

## **Tractor Supply Company Nominating Committee Charter**

### **Purpose**

The Nominating Committee (the “Committee”), in order to assist the Board of Directors (the “Board”) in the discharge of its fiduciary responsibilities and in connection with the provisions set out in the Certificate of Incorporation, shall:

- Nominate sitting Directors for new terms; and
- Consider potential additions to the Board of Directors for proposal to the Board.

### **Duties & Responsibilities**

#### Existing Directors

Annually, the Committee will:

- Consider and review the qualifications of the Directors whose terms expire with the next Annual Meeting of Stockholders; and
- Propose and nominate such Directors, as appropriate, for new terms (such candidates being suggested by a current director or executive officer of the Company, or by any stockholder, if made in accordance with the Company’s Articles of Incorporation, by-laws and applicable law).

#### New Directors

The Committee will:

- Periodically review the size of the Company’s Board of Directors.
- Evaluate qualifications of potential candidates and make recommendations to the Board regarding the addition of new Directors.

The Board may elect no director unless nominated by the Committee.

### **Membership**

- The Committee will have a minimum of three directors.
- All Committee members shall satisfy the requirements for independence by the Nasdaq Stock Market as adopted from time to time.
- 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.

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**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.
- 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 Committee Secretary (who will be the Corporate Secretary) or another person so appointed at each meeting will keep minutes of all Committee meetings, which minutes 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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