

February 3, 2020

VIA E-MAIL

Office of Chief Counsel
Division of Corporation Finance
Securities and Exchange Commission
100 F Street, NE
Washington, DC 20549

Re: *The TJX Companies, Inc.*
Shareholder Proposal of Brianna L. Harrington
Securities Exchange Act of 1934—Rule 14a-8

Ladies and Gentlemen:

This letter is to inform you that our client, The TJX Companies, Inc. (the “Company”), intends to omit from its proxy statement and form of proxy for its 2020 Annual Meeting of Shareholders (collectively, the “2020 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof (the “Supporting Statement”) submitted by Brianna L. Harrington (the “Proponent”).

Pursuant to Rule 14a-8(j), we have:

- filed this letter with the Securities and Exchange Commission (the “Commission”) no later than eighty (80) calendar days before the Company intends to file its definitive 2020 Proxy Materials with the Commission; and
- concurrently sent copies of this correspondence to the Proponent.

Rule 14a-8(k) and Staff Legal Bulletin No. 14D (Nov. 7, 2008) (“SLB 14D”) provide that shareholder proponents are required to send companies a copy of any correspondence that the proponents elect to submit to the Commission or the staff of the Division of Corporation Finance (the “Staff”). Accordingly, we are taking this opportunity to inform the Proponent that if she elects to submit additional correspondence to the Commission or the Staff with respect to this Proposal, a copy of that correspondence should be furnished concurrently to the undersigned on behalf of the Company pursuant to Rule 14a-8(k) and SLB 14D.

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THE PROPOSAL

The Proposal states:

BE IT, THEREFORE, RESOLVED: Shareholders request that the Board of Directors, at reasonable cost and omitting proprietary information, commission an independent analysis of any material risks of continuing operations without a company-wide animal welfare policy or restrictions on animal-sourced products associated with animal cruelty. Such report should assess the operational, reputational and financial implications of the company's vendor policies pertaining to oversight on animal welfare throughout the supply chain, and to report to shareholders no later than September 2020.

A copy of the Proposal, the Supporting Statement and related correspondence with the Proponent are attached to this letter as Exhibit A.

BASIS FOR EXCLUSION

We hereby respectfully request that the Staff concur in our view that the Proposal may properly be excluded from the 2020 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations. Specifically, the Proposal relates to the sale of particular products and the Company's relationship with its vendors.

ANALYSIS

The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Addresses Matters Relating To The Company's Ordinary Business Operations

A. Background

Rule 14a-8(i)(7) permits a company to omit from its proxy materials a shareholder proposal that relates to the company's "ordinary business" operations. According to the Commission's release accompanying the 1998 amendments to Rule 14a-8, the term "ordinary business" "refers to matters that are not necessarily 'ordinary' in the common meaning of the word," but instead the term "is rooted in the corporate law concept [of] providing management with flexibility in directing certain core matters involving the company's business and operations." Exchange Act Release No. 40018 (May 21, 1998) (the "1998 Release"). In the 1998 Release, the Commission stated that the underlying policy of the ordinary business exclusion is "to confine the resolution of ordinary business problems to management and the

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board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting,” and identified two central considerations that underlie this policy. *Id.* As relevant here, one of these considerations was that “[c]ertain tasks are so fundamental to management’s ability to run a company on a day-to-day basis that they could not, as a practical matter, be subject to direct shareholder oversight.” *Id.* Examples of the tasks cited by the Commission include “management of the workforce, such as the hiring, promotion, and termination of employees, decisions on production quality and quantity, and the retention of suppliers.” *Id.*

Framing a shareholder proposal in the form of a request for a report does not change the nature of the proposal. The Commission has stated that a proposal requesting the dissemination of a report may be excludable under Rule 14a-8(i)(7) if the subject matter of the report is within the ordinary business of the issuer. *See* Exchange Act Release No. 20091 (Aug. 16, 1983). In addition, the Staff has indicated that “[where] the subject matter of the additional disclosure sought in a particular proposal involves a matter of ordinary business . . . it may be excluded under [R]ule 14a-8(i)(7).” *Johnson Controls, Inc.* (avail. Oct. 26, 1999). Similarly, a proposal’s request for a review of certain risks also does not preclude exclusion if the underlying subject matter of the proposal is ordinary business. *See, e.g., McDonald’s Corp.* (avail. Mar. 22, 2019) (concurring with the exclusion of a proposal asking the company to disclose the economic risks it faced from campaigns targeting the company over concerns about cruelty to chickens because it “focuse[d] primarily on matters relating to the [c]ompany’s ordinary business operations”); *Johnson & Johnson* (avail. Jan. 31, 2018) (concurring with the exclusion of a proposal requesting the company prepare a report detailing the known and potential risks and costs to it caused by certain pressure campaigns because it “relat[es] to the [c]ompany’s ordinary business operations”).

The 1998 Release further distinguishes proposals pertaining to ordinary business matters from those involving “significant social policy issues.” 1998 Release (citing Exchange Act Release No. 12999 (Nov. 22, 1976)). While “proposals . . . focusing on sufficiently significant social policy issues (*e.g.*, significant discrimination matters) generally would not be considered excludable,” the Staff has indicated that proposals relating to both ordinary business matters and significant policy issues may be excluded in their entirety in reliance on Rule 14a-8(i)(7) if they do not “transcend the day-to-day business matters” discussed in the proposals. 1998 Release. In this regard, when assessing proposals under Rule 14a-8(i)(7), the Staff considers “both the proposal and the supporting statement as a whole.” Staff Legal Bulletin No. 14C, part D.2 (June 28, 2005) (“SLB 14C”).

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B. The Proposal Is Excludable Under Rule 14a-8(i)(7) Because The Thrust And Focus Of The Proposal Addresses The Company's Sale Of Particular Products

The Proposal is excludable pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations because the thrust and focus of the Proposal is the sale of particular products by the Company.

As noted above, when evaluating whether a proposal may be excluded under Rule 14a-8(i)(7), the Staff evaluates whether the underlying subject matter of the resolution and its supporting statement, taken as a whole, involves a matter of ordinary business to the company. SLB 14C, at part D.2. Here, the Proposal purports to be focused on the humane treatment of animals in the Company's supply chain, which the Staff has found in some cases to implicate a significant policy issue. However, the Resolved clause refers explicitly to "restrictions on animal-sourced products," and the Supporting Statement makes clear that the Proposal's principal thrust and focus is on products containing fur offered for sale by the Company at certain of its retail stores. In this regard, the Proposal is comparable to many other proposals that the Staff has concurred may be excluded under Rule 14a-8(i)(7), where the supporting statements demonstrate that the proposal will operate as a referendum on ordinary business matters.

