selection of Director Candidates by the Board. The Governance Committee is responsible for selecting candidates for Board membership, subject to Board approval, and for extending invitations to join the Board. In selecting candidates, the Board endeavors to find individuals of high integrity who have a proven record of success in their chosen fields and who display the independence of mind and strength of character to effectively represent the best interests of shareholders. Candidates are selected for their ability to exercise good judgment, and to provide practical insights and diverse perspectives. Consistent with its charter, the Governance Committee is responsible for screening candidates, for establishing criteria for nominees (which shall be described in the Company's annual proxy statement and the Board's *Director Selection Process*, which are available on the Company's website) and reviewing these criteria annually, and for recommending to the Board a slate of nominees for election to the Board at the Annual Meeting of Shareholders. Candidates are approved by the full Board. The Board shall consider only those candidates for election or re-election to the Board who submit all information required under the Company's By-Laws and these Principles.

7. Independence of Directors. All Directors except Company employees shall be independent. An independent Director is one who is free of any relationship with the Company or its management that may impair, or appear to impair, the Director's ability to make independent judgments. The Board determines each Director's independence after reviewing pertinent facts and circumstances in accordance with these Principles, applicable listing standards and the Board's *Standards on Director Independence*, which are available on the Company's website.

8. Management Directors. The Company's CEO shall be a member of the Board. The Governance Committee may, from time to time, recommend another member of the Company's senior management for election to the Board; however, the Board believes that at no time shall there be more than two Company employees serving as management Directors of the Board. A management Director's Board service shall be co-terminus with his or her employment by the Company. Unless otherwise requested by the Governance Committee, such Director's service will automatically terminate upon his or her retirement or other separation from the Company.

9. Board Refreshment; Retirement; Term Limits. Board refreshment over time is critical to ensuring that the Board, as a whole, maintains an appropriate balance of tenure, diversity, skills and experience needed to provide effective oversight in light of the Company's current and long-term strategic needs. The Company benefits when there is a mix of experienced Directors with a deep understanding of the Company and newer Directors who bring fresh perspectives. No independent Director shall serve more than 18 years, except that he or she may complete the term during which such anniversary occurs. Moreover, a Director's service should not outlast his or her ability to contribute and consequently the Board does not believe that Directors should expect to be renominated continually. Each Director's continued tenure shall be re-considered annually, taking into account the results of the Board's most recent evaluations, results of voting by shareholders in annual Director elections and the Company's needs.

BOARD LEADERSHIP

10. Selection of the Chairman. The independent Directors shall annually recommend the Chairman, who shall be elected annually by the Board. The Board shall exercise its discretion in combining or separating the positions of the Chairman and the CEO, as it deems appropriate in light of the Company's prevailing circumstances.

11. Selection of the Lead Independent Director. If the independent Directors select a Chairman who is also the CEO, then the Board shall also select a Lead Independent Director among the independent Directors. The role of the Lead Independent Director is further described in Section 3 of these Principles and shall include any additional responsibilities that the Board selects, from time to time. Upon becoming the Lead Independent Director, such director shall also serve as the Chair of the Board's Governance Committee.

RESPONSIBILITIES AND CONDUCT OF DIRECTORS

12. Responsibilities of Directors. Directors must devote sufficient time and attention, and meet as frequently as necessary, to discharge their responsibilities. In discharging their responsibilities, Directors must exercise their business judgment and act in a manner that they believe in good faith is in the long-term best interests of the Company and its shareholders. Directors are expected to attend the Company's Annual Meeting of Shareholders, and all or substantially all Board meetings and meetings of the Committees of the Board on which they serve. Directors are also expected to spend whatever additional time as may be necessary for them to discharge their responsibilities appropriately. Directors shall ensure that other existing or future commitments do not materially interfere with their ability to fulfill their responsibilities as Directors.

13. Other Board Service by Management Directors. The CEO and other management Directors (if any) shall not serve on the board of more than one for-profit company, in addition to the McDonald's Board, and shall adhere to the Company's *Policy Regarding Board Service by McDonald's Officers* before accepting an invitation to serve on the board of another for-profit company.

