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**ROSS STORES, INC.**

**NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER**

**Role and Independence**

The Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) assists the Board in evaluating qualified individuals for nomination to serve as Directors of the Company. The Committee is also responsible for the development and administration of the Company’s Corporate Governance Guidelines and related corporate policies. The Committee shall be comprised of at least three directors, as determined by the Board, each of whom shall, to the extent required by or deemed advisable under applicable laws and regulations, and under stock exchange listing rules, qualify as independent under the applicable stock exchange listing requirements. Each Committee member shall be otherwise free from any relationship that, in the judgment of the Board, would interfere with his or her exercise of business judgment as a Committee member. Committee members shall remain members until removed by the Board. Unless otherwise determined by the Board, the then incumbent Lead Independent Director will serve concurrently as the Chair of the Committee.

**Responsibilities and Authority**

The Committee shall have the power and authority to:

- Recommend to the full Board (i) nominees to fill vacancies on the Board as they occur or to fill new seats that are added on the Board, and (ii) prior to each annual meeting of stockholders, a slate of nominees for election or reelection as Directors by the stockholders at the annual meeting.
- Evaluate candidates to serve as Board members, and consider candidates submitted by stockholders of the Company in accordance with the notice provisions and procedures set forth in the Bylaws of the Company and the applicable provisions of the federal securities laws. The criteria to be used by the Committee in evaluating candidates to serve as directors shall include: (i) a review of the business background and skills of the candidate, and (ii) a review of the other directorships and commitments of the individual, to make certain that he or she will have adequate time to devote to the affairs of the Company.
- Make determinations as to whether or not an individual is independent (including potential conflicts of interest) for purposes of serving on the Board, taking into account any applicable listing and regulatory requirements and such other factors as the Committee may deem appropriate; provided, however, that current employees of the Company shall not be deemed independent.

- Periodically review the adequacy of the Company's Corporate Governance Guidelines.
- Consider, adopt, and maintain other policies of the corporation related to matters of board and management succession, board governance, and stockholder communications.
- Schedule meetings as deemed appropriate.
- The Committee shall have the authority to establish its own rules and procedures for notice and conduct of its meetings, so long as they are not inconsistent with any provisions of the Company's Bylaws that are applicable to the Committee.

All directors who are not members of the Committee may attend and observe meetings of the Committee, but may not vote and shall not participate in any discussion or deliberation unless invited to do so by the Committee. The Committee may, at its discretion, include in its meetings members of the Company's management, compensation, legal, tax, and accounting advisors and any other personnel employed or retained by the Company or any other persons whose presence the Committee believes to be necessary or appropriate.

The Committee shall regularly report to the Board regarding Committee activities, issues, and related recommendations.