For example, in *General Electric Co. (St. Joseph Health System)* (avail. Jan. 10, 2005), the Staff considered a proposal raising a general corporate governance matter by requesting that the company's compensation committee "include social responsibility and environmental (as well as financial) criteria" in setting executive compensation. The proposal was preceded by a number of recitals addressing executive compensation, but the supporting statement read, "[w]e believe it is especially appropriate for our company to adopt social responsibility and environmental criteria for executive compensation because" and then set forth a number of paragraphs regarding an alleged link between teen smoking and the depiction of smoking in movies. The company argued that the supporting statement evidenced the proponents' intent to "obtain[] a forum for the [p]roponents to set forth their concerns about an alleged link between teen smoking and the depiction of smoking in movies," a matter implicating the company's ordinary business operations. The Staff permitted exclusion of the proposal under Rule 14a-8(i)(7), noting that "although the proposal mentions executive compensation, the thrust and focus of the proposal is on the ordinary business matter of the nature, presentation and content of programming and film production." *See also Comcast Corp.* (avail. Mar. 10, 2015) (concurring with the exclusion of a proposal requesting a review of human rights policies where the company argued that the proposal "attempts to avoid [exclusion under Rule 14a-8(i)(7)]" by relocating the underlying focus of the proposal "from the 'resolved' clause of the [p]roposal to a subsequent sentence nominally labeled 'supporting statement'"); *Apple Inc.* (avail. Nov. 17, 2014) (concurring with the exclusion of a proposal where the Staff noted that "although the proposal

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relates to executive compensation, the thrust and focus is on [an] ordinary business matter”); *Johnson & Johnson (NorthStar Asset Management, Inc. Funded Pension Plan)* (avail. Feb. 10, 2014) (concurring with the exclusion of a proposal with a resolution concerning the general political activities of the company where the preamble paragraphs to the proposal indicated that the thrust and focus of the proposal was on specific company political expenditures, which are ordinary business matters).

Similarly, when evaluating whether facially neutral proposals are in fact veiled attempts to conduct a shareholder referendum on an ordinary business matter, the Staff has looked at the extent to which the ordinary business matter is addressed in the supporting statements. For example, in *The TJX Companies, Inc.* (avail. Apr. 16, 2018) (“*TJX 2018*”), the Staff considered a proposal requesting that the Company’s Board of Directors (the “Board”) adopt “a new universal and comprehensive animal welfare policy applying to all of [its] stores, merchandise and suppliers.” The proposal was preceded by a supporting statement consisting of seven paragraphs, the majority of which focused on the Company’s sale of products containing fur in certain of its retail stores. The supporting statement in part criticized the Company’s “retail stores [that] carry products containing angora wool and fur” and suggested “avoiding the sale of fur products altogether.” The Company argued that the supporting statement demonstrated that the proposal’s thrust and focus concerned “specific products the Company offers for sale in certain of its retail stores,” a matter implicating the Company’s ordinary business operations, and that the proposal would therefore “operate as a referendum on the Company’s ordinary business operations.” The Staff concurred with exclusion of the proposal under Rule 14a-8(i)(7), noting that “the [p]roposal relates to the products and services offered for sale by the Company.”

Similarly, in the context of proposals addressing policies on charitable contributions, the Staff has consistently permitted exclusion under Rule 14a-8(i)(7) of facially neutral proposals if the supporting statements indicate that the proposal, in fact, would serve as a referendum on contributions to particular organizations, which is an ordinary business matter. Most recently, in *Starbucks Corp.* (avail. Jan. 4, 2018), a facially neutral proposal requested that the company “consider issuing a semiannual report on the [c]ompany’s website . . . disclosing: the [c]ompany’s standards for choosing which organizations receive the Company’s assets in the form of charitable contributions.” Notwithstanding the facially neutral language of the proposed resolution, the Staff concurred with exclusion of the proposal under Rule 14a-8(i)(7) because the supporting statement included three sentences referring to specific organizations or groups. *See also Johnson & Johnson* (avail. Feb. 12, 2007) (concurring with the exclusion of a facially neutral proposal requesting that the company disclose all recipients of corporate charitable contributions where the proposal’s preamble and supporting statement made clear that the proposed policy was intended to specifically target the company’s support of Planned Parenthood and organizations that support same-sex marriage).

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Just as in *TJX 2018*, the thrust and focus of the Proposal is on an ordinary business matter: the Company's sale of products containing fur in certain of its retail stores. This is evidenced by the Supporting Statement, which—like the proposals in *General Electric*, *Starbucks* and *Johnson & Johnson*—reveals the intended purpose of the Proposal. For example, while the Proposal makes glancing references to “animal cruelty” and “animal welfare,” the Proposal's Resolved clause refers specifically to “animal-sourced products” and the Supporting Statement repeatedly refers to fur products:

- recognizing that the Company has received praise for “successfully execut[ing] *a fur-free business model* in the United States,” and has made “exclusions [for] *certain animal products* at some [Company] retail stores” abroad;
- criticizing that while the Company had “incorporated information about [its] *fur practices* into [its] social compliance training,” its Social Responsibility Report “goes on to outline an inconsistent patchwork of different global ‘*fur practices*’”;
- flagging that other retailers like “Macy's and Bloomingdale's [had] announced *their departure from fur*”; and
- stating “California [had] recently passed *a ban on the sale of fur*” and “[l]aws may soon require eliminating cruelly sourced animal products” (emphases added).

The Supporting Statement asserts that in light of this background, the Company should “tak[e] proactive steps in response to trends and consumer preference” to avoid being seen “as an outdated retailer” or “laggard on ensuring the safe, humane and ethical treatment of animals throughout [its] supply chain.” The Supporting Statement's examples of such steps, however, do not address the Company's supply chain or allegations of the mistreatment of animals in the Company's operations. Instead, the Supporting Statement focuses on policies or legislation *prohibiting the sale* of products containing fur. Thus, as in *TJX 2018*, *Starbucks* and *Johnson & Johnson*, the Supporting Statement demonstrates that the Proposal's thrust and focus concerns specific products the Company offers for sale in certain of its retail stores, which demonstrates that the Proposal would operate as a referendum on the Company's ordinary business operations and is therefore excludable under Rule 14a-8(i)(7).

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C. *The Products Offered For Sale By The Company In Its Retail Stores Are An Ordinary Business Matter That Is Excludable Under Rule 14a-8(i)(7)*

The Staff consistently has concurred in the exclusion of proposals relating to the sale of particular products and services, including the sale of products containing animal fur. For example, in *Dillard's, Inc.* (avail. Feb. 27, 2012), the Staff concurred in the exclusion of a proposal “to develop a plan . . . to phase out the sale of fur from raccoon dogs” on the basis of Rule 14a-8(i)(7). *Dillard's*, a retail company with a chain of several hundred department stores, argued that the proposal could be excluded on the well-established grounds that “[a]n integral part of [the retail] business is the selection of the products to be sold in its stores.” The Staff concurred, noting that the proposal “relates to the products offered for sale by the company [and p]roposals concerning the sale of particular products are generally excludable under [R]ule 14a-8(i)(7).” *See also TJX 2018*.

