

DOLLAR TREE, INC.
AUDIT COMMITTEE CHARTER

I. Purpose of the Audit Committee

The purpose of the Dollar Tree, Inc. Audit Committee (the "Committee") is to assist the Board of Directors (the "Board") in fulfilling its oversight responsibilities regarding the quality and integrity of the accounting, auditing and financial reporting practices of the Company. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting process and internal control system;
- provide oversight for the Company's internal and external audit processes, including participation in the planning of the audit efforts of the Company's independent auditors, internal auditors, and the Company's finance department; and
- provide an open avenue of communication among the independent auditors, internal auditors, financial and senior management, and the Board of Directors.

The Committee will make regular reports to the Board regarding the results of its review of:

- the financial reports and periodic financial information provided by Dollar Tree to the Securities and Exchange Commission (the "Commission") or the public;
- Dollar Tree's systems of internal controls regarding finance, accounting, legal compliance and ethics;
- Dollar Tree's auditing, accounting and financial reporting processes generally;
- the Company's annual risk assessment;
- Related Party Transactions; and
- the Hedging and Derivatives Use Policy on at least an annual basis and will review and approve all significant changes to the Policy.

II. Composition of the Audit Committee

The Committee will consist of at least three directors, all of whom are independent. Directors may be considered to be independent if they meet the independence requirements of the Nasdaq Stock Market, Section 10A(m)(3) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations of the Commission, as determined by the Board. Committee members and the chairman are appointed by the Board based on recommendations of the Nominating and Corporate Governance Committee.

All members of the Committee shall have a working familiarity with basic finance and accounting practices and be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement. At least one member of the Committee shall meet the definition of "audit

committee financial expert” under the Commission’s rules and regulations. Each member should be able to adequately perform the Committee’s Duties and Responsibilities as outlined below and be knowledgeable of the Company’s business and its related risks. Committee members may request additional training from management or other sources as desired in order to clarify financial or accounting items.

III. Number and Nature of Meetings

The Committee will meet at least six times annually. The Committee meets on a quarterly basis and prior to the public release of earnings information and the filing of the Form 10-Q or Form 10-K, the Committee will review results with financial management, internal auditors and the independent auditors. These reviews may be in person or via telephone.

At each meeting, the Committee may meet privately with the independent auditors, legal counsel, internal auditors and/or management. Other special meetings, whether in executive session or with the Board, management, or independent auditors, are encouraged in order to address any concerns or issues that may arise and to enhance communications. Such special meetings may be called by any member of the Committee upon request to the Chairman.

The Chairman shall require that minutes be kept of all Committee meetings, which will be made available to all Board members upon their request.

IV. Authority

The Committee has the authority necessary to discharge its duties and responsibilities, including to investigate any activity of the Company within its scope of responsibilities, and shall have unrestricted access to members of management and all information relevant to its responsibilities. All employees are directed to cooperate as requested by members of the Committee and the Committee shall have access to the Company’s books, records and facilities.

The Committee shall have the sole authority to appoint or replace the independent auditor. The Committee shall be directly responsible for the compensation and the oversight of the work of the independent auditor (including resolution of disagreements between management and the independent auditor regarding financial reporting) in preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee. The Committee shall inform the full Board of issues concerning the independent auditors, including any intention to replace said auditors.

The Committee shall preapprove all auditing services and permitted non-audit services (including the fees and terms thereof) to be performed for the Company by its independent auditor, subject to the de minimis exceptions for non-audit services described in Section 10A(i)(1)(B) of the Exchange Act which are approved by the Committee prior to the completion of the audit. The Committee may form and delegate

authority to subcommittees consisting of one or more members when appropriate, including the authority to grant preapprovals of audit and permitted non-audit services, provided that decisions of such subcommittee to grant preapprovals shall be presented to the full Committee at its next scheduled meeting.

The Committee shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. The Company shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of rendering or issuing an audit report and to any advisors employed by the Committee.

In addition to the foregoing, the Committee has the authority to perform such other functions as it may deem necessary or appropriate under applicable laws, regulations, NASDAQ rules, the Corporation's certificate of incorporation and bylaws, or the resolutions and other directives of the Board.

