

DOLLAR TREE, INC.
NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Purpose of the Nominating and Governance Committee

The purpose of the Dollar Tree, Inc. (the “Company”) Nominating and Governance Committee (the “Committee”) is to advise the Board of Directors (the “Board”) on the composition, organization and effectiveness of the Board and its committees and on other issues relating to the Company’s corporate governance. The Committee’s primary duties and responsibilities are to:

- recommend candidates to be nominated by the Board, including the re-nomination of any currently serving director, to be placed on the ballot for shareholders to consider at the annual shareholders’ meeting;
- if the Chairman of the Board is not independent, recommend an independent director to be considered by the Board to be appointed as Lead Director;
- recommend nominees to be appointed by the Board to fill interim director vacancies;
- review periodically the membership and Chair of each committee of the Board and recommend committee assignments to the Board, including rotation or reassignment of any Chair or committee member;
- monitor significant developments in regulations and best practices concerning corporate governance and the duties and responsibilities of each director;
- lead the Board in its annual performance evaluation;
- evaluate and administer the Corporate Governance Guidelines of the Company and recommend changes to the Board;
- review the Company’s governance structure;
- review annually, in collaboration with the Compensation Committee, the directors’ stock ownership levels to ensure compliance with the Company’s director target ownership policy; and
- monitor annually the education of Board members on matters related to their service on the Board.

The Committee shall also advise the Board on its composition, diversity, committees, structure, practices and self-evaluation.

II. Composition of the Committee

The Committee will have a minimum of three directors, including a Chairperson appointed by the Board. All of the members of the Committee shall meet the independence requirements of the Nasdaq Stock Market, as determined by the Board.

Each member should be able to adequately perform the Committee’s duties and responsibilities as outlined above and be knowledgeable of the Company’s business.

The members of the Committee shall be appointed by the Board based on the recommendation of the Committee. Should any vacancies occur on the Committee, the

Chairperson of the Committee shall recommend a replacement to the Board. The Board may remove a Committee member from the membership of any Committee at any time with or without cause.

III. Number and Nature of Meetings

The Committee will strive to effectively use valuable meeting time through appropriate planning by the Chairperson, establishment of a focused agenda and advance distribution of relevant materials/information.

The Committee will meet at least four (4) times per year and at such other times as may be requested by its Chairperson. Committee members may participate in Committee meetings in person or via telephone or videoconference.

The Chairperson will report from time to time to the Board on Committee actions and on the fulfillment of the Committee's duties under its Charter. The Chairperson shall designate a person to keep minutes of all Committee meetings except for executive sessions, which will be made available to all Board members upon their request.

IV. Authority

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent outside advisors, including outside counsel, search firms, consultants and other advisors. The Company shall provide for appropriate funding for such advisors.

The Committee may form and delegate authority to subcommittees consisting of two or more members when appropriate, provided that decisions of such subcommittee shall be presented to the full Committee at its next scheduled meeting.

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

V. Nominating Duties & Responsibilities

The Committee's primary nominating duties and responsibilities are to make recommendations to the Board regarding:

- the number of standing and temporary committees and the duties and responsibilities of those committees;
- the size, composition and diversity of the Board and its standing committees;
- procedures for the nomination process;
- candidates for election (including re-election) to the Board, in consideration of the qualifications and criteria set forth in the Corporate Governance Guidelines;
- consideration of director candidates recommended by shareholders;
- members of the Board's standing committees;

- Chairpersons for each of the Board’s standing committees;
- director expense reimbursement policies; and
- equity ownership guidelines for Board members.

The Committee will evaluate overall Board effectiveness on an annual basis and report to the Board on this subject. The Committee will also perform such other duties as shall from time to time be delegated to it by the Board.

VI. Governance Duties & Responsibilities

The Committee’s primary governance duties and responsibilities are to:

- annually identify and recommend to the full Board an independent director to serve as Lead Director (in the event the Chairman of the Board is not independent), who may be any member of the Committee or any other independent member of the Board;
- annually review the independence of the Board members and make recommendations to the full Board based on applicable law, the listing standards of The Nasdaq Stock Market and other relevant facts and circumstances.
- in the event a director fails to receive more than 50% of the votes cast by shareholders in an uncontested election, recommend to the Board whether it should accept the director’s resignation;
- review all direct or indirect transactions or proposed transactions with (a) any director or executive officer (excluding any compensation arrangement for the services of a director or executive officer) or (b) any person in which any director or executive officer of the Company has an interest;
- review and resolve requests for waivers from directors of any provision of the Company’s Code of Conduct;
- monitor current developments in regulations and best practices affecting corporate governance, with the assistance of the Chief Legal Officer, including Nasdaq listing standards and Securities and Exchange Commission regulations, and make recommendations to the Board on all matters of corporate governance;
- review and assess the adequacy of the Corporate Governance Guidelines of the Company and recommend any proposed changes to the Board for approval;
- interpret the Corporate Governance Guidelines as needed;
- conduct an annual performance self-evaluation of the corporate governance and nominating functions of the Committee;
- establish criteria and processes for, and lead the Board in, the Board’s annual performance self-evaluation;
- conduct an annual review of each of the directors on the Board;
- review requests of any executive officer or director to serve on the board of directors of any other publicly-traded company;
- annually review the Company’s Insider Trading Policy and Code of Ethics;
- oversee and review the Shareholder Engagement Policy and report and recommend any proposed changes to such policy to the Board for approval, monitor the process for shareholders to communicate with the Board, and assess and recommend action on any matters raised in such communications relating to governance topics;

- review and recommend to the Board responses to shareholder proposals affecting corporate governance that have been properly proposed for voting at the annual shareholders meeting; and
- review and oversee the governance structure of the Company and other facets of the Company's corporate governance, including, among other items, the structure of the Board, provisions of the Company's articles of incorporation and bylaws, arrangements containing provisions that become operative in the event of a change in control of the Company and other documents, policies and procedures in the governance framework.