

January 10, 2018

VIA OVERNIGHT MAIL AND EMAIL

John C. Harrington
President
Harrington Investments, Inc.
1001 2nd Street, Suite 325
Napa, California 94556

Dear Mr. Harrington:

I am writing on behalf of The TJX Companies, Inc. (the “Company”), which received on December 28, 2017, the shareholder proposal Harrington Investments, Inc. submitted on behalf of Patricia Silver (the “Proponent”) entitled “Animal Welfare Policy” pursuant to Securities and Exchange Commission (“SEC”) Rule 14a-8 for inclusion in the proxy statement for the Company’s 2018 Annual Meeting of Shareholders (the “Proposal”).

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Your correspondence did not include documentation demonstrating that you had the legal authority to submit the Proposal on behalf of the Proponent as of the date the Proposal was submitted (December 27, 2017). In Staff Legal Bulletin No. 14I (Nov. 1, 2017) (“SLB 14I”), the SEC’s Division of Corporation Finance (“Division”) noted that proposals submitted by proxy, such as the Proposal, may present challenges and concerns, including “concerns raised that shareholders may not know that proposals are being submitted on their behalf.” Accordingly, in evaluating whether there is a basis to exclude a proposal under the eligibility requirements of Rule 14a-8(b), as addressed below, SLB 14I states that in general the Division would expect any shareholder who submits a proposal by proxy to provide documentation to:

- identify the shareholder-proponent and the person or entity selected as proxy;
- identify the company to which the proposal is directed;
- identify the annual or special meeting for which the proposal is submitted;
- identify the specific proposal to be submitted (e.g., proposal to lower the threshold for calling a special meeting from 25% to 10%); and
- be signed and dated by the shareholder.

The documentation that you provided with the Proposal raises the concerns referred to in SLB 14I. Specifically, the Proposal raises the concerns referred to in SLB 14I

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John C. Harrington
President
Harrington Investments, Inc.
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because no evidence was provided of the Proponent's delegation of authority to Harrington Investments, Inc. To remedy these defects, the Proponent should provide documentation that confirms that on or prior to December 27, 2017 (the date you submitted the Proposal), the Proponent had instructed or authorized Harrington Investments, Inc. to submit the specific proposal to the Company on the Proponent's behalf. The documentation should address each of the bullet points listed in the paragraph above.

In addition, under Rule 14a-8(b) of the Exchange Act, a shareholder must have continuously held at least \$2,000 in market value, or 1%, of the Company's securities entitled to be voted on the Proposal at the shareholders' meeting for at least one year as of the date the Proposal was submitted to the Company, and must provide to the Company a written statement of the shareholder's intent to continue to hold the required number or amount of shares through the date of the shareholders' meeting at which the Proposal will be voted on by the shareholders. We believe that your written statement in your December 27, 2017 correspondence is not adequate to confirm that the Proponent intends to hold the required number or amount of the Company's shares through the date of the 2018 Annual Meeting of Shareholders, because this statement was not made by the Proponent and no documentation was provided to confirm that Harrington Investments, Inc. is authorized to make this statement on the Proponent's behalf. To remedy this defect, either (1) the Proponent must submit a written statement that the Proponent intends to continue holding the required number or amount of Company shares through the date of the Company's 2018 Annual Meeting of Shareholders, or (2) you must provide documentation that Harrington Investments, Inc. is authorized to make such a statement on the Proponent's behalf.

The SEC's rules require that any response to this letter be postmarked or transmitted electronically no later than 14 calendar days from the date you receive this letter. Please address any response to Alicia Kelly, the Company's Executive Vice President, General Counsel and Secretary, at The TJX Companies, Inc., 770 Cochituate Road, Framingham, Massachusetts 01701. Alternatively, you may transmit any response to Ms. Kelly by email at alicia_kelly@tjx.com.

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John C. Harrington
President
Harrington Investments, Inc.
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If you have any questions with respect to the foregoing, please contact me at (202) 955-8287. For your reference, I enclose a copy of Rule 14a-8.

