



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

I. Purpose

The purpose of the Executive Committee of The TJX Companies, Inc. is to assist the Board of Directors in the management of the Company.

II. Duties and Responsibilities

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

- Fill temporary vacancies in the Executive Committee.
- Declare regular quarterly dividends at the same rate as the immediately preceding regular quarterly dividend, as adjusted for stock splits, stock dividends and recapitalizations.
- Adopt certificates of ownership and merger for mergers of subsidiary and parent corporations pursuant to Section 253 of the Delaware General Corporation Law.
- Authorize issuances of stock pursuant to general or specific authorization by the Board of Directors.
- Exercise all other powers and authority of the Board of Directors in the management and affairs of the Company except for the following:
 - Amend the Company's Certificate of Incorporation or Bylaws.
 - Adopt an agreement of merger or consolidation except as set forth above.
 - Recommend to the stockholders the sale, lease or exchange of all or substantially all of the Company's property and assets.
 - Recommend to the stockholders a dissolution of the Company or a revocation of a dissolution.
 - Fill a vacancy on the Board of Directors or any committee of the Board of Directors other than the Executive Committee.
 - Fix compensation of directors for serving on the Board of Directors or any committee thereof.
 - Create any stock option plan or other stock distribution plan.
 - Declare dividends except as set forth above.
 - Authorize the issuance of stock except as set forth above.
 - Take any action required under law or the rules of the Securities and Exchange Commission or of the New York Stock Exchange to be taken by a committee composed solely of independent directors as defined under such law or rules.

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 Corporate Governance Committee. At least two members shall be independent directors in accordance with independence requirements set forth under applicable law and New

York Stock Exchange rules. 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.

IV. Meetings

The Committee shall hold such 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, provided that members who are not independent directors cannot constitute a majority of members for the purpose of taking action, and any action may be taken without a meeting if all members of the Committee consent in writing. 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.