



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

April 16, 2018

Elizabeth A. Ising
Gibson, Dunn & Crutcher LLP
shareholderproposals@gibsondunn.com

Re: The TJX Companies, Inc.
Incoming letter dated February 5, 2018

Dear Ms. Ising:

This letter is in response to your correspondence dated February 5, 2018 concerning the shareholder proposal (the "Proposal") submitted to The TJX Companies, Inc. (the "Company") by Patricia M. Silver (the "Proponent") for inclusion in the Company's proxy materials for its upcoming annual meeting of security holders. We also have received correspondence on the Proponent's behalf dated March 6, 2018. Copies of all of the correspondence on which this response is based will be made available on our website at <http://www.sec.gov/divisions/corpfin/cf-noaction/14a-8.shtml>. For your reference, a brief discussion of the Division's informal procedures regarding shareholder proposals is also available at the same website address.

Sincerely,

Matt S. McNair
Senior Special Counsel

Enclosure

cc: Sanford Lewis
sanfordlewis@strategiccounsel.net

April 16, 2018

Response of the Office of Chief Counsel
Division of Corporation Finance

Re: The TJX Companies, Inc.
Incoming letter dated February 5, 2018

The Proposal requests that the board develop and disclose a new universal and comprehensive animal welfare policy applying to all of the Company's stores, merchandise and suppliers.

There appears to be some basis for your view that the Company may exclude the Proposal under rule 14a-8(i)(7), as relating to the Company's ordinary business operations. In this regard, we note that the Proposal relates to the products and services offered for sale by the Company. Accordingly, we will not recommend enforcement action to the Commission if the Company omits the Proposal from its proxy materials in reliance on rule 14a-8(i)(7).

Sincerely,

William Mastrianna
Attorney-Adviser

DIVISION OF CORPORATION FINANCE
INFORMAL PROCEDURES REGARDING SHAREHOLDER PROPOSALS

The Division of Corporation Finance believes that its responsibility with respect to matters arising under Rule 14a-8 [17 CFR 240.14a-8], as with other matters under the proxy rules, is to aid those who must comply with the rule by offering informal advice and suggestions and to determine, initially, whether or not it may be appropriate in a particular matter to recommend enforcement action to the Commission. In connection with a shareholder proposal under Rule 14a-8, the Division's staff considers the information furnished to it by the company in support of its intention to exclude the proposal from the company's proxy materials, as well as any information furnished by the proponent or the proponent's representative.

Although Rule 14a-8(k) does not require any communications from shareholders to the Commission's staff, the staff will always consider information concerning alleged violations of the statutes and rules administered by the Commission, including arguments as to whether or not activities proposed to be taken would violate the statute or rule involved. The receipt by the staff of such information, however, should not be construed as changing the staff's informal procedures and proxy review into a formal or adversarial procedure.

It is important to note that the staff's no-action responses to Rule 14a-8(j) submissions reflect only informal views. The determinations reached in these no-action letters do not and cannot adjudicate the merits of a company's position with respect to the proposal. Only a court such as a U.S. District Court can decide whether a company is obligated to include shareholder proposals in its proxy materials. Accordingly, a discretionary determination not to recommend or take Commission enforcement action does not preclude a proponent, or any shareholder of a company, from pursuing any rights he or she may have against the company in court, should the company's management omit the proposal from the company's proxy materials.

SANFORD J. LEWIS, ATTORNEY

March 6, 2018
Via electronic mail

Office of Chief Counsel
Division of Corporation Finance
U.S. Securities and Exchange Commission
100 F Street, N.E.
Washington, D.C. 20549

Re: Shareholder Proposal to TJX Inc. regarding uniform animal welfare policy by Patricia Silver

Ladies and Gentlemen:

Patricia Silver (the “Proponent”) is beneficial owner of common stock of TJX Inc. (the “Company”) and has submitted a shareholder proposal (the “Proposal”) to the Company via her representative, Harrington Investments, Inc. I have been asked by the Proponent to respond to the letter dated February 5, 2018 (“Company Letter”) sent to the Securities and Exchange Commission by Elizabeth A. Ising. In that letter, the Company contends that the Proposal may be excluded from the Company’s 2018 proxy statement by virtue of Rule 14a-8(i)(7). A copy of this letter is being emailed concurrently to Elizabeth A. Ising.

SUMMARY

The Proposal asks the Company to develop and disclose a new universal and comprehensive animal welfare policy applying to all of its stores, merchandise and suppliers. In the whereas clauses, the proposal mentions the shareholder’s concern about inconsistencies in the company’s policies and treatment regarding fur products sold in its stores.