The Staff's position with regard to the proposals relating to the sale of products containing fur in *Dillard's* and *TJX 2018* is consistent with its position with regard to proposals relating to the sale of other products and services. For example, in *JPMorgan Chase & Co.* (avail. Mar. 19, 2019) the Staff concurred with the exclusion of a proposal recommending the company prepare a report examining the politics, economics and engineering for the construction of a sea-based canal through the Tehuantepec isthmus of Mexico because the proposal “relat[ed] to [the] [c]ompany's ordinary business operations” (i.e., “the products and services offered for sale by the [c]ompany”). *See also Cardinal Health, Inc.* (avail. Aug. 4, 2017) (concurring with the exclusion of a proposal requesting a report describing the distribution systems implemented on behalf of manufacturers to prevent the diversion of certain products, as well as related monitoring and auditing processes, as “relat[ing] to the sale or distribution of particular products to its customers”); *Walgreens Boots Alliance, Inc.* (avail. Nov. 7, 2016, *recon. denied* Nov. 22, 2016) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal that requested the company's board prepare a report assessing the financial risk facing the company based on its continued sales of certain products because the proposal “relat[ed] to [the company's] ordinary business operations”); *Wal-Mart Stores, Inc.* (avail. Mar. 20, 2014) (concurring with exclusion under Rule 14a-8(i)(7) of a proposal requesting board oversight of determinations as to whether selling certain products that endanger public safety and well-being could impair the reputation of the company and/or would be offensive to family and community values, on the basis that the proposal related to “the products and services offered for sale by the company”), *aff'd and cited in Trinity Wall Street v. Wal-Mart Stores, Inc.*, 792 F.3d 323, 327 (3d Cir. 2015); *Wells Fargo & Co.* (avail. Jan. 28, 2013, *recon. denied* Mar. 4, 2013) (concurring with exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company prepare a report discussing the adequacy of the company's policies in addressing the social and financial impacts of the company's direct deposit advance lending service, noting in particular that “the proposal relates to the products and services offered for sale by the company”); *Pepco Holdings, Inc.* (avail. Feb. 18, 2011)

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(concurring with the exclusion under Rule 14a-8(i)(7) of a proposal that urged the company to pursue the market for solar technology and noting that “the proposal relates to the products and services offered for sale by the company”); *Wal-Mart Stores, Inc. (Albert)* (avail. Mar. 30, 2010) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal requiring that all company stores stock certain amounts of locally produced and packaged food as concerning “the sale of particular products”); *Wal-Mart Stores, Inc. (Porter)* (avail. Mar. 26, 2010) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal “to adopt a policy requiring all products and services offered for sale in the United States of America by Wal-Mart and Sam’s Club stores . . . be manufactured or produced in the United States of America,” and noting that “the proposal relates to the products and services offered for sale by the company”).

Like the proposals regarding products containing animal fur in *Dillard’s* and *TJX 2018*, lending products and services in *JPMorgan Chase* and *Wells Fargo*, solar products in *Pepco Holdings* and products that are produced locally or in the United States in the *Wal-Mart* letters cited above, the Proposal relates to the sale of particular products in certain of the Company’s retail stores. Both the principal reason for and the principal focus of the Proposal relate to the sale of particular products by the Company in its retail stores; namely, products containing fur. The Supporting Statement notes the “praise from the public” that the Company received after it “successfully executed a fur-free business model in the United States” and made “exclusions from certain animal products” at certain retail stores abroad, but then critiques what the Proponent believes to be “an inconsistent patchwork of different global ‘fur practices’” against a description of policies adopted by other retailers to “depart[] from fur” and recent laws that “ban . . . the sale of fur” or “may soon require eliminating cruelly sourced animal products.” The Supporting Statement argues that “taking proactive steps in response to trends and consumer preference would enhance [the Company’s] image, Company and shareholder value, [and] minimiz[e] legal and regulatory risk.” The requested report is in essence intended to impose on the Company an obligation to reconsider the sale of particular products in its retail stores and online. By requesting that the Company commission an independent analysis of the “material risks of continuing operations without a company-wide animal welfare policy or restrictions on animal-sourced products associated with animal cruelty,” the Proposal seeks to subject to shareholder oversight considerations that are integral to the Company’s ordinary business operations.

The Company is the leading off-price retailer of apparel and home fashions in the United States and worldwide with over 4,500 stores located in nine countries across three continents and four e-commerce sites, offering a rapidly changing assortment of merchandise. The vast majority of the Company’s businesses are fur-free. As acknowledged by the Proponent, in the United States, the Company avoids knowingly purchasing or selling products that contain real fur. In Europe, the Company has a longstanding “no fur” policy and does not knowingly source goods containing angora. In Australia, the Company also avoids knowingly purchasing or

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selling products containing real fur or goods containing angora. In Canada, the Company's HomeSense and Marshalls stores no longer knowingly purchase or sell products containing fur. From time to time, among the many thousands of products sold by the Company's businesses in the United States, Canada, Europe and Australia, some may contain shearling, haircalf or hide. If an item containing fur is mistakenly sent to the Company's stores or to its e-commerce sites in the United States, Europe and Australia, the Company works quickly to remove the item. At the Winners stores in Canada, the Company's fur practices differ due to customer preferences, and the Company may on occasion offer among the many products it sells products that contain fur.

To be able to offer customers an ever-changing, eclectic mix of merchandise at compelling values, it is a fundamental responsibility of the Company's merchandise buying organization to select which products to sell and to define the practices related to the sourcing of such products. The process of procuring a wide-range of merchandise for the Company's off-price model is complex, and the Company's merchandise buyers must consider myriad factors when making buying decisions in the marketplace, including, for example, customer tastes and preferences and market opportunities, as well as applicable laws, regulations and industry standards and internal vendor and sourcing compliance practices. Balancing such interests is a complex issue, and is "so fundamental to management's ability to run [the C]ompany on a day-to-day basis that [it] could not, as a practical matter, be subject to direct shareholder oversight." See 1998 Release. Accordingly, because the Proposal relates to only a few of the thousands of particular products offered for sale by the Company at certain of its retail stores, the Proposal may be excluded pursuant to Rule 14a-8(i)(7) as relating to the Company's ordinary business operations.

D. Regardless Of Whether The Proposal Touches Upon A Significant Policy Issue, The Entire Proposal Is Excludable Because It Lacks A Sufficient Nexus To The Company's Ordinary Business Operations As A Retailer

The well-established precedent set forth above demonstrates that the Proposal addresses ordinary business matters and therefore is excludable under Rule 14a-8(i)(7). While the Staff has found some proposals addressing the humane treatment of animals to implicate significant policy issues, whether a proposal relates to a significant policy issue depends not only on the subject matter underlying the proposal but also on how that underlying subject matter relates to the company. The Staff has consistently drawn a distinction between manufacturers of products and the retailers who sell them and, consistent with the precedent set forth above, consistently taken the position that proposals relating to the sale of products by a retailer are properly excludable pursuant to Rule 14a-8(i)(7) as relating to the retailer's ordinary business operations.

