

CHARTER*
OF
THE COMPENSATION COMMITTEE
OF
THE BOARD OF DIRECTORS
OF
BED BATH & BEYOND INC.

I. Statement of Policy

The function of the Compensation Committee (the “Committee”) is to assist the Board of Directors (the “Board”) by (i) considering and determining all matters relating to the compensation of the Corporation’s Chief Executive Officer (the “CEO”), Executive Chairman (if applicable) and other executive officers (as defined in Rule 3b-2 of the Securities Exchange Act of 1934, as amended from time to time (the “Exchange Act”)), and such other key executives as the Committee shall determine; (ii) administering and functioning as the committee that is authorized to make grants and awards of equity compensation to executive officers and such other key executives as the Committee shall determine under the Corporation’s equity-compensation plans; and (iii) reviewing and reporting to the Board on such other matters as may be appropriately delegated by the Board for the Committee’s consideration.

II. Composition

The Committee shall be comprised of two or more independent directors, each of whom, in the determination of the Board, must (a) meet the independence and other 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, (b) be “outside directors” (as defined in Section 162(m) of the Internal Revenue Code of 1986, as amended from time to time), and (c) be “non-employee directors” (as defined in Rule 16b-3 under the Exchange Act).

The members of the Committee shall be appointed and replaced by the Board. Unless a Chair is appointed 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.

* As amended through July 25, 2019.

IV. Responsibilities and Duties

1. The Committee shall (i) consider and determine all matters relating to the compensation of the CEO and, if applicable, the Executive Chairman, including matters relating to the Corporation's employment, retention, change in control or severance agreements or arrangements with them, and (ii) consider and determine, in consultation with the CEO and, if applicable, the Executive Chairman, all matters relating to the compensation of other executive officers and such other key executives as the Committee shall determine. No executive may be present during voting or deliberations with respect to matters relating to such executive's compensation.
2. The Committee shall annually review and approve corporate goals and objectives relevant to the compensation of the CEO and, if applicable, the Executive Chairman, evaluate the performance of the CEO and, if applicable, the Executive Chairman in light of those goals and objectives, provide a report thereon to the Board and consider such evaluation in determining the compensation of the CEO and, if applicable, the Executive Chairman.
3. In consultation with management, the Committee shall review and establish the Corporation's overall management compensation and benefits philosophy and policies, plans and programs.
4. The Committee shall annually review and discuss the Compensation Discussion and Analysis ("CD&A") required to be included in the Corporation's annual proxy statement with management and, based on such review and discussion, determine whether or not to recommend to the Board that the CD&A be so included.
5. The Committee shall annually report to the Corporation's shareholders on certain executive compensation matters, as required by the rules and regulations of the Securities and Exchange Commission, as they may be amended from time to time. Such report will be included in the Corporation's annual proxy statement.
6. The Committee shall review the Corporation's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation and evaluate compensation policies and practices that could mitigate any such risk.
7. The Committee shall review and recommend to the Board for approval the frequency with which the Corporation will conduct stockholder advisory votes on executive compensation (a "Say-on-Pay Vote"), taking into account the results of the most recent stockholder advisory vote on frequency of Say-on-Pay Votes required by Section 14A of the Exchange Act and review and approve the

proposals regarding the Say-on-Pay Vote and the frequency of the Say-on-Pay Vote to be included in the Corporation's annual proxy statement.

8. The Committee shall review and approve the revision of any clawback policy allowing the Corporation to recoup compensation paid to current and former employees.
9. The Committee shall administer and function as the committee that is authorized to make grants and awards of equity compensation to executive officers and such other key executives as the Committee shall determine under the Corporation's equity-compensation plans.
10. The Committee shall review and determine whether to approve any equity-compensation grant or plan that the Committee is required to approve under any applicable law, regulation or Nasdaq rule.
11. The Committee shall oversee (in consultation with the Nominating and Corporate Governance Committee) management succession planning for the CEO and other executive officers of the Corporation and periodically review and present to the Board a management succession plan for the CEO and other executive officers of the Corporation.
12. The Committee shall develop and periodically review, assess and monitor compliance with stock ownership guidelines for the executive officers and, in consultation with the Nominating and Corporate Governance Committee, the non-executive directors of the Corporation.
13. The Committee shall have the authority, as the Committee determines, in its sole discretion, to select, retain, oversee and terminate any legal counsel, compensation consultant or other adviser (each, an "Adviser"), as the Committee determines necessary to carry out its duties and responsibilities and to approve the Adviser's fees and other terms and conditions of the Adviser's retention. The Corporation shall provide for appropriate funding, as determined by the Committee in its sole discretion, for the payment of any such Adviser's fees. The Committee may select an external Adviser (whether or not independent) only after taking into account factors it considers appropriate or as may be required by law or under the Nasdaq listing standards.
14. 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.
15. The Committee shall from time to time review and report to the Board on such other matters as may be appropriately delegated by the Board for the Committee's consideration.

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.

The Committee shall review this Charter at least annually and recommend any changes to the Board for approval. 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.