

Tractor Supply Company Corporate Governance and Nominating Committee Charter

Status

The Corporate Governance and Nominating Committee (the “Committee”) is a committee of the Board of Directors (the “Board”) of Tractor Supply Company (the “Company”).

Membership

The Committee shall have at least three members. Each member of the Committee shall be independent in accordance with the applicable independence requirements of The Nasdaq Global Select Market and any other regulatory requirements. Each member of the Committee and the designation of the Committee’s Chairperson shall be recommended by the Committee and approved by the Board. The Board may remove any member from the Committee at any time with or without cause.

Purpose

The Committee is responsible for assisting the Board in the discharge of its responsibilities relating to the nomination of directors and the provision of oversight on all matters relating to the corporate governance of the Company and any other related matters required by the federal securities laws.

Duties & Responsibilities

The Committee shall have the following authority and responsibilities:

Director Nomination

- Develop, and recommend to the Board for its approval, relevant criteria for the Board’s consideration in the nomination of individuals to serve as directors of the Board.
- Determine the qualifications, qualities, skills, and other expertise required to serve as a director of the Board.
- Conduct searches for and identify qualified individuals with diverse backgrounds and experiences to serve as directors of the Board.
- Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of potential nominees to serve as directors of the Board.
- Consider and review the qualifications of those directors of the Board whose terms expire at the next Annual Meeting.
- Review director candidates recommended by the stockholders of the Company.
- Propose to the Board individuals for consideration as nominees for election to the Board at the next Annual Meeting of the Stockholders of the Company (the “Annual Meeting”).

Board Structure

- Periodically review the size of the Board and make recommendations to the Board regarding the size of the Board.
- Review the Board’s committee structure and recommend prospective committee members to the Board, with input from the related committee’s chairperson.

Corporate Governance

- Recommend policies governing the structure and operations of the Board, which enable the Board to effectively exercise its responsibilities in accordance with the Corporate Governance Guidelines of the Company (the “Guidelines”).
- Provide assistance to other committees of the Board in matters of general corporate policy.
- Review the Board’s committee structure and recommend prospective committee members to the Board, with input from the related committee’s chairperson.
- Review annually the performance of the Board, assess the Board’s contributions and consider whether the Board is meeting its responsibilities and whether additional responsibilities are needed in order to allow the Board to more effectively oversee the business and affairs of the Company.
- Review annually the performance of the committees of the Board, assess each committee’s contributions and consider whether each committee is meeting its responsibilities and whether additional responsibilities are needed in order to allow each such committee to more effectively fulfill its duties and responsibilities as outlined in the relevant committee’s charter.
- Monitor corporate governance developments and update the Guidelines on an annual basis, or more frequently if appropriate, and recommend changes as deemed necessary.
- Periodically review the Company’s trading policies and approve and recommend to the Board any changes to those policies.
- Maintain an orientation program for new directors of the Board and continuing education programs for all directors of the Board.
- Oversee the Company’s shareholder engagement program as it relates to corporate social responsibility (“CSR”), including governance, environmental stewardship and social issues.
- Consider CSR – related feedback and recommendations provided by the Company’s shareholders.

Committee Meetings and Action

The Committee shall meet at least once per year and at such other times as may be requested by its Chairperson. The Chairperson, in consultation with the other members of the Committee, shall set the length of each meeting and the agenda of items to be addressed at each meeting. The Chairperson shall ensure that the agenda and related materials for each upcoming meeting of the Committee is circulated to each member of the Committee, as well as any other individuals who attend the meeting, in advance of the meeting. The Committee may meet in person or by conference call. A majority of the Committee members, including the Chairperson, shall constitute a quorum for the transaction of business. Each Committee member shall have one vote, and actions taken by the Committee may be approved by the affirmative vote of a majority of the members present. The Committee may also act by unanimous written consent. All relevant discussions, deliberations, and actions of the Committee will be documented in meeting minutes and reported to the Board at its next meeting.

Meetings will be attended by the Committee members. Upon invitation by the Committee Chairperson, meetings may also be attended by members of the Company’s management and the Committee’s independent consultants. In addition, all outside directors who are not Committee members (“non-member Directors”) shall be invited to attend meetings of the Committee, provided that (i) the Committee shall meet without members of the Company’s management and such non-member Directors during executive sessions, (ii) the Committee’s Chairperson may request that members of the Company’s management and non-member Directors leave the meeting at any time, and (iii) such members of the Company’s management and non-member Directors may not vote on any actions considered by the Committee.

Oversight of Committee Matters

- The Committee shall have unrestricted access to members of the Company's management and all information relevant to management's responsibilities.
- The Committee shall report regularly to the Board on its meetings and review with the Board significant issues and concerns that arise at Committee meetings.
- The Committee may form and delegate authority to subcommittees or officers of the Company when appropriate.
- The Committee shall have authority and appropriate funds to retain and consult with outside legal, accounting or other advisors as the Committee deems appropriate, provided that such subcommittees are composed entirely of directors who satisfy the applicable independent requirements of Nasdaq.
- The Committee shall conduct an annual evaluation of its performance in fulfilling its duties and responsibilities under this Charter, and shall assess the adequacy of the reporting and information provided by management in support of the Committee's oversight responsibilities.
- The Committee shall, on an annual basis, review and reassess the adequacy of this Charter and recommend any proposed changes to the Board for its approval.
- The Committee shall perform any other activities consistent with this Charter, the Company's by-laws and governing law, including any laws that may require certain actions by the Committee that come into effect after the date of this Charter, as the Committee or the board deems necessary or appropriate.