The distinction between manufacturer and retailer is consistent with the position taken by the Staff in Staff Legal Bulletin No. 14E (Oct. 27, 2009), in which the Staff stated that a

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shareholder proposal focusing on a significant policy issue “generally will not be excludable under Rule 14a-8(i)(7) as long as a sufficient nexus exists between the nature of the proposal and the company.” Consistent with this position, the Staff on numerous occasions has concurred that a proposal relating to a retailer’s sale of a product that could be considered controversial may be excluded because a sufficient nexus does not exist between the nature of the proposal and the company. *Compare Sturm, Ruger & Co.* (avail. Mar. 5, 2001) (declining to concur in the exclusion of a proposal that requested that a gun manufacturer provide a “report on company policies and procedures aimed at stemming the incidence of gun violence in the United States”) *with Wal-Mart Stores, Inc.* (avail. Mar. 9, 2001) (concurring with the exclusion on the basis of Rule 14a-8(i)(7) of a proposal that requested the retailer to stop selling “handguns and their accompanying ammunition”).

In *Dillard’s*, the Staff rejected the proponent’s argument that Dillard’s was more akin to a manufacturer of goods than to a retailer of goods because it sold house-branded items and the proposal sought the elimination of animal fur from products sold by Dillard’s. In granting Dillard’s no-action request, the Staff specifically noted that the proposal “relates to the products offered for sale by the company [and p]roposals concerning the sale of particular products are generally excludable under rule 14a-8(i)(7).” *See also TJX 2018; Walgreens Boots Alliance, Inc.* (avail. Nov. 7, 2016, *recon. denied* Nov. 22, 2016); *Wal-Mart Stores, Inc.* (avail. Mar. 20, 2014); *Rite Aid Corp. (New York City Police Pension Fund et al.)* (avail. Mar. 26, 2009) (concurring with a retailer’s exclusion under Rule 14a-8(i)(7) of a shareholder proposal requesting the board to report on the company’s response to regulatory and public pressures to end sales of tobacco products because the proposal related to the “sale of a particular product”); *The Home Depot, Inc.* (avail. Jan. 24, 2008) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal that requested that the company “end its sale of glue traps” because it related to “the sale of a particular product,” notwithstanding the proponent’s argument that their sale had been “the subject of public debate and controversy”).

Here, the Proposal addresses the sale of particular products containing fur, and thus the subject matter of the Proposal directly relates to the Company’s ordinary business operations as a retailer and not a manufacturer of such products. Thus, consistent with *Dillard’s*, *TJX 2018*, *Walgreens Boots Alliance*, *Wal-Mart Stores*, *Rite Aid*, and *Home Depot*, where the Staff permitted those retailers to exclude proposals relating to the sale of particular products, the Proposal here lacks a sufficient nexus to the Company and is therefore excludable under Rule 14a-8(i)(7).

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E. The Proposal May Be Excluded Under Rule 14a-8(i)(7) Because It Relates To The Company's Vendor Relationships

The Proposal states that the commissioned independent analysis “should assess the operational, reputational and financial implications of the [C]ompany’s vendor policies pertaining to oversight on animal welfare throughout the supply chain.” Thus, the Proposal would require an assessment of how the Company manages its relations with its vendors, as well as the Company’s “vendor policies,” in order to determine their impact on the Company’s operations, reputation and finances. The Proposal is therefore also excludable under Rule 14a-8(i)(7) because the broad scope of its request implicates the Company’s ordinary business operations as it relates to the Company’s relationships with its vendors.

In the 1998 Release, the Commission specifically included supplier relationships as a type of ordinary business matter excludable under Rule 14a-8(i)(7). Further, the Staff has concurred with the exclusion of proposals under Rule 14a-8(i)(7) in numerous instances on the basis that they concerned decisions relating to supplier or vendor relationships. For example, in *Foot Locker, Inc.* (avail. Mar. 3, 2017), the proposal requested a report “outlin[ing] the steps that the company is taking, or can take, to monitor the use of subcontractors by the company’s overseas apparel suppliers.” The proposal also specifically requested information relating to “[t]he extent to which company codes of conduct are applied to apparel suppliers and subcontractors”; “[p]rocess and procedures for monitoring compliance with corporate codes of conduct by apparel suppliers and sub-contractors”; and “[p]rocess and procedures that the company has in place for dealing with code non-compliance by apparel suppliers and subcontractors.” The company argued that the proposal sought to “influence the manner in which the [c]ompany monitors the conduct of its suppliers and their subcontractors” and that “[t]he extent to which a company applies and enforces its code of conduct on suppliers and their subcontractors” was an ordinary business matter. In concurring with exclusion, the Staff noted “the proposal relates broadly to the manner in which the company monitors the conduct of its suppliers and their subcontractors.” *See also Walmart Inc.* (avail. Mar. 8, 2018) (concurring with the exclusion of a proposal seeking a report outlining the requirements suppliers must follow regarding engineering ownership and liability as relating to the company’s ordinary business matters); *Corrections Corp. of America* (avail. Feb. 28, 2014, *recon. denied* Mar. 25, 2014) (concurring with the exclusion of a proposal requesting the board adopt and implement provisions “relate[d] to inmate telephone service contracts at correctional and detention facilities operated by the company” on grounds that it “relates to decisions relating to supplier relationships”); *Kraft Foods Inc.* (avail. Feb. 23, 2012) (concurring with the exclusion of a proposal that sought a report detailing the ways the company “is assessing water risk to its agricultural supply chain and action it intends to take to mitigate the impact on long-term shareholder value,” noting that the “proposal relates to decisions relating to supplier relationships”); *PepsiCo, Inc.* (avail. Feb. 11, 2004) (concurring with the exclusion of a proposal

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that would require management to “stop favoring one bottler over the other, stop permitting unequal or unfair support differentials and ensure uniform accounting for support payments” as “relating to ordinary business matters, (i.e., decisions relating to vendor relationships, discounts, developing a code of ethics and accounting matters”).

As in *Foot Locker*, the Proposal seeks to influence the manner in which the Company monitors its supplier relationships. In this regard, the Proposal requests a report that assesses aspects of certain Company “vendor policies.” As discussed below, and as was the case in *Foot Locker*, the fact that the Proposal may touch upon a significant policy issue is insufficient to preclude relief where the focus of the Proposal is on the Company’s relationships with its vendors and their compliance with the Company’s vendor policies.