14. Other Board Service by Independent Directors. Whether service on the boards of directors of other companies is likely to interfere with the performance of a Director's duties to the Company depends on the individual and the nature of the Director's other activities. It is expected that, before accepting another board position, a Director will consider whether that service will compromise his or her ability to perform his or her present responsibilities to the Company. Prior to accepting an invitation to serve on the board of any other for-profit company, each independent Director shall provide notice to the Company's Corporate Secretary, the Chairman, and the Chair of the Governance Committee and obtain the consent of the Chairman and the Chair of the Governance Committee, which shall not be unreasonably withheld. In the event that a Director chooses to join the board of a for-profit company without such consent, then the Director shall offer to submit his or her resignation to the Chair of the Governance Committee. The Governance Committee shall determine whether to accept or reject such offer. No Director shall serve on more than three boards of companies whose common stock is listed for trading on a recognized exchange, in addition to his or her service on the McDonald's Board. Moreover, in the event of any conflicts in scheduling between the McDonald's Board and any board that a Director may join subsequent thereto, Directors shall commit to prioritizing their attendance obligations with the McDonald's Board.

15. Change of Circumstance. If a Director's principal occupation or business association changes, or other similarly material changes in a Director's circumstances occur, or if a change in circumstance may affect an independent Director's continuing independence under the Board's *Standards on Director Independence*, the Director shall offer to submit his or her resignation to the Chair of the Governance Committee. The Governance Committee shall determine whether to accept or reject such offer.

16. Code of Conduct for Directors. Directors shall adhere to the *Code of Conduct for the Board of Directors*, which is available on the Company's website.

17. Conflicts of Interest. Directors shall avoid situations that may give rise to an actual or potential conflict of interest or the appearance of a conflict of interest, referred to below as "conflicts." In accordance with the *Code of Conduct for the Board of Directors*, Directors shall promptly inform the Chairman of all conflicts. In the event a conflict arises with the Chairman, he or she shall notify the Chair of the Governance Committee. If any conflict arises with respect to a matter before the Board, the Director shall generally be expected to recuse himself or herself from any Board deliberations or decisions related to the matter. If the nature of a conflict is such that it cannot be resolved through recusal or in any other reasonable manner, then the Director is expected to offer to submit his or her resignation to the Chair of the Governance Committee. The Governance Committee shall determine whether to accept or reject such offer. Related person transactions involving Directors and other matters that may affect their independence shall be reviewed by the Board at least annually in accordance with the

Company's *Related Person Policy*. Directors shall abide by any conditions imposed to control or eliminate any potential conflict of interest.

18. Director Elections. Each Director stands for election by the Company's shareholders annually to serve a one-year term. The Company has adopted majority voting in the uncontested election of Directors and plurality voting in contested elections. In accordance with the Company's By-Laws, if none of the Company's shareholders provides the Company notice of an intention to nominate one or more candidates to compete with the Board's nominees in a Director election, or if shareholders have withdrawn all such nominations by the tenth day before the Company mails its notice of meeting to shareholders, a nominee must receive more votes cast for than against his or her election or re-election in order to be elected or re-elected to the Board. A Director shall tender his or her resignation to the Chairman and the Chair of the Governance Committee if he or she fails to receive the required number of votes for election or re-election. The Board shall only nominate a candidate who agrees to tender, promptly following the Annual Meeting of Shareholders at which he or she is elected or re-elected as a Director, an irrevocable resignation that will be effective upon (i) the failure to receive the required vote at the next Annual Meeting of Shareholders at which he or she faces re-election and (ii) Board acceptance of such resignation. In addition, the Board shall fill a Director vacancy and a new directorship only with a candidate who agrees to tender on request, the same form of resignation tendered by other Directors in accordance with this provision.

If an incumbent Director fails to receive the required vote for re-election, the Governance Committee shall act on an expedited basis to recommend whether or not to accept the Director's resignation and shall submit such recommendation for prompt consideration by the Board. Any Director whose resignation is under consideration shall abstain from participating in the Board's deliberation of any Director resignations at that time. The Governance Committee and the Board may consider any factors they deem appropriate and relevant in deciding whether or not to accept a Director's resignation due to his or her failure to receive the required vote for re-election.

