

DOLLAR TREE, INC.
COMPENSATION COMMITTEE CHARTER

I. Purpose of the Compensation Committee

The purpose of the Dollar Tree, Inc. (the “Company”) Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) in its oversight of the Company’s employee compensation structure, including salary, incentives and benefits, in order to attract and retain key personnel. The Compensation Committee’s primary duties and responsibilities include:

- Approve the compensation arrangements for the Company’s Chief Executive Officer and recommend these arrangements to the independent members of the Board for approval;
- Approving the compensation arrangements for the Company’s other executive officers;
- Undertaking studies and making recommendations to the full Board regarding the Company’s compensation structure and policies;
- Administering the Company’s executive compensation plans and the Employee Stock Purchase Plan;
- Approving awards under the Company’s stock- and equity-based compensation arrangements;
- Reviewing annually the executives’ stock ownership levels to ensure compliance with the Company’s executive target ownership policy; and
- Fulfilling any other responsibilities set forth in this Charter.

The Committee will prepare the report required by the rules of the Securities and Exchange Commission (“Commission”) to be included in the Company’s annual proxy statement.

II. Composition of the Compensation Committee

The Committee will consist of at least three directors, each of whom is independent. Directors may be considered to be independent if they meet the independence requirements of the Nasdaq Stock Market, as determined by the Board. In addition, each member shall qualify as an “outside director” under Section 162(m) of the Internal Revenue Code and as a “non-employee” director under Rule 16b-3 of the Commission. Committee members and the Chairman are appointed by the Board based on recommendations from the Nominating and Corporate Governance Committee.

III. Number and Nature of Meeting

The Compensation Committee will strive to effectively use valuable meeting time through appropriate planning by the Chairman, establishment of a focused agenda and advance distribution of relevant materials/information. The Committee will formally meet at least twice annually. Committee members may participate in

Committee meetings in person or via telephone. The Company's Chief Executive Officer may not be present during voting or deliberations on his or her compensation.

IV. Authority

The Committee will have the authority, to the extent it deems necessary and appropriate, to retain or obtain the advice of a compensation consultant, legal counsel and or other adviser. The Committee may select, or receive advice from such advisers only after taking into consideration the six independence factors set forth in Rule 10C-1 under the Securities Exchange Act of 1934 and shall evaluate whether any compensation consultant has any conflict of interest in accordance with Commission regulations. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, legal counsel and other adviser retained by the Committee. The Committee shall not be required to implement or act consistently with the advice or recommendations of any compensation adviser, but rather shall retain the ability and obligation to exercise its own judgment in fulfillment of its duties. The Company will provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to such advisers.

The Committee may delegate such of its authority to any one or more of its members or to management selected by it, to the extent it deems desirable and appropriate, except as may be limited by applicable law or Nasdaq rule. The Committee may revoke any such delegation at any time.

The Committee will make regular reports to the Board. The Committee will review and reassess the adequacy of its Charter annually and recommend any proposed changes to the Board for approval.

V. Roles and Responsibilities

To fulfill its responsibilities and duties, the Compensation Committee shall, alone or in conjunction with management:

- Review succession planning process;
- Review annually and approve the performance goals of the Chief Executive Officer, evaluate performance in light of goals, and propose to the independent members of the Board appropriate compensation based on attainment of such goals;
- Review annually and approve benefits and compensation, including incentive compensation and equity-based plans and arrangements, and new compensatory plans and agreements, for all executive officers, and adopt, amend, and terminate such plans, agreements and arrangements;
- Grant awards under the Company's stock- or equity-based incentive plans;
- Approve and retain independent compensation consultants to advise the Committee when appropriate;

- Review and discuss with management the Compensation Discussion and Analysis (the “CD&A) and determine whether to recommend to the Board that the CD&A be included in the Company’s annual proxy statement or Form 10-K, as applicable.
- Review the Company’s incentive compensation plans, policies and practices to ensure that they do not encourage excessive risk-taking and are not reasonably likely to have a material adverse effect on the Company.
- Submit its Compensation Committee Report on executive compensation to the Board for inclusion in the Company’s annual proxy statement; and
- Review annually the results of any non-binding shareholder Say-on-Pay votes, and determine whether any modifications to the Company’s executive compensation program are necessary based on such results.