Similarly, the Staff also has consistently concurred with the exclusion of shareholder proposals related to how a company or its suppliers adhere to ethical business practices and policies. For example, *Mattel, Inc.* (avail. Feb. 10, 2012) involved a proposal that requested the company require its suppliers to publish a report detailing their compliance with the International Council of Toy Industries (“ICTI”) Code of Business Practices. The proposal addressed several concerns relating to the company’s suppliers’ plants in China, including “underage workers during the summer, excessive overtime, concerns about chemicals and poor ventilation” and alleged that “reviewers of the audit firms of the ICTI” were “seeking bribes.” Consequently, the proposal sought “proven and transparent compliance with [the ICTI Code of Business Practice] at [the company’s] suppliers’ plants” in order to “avoid strikes, negative media coverage and loud complaints from consumers.” The Staff concurred with exclusion of the proposal under Rule 14a-8(i)(7) in *Mattel* as relating to the company’s ordinary business operations, noting that “the proposal calls for [the company] to require that its suppliers publish a report about their compliance with the ICTI Code of Business Practices” and specifically noted “[the company’s] view that the ICTI Code ‘has a broad scope that covers several topics that relate to the [c]ompany’s ordinary business operations and are not significant policy issues.’” See also *Verizon Communications, Inc.* (avail. Jan. 10, 2011) (concurring with the exclusion of a proposal directing the board to form a Corporate Responsibility Committee charged with monitoring the company’s commitment to integrity, trustworthiness and reliability—and the extent to which it lived up to its Code of Business Conduct, as “relating to [the company’s] ordinary business operations” and concerning “general adherence to ethical business practices”); *The Walt Disney Co.* (avail. Dec. 12, 2011) (concurring with the exclusion of a proposal asking the board to report on board compliance with Disney’s Code of Business Conduct and Ethics for directors); *International Business Machines Corp.* (avail. Jan. 7, 2010, *recon. denied* Feb. 22, 2010) (concurring with the exclusion of a proposal directing officers to restate and enforce certain standards of ethical behavior because it related to general adherence to ethical business practices).

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The assessment requested in the Proposal entails an assessment of the “operational, reputational and financial implications of the [C]ompany’s *vendor policies* pertaining to oversight on animal welfare throughout the supply chain” (emphasis added). The Supporting Statement further refers to the Company’s “sourcing decisions” and to “operating [its] business *ethically*,” enforcing “Company values” and “*ethics*’ . . . throughout [its] supply chain,” and “broaden[ing] the scope of due-diligence” that the Company has “already developed by *ethical sourcing* in the supply chain” (emphases added). The Proposal therefore mandates a review of the Company’s vendor relationships and the Company’s enforcement of its vendor policies, each of which is an ordinary business matter for the Company. To the extent the Proposal further raises concerns as to the Company’s ethical sourcing of products, the Company’s approach to ethical sourcing and its “vendor policies” are reflected in its purchase order forms and social compliance program, the foundation for which is the Company’s Vendor Code of Conduct (the “Vendor Code”).¹ The Vendor Code sets forth the Company’s expectations that merchandise vendors and factories will act ethically and responsibly and respect the rights of workers, and, by its terms, requires that the Company’s merchandise vendors “be transparent and honest in all communications with [the Company]” and states that “a violation of [the Vendor Code] may result in required corrective action, cancellation of purchase order(s), and/or termination of the business relationship.” The Vendor Code requires merchandise vendors in the Company’s supply chain, as well as the factories in which the merchandise they sell to the Company is manufactured, to comply with all applicable laws and regulations. The Company’s forms of purchase order contain terms and conditions that require, among other things, that merchandise vendors comply with the Vendor Code and warrant that all goods sold to the Company comply with all laws, ordinances, rules, and regulations applicable to the goods. Accordingly, the Vendor Code and other policies are consistent in requiring that merchandise vendors, and the factories producing merchandise for sale in the Company’s stores, comply with every applicable law, ordinance, rule, or regulation. This expressly includes all applicable laws, ordinances, rules or regulations regarding animal welfare or the prevention of cruelty to animals. Thus, similar to *Mattel*, by seeking to require the Company to report on the effectiveness of the Company’s enforcement of the Vendor Code, the Proposal delves into the terms of the Company’s relationships with its vendors and compliance with its existing policies such that it is properly excludable under Rule 14a-8(i)(7).

The extent to which a company oversees, applies, and enforces compliance with its supplier code of conduct (such as the Vendor Code) involves decisions that are fundamental to the company’s day-to-day operations and entails a variety of ordinary business operations. The underlying subject matter of the Proposal addresses standards set forth in the Vendor Code, which inform the Company’s oversight of its vendors and their operations. Such considerations

¹ The Vendor Code is available at <https://www.tjx.com/responsibility/responsible-business/social-compliance/vendor-code-of-conduct>.

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are complex and cannot, as a practical matter, be subject to shareholder oversight. As such, consistent with *Foot Locker*, *Mattel* and *Verizon*, the Proposal is properly excludable under Rule 14a-8(i)(7) for requiring, through the commissioned report, an evaluation of the implications to the Company's operations, reputation and finances from its vendor policies (*i.e.*, the Vendor Code) and their enforcement, which relate to the Company's ordinary business operations.

F. The Proposal Does Not Focus On A Significant Policy Issue That Transcends The Company's Ordinary Business Operations

The well-established precedent set forth above demonstrates that the Proposal squarely addresses ordinary business matters and therefore is excludable under Rule 14a-8(i)(7). Even if the Proposal also touches upon a significant policy issue by arguably implicating the humane treatment of animals, the Proposal is nonetheless excludable under Rule 14a-8(i)(7) because it fails to sufficiently focus on any significant policy issue.

Consistent with the 1998 Release, the Staff routinely concurs with the exclusion of proposals that relate to ordinary business decisions even where the proposal references a significant policy issue. Notably, the Staff has confirmed this approach to the ordinary business exclusion in the context of proposals that touch upon the humane treatment of animals. In *PetSmart, Inc.* (avail. Mar. 24, 2011), the proposal requested that the board require its suppliers to certify they had not violated "the Animal Welfare Act, the Lacey Act, or any state law equivalents," the principal purpose of which related to preventing animal cruelty. The Staff granted no-action relief under Rule 14a-8(i)(7) and stated, "[a]lthough the humane treatment of animals is a significant policy issue, we note your view that the scope of the laws covered by the proposal is 'fairly broad in nature from serious violations such as animal abuse to violations of administrative matters such as record keeping.'"

The Staff's position that proposals are excludable where they relate to both ordinary and non-ordinary business matters is well established. Notably, in *Wal-Mart Stores, Inc.* (avail. Mar. 15, 1999) ("*Wal-Mart 1999*"), the Staff concurred with the exclusion of a proposal that requested that the board of directors report on the company's "actions to ensure it does not purchase from suppliers who manufacture items using forced labor, convict labor, or child labor or who fail to comply with laws protecting their employees' wages, benefits, working conditions, freedom of association and other rights." In concurring with the company's request, the Staff noted "in particular that, although the proposal appears to address matters outside the scope of ordinary business, paragraph 3 of the description of matters to be included in the report relates to ordinary business operations." The paragraph referenced by the Staff addressed "[p]olicies to implement wage adjustments to ensure adequate purchasing power and a sustainable living wage." In addition, the proposal also addressed disclosure regarding "[c]urrent monitoring

