

BED BATH & BEYOND INC.

POLICIES REGARDING
DIRECTOR NOMINATIONS,
SHAREHOLDER COMMUNICATIONS
AND
ANNUAL MEETING ATTENDANCE

May 2017

1. Policy Regarding Director Qualifications and Skills

In considering possible candidates for election as a director, the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) shall take into account, in addition to such other factors as it shall deem relevant, such factors as the desirability of selecting directors who:

- are of high character and integrity;
- are accomplished in their respective fields, with superior credentials and recognition;
- have relevant expertise and experience upon which to be able to offer advice and guidance to management;
- have sufficient time available to devote to the affairs of the Corporation;
- are able to work with the other members of the Board and contribute to the success of the Corporation;
- can represent the long-term interests of the Corporation’s shareholders as a whole; and
- are selected such that the Board represents a range of backgrounds and experience.

The Committee also considers all applicable legal and regulatory requirements that govern the composition of the Board. Accordingly, (i) a majority of the Board must be comprised of independent directors (as defined by NASDAQ), (ii) at least three members of the Board must have the requisite financial literacy to serve on the Corporation’s Audit Committee, (iii) at least one member of the Board must satisfy NASDAQ’s “financial sophistication” requirement (and should also be an “audit committee financial expert” (as defined by the SEC)), and (iv) there must be a sufficient number of independent directors to ensure that the Committee, the Audit Committee and the Compensation Committee are all comprised entirely of independent directors. In addition, the Committee believes that

the Board should include the Chairman (or, if applicable, Co-Chairmen) and the Chief Executive Officer of the Corporation.

2. Policy Regarding the Process for Identifying and Evaluating Director Nominees

The Committee's policy is to identify potential nominees based on suggestions from the Corporation's Chairman (or Co-Chairmen), Chief Executive Officer, members of the Committee, other members of the Board, other executive officers, shareholders and by other means, including the possibility of third party search firms, and to evaluate such persons as a committee. In addition, from time to time, the Board may determine that it requires a director with a particular expertise or qualification and will actively recruit such a candidate.

Qualified candidates for membership on the Board will be considered without regard to race, color, creed, religion, national origin, age, gender, sexual orientation or disability. The Committee will review and evaluate each candidate's character, judgment, skills (including financial literacy), background, experience and other qualifications (without regard to whether a nominee has been recommended by the Corporation's shareholders), as well as the overall composition of the Board, and recommend to the Board for its approval the slate of directors to be nominated for election at the annual meeting of the Corporation's shareholders.

3. Policy Regarding Consideration of Director Candidates Recommended by Shareholders

The Board welcomes shareholders to recommend candidates for consideration as director nominees. Shareholders may send the name and information of a candidate to the following address: Lead Director, c/o General Counsel, Bed Bath & Beyond Inc., 650 Liberty Avenue, Union, New Jersey 07083.

4. Policy Regarding Shareholder Communications with the Board

The Board welcomes communications from the Corporation's shareholders. Shareholders may send communications to the Board, or to any particular director, to the following address: Lead Director, c/o General Counsel, Bed Bath & Beyond Inc., 650 Liberty Avenue, Union, New Jersey 07083. Shareholders should indicate clearly the director or directors to whom the communication is being sent so that each communication may be forwarded directly to the appropriate director(s).

5. Policy Regarding Directors' Attendance at Annual Meetings

The Corporation encourages, but does not require, the members of the Board to attend the Corporation's annual meeting of its shareholders.

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Each of the foregoing policies 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.