

Tractor Supply Company Corporate Governance Committee Charter

Purpose

The Corporate Governance Committee (the “Committee”), in order to assist the Board of Directors (the “Board”), shall provide oversight on matters relating to the overall policies surrounding governance of the Company.

Duties & Responsibilities

The Committee will:

- 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, not less frequently than every other year, 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;
- Provide a periodic and regular review of compliance by the Directors with the Corporation’s Guidelines on Corporate Governance;
- Update the Company’s Guidelines on Corporate Governance on annual basis, or more frequently if appropriate, and recommend changes as necessary; and
- Meet with Company representatives as to matters under the Company’s code of Ethics.

Membership

- The Committee will have a minimum of three directors.
- All Committee members shall meet the independence requirements of the NASDAQ rules.
- The Board will continue to evaluate each Committee member’s eligibility to serve on the Committee.
- The Board will appoint the Committee members and a Chairperson.
- The Board may fill vacancies on the Committee.
- The Board may remove a Committee member from the membership of the Committee at any time with or without cause.

Committee Meetings and Action

- A majority of the Committee members will be a quorum for the transaction of business.
- The affirmative vote of a majority of those present at a meeting at which a quorum is present will be the act of the Committee.

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- Any action required or permitted to be taken at any meeting of the Committee may be taken without a meeting if all members consent thereto in writing and such writing is filed with the minutes of the proceedings of the Committee.
- The Chairperson of the Committee will report to the Board on Committee actions at the Board's next regular meeting following such action. The Chairperson of the Committee will also report to the Board from time to time on the fulfillment of the Committee's duties under its Charter.
- The Chief Financial Officer will be the management liaison to the Committee.
- The Committee Secretary (who will be the Corporate Secretary) or another person so appointed at each meeting will keep minutes of all Committee meetings, which will be distributed to all Board members.
- The Committee will meet at least once per year and at such other times as may be requested by its Chairperson.
- The Committee Secretary and the management liaison will normally prepare a preliminary agenda for each meeting of the Committee as far in advance of the meeting day as practicable.
- The Committee Secretary should coordinate all mailings to the Committee members, to the extent practicable.

Authority

The Committee shall have the resources and authority appropriate to discharge its responsibilities, including authority to retain special counsel and or other experts or consultants of its selection to advise it at the expense of the Company.

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