DOLLAR TREE, INC.
CORPORATE GOVERNANCE GUIDELINES

(Effective March 18, 2026)

1. PURPOSE:

The Board of Directors (the "Board") has adopted these Corporate Governance Guidelines (the "Guidelines") to, along with the charters of the Board committees, provide the framework for the governance of Dollar Tree, Inc. (the "Company"). The Board's Nominating and Governance Committee is responsible for overseeing and reviewing the Guidelines and reporting and recommending to the Board any changes to the Guidelines. These guidelines shall be posted on the Company's website and accessible to all investors.

2. BOARD COMPOSITION:

2.1 Independence

A majority of the members of the Board shall meet the criteria for independence ("Independence Standards") as required by any applicable law and the listing standards of The Nasdaq Stock Market ("Nasdaq"). In the event that a director has a business or other relationship with the Company, the Board shall make its determination whether such director is independent based on the Independence Standards and other relevant facts and circumstances.

The Company shall disclose in its proxy statement (i) the Independence Standards; (ii) a statement whether each director meets the Independence Standards; and (iii) determination by the Board that a director with any compensation, business or other relationship with the Company is in fact deemed by the Board to be independent and the basis for that determination.

2.2 Disclosure of Relationships

It shall be the responsibility of each director and prospective director to disclose to the Board any relationship that could impair his or her independence or any conflict of interest with the Company. Relationships that should be disclosed may include, among others, affiliations of a director or prospective director or an immediate family member (defined as a person's spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such person's home) of a director or prospective director with a:

- customer, supplier, distributor, dealer, reseller or other channel partner of the Company;
- lender, outside legal counsel, investment banker or consultant of the Company;
- charitable or not-for-profit institution that has received or receives significant donations from the Company; or

- competitor or other person having an interest adverse to the Company.

Each director shall complete an annual questionnaire providing information necessary for the Company to assist the Board in reconfirming each director's independence and making any required disclosures in the Company's proxy statement.

2.3 Chairman/Vice Chairman/Lead Independent Director

The Board shall annually consider the Board's leadership structure and elect a Chairman and a Vice Chairman, each of whom may be an independent director, an employee, or other non-independent director. The Chairman and the Vice Chairman each shall have the duties assigned by the Company's By-laws or, from time to time, by the Board.

In the event the Chairman is not an independent director, the independent directors of the Board shall annually elect a Lead Independent Director who shall be an independent director. The Lead Independent Director shall, among other duties determined by the Board:

- confer regularly with the Chief Executive Officer (the "CEO"), the Chairman and the Vice Chairman,

- in conjunction with the Chairman and the Vice Chairman, support a strong Board culture and encourage director participation by fostering an environment of open dialogue and constructive feedback among the directors while facilitating communication across Board committees and among the Chairman, the Vice Chairman, the CEO, Board, and Board committees (including the Chairs of Board committees),

- communicate feedback from the Board regarding the performance of the CEO,

- in the absence or inability to act of the Chairman and Vice Chairman, or if designated by the Vice Chairman in accordance with the By-laws, preside at meetings of the stockholders and of the Board in accordance with the By-laws.

- set the agenda for and preside over executive sessions of solely independent directors, and shall have the power to call meetings of the independent directors, with the expectation that the Lead Independent Director will also coordinate feedback and follow-up as appropriate with the Chairman, the Vice Chairman and CEO, the chairpersons of relevant Board committees and other directors, as appropriate, concerning matters discussed among the independent directors,

- advise the Chairman, the Vice Chairman and CEO as to the Board's information needs and work with the Chairman, the Vice Chairman and CEO as needed to coordinate and provide direction, feedback, changes and input regarding Board meeting agendas, schedules and materials in order to support Board deliberations and enable sufficient time for discussion of all agenda items,

- in conjunction with the Chairman and the Vice Chairman, set the agenda for meetings of the Board, advise as to the Board's information needs and work with the Chairman, the Vice Chairman and CEO to coordinate and provide direction, feedback, changes, input and approval as to materials sent to the Board and meeting schedules to assure there is sufficient time for discussion of all Board agenda items,

- assist the CEO, the Chairman and the Vice Chairman with issues that concern the Board,

- be well-informed about the senior management of the Company and the plans for their succession, and

- if requested by major shareholders, be available, consistent with the Shareholder Engagement Policy set forth in Section 16.1 below, for consultation and direct communication with shareholders when appropriate.

