

J. C. PENNEY COMPANY, INC.

Disclosure Controls Review Committee Charter (March 2019)

I. Purpose

The purpose of the Disclosure Controls Review Committee (“Committee”) is to review the quarterly and annual reports of J. C. Penney Company, Inc. (“Company”) to be filed with the Securities and Exchange Commission (“SEC”) to ensure that the disclosures in such reports are accurate and complete, fairly present in all material respects the Company’s financial condition and results of operations, and are made on a timely basis as required by applicable laws and SEC regulations.

II. Composition and Meetings

- A. The Committee shall meet as frequently as necessary, but no less than quarterly;
- B. The Committee members will include senior officers of the Company and/or representatives from relevant functional areas. The Company’s management will select the Committee members and may modify the composition of the Committee from time to time as appropriate;
- C. The Company’s independent auditors and other advisors shall be invited to attend the Committee’s meetings as deemed necessary or appropriate by the Committee;
- D. A representative of the Committee shall meet with the Audit Committee of the Board of Directors of the Company at least once each quarter to discuss the Company’s periodic reports required by the Securities Exchange Act of 1934; and
- E. No member of the Company’s Board of Directors shall serve on the Committee.

III. Duties and Responsibilities

The Committee shall have the following duties and responsibilities:

- 1. To monitor the Company’s disclosure controls and procedures that are designed to ensure that information required to be disclosed by the Company in its quarterly reports on SEC Form 10-Q and its annual reports on SEC Form 10-K (“10-Qs and 10-Ks”) (i) is recorded, processed, summarized and reported within the time

periods specified in the SEC's rules and forms and (ii) is accumulated and communicated to management, including the Company's principal executive officer and principal financial officer, as appropriate to allow timely decisions regarding required disclosures;

2. To evaluate the effectiveness of the Company's disclosure controls and procedures as of the end of each fiscal quarter and fiscal year-end;
3. To review the Company's 10-Qs and 10-Ks prior to filing with the SEC;
4. To review the financial results included in the tables appended to the Company's quarterly press releases announcing its financial results for the preceding quarter;
5. To assess whether the Company's financial statements included in its 10-Qs and 10-Ks conform in all material respects with United States Generally Accepted Accounting Principles;
6. To report to and advise the Chief Executive Officer and Chief Financial Officer with respect to the certifications that they must provide for the Company's 10-Qs and 10-Ks; and
7. To undertake any other duties or responsibilities as the Chief Executive Officer and Chief Financial Officer may from time to time prescribe.

IV. Charter Review and Amendment

The Committee shall review and reassess the adequacy of this Charter at least annually. The Committee may make such amendments to this Charter, as it deems advisable, including, but not limited to, any amendments to conform to or reflect any change in any law, regulation, or ruling.