V. Duties and Responsibilities

1. Internal control structure: The Committee is responsible for the oversight of the Company's internal controls. The Committee should review periodically, with internal audit and the independent auditors, the adequacy of the Company's internal controls, accounting principles, and accounting/reporting systems. Internal controls and material changes to internal controls should be documented and approved by senior management. The Committee should ascertain that the CEO, CFO and independent auditors have fulfilled their responsibilities in assessing internal controls.

2. Financial reporting practices: The Committee should understand the Company's financial reporting processes, be knowledgeable about the Company's critical accounting policies, and review significant accounting judgments and estimates and material changes in accounting principles and practices. The Committee should review the Company's quarterly and annual financial results with management and the independent auditors, including the financial statements and disclosures to be included in the Company's Annual Report to Shareholders, the Annual Report on Form 10-K, the Quarterly Reports on Form 10-Q, and information to be discussed in the Company's quarterly earnings announcements.

3. The audit process: The Committee is responsible for the oversight of the Company's audit process, including the appointment and evaluation of the independent auditors and the preapproval of audit and non-audit fees to be paid to the independent auditors. The Committee should review and discuss with the independent auditors matters related to its oversight responsibility, including the auditors' and managements' responsibilities in the audit process, the overall audit strategy, critical accounting policies and practices and alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, any audit problems or difficulties, and the form of audit opinion to be issued by the auditors, and should review and discuss the independent auditors' communications to

management, including communications regarding relationships between the independent auditor and the Company. The Committee shall discuss with the independent auditors this report and any relationships or services that may impact the objectivity and independence of the auditors, as well as any other communications required by the Exchange Act or applicable auditing standards.

With respect to the internal audit department, the Committee should:

- i. review and approve the annual audit plan.
- ii. review and approve the annual internal audit department budget and staffing.
- iii. review and approve changes made to the internal audit charter.

The Committee should create an environment whereby any personnel related to the audit function (such as the independent auditors, internal auditors, and financial management) has free and open access to the Committee.

4. Compliance with laws and regulations: The Committee should understand the Company's legal compliance processes and review legal disclosures in public filings.

5. Ethical conduct: In conjunction with other committees of the Board, the Audit Committee should understand how conducive the Company's environment is for effective internal controls, financial reporting, auditing, and compliance with laws and regulations. The Committee should establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submissions by employees or contractors of concerns regarding questionable accounting or accounting matters.

6. Audit committee effectiveness: The Committee is responsible for evaluating its effectiveness, including the independence and competence of its members. The Committee should review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee is also responsible for communicating its activities in compliance with applicable Securities and Exchange Commission and relevant stock exchange requirements.

7. Related Party Transactions: The Committee is responsible for the review, final approval and oversight of any transaction between the Company and any related person (as defined in Item 404 of Regulation S-K) ("Related Party Transactions") and any other potential conflict of interest situations on an ongoing basis. In addition, the Committee shall review and discuss with the Company's independent auditors the auditors' evaluation of the Company's identification of, accounting for, and disclosure of its transactions with related parties, including any significant matters arising from the audit regarding the Company's transactions with related parties.

8. Risk Management: The Committee should review periodically and discuss with

management the Company's major risk exposures, including financial, operational, privacy, security, business continuity and legal and regulatory risks, the steps the Company has taken to monitor and control such exposures, and the Company's risk assessment and risk management policies. This includes a review and discussion of the Company's annual risk assessment conducted by the internal audit department.

VI. Limitation of Committee's Role

The function of the Committee is oversight. While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable laws and regulations. The Committee members are not acting as professional accountants or auditors, and their functions are not intended to duplicate or substitute for the activities of management and the independent auditors. The Committee provides advice, counsel and direction to management and the independent auditors on the basis of information it receives, discussions with the independent auditors, and the experience of the Committee's members in business, financial and accounting matters. To the extent permitted by law, each member of the Committee shall be entitled to rely on the accuracy of the information provided to the Committee by management, the independent auditors, internal audit, finance and treasury personnel, legal counsel and other persons as the Committee may deem appropriate.

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