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practices enforcing the company's Standards for Vendor Partners for its manufacturers and licensees," "[i]ncentives to encourage suppliers to comply with standards" and "[p]lans to report to the public on supplier compliance reviews." *See also Foot Locker; JPMorgan Chase & Co.* (avail. Mar. 9, 2015) (concurring with the exclusion of a proposal requesting the company amend its human rights-related policies "to address the right to take part in one's own government free from retribution" because the proposal related to "[the company's] policies concerning its employees"); *Papa John's International, Inc.* (avail. Feb. 13, 2015) (concurring with the exclusion of a proposal requesting the company to include more vegan offerings in its restaurants, despite the proponent's assertion that the proposal would promote animal welfare—a significant policy issue); *JPMorgan Chase & Co.* (avail. Mar. 12, 2010) (concurring with the exclusion of a proposal that requested the adoption of a policy banning future financing of companies engaged in a particular practice that impacted the environment because the proposal addressed "matters beyond the environmental impact of JPMorgan Chase's project finance decisions"); *Apache Corp.* (avail. Mar. 5, 2008) (concurring with the exclusion of a proposal requesting the implementation of equal employment opportunity policies based on certain principles and noting that "some of the principles relate to Apache's ordinary business operations").

Although the Proposal makes passing references to "animal welfare" and "animal cruelty," the requested report is not focused on either of these issues. Instead, as demonstrated by the plain language of the Supporting Statement, the Proposal focuses on two ordinary business matters—the Company's sale of particular products and the Company's relationships with its vendors. Specifically, the report seeks an "analysis of any material risks of **continuing operations**" and "the **operational**, reputational and **financial implications** of the [C]ompany's vendor policies pertaining to oversight" (emphases added). Moreover, the repeated references throughout the Proposal to the Company's "fur practices" and the Company's sale of certain "animal products" in its stores and online clearly and directly implicate decisions related to the sale of particular products.

The Proposal therefore fails to focus on any one issue that might rise to the level of significance that would preclude exclusion here because it seeks a report and risk assessment related primarily to well-recognized ordinary business matters (the sale of particular products and relationships with vendors). Thus, comparable to cited precedent including *Foot Locker*, *PetSmart* and *Wal-Mart 1999*, the Proposal is fatally overbroad. Accordingly the Proposal is properly excludable under Rule 14a-8(i)(7).

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CONCLUSION

Based upon the foregoing analysis, we respectfully request that the Staff concur that it will take no action if the Company excludes the Proposal from its 2020 Proxy Materials.

We would be happy to provide you with any additional information and answer any questions that you may have regarding this subject. Correspondence regarding this letter should be sent to shareholderproposals@gibsondunn.com. If we can be of any further assistance in this matter, please do not hesitate to call me at (202) 955-8287 or Alicia C. Kelly, Executive Vice President, General Counsel and Secretary at the Company, at (508) 390-6527.

Sincerely,



Elizabeth A. Ising

Enclosures

cc: Alicia C. Kelly, The TJX Companies, Inc.
Brianna L. Harrington, Harrington Investments, Inc.

EXHIBIT A



December 23, 2019

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

RE: Shareholder Proposal

Dear Corporate Secretary,

As a shareholder in the TJX Companies, Inc. (TJX), I, Brianna Lynn Harrington, am filing the enclosed shareholder resolution with the TJX Companies, Inc. for inclusion in TJX's Proxy Statement for the 2020 annual meeting of shareholders.

I am the beneficial owner of at least \$2,000 worth of TJX stock and have held the requisite number of shares in my Harrington Investments, Inc. 401K Plan Account for over one year and plan to hold sufficient shares in the TJX Companies, Inc. through the date of the annual shareholders' meeting. John C. Harrington is the Trustee of my 401K Plan account. Verification of ownership is included with this letter. 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 feel free to contact me at (707) 252-6166.

Sincerely,

Brianna L. Harrington
(Account Holder)

John C. Harrington
(Account Trustee)



TJX – 2020

Whereas, TJX Chief Executive Officer and President has stated, "... being mindful of our impact on the environment, and operating our business ethically, we address the interests of our stakeholders – specifically, our Associates, customers, communities, vendors, and shareholders. We believe it's important that they know we share their values", however, there is a lack of congruency between the Company's "values" and the absence of any consistent animal welfare policy at TJX;

Whereas, TJX has issued public statements and ensuring that "Company values" and "ethics" are enforced throughout our supply chain, including manufacturing issues in Bangladesh, forced labor in Uzbekistan, modern slavery and human trafficking, labor rights, and conflict minerals, while animal welfare is completely absent from governance documents. The internal capacity already developed by ethical sourcing in the supply chain could be leveraged to broaden the scope of due-diligence to avoid animal cruelty;

Whereas, TJX has already successfully executed a fur-free business model in the United States, with praise from the public, as well as making exclusions from certain animal products at some TJX retail stores in Europe and Australia;

Whereas, TJX's 2018 Corporate Social Responsibility Report states, "... as part of our ongoing considerations regarding animal welfare, we have recently incorporated information about our fur practices into our social compliance training." The Corporate Social Responsibility Report goes on to outline an inconsistent patchwork of different global "fur practices";

Whereas, recently, numerous companies and designers and have adopted more humane, ethical approaches regarding animal welfare, including Jean Paul Gaultier, Gucci, Michael Kors, Armani, and Covergirl, the world's largest cosmetics company, has announced they are going "cruelty-free" in November 2018;

Furthermore, Macy's and Bloomingdale's announced their departure from fur by the end of 2020, making sourcing decisions more straight-forward;

Whereas, our Company may be viewed as a laggard on ensuring the safe, humane and ethical treatment of animals throughout TJX's supply chain;

Whereas, California recently passed a ban on the sale of fur, and over a dozen countries have passed laws enhancing animal welfare – with many more pending – further emphasizing the growing disapproval regarding animal cruelty. Laws may soon require eliminating cruelly sourced animal products. Rather than be perceived as an outdated retailer, taking proactive steps in response to trends and consumer preference would enhance TJX's image, Company and shareholder value, minimizing legal and regulatory risk;

BE IT, THEREFORE, RESOLVED: Shareholders request that the Board of Directors, at reasonable cost and omitting proprietary information, commission an independent analysis of any material risks of continuing operations without a company-wide animal welfare policy or restrictions on animal-sourced products associated with animal cruelty. Such report should assess the operational, reputational and financial implications of the company's vendor policies pertaining to oversight on animal welfare throughout the supply chain, and to report to shareholders no later than September 2020.

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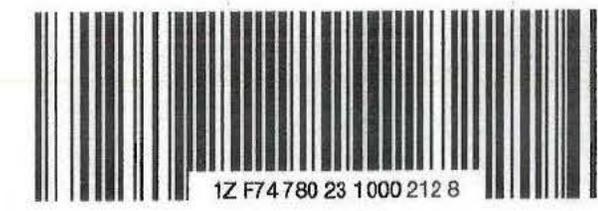
TELEPHONE
BRIANNA W. HARRINGTON **707-252-6166**

HARRINGTON INVESTMENTS INC
1001 2ND ST RM #325

NAPA **CA 94559 3030**
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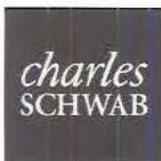


770 COCHITUATE RD
FRAMINGHAM MA 01701

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December 23, 2019

John Harrington, TTEE
HARRINGTON INVEST INC 401K PLN
1001 2nd Street Suite 325
Napa, CA 94559

Account number ending in:

****-***

Questions: Contact your advisor or
call Schwab Alliance at
1-800-515-2157.