FUNCTIONING OF THE BOARD

19. Board Meetings. The Board meets at least six times per year. Additional meetings are scheduled as necessary or appropriate in light of prevailing circumstances. The Chairman chairs all meetings of the Board. Directors may at any time suggest the addition of any matters to a meeting agenda or raise for discussion at any meeting any subject that they wish, whether or not it is on the agenda for the meeting. The Corporate Secretary, or an Assistant Corporate Secretary, attends all meetings of the Board and its Committees and records the minutes. The Global Chief Financial Officer and Global Chief Legal Officer also attend meetings of the Board. Any one or all of these officers may be excused from all or any portion of a Board meeting at the request of any Director.

20. Executive Sessions. The Chairman chairs executive sessions of the Board; however, he or she may choose to defer to a Committee Chair when the subject matter of the meeting falls within the purview of a particular Committee. The Directors, in collaboration with the Chairman, determine the frequency, length and agenda for executive sessions. The independent Directors shall also regularly meet in executive session without any management Directors present,

which sessions shall be chaired by the non-executive Chairman (or Lead Independent Director, if applicable). An executive session is generally scheduled immediately before or after each regular Board meeting.

21. Strategy Oversight. At least annually, the Board shall review the Company's one-year business plan, as well as its long-term strategic plan and financial goals. The Board shall regularly monitor the Company's performance with respect to these plans and goals.

22. Risk Oversight. Each of the Audit & Finance, Compensation, Governance, and Corporate Responsibility Committees shall be responsible for overseeing risks within its respective area of accountability and, as appropriate, reporting to the full Board any risk that such Committee concludes is reasonably likely to be material to the Company. Each of these four Committees also shall regularly update the full Board on its particular risk oversight activities. The Board as a whole shall, taking into account the work of these four Committees with respect to risk oversight, have ultimate responsibility for overseeing enterprise risk management. At least annually, the Board shall review the Company's enterprise risks and management's mitigation strategies. The Board review shall also include consideration of any emerging risks that may require assignment to a particular Committee for continuing oversight. Management shall provide regular updates to the Board regarding the Company's risk exposures and mitigation efforts.

23. Site Visits. Periodically, the Board may meet away from the Company's headquarters in order to visit certain Company or franchised operations, or related supplier sites or other entities that support the Company's operations, and provide the Directors the opportunity to meet with local management.

24. Information to be Distributed Prior to Meetings. Information regarding the Company's business and performance shall be distributed to all Directors on a regular basis. In addition, business updates and information regarding recommendations for action by the Board at a meeting shall be made available to the Board a reasonable period of time before meetings. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Board meeting.

25. Access to Resources. In discharging its responsibilities, the Board shall have access to resources and be entitled, at the expense of the Company and without consulting or obtaining the approval of any officer of the Company, to engage and retain such outside legal, financial and/or other advisors as it deems appropriate and to approve the terms, including fees, of any such engagement. The Board may request that any of the Company's advisors, or any other person, meet with the Board.

FUNCTIONING OF COMMITTEES

26. Committee Structure. The Board believes that the Company benefits from its collective wisdom, and therefore the Board will generally function as one body. There are, however, certain key areas or circumstances that require a more in-depth examination than might be possible at a full Board meeting, or are otherwise required under listing exchange standards or Securities and Exchange Commission rules to be overseen by a Committee of independent Directors. Accordingly, the Board has established five standing Committees: Audit & Finance,

Compensation, Executive, Governance, and Corporate Responsibility. The Board may also establish additional standing Committees, and *ad hoc* Committees, from time to time, as circumstances and business activities warrant.

27. Committee Charters. Each standing Committee shall have a written charter that shall be approved by the full Board. Each Committee charter shall state the purpose of the Committee and reflect the responsibilities that the Committee has undertaken. Each standing Committee (except the Executive Committee) shall review its charter annually and recommend amendments to it as appropriate to reflect changes in the Committee's responsibilities, applicable law or regulations, and other relevant considerations.

