



ROSS STORES, INC.

**POLICY FOR IDENTIFYING AND EVALUATING DIRECTOR NOMINEES
(Including Stockholder Nominees)**

The Nominating and Corporate Governance Committee is responsible for reviewing the qualifications, independence, and skill of candidates for election to the Board of Directors. When there is a vacancy on the Board of Directors, the Nominating and Corporate Governance Committee is responsible for evaluating candidates to fill such vacancy. The Nominating and Corporate Governance Committee has a policy with regard to the assessment of director candidates, including candidates recommended by stockholders. This assessment generally will include consideration of criteria including those listed below:

- Personal and professional integrity, ethics, and values;
- Experience in corporate management, such as serving as an officer or former officer of a publicly held company, and a general understanding of marketing, finance, or other elements relevant to the success of a publicly traded company in today's business environment;
- Relevant business experience, at a senior management level, preferably in a retail or related industry;
- Experience as a board member of another publicly held company;
- Academic expertise in an area pertaining to the Company's operations;
- Practical and mature business judgment, including the ability to make independent analytical inquiries;
- Whether the nominee is "independent" for purposes of Securities and Exchange Commission rules and corporate governance requirements of the Nasdaq Listing Rules applicable to the Company;
- Potential conflicts of interest; and
- Other qualifications and characteristics the Committee believes are pertinent.

The Nominating and Corporate Governance Committee will consider director candidates recommended by stockholders of the Company, based on the same criteria that would apply to candidates identified by management or by the Committee, for consideration as a potential Board member. There are no specific, minimum qualifications that have been formulated by the Nominating and Corporate Governance Committee that must be met by a potential nominee. The Nominating and Corporate Governance Committee believes that it is desirable for a majority of the Company's directors to satisfy the definition of independence for purposes of the applicable Nasdaq Listing Rules, and for at least one director to possess the attributes necessary to be an "audit committee financial expert."

Any stockholder who wishes to recommend a director candidate for consideration by the Committee must submit the recommendation in writing to the Company at its principal executive offices, addressed to the attention of the Nominating and Corporate Governance Committee, in accordance with the notice provisions, timing, and procedural requirements set forth in the Company's Bylaws. A stockholder recommending a person as a director candidate may be requested by the Nominating and Corporate Governance Committee to provide further information for purposes of evaluating the candidate and for the purpose of providing appropriate disclosure to stockholders.