Important information regarding shares in your account.

Dear John Harrington TTEE,

We're writing to confirm information about the account listed above, which Charles Schwab & Co., Inc. holds as custodian. This account holds in trust 66 shares of TJX COMPANIES INC (TJX) common stock. These shares have been held in the account continuously for at least one year prior to and including December 23, 2019.

These shares are held at Depository Trust Company under the nominee name of Charles Schwab & Co., Inc., which serves as custodian for the registration listed above.

Thank you for choosing Schwab. If you have questions, please contact your advisor or Schwab Alliance at 1-800-515-2157. We appreciate your business and look forward to serving you in the future.

Sincerely,

Seth Deibel

Seth Deibel
Associate, Institutional
MID-MARKET PHOENIX SERVICE
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").

Jill DiGiovanni

From: Jill DiGiovanni
Sent: Friday, December 27, 2019 4:06 PM
To: Brianna Harrington
Cc: Alicia Kelly
Subject: Re: [External] Fw: TJX

Brianna,
On behalf of Alicia Kelly, I am writing to confirm receipt of your email.
With kind regards for a happy new year to you, as well.
Jill

Sent from my iPhone

On Dec 27, 2019, at 3:20 PM, Brianna Harrington <brianna@harringtoninvestments.com> wrote:

Good afternoon,

Please see the attached documents regarding a shareholder resolution for inclusion in the 2020 shareholder ballot and proxy materials. Please confirm receipt. We have also sent copies of these documents via UPS.

Thank you and Happy New Year.

Brianna Harrington

~

Shareholder Advocacy Coordinator

Research Analyst

~

Jill DiGiovanni

From: Jill DiGiovanni
Sent: Tuesday, December 31, 2019 2:06 PM
To: Brianna Harrington
Cc: Alicia Kelly
Subject: TJX - Brianna Harrington follow-up
Attachments: 2019-12-31 - TJX - Brianna L Harrington - Notice - EXECUTED.pdf

Brianna,

We are interested in discussing the shareholder proposal that you submitted and learning more about your perspective on the issues the proposal raises. Could you please let me know if you are available for a call either:

- Friday, January 10th at 3:00 pm EST / noon PST or
- Thursday, January 16th at 4:00 pm EST / 1:00 pm PST

Also, because SEC rules require that we notify shareholder proponents of any eligibility or procedural deficiencies, we have attached that required correspondence here.

We appreciate your continued support of TJX, and we look forward to a constructive dialogue.

With kind wishes for a happy new year.

Best regards,
Jill

JILL A. DIGIOVANNI

/ Senior Attorney - Securities and Governance
/ The TJX Companies, Inc.
/ 770 Cochituate Road, Framingham, Massachusetts 01701
/ T 508-390-2972
tjx.com





BY FEDEX AND EMAIL

December 31, 2019

Brianna L. Harrington
Harrington Investments, Inc.
1001 Second Street, Suite 325
Napa, California 94559

Dear Brianna:

I am writing regarding the shareholder proposal received by The TJX Companies, Inc. (the "Company") on December 26, 2019 entitled "TJX - 2020" that you submitted pursuant to Securities and Exchange Commission ("SEC") Rule 14a-8 for inclusion in the proxy statement for the Company's 2020 Annual Meeting of Shareholders (the "Proposal").

The Proposal contains certain procedural deficiencies, which SEC regulations require us to bring to your attention. Rule 14a-8(b) under the Securities Exchange Act of 1934, as amended, provides that shareholder proponents must submit sufficient proof of their continuous ownership of at least \$2,000 in market value, or 1%, of a company's shares entitled to vote on the proposal for at least one year as of the date the shareholder proposal was submitted. The Company's stock records do not indicate that you are the record owner of sufficient shares to satisfy this requirement. In addition, to date we have not received adequate proof that you have satisfied Rule 14a-8's ownership requirements as of the date that the Proposal was submitted to the Company. The December 23, 2019 letter from Charles Schwab & Co., Inc. that you provided is insufficient because it does not demonstrate that you are the beneficial owner of the Company's stock referenced therein. The letter references "Account number ending in: **** **," and the letter is addressed to "John Harrington, TTEE HARRINGTON INVEST INC 401K PLN." The first paragraph of the letter states "We're writing to confirm information about the account listed above, which Charles Schwab & Co., Inc. holds as custodian" (emphasis added). In fact, the letter contains no reference to you. Thus, the letter provides proof of ownership for the account "HARRINGTON INVEST INC 401 PLN" and does not provide any evidence of your ownership of sufficient shares to satisfy the requirements of Rule 14a-8(b).

To remedy this defect, you must obtain a new proof of ownership letter verifying your continuous ownership of the required number or amount of Company shares for the one-year period preceding and including December 23, 2019, the date the Proposal was submitted to the Company. As explained in Rule 14a-8(b) and in SEC staff guidance, sufficient proof must be in the form of:

- (1) a written statement from the "record" holder of your shares (usually a broker or a bank) verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 23, 2019; or
- (2) if you have filed with the SEC a Schedule 13D, Schedule 13G, Form 3, Form 4 or Form 5, or amendments to those documents or updated forms, reflecting your ownership of the required number or amount of Company shares as of or before the date on which the one-

year eligibility period begins, a copy of the schedule and/or form, and any subsequent amendments reporting a change in the ownership level and a written statement that you continuously held the required number or amount of Company shares for the one-year period.

If you intend to demonstrate ownership by submitting a written statement from the "record" holder of your shares as set forth in (1) above, please note that most large U.S. brokers and banks deposit their customers' securities with, and hold those securities through, the Depository Trust Company ("DTC"), a registered clearing agency that acts as a securities depository (DTC is also known through the account name of Cede & Co.). Under SEC Staff Legal Bulletin No. 14F, only DTC participants are viewed as record holders of securities that are deposited at DTC. You can confirm whether your broker or bank is a DTC participant by asking your broker or bank or by checking DTC's participant list, which is available at <http://www.dtcc.com/~media/Files/Downloads/client-center/DTC/alpha.ashx>. In these situations, shareholders need to obtain proof of ownership from the DTC participant through which the securities are held, as follows:

- (1) If your broker or bank is a DTC participant, then you need to submit a written statement from your broker or bank verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 23, 2019.
- (2) If your broker or bank is not a DTC participant, then you need to submit proof of ownership from the DTC participant through which the shares are held verifying that you continuously held the required number or amount of Company shares for the one-year period preceding and including December 23, 2019. You should be able to find out the identity of the DTC participant by asking your broker or bank. If your broker is an introducing broker, you may also be able to learn the identity and telephone number of the DTC participant through your account statements, because the clearing broker identified on your account statements will generally be a DTC participant. If the DTC participant that holds your shares is not able to confirm your individual holdings but is able to confirm the holdings of your broker or bank, then you need to satisfy the proof of ownership requirements by obtaining and submitting two proof of ownership statements verifying that, for the one-year period preceding and including December 23, 2019, the required number or amount of Company shares were continuously held: (i) one from your broker or bank confirming your ownership, and (ii) the other from the DTC participant confirming the broker or bank's ownership.

