



**CHARTER OF THE
EXECUTIVE COMMITTEE
OF
THE BOARD OF DIRECTORS OF
McDONALD'S CORPORATION**

The Executive Committee shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of McDonald's Corporation except as may be limited by law, the Company's By-Laws or by resolution of the Board of Directors. The Executive Committee may also authorize the seal of the Company to be affixed to all papers which may require it.

Charter approved by resolution of the Board of Directors on January 20, 2002