

**DOLLAR TREE, INC.**  
**COMPENSATION COMMITTEE CHARTER**

**I. Purpose of the Compensation Committee**

The purpose of the Dollar Tree, Inc. (the “Company”) Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in its oversight of the Company’s executive compensation structure, including salary, incentives and benefits, in order to attract and retain key personnel.

**II. Composition of the Compensation Committee**

The Committee will consist of at least three directors, each of whom shall qualify as a “non-employee director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 (the “Exchange Act”), and shall meet the independence requirements of the Nasdaq Stock Market’s listing standards (collectively, the “Independence Requirements”). Any action taken by the Committee during a period in which one or more of the members subsequently is determined to have failed to meet the Independence Requirements shall nevertheless constitute duly authorized actions of the Committee and shall be valid and effective for all purposes, except to the extent required by law or determined appropriate by the Committee to satisfy regulatory standards. Committee members and the Chairperson are appointed by the Board based on recommendations from the Nominating and Governance Committee.

**III. Number and Nature of Meeting**

The Committee will formally meet at least twice annually. Committee members may participate in Committee meetings in person, via telephone or video conference. Action also may be taken by the Committee without a meeting if a written consent setting forth the action is signed by all of the Committee members either before or after such action. The Company’s Executive Chairman (if any) and Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

In accordance with the Corporate Governance Guidelines, the Committee will meet periodically in executive session without management or non-independent directors.

**IV. Authority**

The Committee will have the authority, to the extent it deems necessary and appropriate, to retain or obtain the advice of a compensation consultant, legal counsel and/or other adviser. The Committee may select, or receive advice from such advisers only after taking into consideration the six independence factors set forth in the Nasdaq Stock Market’s listing standards and Rule 10C-1 of the Exchange Act and assessing the independence of such advisers. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall not be required to implement or act consistently with the advice or recommendations of any

compensation adviser, but rather shall retain the ability and obligation to exercise its own independent judgment in fulfillment of its duties. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisers.

The Committee may delegate such of its authority to any one or more of its members or to management selected by it, to the extent it deems desirable and appropriate, except as may be limited by applicable law or Nasdaq rule. The Committee may revoke any such delegation at any time.

The Committee will make regular reports to the Board. The Committee will review and reassess the adequacy of its Charter annually and recommend any proposed changes to the Board for approval. The Committee shall annually review the Committee's own performance.

## **V. Duties and Responsibilities**

The Committee's primary duties and responsibilities are to:

- Review and approve the compensation philosophy, structure and policies for the compensation of the Executive Chair (if any), the Chief Executive Officer and the executive direct reports of the Chief Executive Officer (collectively, the "Executive Officers");
- Review annually and approve the benefits and compensation, including incentive compensation and equity-based plans and arrangements, and new compensatory plans and agreements, for the Executive Officers and adopt, amend, and terminate such plans, agreements and arrangements;
- Review annually and approve the performance goals of the Executive Officers, evaluate performance in light of such goals, and propose to the independent members of the Board appropriate compensation for the Executive Chairman (if any) and Chief Executive Officer and approve appropriate compensation for other Executive Officers based on attainment of such goals;
- Grant awards under the Company's equity-based incentive plans;
- Review and approve a group of peer companies to be used by the Committee for executive compensation benchmarking;
- Review the benefits and compensation, including deferred compensation plans and programs, for the independent members of the Board and recommend any changes to the Board for approval;
- Approve and retain independent compensation consultants to advise the Committee when appropriate;
- Review the succession planning process and talent development plans for the Executive Officers;
- Review the Company's initiatives regarding hiring, retention,

human capital management and other related initiatives for key personnel;

- Review the Company’s incentive compensation policies and practices to assess whether such policies and practices are likely to encourage excessive risk-taking or reasonably likely to have a material adverse effect on the Company;
- Review and approve the report required by the rules of the Securities and Exchange Commission to be included in the Company’s annual proxy statement;
- Review the Compensation Discussion and Analysis (the “CD&A”) and determine whether to recommend to the Board that the CD&A be included in the Company’s annual proxy statement or Form 10-K, as applicable;
- Review the results of any non-binding shareholder Say-on-Pay votes, and determine whether any modifications to the Company’s executive compensation program are necessary based on such results;
- Review the Executive Officers’ compliance with the Company’s stock ownership policy;
- Review the Company’s clawback policy and recommend any proposed changes to the Board for approval; and
- Make determinations with respect to the amounts and methods of recoupment of incentive-based compensation paid to any executive officer covered by the Company’s clawback policy and propose to the independent members of the Board appropriate amounts and methods of recoupment of incentive-based compensation paid to the Executive Chairman (if any) and Chief Executive Officer pursuant to the Company’s clawback policy.