

PETSMART, INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

GENERAL

The Corporate Governance Committee of the Board of Directors, is comprised of independent Directors of the Company, shall be elected by and is responsible to the Board of Directors and shall report regularly to the Board on the activities of the Committee. The purpose of the Corporate Governance Committee shall be to:

- 1) Advise the Board concerning the appropriate composition of the Board and its committees;
- 2) Advise the Board regarding appropriate corporate governance practices and assist the Board in achieving them; and
- 3) Perform such other duties as the Board may assign to the Committee from time to time.

CORPORATE GOVERNANCE COMMITTEE DUTIES AND RESPONSIBILITIES

Board Composition

1. Recommend to the full Board an officer to be designated as Chief Executive Officer, a Director to serve as Chairman of the Board, and an outside Director to be designated as the Lead Director, if the Chairman of the Board is a management Director.
2. Monitor the size of the Board and assure that adequate reasons exist if the number of Directors is fewer than nine or greater than twelve.
3. Review annually with the Board a comparison of the appropriate skills and characteristics required for the Board (in total) with the skills and characteristics actually represented on the Board. In the event there is not a satisfactory match, the Committee shall initiate actions designed to create a satisfactory match.
4. Develop lists of desirable Director candidates, screen prospective candidates and share information concerning the candidates and the process with the Board, soliciting input from other Board members.
5. A formal invitation to each prospective Director approved by the Board shall be extended by the Chairman of the Board and one or more of the Chairman of the Governance Committee or the Lead Director.
6. Recommend to the Board individuals to fill vacancies on the Board, including recommendations for a successor to the Company's Chief Executive Officer when a vacancy occurs through retirement or otherwise.
7. Monitor and report to the Board whether there is any current relationship between any outside Director and the Company that adversely affects the independent judgement or actions of the Director.
8. Make recommendations to the Board relating to age or any other criteria, specified in the Company's bylaws, or otherwise, relating to the eligibility to serve as a Director.

PETSMART, INC.

CORPORATE GOVERNANCE COMMITTEE CHARTER

(Cont'd)

Succession Planning

9. Lead the independent Directors of the Board in an annual review of the performance of the Chief Executive Officer and communicate the results of this review to the Compensation Committee for its use both in establishing the compensation of the Chief Executive Officer and its disclosure about compensation policies and practices in the proxy statement. The Chairman of the Committee in conjunction with the Lead Director will promptly communicate the results of the performance review to the Chief Executive Officer.
10. Review annually the succession planning for the Chief Executive Officer and his or her direct reports, in addition to any other significant positions at the discretion of the Chief Executive Officer.

Committee Composition and Governance

11. Review annually and recommend to the full Board the composition of each committee of the Board and the individual Director to serve as chairman of each committee.
12. Review the need for any changes to the number, charters, or titles of Board committees and then discuss the recommendations arising from this review with the full Board.
13. At the September Board Meeting, recommend to the full Board a "Board Calendar" and the Committee's planned agenda for the ensuing year and assure that other Board Committees do the same.

Board Governance

14. Recommend annually to the Board, compensation for the outside Directors, committee chairmen, the Lead Director (if any) and the Chairman of the Board (if an independent Board Member).
15. In the event a Director's principal employment responsibilities change (except for promotions within the Director's organization), that Director shall tender his or her resignation from the Board, and the Committee, in consultation with the Chairman, the Chief Executive Officer and the Lead Director, shall recommend to the Board whether or not such resignation shall be accepted.
16. Review annually with the Board the overall performance of the Board of Directors and make specific recommendations as to the appropriate changes.
17. Review with the Chief Executive Officer, the Chairman of the Board and the Lead Director the contributions made by each Director prior to the time when that Director would normally be nominated for re-election. Members of the Committee will not participate in deliberations about their own performance.