



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

I. Purpose

The purpose of the Executive Compensation Committee of The TJX Companies, Inc. is to:

- Discharge the Board of Directors' responsibilities relating to compensation of the Company's executives and senior Associates;
- Oversee the administration of each of the Company's stock and cash incentive plans, retirement benefit plans and welfare benefit plans, and any related funding arrangements; and
- Prepare the report on executive compensation required by U.S. Securities and Exchange Commission rules to be included in the Company's annual proxy statement.

II. Duties and Responsibilities

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

- Review and approve the structure and philosophy of compensation of the Chief Executive Officer, other executive officers and senior Associates.
- Determine the performance goals and performance criteria under the Company's incentive plans.
- Determine the compensation of the Chief Executive Officer, including awards of stock options, bonuses, and other awards and incentives, based on the evaluation by the Corporate Governance Committee of the Chief Executive Officer's performance and such other factors deemed relevant by the Committee.
- Approve the compensation, including awards of stock options, bonuses, and other awards and incentives, payable to Associates in such categories as are from time to time identified by the Committee.
- Approve the terms of employment of the executive officers of the Company including employment and other agreements with such officers.
- Adopt, amend and terminate and oversee the administration of all of the Company's stock or cash incentive plans, retirement benefit plans, welfare benefit plans, or other compensatory plan or arrangement, and any related funding arrangements and their investment, including, without limitation, the Company's Stock Incentive Plan, Management Incentive Plan, Long Range Performance Incentive Plan, Supplemental Executive Retirement Plan, General Deferred Compensation Plan, Executive Savings Plan, Retirement Plan, General Savings/Profit Sharing Plan, General Savings/Profit Sharing Plan (P.R.), FlexPlus Health Plan, and ZEBA.
- Review and discuss with the Company's executives the Compensation Discussion and Analysis required by the rules of the U.S. Securities and Exchange Commission and recommend to the Board of Directors that the

Compensation Discussion and Analysis be included in the Company's annual proxy statement and Annual Report on Form 10 K.

- Review and assess the adequacy of this Charter and submit any changes to the Board of Directors for approval.
- Perform an annual evaluation of the performance of the Committee.
- Report regularly to the Board of Directors.
- Review such other matters that the Board of Directors or the Committee shall deem appropriate.

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. 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 Securities and Exchange Commission and New York Stock Exchange rules. In addition, each member of the Committee shall qualify as an "outside director" within the meaning of Section 162(m) of the Internal Revenue Code and shall be a "non-employee director" within the meaning of Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

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. The Committee may delegate its authority to a subcommittee or to such other person that the Committee determines is appropriate and is permitted by law. 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 consulting firms as it shall consider appropriate to carry out its duties and responsibilities including determining the fees and terms of engagement of such firms.