

TOYS “R” US, INC.

Executive Committee Charter

Scope and Purpose

The primary purpose of the Committee (the “Committee”) is to assist the Board of Directors (the “Board”) of Toys “R” Us, Inc. (the “Company”), when the Board is not in session, by the limited exercise of all the powers and authority of the Board.

Committee Responsibilities

When the Board is not in session, the Committee may exercise all the powers and authority of the Board in the management of the business and affairs of the Company, except as such powers and authority are limited by law, the Certificate of Incorporation of the Company, as amended, or the By-Laws of the Company, as amended, and except as such powers and authority are limited from time to time by resolution of the Board. In addition, the Committee shall not have the power or authority to declare a dividend or to authorize the issuance of stock. The Committee shall conduct an annual review of the Corporate Governance Guidelines of the Company and recommend to the Corporate Governance and Nominating Committee of the Board any changes it deems necessary. The Committee may retain outside consultants and legal counsel to assist the Committee in performing its functions.

Composition and Membership

The Committee shall be comprised of at least four members elected by the Board, one of whom shall be the Chair of the Board. Any member of the Committee may be removed from the Committee, with or without cause, by resolution of the Board.

Meeting Schedule

The Committee shall meet at least annually and otherwise as circumstances require. The Secretary of the Company shall keep the minutes of all meetings. The Chair of the Committee shall report on the Committee’s activities and actions to the Board at the next meeting of the Board.

Maintenance of Executive Committee Charter and Performance Evaluation

The Committee shall review the adequacy of this Charter on an annual basis and recommend to the Board any changes thereto that the Committee deems necessary. At least annually, the Committee shall also conduct a performance evaluation of the Committee and report the results of such evaluation to the Chair of the Corporate Governance and Nominating Committee.