



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

I. Purpose

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

- Have direct responsibility for the appointment, compensation, retention and oversight of the Company's independent auditor;
- Assist the Board of Directors in its oversight of (1) the integrity of the Company's financial statements, (2) the adequacy of the Company's system of internal control, (3) compliance with the Company's Code of Conduct and with legal and regulatory requirements, (4) the independent auditor's qualifications and independence, and (5) the performance of the Company's independent auditor and of the internal audit function; and
- Prepare an audit committee report as 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 Audit Committee are as follows:

Selection of Independent Auditor

- Select, retain, approve the compensation of, oversee and, if necessary, replace, the Company's independent auditor, which shall report directly to the Audit Committee.

Oversight of Independent Auditor

- At least annually review and evaluate the performance of the independent auditor including the lead audit partner, taking into account the opinions of management and the Company's internal auditors. The Committee will assure the regular rotation of the lead partner as required by law, and further consider whether there should be regular rotation of the audit firm itself. The Committee shall present its conclusions with respect to the independent auditor to the full Board of Directors.
- Establish policies and procedures for the pre-approval of audit and non-audit services. Pre-approve all auditing services and all permitted non-audit services by the independent public accountant including engagement fees and terms. The Audit Committee may delegate the authority to take such action between meetings to one or more designated members of the Audit Committee, provided that the decisions made by such member or members are presented to the full Audit Committee at its next scheduled meeting.
- Review, evaluate and discuss with the independent auditor annually the written report from the independent auditor concerning any relationships between the independent auditor and the Company and the potential effects of any disclosed relationships on independence.

- At least annually, obtain and review a report by the independent auditor describing: the firm's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (to assess the auditor's independence) all relationships between the independent auditor and the Company. The Committee shall present its conclusions with respect to the independent auditor to the full Board of Directors.
- Establish clear Company hiring policies for employees or former employees of the independent public accountant in accordance with SEC and NYSE rules.

Oversight of Financial Statements

- Discuss with management and the independent auditor their judgments about the quality and appropriateness of and any suggested changes in the Company's accounting principles, the reasonableness of significant judgments and estimates, including descriptions of any significant transactions, the effects of alternative generally accepted accounting principles or methods or new accounting or regulatory pronouncements, off-balance sheet structures and regulatory and accounting initiatives and the clarity of disclosures in the financial statements, including the Company's disclosures of critical accounting policies and other disclosures under Management's Discussion and Analysis of Financial Conditions and Results of Operations. Resolve disagreements, if any, between management and the independent auditor regarding financial reporting.
- Receive and review a report from the independent auditor discussing (1) all critical accounting policies and practices to be used, (2) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor, and (3) other material written communications between the independent auditor and management, such as any management letter or schedule of unadjusted differences.
- Discuss guidelines and policies with respect to risk assessment and risk management, such as those that govern the process by which the CEO and senior management assess and manage the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
- Discuss the Company's earnings press releases, as well as financial information and earnings guidance provided to analysts and rating agencies (i.e., discussion of the types of information to be disclosed and the type of presentation to be made).
- Meet to review and discuss with management and the independent auditor the annual and quarterly financial statements and Management's Discussion and Analysis of Financial Conditions and Results of Operations to be included in the Company's Annual Reports on Form 10-K and Quarterly Reports on Form 10-Q before filing with the SEC. Review with management the remaining portions of the Form 10-K and each Form 10-Q, the proxy statement and the Annual Report to Stockholders before filing with the SEC or distribution.

- Discuss the results of the annual audit and quarterly reviews and any other matters required to be communicated to the Audit Committee by the independent auditor under generally accepted auditing standards, including Auditing Standards No. 16, and review with the independent auditor any audit problems or difficulties encountered in the course of the audit work, including any restrictions on the scope of the independent auditor's activities or on access to requested information and any significant disagreements with management and management's response to any problems or difficulties.
- Review pending legal proceedings and other known contingent liabilities that the Committee believes may have a material effect on the financial statements.

