

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. The Committee’s primary duties and responsibilities include:

- Approving the compensation arrangements for the Company’s Chief Executive Officer and Executive Chairman of the Board and making recommendations regarding these arrangements to the independent members of the Board for approval;
- Approving the compensation arrangements for the executive direct reports of the Chief Executive Officer;
- Undertaking studies and approving the Company’s compensation structure and policies;
- Overseeing the Company’s strategies, policies and key metrics with respect to diversity, equity and inclusion and human capital management, talent development and retention of key personnel;
- Administering the Company’s compensation plans for the Executive Chair, the Chief Executive Officer and the executive direct reports of the Chief Executive Officer (the “Executive Officers”) and the Employee Stock Purchase Plan;
- Approving awards under the Company’s equity-based compensation arrangements;
- Approving the design and payouts under the Company’s incentive plans for Executive Officers;
- Reviewing and overseeing the Company’s clawback policy for recoupment of paid compensation;
- Reviewing the compensation of the independent members of the Board for service on the Board and its committees and recommending any changes to the Board for approval;
- Reviewing annually the Executive Officers’ stock ownership levels to ensure compliance with the Company’s executive target ownership policy; and
- Fulfilling any other responsibilities set forth in this Charter.

The Committee will approve the report required by the rules of the Securities and Exchange Commission (“Commission”) to be included in the Company’s annual proxy statement.

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. The Company’s Executive Chairman and Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

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 Rule 10C-1 under the Exchange Act and shall evaluate whether any compensation consultant has any conflict of interest in accordance with Commission regulations. 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.

V. Roles and Responsibilities

To fulfill its responsibilities and duties, the Committee shall, alone or in conjunction with management:

- Review succession planning process and talent development plans;
- Review annually and approve the performance goals of the Executive Officers and evaluate performance in light of goals, and propose to the independent members of the Board appropriate compensation for the Executive Chairman and Chief Executive Officer and approve appropriate compensation for other Executive Officers based on attainment of such goals;
- Review annually and approve benefits and compensation, including incentive compensation and equity-based plans and arrangements, and new compensatory plans and agreements, for all Executive Officers, and adopt, amend, and terminate such plans, agreements and arrangements;
- Grant awards under the Company's equity-based incentive plans;
- Approve and retain independent compensation consultants to advise the Committee when appropriate;
- 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 Company's incentive compensation plans, policies and practices to ensure that they do not encourage excessive risk-taking and are not reasonably likely to have a material adverse effect on the Company;
- Review at least semi-annually the Company's initiatives regarding diversity, equity and inclusion as they relate to human capital management and other related initiatives for key personnel;
- Recommend to the Board director and committee compensation policies, programs and plans (including equity);
- Submit its Compensation Committee Report on executive compensation to the Board for inclusion in the Company's annual proxy statement;
- Review annually 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 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 the Executive Officers pursuant to 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 and Chief Executive Officer pursuant to the Company's clawback policy.