

Tractor Supply Company Corporate Governance and Nominating Committee Charter

Status

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

Membership

The Corporate Governance and Nominating Committee (“Committee”) shall have at least three members. Each member of the Committee shall be independent in accordance with the provisions of the rules of The Nasdaq Global Select Market. The members of the Committee and its Chairperson shall be recommended by the Corporate Governance and Nominating 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 nomination of directors and providing oversight on matters relating to the corporate governance of the Company and any related matters required by the federal securities laws.

Duties & Responsibilities

The Committee’s responsibilities include:

Director Nomination

- Determine the qualifications, qualities, skills, and other expertise required to be a director and to develop, and recommend to the Board for its approval, criteria to be considered in selecting nominees for director.
- Consider and review the qualifications of the Directors whose terms expire with the next Annual Meeting of Stockholders.
- Review director candidates recommended by stockholders.
- Conduct the appropriate and necessary inquiries into the backgrounds and qualifications of possible candidates.
- Propose and nominate such Directors, as appropriate, for new terms (such candidates being suggested by a current director or executive officer of the Company, or by any stockholder, if made in accordance with the Company’s Certificate of Incorporation, by-laws and applicable law).

Board Structure

- Periodically review the size of the Company’s Board of Directors.
- Evaluate qualifications of potential candidates and make recommendations to the Board regarding the addition of new Directors.

Corporate Governance

- Recommend the standard policies regarding structure and operations of the Board whereby the Board can most effectively exercise its responsibilities.

- 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, with input from the related committee chairperson.
- Review annually the performance of the Board, assess its contribution and consider whether it is meeting its responsibilities and whether additional responsibilities are needed to allow it to more effectively oversee the business and affairs of the Company.
- Update the Company’s Guidelines on Corporate Governance on an annual basis, or more frequently if appropriate, and recommend changes as necessary.
- Periodically review the Company’s trading policies and approve and recommend changes to those policies to the Board.
- Meet with Company representatives as to matters under the Company’s Code of Ethics.

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 Committee may meet in person or by conference call. A majority of the Committee members shall constitute a quorum for the transaction of business. Each Committee member shall have one vote, and actions 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.

Meetings will be attended by the Committee members. Upon invitation by the Committee Chair, 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 Committee meetings, provided that (i) the Committee shall meet without management and such non-member Directors during executive sessions, (ii) the Chairperson may request that management and non-member Directors leave the meeting at any time, and (iii) such 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 management and all information relevant to its 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 when appropriate.
- The Committee shall have authority and appropriate funds to retain and consult with outside legal, accounting or other advisors as the Committee may deem appropriate.
- 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 to support 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 approval.