

CHARTER*
OF
THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
BED BATH & BEYOND INC.

I. Statement of Policy

The function of the Nominating and Corporate Governance Committee (the “Committee”) is to assist the Board of Directors (the “Board”) by (i) reviewing and recommending changes in certain policies regarding the nomination of directors to the Board for its approval; (ii) identifying individuals qualified to become directors; (iii) evaluating and recommending for the Board’s selection nominees to fill positions on the Board; and (iv) recommending changes in the Corporation’s corporate governance policies to the Board for its approval.

II. Composition

The Committee shall be comprised of two or more directors, each of whom, in the determination of the Board, must satisfy the independence requirements established by the NASDAQ Stock Market (“NASDAQ”) or, with the approval of the Board, satisfy one or more of the exceptions permitted by NASDAQ.

The members of the Committee shall be appointed and replaced by the Board. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

III. Meetings

The Committee shall meet at such times and with such frequency as the Committee shall determine as appropriate to meet its responsibilities. The Committee may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee shall report to the Board from time to time, as requested by the Board, or as the Committee deems appropriate.

IV. Responsibilities and Duties

1. The Board has adopted policies regarding (i) specific, minimum qualifications for potential directors; (ii) the process for identifying and evaluating director nominees; and (iii) consideration of any director candidates recommended by the Corporation’s

* As amended through June 28, 2013.

shareholders. The Committee shall from time to time review and recommend any changes in such policies to the Board for its approval.

2. The Committee shall identify individuals qualified to become Board members and consider and evaluate candidates to fill positions on the Board (including, but not limited to, persons nominated by shareholders).
3. The Committee shall recommend for the Board's selection nominees to fill positions on the Board.
4. The Committee shall from time to time recommend any changes in the Corporation's corporate governance policies to the Board for its approval.
5. The Committee shall review all shareholder proposals submitted to the Corporation and the timeliness of the submission thereof and recommend to the Board appropriate action on each such proposal.
6. The Committee shall have the authority to engage independent counsel, consultants and other advisors, as the Committee determines necessary to carry out its duties and responsibilities.
7. To the extent permitted by law or applicable policies and rules of the Corporation, the Committee may form subcommittees and delegate authority to any such subcommittee or to any designated officer of the Corporation as it deems appropriate.

The Committee may diverge from the specific activities outlined throughout this Charter as appropriate if circumstances or regulatory requirements change. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, NASDAQ rules, the Corporation's certificate of incorporation and by-laws, and the resolutions and other directives of the Board.

This Charter is in all respects subject and subordinate to the Corporation's certificate of incorporation and by-laws, the resolutions of the Board and the applicable provisions of the New York Business Corporation Law.