3. NOMINATION OF DIRECTORS:

3.1 Role of the Nominating and Governance Committee

The Nominating and Governance Committee is responsible for recommending to the whole Board nominees for election to the Board. In accordance with the Company's By-Laws, nominees recommended by the Committee for election to the Board may be elected by the Board to fill a vacancy or may be recommended by the Board for election by the shareholders.

3.2 Qualifications of Directors

In evaluating candidates for election to the Board, the Nominating and Governance Committee shall take into account the qualifications of the individual candidate as well as the composition of the Board as a whole.

Among other things, the Committee shall consider:

- the candidate's ability to help the Board create shareholder wealth;

- the candidate's ability to represent the interests of shareholders;

- the personal qualities of leadership, character, and business judgment of the candidate;

- the need of the Board for directors having relevant knowledge and a diversity of experiences, including in areas such as operations, finance, accounting, technology, marketing, merchandise, human capital management and talent development;

- whether the candidate is a significant shareholder of the Company; and

- whether the candidate is free of conflicts and has the time required for preparation, participation and attendance at meetings.

The Committee shall, in making a recommendation regarding the reelection of an existing member of the Board, consider the director's tenure and make an assessment of the director's past contributions and effectiveness as a Board member and his or her ability to continue to provide future value to the Board.

The Board does not believe it should formally limit the number of terms for which an individual may serve as a director at the outset of a director appointment or establish a retirement age. Directors who have served on the Board for an extended period of time or who have reached a certain age are able to provide valuable insight into the operations and future of the Company and matters of board oversight based on their experience with and understanding of the Company's history, policies, and objectives. The Board believes that, as an alternative to term limits or a retirement age, it can ensure that the Board continues to evolve and adopt new viewpoints through the director evaluation and nomination process.

The Board's approach to director tenure is further discussed under Section 6.1 below. Any director appointed to the Board by the Board to fill a vacancy shall stand for election at the Company's next Annual Meeting in compliance with the Company's articles of incorporation.

3.3 Board Statement on Diversity of Perspectives and Experiences

The Board believes that the strategic business interests of the Company are best served when Board members are able to offer a diverse set of perspectives and individual life experiences, including with respect to geographic location, employment history, and experience in areas such as operations, finance, accounting, technology, marketing, merchandise, human capital management and talent development. The Nominating and Governance Committee endeavors to seek qualified candidates who offer such perspectives and experience, regardless of race, sex, or other protected characteristic. The Board and the Nominating and Governance Committee shall not have diversity quotas or make decisions based on race, sex or other protected characteristics.

3.4 Service on Other Boards

The Board does not believe that its members should be prohibited from serving on boards of other organizations. However, the Nominating and Governance Committee will consider the commitments of a director or candidate to other board memberships in assessing the individual's suitability for election or reelection to the Board, and will take into account the nature of, and time involved in, a director's service on other boards and/or committees in evaluating the suitability of individual director candidates and current directors.

As a general rule, the Nominating and Governance Committee will not recommend the election or reelection of an individual who (a) serves on more than four public company boards, other than the Company or (b) serves as the chief executive officer of a public company and serves on more than two public company boards, other than the Company.

Notwithstanding, a director who desires to serve on an additional public company board shall notify the Nominating and Governance Committee before accepting the appointment to that board and provide information reasonably requested by the Nominating and Governance Committee in

order to enable it to determine that the additional directorship does not impair the director's independence or the director's ability to effectively perform his or her duties as a director. The Chief Legal Officer will report to the Nominating and Governance Committee his or her advice as to whether the appointment may impair the director's independence or raise other legal issues.

Nothing in this Section 3.4 shall be interpreted to prevent any director from standing for election or reelection to the Board or the Company's shareholders from electing or reelecting any director to the Board.

3.5 Director Questionnaires and Stockholder Proposals

The written questionnaire required to be submitted by each director nominee nominated by a stockholder pursuant to the By-laws will be substantially equivalent to the annual questionnaire required of the Company's directors and will be narrowly tailored to provide information necessary for the Company to assist the Board in confirming a director's independence and making any required disclosures in the Company's proxy statement and annual report. The questionnaire for director nominees will not be materially more burdensome to complete than the annual questionnaire required of the Company's directors.