Sincerely,



Elizabeth A. Ising

cc: Alicia Kelly, Executive Vice President, General Counsel and Secretary, The TJX Companies, Inc.
Patricia Silver, c/o Harrington Investments, Inc.

Enclosure

From: Brianna Harrington <brianna@harringtoninvestments.com>
Date: January 18, 2018 at 8:03:45 PM EST
To: "alicia_kelly@tjx.com" <alicia_kelly@tjx.com>
Cc: "John Harrington:" <john@harringtoninvestments.com>, Sanford Lewis
<sanfordlewis@strategiccounsel.net>
Subject: [External] Shareholder Proposal

Good evening,

Please see the attached documents in response to your letter dated January 10, 2018. These documents have also been delivered via UPS express. Please confirm receipt.

Thank you!

Brianna Harrington

Research Analyst/Shareholder Advocacy Coordinator

Harrington Investments, Inc.

1001 2nd Street, Suite 325

Napa, CA 94559

Tel: 707-252-6166

Fax: 707-257-7923

<http://harringtoninvestments.com>

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January 11, 2018

Alicia Kelly
Executive Vice President, General Counsel and Secretary
The TJX Companies, Inc.
770 Cochituate Road,
Framingham, Massachusetts 01701

RE: Shareholder Proposal

Dear Ms. Kelly,

I, Patricia M. Silver, am a shareholder in the TJX Companies, Inc. (TJX) and a client of Harrington Investments, Inc. This letter is to confirm that I authorized prior to December 27, 2017, and continue to authorize, John Harrington and Harrington Investments, Inc. to file a shareholder proposal on my behalf and manage the furtherance of the proposal, regarding establishing an animal welfare policy at TJX Companies, Inc. for inclusion in the proxy materials for the TJX Companies, Inc. 2018 Annual Meeting of Shareholders. I authorize John Harrington and Harrington Investments, Inc. to negotiate on my behalf, including withdrawal or amendment of the proposal.

I, Patricia M. Silver, am the beneficial owner of at least \$2,000 worth of TJX stock. I have held the requisite number of shares for over one year and plan to hold sufficient shares in the TJX Companies, Inc. through the date of the annual shareholders' meeting. I previously provided proof of ownership with the original shareholder proposal submission, and an additional copy of this documentation is enclosed, along with our original file letter and the animal welfare proposal itself. I or a representative will attend the stockholders meeting to move the resolution.

If you have any questions or would like to discuss the resolution, please contact Harrington Investments, Inc. at 707-252-6166.

Sincerely,



Patricia M. Silver

TJX Companies, Inc. Shareholder
(The Proponent)

Animal Welfare Policy

Whereas, although the majority of our Company's retail chains are already "fur-free", TJX's "fur practices" differ by geography, relating to our Company's U.S. chains, including T.J. Maxx, Marshalls, HomeGoods and Sierra Trading Post, where some TJX's retail stores carry products containing angora wool and fur;

Whereas, rabbits raised for angora wool often live inside filthy, cramped cages for years and workers pin them down and violently rip out their fur as they scream in pain and struggle to escape. This is not an image that TJX shareholders or customers may want to be associated with;

Whereas, additional confirmed reports of animal cruelty in the fur trade, including pets caught in traps, animals being skinned alive, anally electrocuted and drowned, have led to many corporations working with respected animal welfare organizations to strengthen animal welfare policies, including avoiding the sale of fur products altogether;

Whereas, competing retailers, such as H&M, Inditex and VF Corporation, have animal welfare policies or policies relating to humane treatment of animals and ethical sourcing of products;

Whereas, TJX currently has no animal welfare or "cruelty-free" policy or statement, and there is no statement pertaining to animal welfare in TJX's vendor code of conduct;

Whereas, our Company's "aim is to avoid knowingly selling products that contain real fur", indicating understanding of the value and importance to customers and shareholders of the serious nature of animal cruelty, demonstrating the Company's progress towards carrying increasingly more ethically sourced products;

Whereas, extending a universal and comprehensive policy applying to all of our Company's stores' merchandise associated with animal cruelty would not only create consistency between 'company values' and company practices, it would enhance Company and shareholder value;

Be it Therefore Resolved that shareholders request the board of directors to develop and disclose a new universal and comprehensive animal welfare policy applying to all of our stores, merchandise and suppliers.



