



April 11, 2018

George Wong
New York State Common Retirement Fund
Office of the State Comptroller
59 Maiden Lane, 30th Floor
New York, New York 10038

Brandon Rees
AFL-CIO Equity Index Fund
Office of Investment
815 16th Street, NW
Washington, DC 20006

Pat Tomaino
Zevin Asset Management, LLC
11 Beacon Street, Suite 1125
Boston, Massachusetts 02108

Dear George, Brandon, and Pat:

On behalf of The TJX Companies, Inc. (the "Company"), thank you for speaking with my colleagues and me regarding the shareholder proposal that you submitted to the Company (the "Proposal"). We appreciate having had the opportunity to hear your perspectives on the Proposal and related issues. We have maintained a practice of engaging on issues of interest to our shareholders throughout the year and look forward to a constructive dialogue with you or representatives from your respective organizations. We await your communication to arrange a mutually convenient time.

By this letter, I hereby confirm that we will include the following language in our 2018 proxy statement in describing the process followed by our Executive Compensation Committee ("ECC"):

The ECC approaches executive compensation as part of the overall strategic framework for total rewards at TJX. This framework applies to all TJX associates and reflects our global total rewards principles, which include sharing in the success of the company, encouraging teamwork and collaboration across a diverse workforce, and being fair and equitable.

Further, I hereby confirm that we will include the following language in our 2018 proxy statement as part of the list of various quantitative and qualitative factors that the ECC considers in determining the overall level of executive compensation and in establishing the design and mix of specific elements:

Internal consistency with our broad-based practices and programs.

Based on the Company's agreement to take the actions set forth above, we understand that each of the New York State Common Retirement Fund, AFL-CIO Equity Index Fund, and Zevin Asset Management, LLC agrees to withdraw the Proposal, as evidenced by George Wong signing below.

Sincerely,

Alicia C. Kelly
Executive Vice President
General Counsel and Secretary

cc:

Maureen O'Brien
Segal Marco Advisors
550 W. Washington Blvd., Suite 900
Chicago, Illinois 60661

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In my capacity as a duly authorized representative of the New York State Common Retirement Fund, and on behalf of the AFL-CIO Equity Index Fund and Zevin Asset Management, LLC, I hereby withdraw the shareholder proposal submitted to The TJX Companies, Inc. regarding the consideration of employee compensation when setting chief executive officer compensation targets. I hereby confirm that I am authorized by each of the AFL-CIO Equity Index Fund and Zevin Asset Management, LLC to withdraw this proposal.

Sincerely,

George Wong
New York State Common Retirement Fund
Office of the State Comptroller of the
State of New York

Date