After delivering a notice of nomination or proposal of business for any meeting of stockholders, any stockholder may request that the Company promptly review such notice and advise the stockholder if it is aware of any reason why the submitted notice is defective or otherwise not in compliance with the requirements of the By-laws and whether the Company plans to disregard the stockholder's notice based on the facts known to the Company at the time.

4. SIZE:

The size of the Board shall be fixed from time to time as determined by the Board in accordance with the Company's Articles of Incorporation or By-laws. It is the sense of the Board that, given the Company's size and the need for diversity of Board experience, a Board consisting of approximately ten (10) to twelve (12) directors is generally appropriate for the Company's needs, although the size of the Board shall be assessed regularly in light of the Company's needs. The Board can increase or decrease the number of directors within the limits required by Virginia law to accommodate the best interests of the Company and its shareholders.

5. DIRECTOR COMPENSATION REVIEW:

The Compensation Committee will review the director compensation program periodically and recommend any changes to the Board for approval. The Committee will seek, among other factors, a compensation program that aligns the Board with the long-term interests of the Company's shareholders, compensates directors fairly for their work and promotes ownership by the directors of Company stock. The Committee will obtain advice on competitive compensation practices and may retain an outside consultant for this purpose.

6. DIRECTOR TENURE:

6.1 Number of Terms

While the Board has not established a fixed number of years for a director, the Nominating and Governance Committee shall consider a director's tenure in making a recommendation to the Board whether or not a director shall be nominated for reelection to another term. In particular, the Committee shall consider factors such as the director's continued productivity, the value to the Company of retaining an experienced director and the disruption to board effectiveness that can result from changes of board personnel that are too frequent or extensive.

The Board has adopted a waterfall strategy to address director refreshment and tenure. The waterfall strategy seeks to balance the need for fresh perspectives and additional relevant skillsets with the institutional and industry knowledge of seasoned directors. Each year, as the Board's newer members continue to gain needed experience, the Board will consider Board refreshment and director departures. The Board's goal is to achieve a relatively balanced mix of shorter, medium, and longer tenured directors. The Board believes this is best achieved by an annual evaluative process rather than tenure limits or a mandatory retirement age. The Board also believes that there should be succession plans in place for key Board leadership positions.

6.2 Director Resignation Policy

In order for any individual to be nominated by the Board to serve as a director in an uncontested election, such individual must submit an irrevocable resignation which shall be contingent on (i) such individual failing to receive a majority of the votes cast in the election in accordance with Article III, Section 3(a) of the Company's By-Laws, and (ii) acceptance of such resignation by the Board in accordance with the following guidelines:

Any director nominee described above shall have his or her resignation considered by the Nominating and Governance Committee. Such Committee will recommend to the entire Board the appropriate action to be taken with respect to the voting results, which may include:

- accepting the resignation;
- maintaining the director and addressing the underlying cause(s) of the votes against the director, as determined by the Committee;
- resolving that the director will not be nominated in the future for election; or
- rejecting the resignation.

The Nominating and Governance Committee shall consider all of the factors that it considers relevant including, without limitation:

- the reasons why shareholders voted against the election of such director;
- whether such reasons can be addressed by the Board without removal of such director;

- the qualifications of such director;
- the director's contributions to the Company; and
- the availability of other qualified candidates for director.

The Board will act on the recommendation of the Committee within 90 days following certification of the shareholder vote. The Company will promptly file a Current Report on Form 8-K with the U.S. Securities and Exchange Commission describing the Board's decision.

7. DIRECTOR RESPONSIBILITIES:

7.1 General

It is the responsibility of the directors to exercise their business judgment and act in the best interest of the Company and its shareholders. Directors must act ethically at all times and adhere to the applicable provisions of the Company's Code of Conduct.

7.2 Trading in Company Securities

The directors shall adhere to the Company's policy on trading in securities of the Company and to specific guidance provided by the Corporate Secretary as to periods when directors should refrain from trading in the Company's securities. The Insider Trading Policy strictly prohibits directors from engaging in or trading any publicly-traded puts, calls or other derivative instruments involving the Company's securities, as well as holding Dollar Tree stock in a margin account.

7.3 Conflicts of Interest

In the event that any executive officer of the Company has a conflict of interest or seeks a waiver of any other provision of the Code of Conduct for which a waiver may be obtained, the officer shall notify the Corporate Secretary, who shall arrange for the Nominating and Governance Committee and the Board to consider the request. The waiver shall be granted only if approved by the Nominating and Governance Committee and the Board.

