

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

I. Statement of Policy

The function of the Incentive Compensation Committee for Non-Senior Persons (the “Committee,” sometimes referred to as “Committee A”) is to assist the Board of Directors (the “Board”) by (i) administering and functioning as the committee that is authorized to grant stock-based and other performance awards under the Company’s Incentive Compensation plans to grantees other than executive officers or Directors of the Company or any other key executives as may be determined by the Company’s Board of Directors or Compensation Committee; and (ii) 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 directors. 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, and any Committee member may participate in any meeting by telephone or similar communication equipment allowing all present to hear each other at the same time. 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 Committee shall administer and function as the committee that is authorized to grant stock-based and other performance awards under the Company's Incentive Compensation Plans to grantees other than executive officers or Directors of the Company or any other key executives as may be determined by the Company's Board of Directors or Compensation Committee.
2. 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.
3. The Committee shall from time to time adopt procedures with respect to the execution of its responsibilities and duties.
4. The Committee shall provide such information and assistance to the Company as may be necessary in order to permit the Company to make such disclosures as to the activities of the Committee as are necessary in order to comply with applicable laws, regulations, accounting rules and the like.

Solely with the documented approval of the Company's Board of Directors, the Committee may diverge from the specific activities outlined throughout this Charter as appropriate if circumstances or regulatory requirements change; provided, however, that any such divergence is consistent with the terms of any applicable Plans. In addition to these activities, the Committee may perform such other functions as necessary or appropriate under applicable laws, regulations, NASDAQ rules, the Company'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 Company's certificate of incorporation and by-laws, the resolutions of the Board and the applicable provisions of the New York Business Corporation Law.