28. Committee Membership. Committees and their Chairs shall be appointed by the Board annually at the Annual Meeting of the Board, on the recommendation of the Governance Committee. The Governance Committee will take into account the experience and expertise needed to fulfill each Committee's responsibilities in its annual review of Committee membership. It is the Board's policy that, with the exception of the Executive Committee, only independent Directors shall serve on the standing Committees. The members of the Audit & Finance, Compensation and Governance Committees shall at all times meet the requirements of applicable law and listing standards. These include heightened independence criteria that apply to Directors serving on the Audit & Finance and Compensation Committees under applicable law and listing standards.

29. Committee Meetings. Each standing Committee (except the Executive Committee) shall establish an annual schedule of meetings each year. Executive sessions shall also be regularly scheduled for standing Committee meetings (except the Executive Committee) throughout the year. The Chair of each Committee, in consultation with members of management, if appropriate, shall determine the agenda of that Committee's meetings.

30. Information to be Distributed Prior to Meetings. Information regarding matters to be considered at Committee meetings shall be distributed to Committee members a reasonable period of time before such meetings. In some cases, due to timing or the sensitive nature of an issue, materials are presented only at the Committee meeting. The Chair of each Committee shall report on the activities of the Committee to the Board following Committee meetings, and minutes of Committee meetings shall be distributed to all Directors for their information.

31. Access to Resources. In discharging its responsibilities, each Committee shall have access to resources and be entitled, at the expense of the Company and without consulting or obtaining the approval of any officer of the Company, to engage and retain such outside legal, financial and/or other advisors as it deems appropriate and to approve the terms, including fees, of any such engagement. Each Committee may request that any of the Company's advisors, or any other person, meet with that Committee.

BOARD COMPENSATION AND SHARE OWNERSHIP

32. Board Compensation. Management Directors shall not be compensated for their services as Directors. The Governance Committee shall determine the form and amount of compensation for independent Directors, including the non-executive Chairman or Lead Independent Director, if applicable, subject to approval of the full Board. The Committee shall

be sensitive to questions of independence that may be raised where Director fees and expenses exceed customary levels for companies of comparable scope and size.

33. Share Ownership by Directors. The Board believes that an alignment of Director interests with those of shareholders is important. All Directors are expected to own stock in the Company in accordance with the policy on *Director Stock Ownership Guidelines*, which is available on the Company's website.

MANAGEMENT EVALUATIONS AND SUCCESSION PLANNING

34. Annual Review of Management Performance. After consulting with the independent Directors, the non-executive Chairman (or Lead Independent Director, if applicable) and the Chair of the Compensation Committee shall approve the annual goals and objectives of the CEO, which shall be consistent with the Company's goals and objectives relevant to the CEO's compensation established annually by the Compensation Committee in accordance with its charter. Each year, the non-executive Chairman (or Lead Independent Director, if applicable) and the Chair of the Compensation Committee shall lead the independent Directors in evaluating the CEO's performance and shall thereafter jointly provide the CEO with a performance review for the preceding year. Consistent with this evaluation, the Compensation Committee shall establish the annual salary, cash incentive, equity incentive and/or other compensation for the Company's executive officers, including the CEO, in accordance with its charter.

35. Succession Planning. The Board shall regularly review leadership development initiatives and short- and long-term succession plans for the CEO and other executive officers, including in the event of unanticipated vacancies in those offices.

The Board is responsible for the selection of the CEO. In assessing the possible CEO candidates as part of its annual review of succession plans, the independent Directors shall identify and periodically update the skills, experience and attributes that they believe are required to be an effective CEO in light of the Company's business strategy, prospects and challenges. As appropriate, the Board shall also take into account perspectives provided by the incumbent CEO relating to the performance of internal candidates. The Board is also responsible for the selection of executive officers and, in assessing possible candidates, shall consider the skills, experience and attributes that it believes are required to be effective in each respective role.