Because of the business or other relationships that a director may have outside of the Company, it is possible that an actual or potential conflict of interest may develop as a result of actions contemplated by the Company or another person. In the event a director has an actual or potential conflict of interest with respect to a matter involving the Company, the director shall inform the Chair of the Nominating and Governance Committee, with a copy to the Company's Chief Legal Officer. Directors must disclose to other directors any potential conflicts of interest they may have with respect to any matter under discussion and, if appropriate, refrain from voting on a matter in which they may have a conflict.

7.4 Annual Governance Review

At least annually, the Board shall review the governance structure of the Company, including any provisions of its charter and By-laws affecting governance, other arrangements containing provisions that become operative in the event of a change in control of the Company, governance

practices and the composition of the Company's shareholder base. In conducting its review, the Board shall include shareholder input to the extent received as an important consideration.

7.5 Director Stock Ownership Guidelines

Within five (5) years after he or she is first elected to the Board (or three (3) years following any increase to this ownership requirement), each director should hold Dollar Tree stock worth no less than five (5) times the annual cash retainer paid to directors (exclusive of any additional amounts paid to the Chairman, Lead Independent Director or the Chair of any committee). Stock or stock units beneficially owned by the director, for which beneficial ownership is not disclaimed, including stock or stock units held in the Director Deferred Compensation Plan, shall be taken into account, but unexercised stock options shall not be taken into account.

7.6 Other Responsibilities

Directors shall maintain the confidentiality of the proceedings and deliberations of the Board and its committees, including as to any materials and information received in connection with service on the Board or otherwise, as well as abide by the provisions regarding treatment of confidential and proprietary information in the Company's Code of Business Conduct. Directors are expected to remain sufficiently familiar with the business of the Company to facilitate active and effective participation in the deliberations of the Board and committees on which they sit.

8. ATTENDANCE AND MEETING MATERIALS:

Directors are expected to attend Board meetings and Committee meetings on which they serve in order to best fulfill their responsibilities. Meeting materials will be provided to the Board prior to a scheduled meeting. Directors are responsible for reviewing these materials in advance of the meetings.

The Company shall provide each director with access to all current and historical Board and Board committee materials, including but not limited to all notices, minutes, resolutions, consents, documents, communications and other materials and information provided or made available to directors in connection with Board and Board committee meetings. Upon joining the Board, each new Board member shall be provided with access credentials to the Board's electronic materials portal, which portal shall include all current and historical Board and Board committee materials.

9. DIRECTOR ORIENTATION:

Upon initial election, the Company will present a director with orientation and reference materials to familiarize them with the Company's senior management and independent auditor, Code of Business Conduct, insider trading policy, and other compliance programs. In addition, the Board will encourage the Corporate Secretary and members of his or her office to attend director education programs or other programs as needed to stay informed of trends and changes in corporate governance.

10. BOARD COMMITTEES:

10.1 Committee Designation and Composition

The Board currently has an Audit Committee, a Nominating and Governance Committee, a Compensation Committee, a Finance Committee, and a Sustainability and Corporate Social Responsibility Committee (the "Committees"). All members of the Committees shall meet the applicable independence requirements as defined by Nasdaq, the Securities Exchange Act of 1934 and the rules and regulations promulgated thereunder.

The Board may establish or maintain additional committees as necessary or appropriate. Committee meetings should be scheduled for non-overlapping times to enable and facilitate attendance by Committee members and discretionary attendance by members of the Board.

Each Committee will conduct executive sessions not less than twice a year.

Committee members serve one-year terms and are appointed by the Board upon recommendation of the Nominating and Governance Committee.

10.2 Committee Compensation

The Board, upon the recommendation of the Nominating and Governance Committee, shall fix the compensation of each committee member and may provide different compensation for members and chairs of the various committees.

11. AUDIT COMMITTEE:

All members of the Audit Committee shall meet the independence requirements of Nasdaq and the SEC and financial literacy requirements of the Nasdaq, as provided in the Audit Committee Charter. Among other things, these rules require that Audit Committee members must not accept any consulting, advisory, or other compensatory fee from the Company other than for board service. It is the objective of the Board that at least one member of the Audit Committee at any time shall qualify as an "audit committee financial expert" as defined by the rules and regulations of the SEC.