The Company Letter asserts that the proposal is excludable under Rule 14a-8(i)(7) as relating to the sale of a particular product (fur). In the present instance, the Proposal does not direct the company as to whether it should ban or phase out fur products, but only requests a consistent policy. Therefore, the proposal does not unduly restrict board or management discretion regarding sales of products and therefore is not excludable pursuant to Rule 14a-8(i)(7).

ANALYSIS

The Proposal is not excludable under Rule 14a-8(i)(7) because it addresses a significant policy issue with a significant connection to the Company.

A proposal that addresses a significant policy issue for a company is not excludable pursuant to Rule 14a-8(i)(7). This includes topics of widespread debate and controversy. Such a rationale has led to the staff disallowing “ordinary business” exclusion of resolutions against “unnecessary cruelty to animals.”

The prominence of humane treatment of animals as a social issue was long ago found by the courts to be a significant enough reputational issue that the reputational risks render a proposal “otherwise significantly related” even if they do not reach the level of economic significance provided by Rule 14a-8(i)(5). [*Lovenheim v. Iriquois Brands, Ltd.*, 618 F. Supp. 554, 561 and note 16 \(D.D.C. 1985\)](#) (proposal related to mistreatment of animals and procedure of force feeding geese was not excludable under **Rule 14a-8(i)(5)**). Specifically, that resolution called on the company to: form a committee to study the methods by which its French supplier produces pâté de foie gras, and report to the shareholders its findings and opinions, based on expert consultation, on whether this production method causes undue distress, pain or suffering to the animals involved and, if so, whether further distribution of this product should be discontinued until a more humane production method is developed.

In numerous subsequent decisions the fact that a proposal focused on animal welfare was a reason to permit it to appear on the proxy, even though it might have related to some aspects of ordinary business. *See for example, Outback Steakhouse, Inc.* (March 6, 2006) (poultry slaughter methods); *Wendy's Int'l, Inc.* (Feb. 8, 2005) (involving food safety and inhumane slaughter of animals purchased by fast food chains); *Hormel Foods Corp.* (Nov. 10, 2005) (proposal to establish committee to investigate effect of “factory farming” on animals whose meat is used in Company products, and make recommendations concerning how the Company can encourage the development of more humane farming techniques); *Wyeth* (February 4, 2004) (animal testing); *American Home Products Corp.* (January 16, 1996) (animal testing); and *American Home Products Corp.* (February 25, 1993) (animal testing). Also consider *Bristol-Myers Squibb Company* (March 7, 1991) in which a shareholder was allowed to recommend “that, with regard to cosmetics and non-medical household products, the Company: (1) immediately stop all animal tests not required by law; and (2) begin to phase out those products which in management’s opinion cannot, in the near future, be legally marketed without live animal testing.” In that case, the Staff specifically stated, “the proposal relates not just to a decision whether to discontinue a particular product but also to the substantial policy issue of the humane treatment of animals in product development and testing.” *See also, PepsiCo., Inc.* (March 9, 1990) (“factory farming”); *Proctor & Gamble Co.* (July 27, 1988) (live animal testing); and *Avon Products, Inc.* (March 30, 1988) (animal testing).

Staff decisions have made it clear that **highly directive** proposals that attempt to constrain a

company's choices regarding products and services are excludable. For instance, the proposal at *Dillard's Inc.* (February 27, 2012) encouraged the board to develop a plan to "phase out the sale of fur from raccoon dogs." The Staff found that the proposal related to products offered for sale and was excludable under Rule 14a-8(i)(7). Notably, the same type of proposal when directed toward a manufacturer, *Coach, Inc.* (August 7, 2009) seeking a report on the feasibility of ending the use of animal fur in company products was not considered excludable under Rule 14a-8(i)(7). Similarly, in *SeaWorld Entertainment, Inc.* (March 30, 2017) the proposal was excludable where it "urged the board to retire the current resident orcas to seaside sanctuaries and replace the captive-orca exhibits with innovative virtual and augmented reality or other types of non-animal experiences".

