

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 for membership on the Board; (iv) advising the Board with respect to leadership of the Board and the structure and composition of the committees of the Board; (v) facilitating the annual assessment of the performance of the Board and its committees; and (vi) advising and making recommendations to the Board with respect to corporate governance matters, including the Corporation’s corporate governance policies.

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.

* As amended through July 25, 2019.

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 shareholders (the "Board Membership Criteria"). The Committee shall from time to time review and recommend any changes in the Board Membership Criteria to the Board for its approval.
2. The Committee shall identify individuals qualified to become Board members and consider and evaluate candidates for membership on the Board (including, but not limited to, persons nominated by shareholders), consistent with the Board Membership Criteria.
3. The Committee shall recommend for the Board's selection nominees for membership on the Board.
4. The Committee shall review and make a recommendation to the Board with respect to the determination of the independence of directors in accordance with the applicable Nasdaq rules and requirements of the Securities Exchange Act of 1934, as amended.
5. The Committee shall from time to time recommend any changes in the Corporation's corporate governance policies to the Board for its approval.
6. 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.
7. The Committee shall review and make recommendations to the Board with respect to the Board's leadership structure, including whether to separate or combine the positions of Chairman of the Board and Chief Executive Officer.
8. The Committee shall review the Board's committee structure and composition and make recommendations to the Board regarding the performance, composition, duties and responsibilities of each committee and the appointment of directors to serve as members and chairs of each committee.
9. The Committee shall develop, subject to approval by the Board, and oversee an annual self-evaluation process for the Board and its committees, evaluate its own performance and periodically review and assess the adequacy of the self-evaluation process.
10. The Committee shall identify and bring to the attention of the Board current and emerging corporate governance trends and best practices, as appropriate.

11. The Committee shall develop and oversee a Company orientation program for new directors and a continuing education program for current directors, and periodically review and update these programs as necessary.
12. The Committee shall review and evaluate the compensation of directors annually, including the appropriate mix of cash compensation and equity compensation, and make recommendations to the Board regarding director compensation.
13. The Committee shall have the authority, as the Committee determines in its sole discretion, to select, retain, oversee and terminate director search firms, independent counsel, consultants and other advisors (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.
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.

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.