12. BOARD MEETINGS AND AGENDAS:

The Board shall be responsible for an annual review of strategy, financial and capital plans, along with quarterly updates on the performance and plans of the Company's business, as well as matters on which the Board is legally required to act. The CEO will propose for the Board's consideration other key issues to be discussed during the course of the upcoming fiscal year. Board members are encouraged to submit their ideas to the Chairman in advance of the meeting. Based upon this input, the Chairman will, in conjunction with the Vice Chairman and the Lead Independent Director (if the Chairman is not independent), establish a schedule of agenda items for the year. The Corporate Secretary will publish the agenda and distribute materials in advance of each Board meeting. Each Board member may suggest the inclusion of items on the agenda at any time.

The agendas and meeting minutes of the Committees will be shared with the full Board. The Chairman of each Committee, with the support of members of management, will develop the

Committee meeting agendas taking into account the views of the Committee members.

The Company shall make available senior managers and other employees of the Company in order to better acquaint individual directors with the Company's business.

13. MANAGEMENT ATTENDANCE:

The Board welcomes the regular attendance of senior officers of the Company at Board meetings to provide insight and updates into items being addressed by the Board, to provide high potential managers exposure to the Board and to inform the Board about the Company's business. The Board or CEO may invite other members of management as it deems appropriate.

14. EVALUATIONS AND SUCCESSION PLANNING:

The Compensation Committee will conduct an annual review of the CEO's performance, as set forth in its charter. The Board of Directors will review the Compensation Committee's report in order to ensure that the CEO is providing the best leadership for the Company in the long-and short-term.

The Compensation Committee should make an annual report to the Board on succession planning to ensure management continuity. The CEO should make available his or her recommendations and evaluations of potential successors, along with a review of any development plans recommended for such individuals.

15. ANNUAL BOARD ASSESSMENT:

Self-assessment of the performance of the Board will be conducted on an annual basis and will be led by the Nominating and Governance Committee. These assessments will focus on the Board's contributions to the Company and will include a review of any areas the Board believes it could improve upon. Periodically, the Committee may seek input and advice from an independent governance consultant as part of its assessment process.

The Nominating and Governance Committee will also conduct an annual review of each of the directors on the Board to assist it in determining the proper composition of the Board and each of the committees. The Nominating and Governance Committee will consider for each director, his or her: attendance at Board and committee meetings; preparation for Board meetings; participation in Board discussions; experiences that are relevant to the director's service on the Board and committees; knowledge in areas relevant to the Company's business; contributions to the Board's decision-making process, and such other items that the Committee believes may be useful in determining such director's qualifications and fulfillment of responsibilities.

16. BOARD INTERACTION WITH SHAREHOLDERS, EMPLOYEES AND OTHERS:

16.1 Shareholder Engagement Policy of Dollar Tree, Inc.

16.1.1 ***Management's Responsibility***. The Chairman, the CEO, Chief Financial Officer ("CFO") and the Investor Relations Department are primarily responsible for the Company's communications and engagement with shareholders and the investment community, and they meet frequently with investor representatives to discuss strategy and financial and business performance as well as other items of importance to shareholders. From time to time, the Chairman, the CEO or the CFO may authorize a limited number of spokespersons to communicate to the media or the investor community about the Company and/or its financial results and its strategic plans, consistent with the requirements of applicable law (including SEC Regulation FD), stock exchange rules and any disclosure policy adopted by the Company ("Disclosure Policy").

The Chairman, Corporate Secretary, Chief Legal Officer and Chief Sustainability and Corporate Affairs Officer serve as liaisons with our shareholders on environmental, social and governance matters. The Board and management have authorized these positions to provide a more direct channel for communications with shareholders, to ensure an open dialogue on an ongoing basis and to promote increased understanding of industry standards for best practices in corporate governance as they evolve.

16.1.2 ***Board's Responsibility***. The Board is ultimately responsible for the supervision of the discharge by management of its shareholder communication and engagement responsibilities. Management is responsible for reporting to the Board material shareholder comments and feedback it receives.

