

**PROCEDURES  
OF THE  
INCENTIVE COMPENSATION COMMITTEE  
FOR  
NON-SENIOR PERSONS  
OF  
BED BATH & BEYOND INC.**

**AS RECOMMENDED BY THE SPECIAL COMMITTEE  
ESTABLISHED JUNE 19, 2006  
AND APPROVED BY THE FULL BOARD OF DIRECTORS  
UPDATED THROUGH MAY 2017**

The following are the duly adopted procedures for the granting of equity compensation to non-senior persons, as approved by the full Board on December 8, 2006 in their original form and updated by the Committee to provide for subsequent acquisitions:

1. Annual grants will continue to be made for eligible recipients in the first fiscal quarter in connection with annual reviews, and will be made effective on May 10<sup>th</sup> (or the immediately following trading day in the event the 10<sup>th</sup> is a weekend or holiday) with the exception of annual grants to Christmas Tree Shops, buybuy BABY and Cost Plus World Market personnel, which will be made in June, effective on June 10<sup>th</sup> (with the same qualification for holidays and weekends), until further action of the Board, the Compensation Committee and/or this Committee in keeping with the recommendations of the Special Committee; eligible recipients at subsequently acquired Affiliates (as defined in the Plan) will receive annual grants on one of these two dates, or on such other annual date as may be established by the Committee (with the same qualification for holidays and weekends), until further action of the Board, the Compensation Committee and/or this Committee in keeping with the recommendations of the Special Committee.

2. Annual grants will be made at duly convened meetings on or before the grant date of each year as set forth under paragraph 1, at which a quorum will be present, documented at the time of meeting and attaching final lists with names of grantees, grant amounts, grant prices (in the case of option grants), and other material terms of each grant, signed at such meeting by members present.

3. Monthly grants will be made on the 10<sup>th</sup> of the month following the triggering event for the grant (or the immediately following trading day in the event the 10<sup>th</sup> is a weekend or holiday), documented on or prior to the 10<sup>th</sup> of the grant month with such documentation of grant attaching final lists with names of grantees, grant amounts, grant prices (in the case of option grants), and other material terms of each grant.

4. All option grants will be made with an exercise price not less than 100% of the fair market value of the Company's common stock on the grant date; conversions of restricted share grants or other equity-based awards made in dollars and converted into shares will be done on the same basis, and such value will be the average price on such grant date using the high and low trading prices.

5. All grants will be communicated to employees "within a relatively short time period" after the grant date (as contemplated by ASC 718-10-25-5 [formerly FSP 123(R)-2]), by communicating annual grants at reviews in close proximity to the grant date and monthly grants at the time of the triggering event or a relatively short period thereafter, and in both cases in agreements and/or electronic notification within a relatively short period following the grant date.

6. The accounting and legal personnel designated by the Board to oversee documentation and accounting of grants will be notified in writing on the date of approval of grants, and their initials on grant documentation or documented presence at a meeting will satisfy this requirement.

7. No grant responsibilities will be delegated to individual committee members or non-members.

8. No grants will be made with an earlier date than would be provided by these procedures, even to correct errors with respect to a prior entitlement which, had appropriate information been timely provided to this Committee, would have been made at such earlier date.

9. Copies of these Procedures will be provided to members of this Committee and to those individuals involved in the grant process.