Director Code of Business Conduct & Ethics

The TJX Companies' stockholders, associates, customers, vendors and other business partners rely on the honesty and integrity of the Company's Board of Directors. To support this trust, TJX's Directors must commit themselves to the following Code of Business Conduct and Ethics for Directors. Directors are also subject to the TJX Global Code of Conduct.

Conflicts of Interest

Directors must avoid conflicts of interest. A conflict of interest occurs when an individual's private interest interferes in any way, or even appears to interfere, with the interests of TJX as a whole. A conflict situation can arise when a Director takes actions or has interests that may make it difficult to perform his or her company work objectively and effectively. Conflicts of interest also arise when a Director, or member of his or her family, receives improper personal benefits as a result of his or her position in the company.

Any questions about a Director's actual or potential conflict of interest with the Company should be brought promptly to the attention of the Corporate Governance Committee, which will review the question and determine an appropriate course of action, including whether consideration or action by the full board is necessary. Directors involved in any conflict or potential conflict shall recuse themselves from any decisions relating thereto.

Corporate Opportunities

A Director must not take for himself or herself personally any opportunity that he or she discovers through the use of Company property or information or because of his or her position at TJX. A Director cannot use Company property or information or his or her position at TJX for personal gain. A Director is prohibited from competing with TJX. Directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

Confidentiality

Directors should maintain the confidentiality of information entrusted to them by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Confidential information acquired in the course of one's directorship shall not be used for personal advantage.

Fair Dealing

Directors shall deal fairly with the Company's customers, suppliers, competitors and employees. No Director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

Protection and Proper Use of Company Assets

All Directors shall protect the Company's assets and ensure that they are used efficiently. Theft, carelessness and waste have a direct impact on the Company's profitability. All Company assets are to be used for legitimate business purposes.

Compliance with Laws, Rules and Regulations

The Company requires strict compliance by its Directors with applicable laws, rules and regulations, including insider trading laws. TJX prohibits its Directors from trading, either personally or on behalf of others, in securities on the basis of material non-public information. TJX also prohibits Directors from communicating material, non-public information to others so they may trade in securities on the basis of that information.

Reporting Illegal or Unethical Behavior

Directors should communicate any suspected violations of laws, rules, regulations or this Code to the Chair of the Corporate Governance Committee or the Chairman of the Board of Directors. The Company will not allow retaliation for any such reports that are made in good faith.

Waiver and Amendment

Any waiver or amendment of this Code may be made by the Corporate Governance Committee and must be promptly disclosed to the Company's shareholders through a website posting or by filing a Current Report on Form 8-K with the U.S. Securities and Exchange Commission within four business days of the waiver or amendment.