



Charter of the Corporate Governance Committee of the Board of Directors of The TJX Companies, Inc.

I. Purpose

The purpose of the Corporate Governance Committee of The TJX Companies, Inc. is to:

- Review and recommend to the Board of Directors policies related to the Board of Directors;
- Assess qualifications for and composition of the Board of Directors and identify individuals qualified to become members of the Board of Directors;
- Recommend to the Board of Directors proposed director nominees for each annual meeting of shareholders;
- Develop and recommend to the Board of Directors corporate governance principles;
- Prepare disclosure regarding the Company's nominating processes as required by the U.S. Securities and Exchange Commission rules to be included in the Company's annual proxy statement; and
- Oversee and evaluate corporate governance at the Company.

II. Duties and Responsibilities

The duties and responsibilities of the Committee shall include the following:

- Identify individuals qualified to become board members, consistent with criteria approved by the Board of Directors, receive nominations for such qualified individuals, and recommend to the Board director nominees for each annual meeting of shareholders. The Committee shall select individuals as director nominees who, in the opinion of the Committee, shall have high personal and professional integrity, who shall have demonstrated ability and judgment and who shall be effective, in conjunction with the other nominees to the board, in collectively serving the long-term best interests of the shareholders.
- Recommend to the Board annually and as needed qualified individuals to serve as committee members and as committee chairs on the various Board committees.
- Clearly articulate to each Director requirements for service as a Director, including compliance with the Company's Corporate Governance Principles, attendance at board and committee meetings and advance review of meeting materials.
- Develop and recommend to the Board of Directors corporate governance principles addressing the following subjects: (i) director qualification standards; (ii) director responsibilities; (iii) director access to management and, as necessary and appropriate, independent advisors; (iv) non-employee director compensation; (v) director orientation and continuing education; (vi) management succession; and (vii) annual performance evaluation of the board. The Committee shall review the Principles on an annual basis, or more frequently if appropriate, and recommend changes as necessary.

- Review the Company's practices and policies with respect to Directors, including tenure and retirement, the size of the Board, the ratio of employee Directors to nonemployee Directors, the meeting frequency of the Board and the structure of Board meetings, and make recommendations to the Board.
- Review the functions, duties and composition of the committees of the Board and compensation for committee members and make recommendations to the Board.
- Conduct a reasonable prior review of, approve and oversee any "transaction" between the Company and any "related person" (as those terms are defined under Item 404 of Regulation S-K) that is required to be disclosed under the rules of the SEC, taking into consideration the nature of the related person's interest in the transaction; the presence of standard prices, rates or charges or terms otherwise consistent with arms-length dealings with unrelated third parties; the materiality of the transaction to each party; the reasons for the Company entering into the transaction with the related person; the potential effect of the transaction on the status of a Director as an independent, outside or disinterested Director or Committee member; and any other factors the Committee may deem relevant.
- Annually review stock ownership of non-employee Directors and executive officers in accordance with the criteria included in the Corporate Governance Principles.
- In concert with the Board, consider practices, priorities, and policies related to significant issues of corporate responsibility, such as political contributions and activities, environmental sustainability, social compliance, and community relationships.
- Recommend processes for annual evaluations of the performance of the Board, each individual Director, the Chairman of the Board, the lead Director, and each committee and its chair and oversee the annual evaluations.
- Establish objectives for the Chief Executive Officer's performance and annually evaluate the performance of the Chief Executive Officer.
- Consider and report to the Board any questions of possible conflicts of interest of Board members and assess and make recommendations to the Board on the independence of the Directors.
- Provide for new director orientation and continuing education for existing Directors on a periodic basis.
- Oversee the maintenance and presentation to the Board of management's plans for succession to senior management positions in the Company.
- Report regularly to the Board.
- Conduct and present to the Board an annual performance evaluation of the Committee.
- At least annually review the adequacy of this charter and recommend any proposed changes to the Board for approval.

III. Composition

The Committee shall consist of at least three members of the Board, including a Chair, appointed by the Board of Directors upon the recommendation of the Committee. The term of each member shall be until the first meeting of Directors following the next annual meeting of stockholders unless such member earlier dies, resigns or is removed by the Board of Directors in its discretion. Each member shall satisfy the independence requirements under applicable law and SEC and New York Stock Exchange rules.

IV. Meetings

The Committee shall hold at least three regularly scheduled meetings annually and such special meetings as it determines appropriate. Any member of the Committee may call a meeting of the Committee upon one day's notice to each other member. Any action of the Committee shall be taken by the affirmative vote of a majority of the members and may be taken without a meeting if all members of the Committee consent in writing. Any member of the Committee who is a related person with respect to a transaction shall be recused from the approval or ratification of such transaction. The Committee may delegate its authority to a subcommittee. The Committee may establish such other procedures to govern its operation as it determines are appropriate.

V. Advisors

The Committee shall have the sole authority to retain and terminate, at the expense of the Company and without Board approval, such search firms used to identify director candidates and such other advisors as it shall consider appropriate including the fees and terms of engagement of such firms.