The Board believes that in appropriate cases, Board-level participation in dialogue with shareholders on matters of significance to understand shareholders' views can be an effective means of promoting mutual understanding and enabling the Board to be informed as to shareholder perspectives. The CEO and Chairman of the Board are expected to engage with Shareholders. When the Chair is not an independent director, the Board expects that the Lead Independent Director will generally be the primary independent director who would participate in such discussions as contemplated by these Guidelines, with the understanding that on certain matters, the Chairs of relevant Board Committees or in certain cases other directors may also be asked by the Chairman, the Vice Chairman, Lead Independent Director or the Board to participate. Accordingly, directors may also from time to time participate in an organized and coordinated manner with management in one-on-one meetings or investor events to elicit shareholder views.

Shareholders may direct a request for a meeting with independent directors to the attention of the Corporate Secretary who will notify and consult with the Chairman or Lead Independent Director (if the Chairman is not independent) , having regard to the Company's Disclosure Policy. The request should:

- Explain whether the person(s) making the request is (are) a shareholder or a representative of the Company's shareholders and the level of shareholdings held or represented;

- Identify the persons wishing to attend the meeting;
- Provide a description of the topics to be discussed; and
- Describe any intention or arrangements for communicating the nature and results of the meeting to other persons, recognizing that private, constructive dialogues are most conducive to productive discussion.

The Board has the right to decline requests for any meetings requested by shareholders for any reason it deems appropriate, including where the proposed topics are not appropriate and in order to limit the number of such meeting requests to a reasonable level and prioritize acceptances based on the interests of all shareholders.

Where a meeting request is granted, the Chairman or Lead Independent Director (if the Chairman is not independent) will directly contact the person(s) making the request to confirm arrangements for the meeting. The Company's Chief Legal Officer and/or the Investor Relations Department may be asked to attend the meeting in order to confirm compliance with the Company's obligations respecting fair disclosure and the maintenance and assessment of disclosure controls and procedures. In certain cases, directors (and management) may adopt primarily a "listen-only" approach at meetings, and shareholders should recognize that in addition to Board input, the input of management will often be sought as to matters discussed with shareholders.

16.2 Employee Access and Availability

Board members have full access to the Company's management and employees in preparing for and at Board and Committee meetings and shall meet with management and employees at such other times as approved by the Chairman, the Vice Chairman or Lead Independent Director. Board members will use their judgment to assure that any contacts will not disrupt the daily business operation of the Company.

16.3 Receipt of Complaints

The Audit Committee will establish procedures for receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees, customers or vendors of the Company or any other persons of concerns regarding questionable accounting or auditing matters.

16.4 Expert Advisors and Counsel

The Board and the committees shall have the right at any time to retain outside independent financial, legal or other advisors and shall have appropriate access to the Company's internal and external auditors and outside counsel.

17. MEETINGS OF DIRECTORS:

The independent directors will meet at least quarterly in executive sessions without management or non- independent directors. If the board has a Lead Independent Director, executive sessions shall be led by the Lead Independent Director. An executive session will be held not less than twice a year and other sessions may be called by the Lead Independent Director in his or her own discretion or at the request of the Board.

18. CHANGE IN CONTROL BENEFITS FOR NAMED EXECUTIVE OFFICERS (NEOS)

Change in control benefits for NEOs shall only be paid because of a change in control if the executive is either terminated without cause or resigns for good reason. The present value of all change in control payments (as determined under Section 4999 of the Internal Revenue Code) shall be limited to 2.99 times the NEO's "base amount" (as defined in Section 280G(b)(3) of the Internal Revenue Code).

The definition of change in control shall be the definition contained in the Company's current agreements, except that an actual change of control shall be required (and not merely shareholder approval) and the portion of the definition relating to a change in voting power shall use a greater than 50% threshold instead of a greater than 30% threshold. The definition of good reason shall be the same as that contained in the Company's current agreements, except that the portion of the definition relating to a reduction in salary or bonus shall require the reduction to be more than immaterial.

This Section 18 shall apply to retention agreements with NEOs made after June 19, 2008 or the modification of existing retention agreements with NEOs after such date that relate to the subject matter of this guideline.

19. RATIFICATION OF INDEPENDENT AUDITOR

The Board shall annually request stockholder ratification of the Audit Committee's appointment of the independent auditor. In the event the appointment is not ratified, the Audit Committee shall consider whether the appointment of a different independent auditor would serve the best interests of the Company and its shareholders. Even if the appointment is ratified, the Audit Committee in its sole discretion may select a different independent auditor if it determines that such change would be in the best interests of the Company and its shareholders.