



## **Charter of the Finance Committee of the Board of Directors of The TJX Companies, Inc.**

### **I. Purpose**

The purpose of the Finance Committee of The TJX Companies, Inc. is to assist the Board of Directors in fulfilling its oversight responsibilities relating to the Company's financial activities and financial condition.

### **II. Duties and Responsibilities**

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

- Review and make recommendations to the Board with respect to financing plans and strategies; financial condition; capital structure; tax strategies, liabilities and payments; dividends; stock repurchase programs and insurance programs of the Company and its subsidiaries.
- Review investment policies, performance and actuarial status of the Company's pension and other retirement benefit plans.
- Approve the Company's cash investment policies, foreign currency exchange policies and capital investment criteria.
- Approve agreements for borrowing by the Company and its subsidiaries from banks and other financial institutions.
- Review and make recommendations to the Board of Directors with respect to capital expenditures and annual lease commitment budgets for the Company.
- Review performance of the Company's common stock.
- Perform an annual evaluation of the performance of the Committee.
- Review the adequacy of this Charter annually and submit any proposed amendments to the Board of Directors for approval.
- 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.

#### **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. The Committee may establish such other procedures to govern its operation as it determines are appropriate.