BOARD EVALUATIONS AND SUCCESSION PLANNING

36. Board Self-Evaluations. The Governance Committee shall annually evaluate the performance of the Board as a whole and report to the Board on its assessment. In completing its evaluation, the Governance Committee shall solicit feedback from all Directors and may choose to benchmark the practices of other boards of directors, circulate surveys, questionnaires and evaluation forms, hire outside consultants and advisors and use such other methods as it may deem helpful and appropriate.

37. Committee Self-Evaluations. Each standing Committee (except for the Executive Committee) shall periodically evaluate its own performance in accordance with its charter and report to the Board on its assessment.

38. Individual Director Evaluations. The Governance Committee shall evaluate the performance of individual Directors each time they are slated for re-election. This process may include self-evaluations, peer-evaluations and/or such other methods as the Governance Committee may deem helpful and appropriate.

39. Succession Planning. The Governance Committee shall have the primary responsibility for developing a succession plan for the Board and making recommendations to the full Board on succession matters. In so doing, the Governance Committee shall determine the appropriate and desirable mix of characteristics, skills, expertise, diversity and experience for the full Board and each Committee, taking into account the qualifications of both existing Directors and opportunities to nominate others for election. Succession planning shall be conducted in the context of the Board as a whole, with the objective of recommending a group that can best contribute to the long-term success of the Company's business and represent shareholder interests through the exercise of sound and independent judgment.

40. Director Orientation and Education. New non-management Directors shall participate in an orientation process, which shall address the Directors' fiduciary responsibilities and the Company's policies and procedures governing Directors, as well as the Company's operations, performance, strategic plans, and corporate governance practices, and shall include introductions to members of the Company's senior management and their respective responsibilities. All Directors are encouraged to participate in continuing education programs, and the Company shall pay the reasonable expenses of attendance by a Director at one such program per year.

COMMUNICATIONS

41. Access to Management and Information. In order to fulfill their oversight responsibilities, Directors shall have free access to Company management and employees. The Board encourages the Chairman to invite members of management to make presentations at Board meetings in order to provide particular insights into aspects of the Company's business or to provide individuals with exposure to the Board for purposes of management development. Management shall be responsive to all requests for information from Board members.

42. Board Interaction with Outside Interested Parties. The Board believes that, as a general matter, management speaks for the Company. From time to time, and typically alongside management, individual Directors may participate in meetings and other communications with the Company's stakeholders, including shareholders. In situations where public comments from the Board may be appropriate, they will normally come from the Chairman.

43. Public Communications with the Board. The Board shall provide a means by which persons, including shareholders and employees, may communicate directly with Directors with regard to matters relating to the Company's corporate governance and performance. The Board's independent Directors have approved a process to be maintained by the Company's management for collecting and distributing communications with the Board. The means of communications with the Board shall be disclosed in the Company's annual proxy statement.

SHAREHOLDER PRACTICES

44. Shareholder Nominations. Shareholders may suggest Director candidates for consideration by the Governance Committee by writing to the Committee and providing the suggested candidate's name, biographical data, qualifications and the candidate's written consent (i) to be considered as a nominee, (ii) to provide information as described in the Company's By-Laws if requested to do so and (iii) to serve as a Director if elected. Shareholders who wish to nominate Director candidates for election by shareholders at the Company's Annual Meeting of Shareholders may do so in accordance with the provisions for nomination described in the Company's By-Laws or as otherwise permitted under the U.S. federal securities laws.

45. Consideration of Proposals. The Governance Committee shall review and make recommendations to the Board with respect to any proposal recommended by management or properly presented by a shareholder for inclusion in the Company's annual proxy statement. The Governance Committee may also, as appropriate in light of the subject matter of the proposal, refer any such proposal to any other Committee of the Board for purposes of such review and recommendations. In considering a proposal, Committees are entitled to engage and retain outside advisors as provided in Section 31 hereof.

OTHER GUIDELINES AND POLICIES

In addition to these Principles and the Committee charters, the Board and its Committees will from time to time establish operating procedures, guidelines and policies that pertain to their respective oversight functions. The Corporate Secretary of the Company is charged with maintaining copies of these guidelines and policies.

Revised and Approved by the Board
As of July 25, 2024