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 me, Jill A. DiGiovanni, Senior Attorney – Securities and Governance Counsel, at The TJX Companies, Inc., 770 Cochituate Road, Framingham, Massachusetts 01701. Alternatively, you may transmit any response to me by email at jill_digiovanni@tjx.com.

If you have any questions with respect to the foregoing, please contact me at (508) 390-1000. For your reference, I enclose a copy of Rule 14a-8 and Staff Legal Bulletin No. 14F.

Brianna L. Harrington
December 31, 2019
Page 3

Sincerely,

A handwritten signature in blue ink, appearing to read "Jill A. DiGiovanni". The signature is fluid and cursive, with a distinct flourish at the end.

Jill A. DiGiovanni
Senior Attorney – Securities and Governance Counsel

Enclosures

Insert shipping document here

Page 1 of 1

ORIGIN ID: KCRA (508) 380-2972
JILL DIGIOVANNI
TJX COMPANIES
770 COCHITUATE ROAD, 500-1CN

SHIP DATE: 31DEC19
ACTWGT: 1.00 LB
CAD: 3934968/INET4160

FRAMINGHAM, MA 01701
UNITED STATES US

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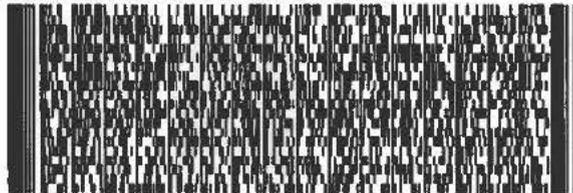
TO **BRIANNA HARRINGTON**
HARRINGTON INVESTMENTS
1001 SECOND ST
SUITE 325
NAPA CA 94559

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(707) 252-6168
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Extremely Urgent

press



Jill DiGiovanni

From: Brianna Harrington <brianna@harringtoninvestments.com>
To: Jill DiGiovanni
Sent: Thursday, January 2, 2020 2:21 PM
Subject: Read: TJX - Brianna Harrington follow-up

Your message

To:
Subject: TJX - Brianna Harrington follow-up
Sent: Thursday, January 2, 2020 7:21:03 PM (UTC+00:00) Monrovia, Reykjavik

was read on Thursday, January 2, 2020 7:20:55 PM (UTC+00:00) Monrovia, Reykjavik.

Jill DiGiovanni

From: Mary Norton
Sent: Thursday, January 2, 2020 1:11 PM
To: Jill DiGiovanni
Subject: Brianna Harrington FW: [External] FedEx Shipment 777366439334 Delivered

fyi

From: TrackingUpdates@fedex.com [mailto:TrackingUpdates@fedex.com]
Sent: Thursday, January 02, 2020 1:03 PM
To: Mary Norton <mary_norton@tjx.com>
Subject: [External] FedEx Shipment 777366439334 Delivered

Your package has been delivered

Tracking # 777366439334

Ship date:
Tue, 12/31/2019

Jill DiGiovanni
TJX COMPANIES
Framingham, MA 01701
US



Delivery date:
Thu, 1/2/2020 9:59 am

BRIANNA HARRINGTON
HARRINGTON INVESTMENTS
1001 SECOND ST
SUITE 325
NAPA, CA 94559
US



Shipment Facts

Our records indicate that the following package has been delivered.

Tracking number:	777366439334
Status:	Delivered: 01/02/2020 09:59 AM Signed for By: B.HARRINGTON
Signed for by:	B.HARRINGTON
Delivery location:	NAPA, CA
Delivered to:	Receptionist/Front Desk
Service type:	FedEx Priority Overnight®
Packaging type:	FedEx® Envelope
Number of pieces:	1
Weight:	0.50 lb.

Special handling/Services: Deliver Weekday

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Thank you for your business.

Jill DiGiovanni

From: Jill DiGiovanni
Sent: Thursday, January 2, 2020 4:00 PM
To: Brianna Harrington
Cc: Alicia Kelly; John Harrington:
Subject: RE: TJX - Brianna Harrington follow-up

Brianna,

Thank you very much for your email. I am writing to confirm I received it, along with the attachment.

This is indeed a busy time of year! If it turns out the times/dates I offered do not work with your schedule, could you please let me know some alternatives that would work for you?

Best regards,
Jill

JILL A. DIGIOVANNI

/ Senior Attorney - Securities and Governance
/ The TJX Companies, Inc.
/ 770 Cochituate Road, Framingham, Massachusetts 01701
/ T 508-390-2972
tjx.com



From: Brianna Harrington [mailto:brianna@harringtoninvestments.com]
Sent: Thursday, January 2, 2020 2:24 PM
To: Jill DiGiovanni <jill_digiovanni@tjx.com>
Cc: Alicia Kelly <Alicia_Kelly@tjx.com>; John Harrington: <john@harringtoninvestments.com>; Sanford Lewis <sanfordlewis@strategiccounsel.net>
Subject: [External] Re: TJX - Brianna Harrington follow-up

Good morning,

Thank you for your email. Attached you will find the new proof of ownership verifying my ownership status as the beneficiary owner of TJX Companies, Inc. stock. Please confirm your receipt of this email and document. I will have to get back to you about scheduling a conversation - quarterlies are coming up and we may not be able to accommodate either of the dates/times you have suggested.

Thank you.

Brianna Harrington



January 2, 2020

HARRINGTON INVEST INC 401K PLN
FBO BRIANNA L HARRINGTON
1001 2ND STREET SUITE 325
NAPA, CA 94559

Reference #: AM-5833559

Account number ending in:
****. ***

Questions: Contact your advisor or
call Schwab Alliance at
1-800-515-2157.

Important information regarding shares in your account.

BRIANNA L HARRINGTON,

We're writing to confirm information about the account listed above, which Charles Schwab & Co., Inc. holds as custodian. This account holds in trust 66 shares of TJX COMPANIES INC (TJX) common stock. These shares have been held in the account continuously for at least one year prior to and including December 23, 2019.

These shares are held at Depository Trust Company under the nominee name of Charles Schwab & Co., Inc., which serves as custodian for the registration listed above.

Thank you for choosing Schwab. If you have questions, please contact your advisor or Schwab Alliance at 1-800-515-2157. We appreciate your business and look forward to serving you in the future.

Sincerely,

Seth Deibel
Associate, Institutional
MID-MARKET PHOENIX SERVICE
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").