December 27, 2017

Corporate Secretary
c/o Legal Department
The TJX Companies, Inc.
770 Cochituate Road,
Framingham, Massachusetts 01701

RE: Shareholder Proposal

Dear Corporate Secretary,

Patricia Silver is a client of my financial advisory firm, Harrington Investments, Inc., and a shareholder in the TJX Companies, Inc. (TJX). Patricia Silver has requested that we file the enclosed shareholder resolution with the TJX Companies, Inc. on her behalf for inclusion in TJX's Proxy Statement for the 2018 annual meeting of shareholders.

Patricia Silver is the beneficial owner of at least \$2,000 worth of TJX stock. She has held the requisite number of shares for over one year, and plans to hold sufficient shares in the TJX Companies, Inc. through the date of the annual shareholders' meeting. Verification of ownership will be included with this letter. Patricia Silver or a representative will attend the stockholders' meeting to move the resolution.

Harrington Investments, Inc.'s clients hold approximately 42,448 shares of TJX and plan to vote this stock in support of the enclosed resolution.

If you have any questions or would like to discuss the resolution, I can be contacted at (707) 252-6166.

Sincerely,

A handwritten signature in blue ink, appearing to read "John C. Harrington", is written over a faint, larger version of the same signature.

John C. Harrington

President



December 27, 2017

Corporate Secretary c/o Legal Department
The TJX Companies, Inc.
770 Cochituate Road
Framingham, MA 01701

Account #: ****.* **

Questions: Please call Schwab
Alliance at 1-800-515-2157.

RE: Account XXXX- * PATRICIA M SILVER TTEE, P M SILVER REV TR OF U/A DTD 12/15/2010**

Dear Corporate Secretary,

This letter is to confirm that Charles Schwab is the record holder for the beneficial owner of the Patricia M. Silver Revocable Trust account and which holds in the account 600 shares in The TJX Companies, Inc. common stock. These shares have been held continuously for at least one year prior to and including December 27, 2017.

The shares are held at Depository Trust Company under the Participant Account Name of Charles Schwab & Co., Inc., number 0164.

This letter serves as confirmation that Patricia Silver is the beneficial owner of the above referenced stock.

Should additional information be needed, please feel free to contact me directly at 877-393-1951 between the hours of 11:30am and 8:00pm EST.

Sincerely,

Melanie Salazar
ASI SERVICE WEST PHOENIX
2423 E Lincoln Dr
Phoenix, AZ 85016-1215

Independent investment advisors are not owned by, affiliated with, or supervised by Charles Schwab & Co., Inc. ("Schwab").

Schwab Advisor Services™ serves independent investment advisors, and includes the custody, trading, and support services of Schwab.

Jill DiGiovanni

From: Jill DiGiovanni
Sent: Monday, January 22, 2018 2:11 PM
To: Brianna Harrington
Cc: Alicia Kelly; John Harrington:
Subject: RE: Shareholder Proposal

Ms. Harrington,

On behalf of Alicia Kelly, I am writing to confirm we are in receipt of the documents that you attached in response to our letter dated January 10, 2018.

Best regards,
Jill

Jill A. DiGiovanni
Senior Attorney - Securities and Governance
The TJX Companies, Inc.
770 Cochituate Road
Framingham, Massachusetts 01701
Tel: (508) 390-2972
jill_digiovanni@tjx.com
www.tjx.com

From: Brianna Harrington <brianna@harringtoninvestments.com>
Date: January 18, 2018 at 8:03:45 PM EST
To: "alicia_kelly@tjx.com" <alicia_kelly@tjx.com>
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Thank you!

Brianna Harrington

Research Analyst/Shareholder Advocacy Coordinator

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