Oversight of the Audit Process

- Evaluate and discuss with the internal auditors and the independent auditor the annual plans for the audit and the internal audit program, including the degree of coordination of the respective plans. Review the audit scope and approach for the independent audit, subsequent changes to the independent audit plan and progress in accomplishing the independent audit plan. Review the scope and approach of the internal audit plan, subsequent changes to the internal audit plan and progress in accomplishing the internal audit plan.
- Instruct the internal auditors and the independent auditor to advise the Committee of any particular areas that require its attention.
- Review with the independent auditor any audit problems or difficulties and management's response.

Oversight of the Company's System of Internal Control

- Review and discuss with management, the internal auditors and the independent auditor the Company's system of internal controls, the recommendations of the independent auditor and the internal auditors for improvements in internal controls and management's responses to the recommendations, and any special audit steps adopted in light of any material control deficiencies. Receive disclosure from the CEO and CFO, prior to giving their required certifications, regarding any significant deficiencies and material weaknesses in the design or operation of internal controls, and any fraud that involves management or other employees who have a significant role in the Company's internal controls.
- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and establish procedures for the confidential, anonymous submissions by associates of the Company regarding questionable accounting or auditing matters.

Oversight of the Company's Compliance and Ethics Programs

- Oversee the Company's compliance and ethics programs including oversight of operations, monitoring, auditing and risk assessment.
- Oversee procedures designed to inform the Board of Directors and the Company's Associates of the content and operation of the Company's compliance and ethics programs.

- Adopt, review and amend codes of conduct and ethics for the Company's Associates and Directors, or recommend to the Company's Board of Directors adoption of or amendments to such codes, as the Committee may deem appropriate.

General

- Report regularly to the Board of Directors.
- Review the adequacy of this Charter annually and submit any proposed amendments to the Board of Directors for approval.
- Conduct and present to the Board an annual evaluation of the performance of the Audit Committee.
- Prepare the report of the Audit Committee for the Company's annual proxy statement as required by SEC rules.
- Review such other matters that the Board of Directors or the Committee shall deem appropriate.
- Each member of the Committee shall be entitled to rely on: (1) the integrity of those persons and organizations within and outside the Company from which it receives information, and (2) the accuracy of the financial and other information provided to the Audit Committee by such persons or organizations, absent actual knowledge to the contrary. In the event of such knowledge, this information shall be reported promptly to the Board of Directors. It is not the responsibility of the Committee to determine whether the Company's financial statements are complete and accurate and in accordance with generally accepted accounting principles, to plan or conduct audits, to conduct investigations, or to assure compliance with laws, regulations, or any internal rules or policies of the Company.
- Meet separately, periodically, with management, with internal auditors and with independent auditors.

III. Composition

The Audit 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 and financial literacy requirements for service on an audit committee under applicable law and SEC and NYSE rules. At least one member shall be an "audit committee financial expert" as defined by SEC rules. No member of the Audit Committee shall serve on the audit committee of more than two other public companies.

IV. Meetings

The Committee shall hold at least nine regularly scheduled meetings annually and such special meetings as it determines appropriate. Any member of the Audit Committee may call a meeting of the Audit Committee upon one day's notice to each other member. The Audit Committee shall meet separately at least quarterly with management, with the internal auditors and with the independent auditor to discuss any matters that the Audit Committee or any of these persons or firms believes should be discussed privately. Any

action of the Audit 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 Audit Committee consent in writing. The Audit Committee may delegate its authority to a subcommittee to the extent the Committee determines such delegation to be appropriate and permitted by applicable law, regulations and listing standards. The Audit Committee may establish such other procedures to govern its operation as it determines are appropriate.

V. Advisors

The Audit Committee shall have the sole authority to retain and terminate, at the expense of the Company and without Board approval, such legal, accounting or other advisors as it shall consider appropriate to carry out its duties and responsibilities of the Audit Committee, including determining the fees and terms of engagement of such advisors.