In contrast, other proposals that have sought broader disclosures and general policies related to animal cruelty have been deemed non-excludable under Rule 14a-8(i)(7). For instance, a proposal to Revlon to disclose the company's policy on animal testing was found not excludable. *Revlon, Inc.* (March 18, 2014). It was non-excludable because "humane treatment of animals" is considered a significant policy issue. Similarly, a proposal to Denny's Corporation to commit to selling at least 10% cage free eggs by volume was found not excludable under Rule 14a-8(i)(7). *Denny's Corporation* (March 17, 2009). Same result for a proposal for 5% of the company's total egg usage at *Bob Evans Farms* (June 6, 2011).

In this instance, the shareholder has expressed a specific concern regarding inconsistent product sales (fur products being sold in some stores and not in others) in the whereas clauses. However, the solution offered in the resolved clause does not dictate sale or prohibition of any products and therefore the proposal is more consistent with the Staff decisions disallowing exclusion because it addresses a significant policy issue. The proposal is more than just "facially" neutral. It asks the board to develop a policy but does not dictate the content of the policy.¹

Lack of Board of Directors participation on significance to the Company further weighs against exclusion

In Staff Legal Bulletin 14I, November 1, 2017 the Staff invited boards of directors to deliberate on whether proposals address a significant policy issue for the company, and whether they are economically relevant. The Bulletin notes:

¹ We note parenthetically that the Proposal is consistent with a proposal previously found non-excludable by the Staff (under a challenge based on Rule 14a-8(i)(3), vagueness), which requested consistent animal welfare standards at *McDonald's Inc.* (March 20, 2002). That proposal provided Shareholders request that the Board of Directors issue a report to shareholders by October 2002, prepared at reasonable cost and omitting proprietary information, reviewing McDonald's animal welfare standards with the view to adopting and enforcing consistent animal welfare standards internationally.

At issue in many Rule 14a-8(i)(7) no-action requests is whether a proposal that addresses ordinary business matters nonetheless focuses on a policy issue that is sufficiently significant. These determinations often raise difficult judgment calls that the Division believes are in the first instance matters that the board of directors is generally in a better position to determine. A board of directors, acting as steward with fiduciary duties to a company's shareholders, generally has significant duties of loyalty and care in overseeing management and the strategic direction of the company. A board acting in this capacity and with the knowledge of the company's business and the implications for a particular proposal on that company's business is well situated to analyze, determine and explain whether a particular issue is sufficiently significant because the matter transcends ordinary business and would be appropriate for a shareholder vote.

Accordingly, going forward, **we would expect a company's no-action request to include a discussion that reflects the board's analysis of the particular policy issue raised and its significance.** That explanation would be most helpful if it detailed the specific processes employed by the board to ensure that its conclusions are well-informed and well-reasoned. We believe that a well-developed discussion of the board's analysis of these matters will greatly assist the staff with its review of no-action requests under Rule 14a-8(i)(7).

Despite the Bulletin, as well as the direct focus of the proposal on requesting the Board of Directors to take action, the no action request lacks any statement responsive to the Bulletin indicating the assessment of the Board of Directors as to whether the issue raised by the proposal is significant for the Company.

In the no action request, there was no indication that the board had been consulted regarding the proposal, nor that the Board had conducted an assessment of the proposal's significance to the company. If the Board of Directors can provide oversight against child labor, fair wages, proper working conditions, adherence to environmental laws, discrimination, etc., the proponent believes that the board can also implement a policy that addresses animal welfare and the ethical sourcing of animal products throughout their supply chain. The lack of a substantial implementation argument in the current no action request demonstrates that the company does not currently have such a policy in place. This is further evidence that this issue is significant to the company and not excludable under Rule 14a-8(i)(7).

CONCLUSION

Based on the foregoing, we believe it is clear that the Company has provided no basis for the conclusion that the Proposal is excludable from the 2018 proxy statement pursuant to Rule 14a-8. As such, we respectfully request that the Staff inform the company that it is denying the no action letter request. If you have any questions, please contact me at 413 549-7333 or sanfordlewis@strategiccounsel.net.

Sincerely,

Sanford Lewis

Office of Chief Counsel
March 6, 2018
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Cc:
Elizabeth A. Ising
John Harrington
Brianna Harrington

February 5, 2018

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 Patricia Silver
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 2018 Annual Meeting of Shareholders (collectively, the “2018 Proxy Materials”) a shareholder proposal (the “Proposal”) and statements in support thereof (the “Supporting Statement”) submitted by Harrington Investments, Inc. on behalf of Patricia Silver (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 2018 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 the Proponent 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 requests that the Company's Board of Directors adopt "a new universal and comprehensive animal welfare policy applying to all of our stores, merchandise and suppliers." The Supporting Statement consists of seven paragraphs, the majority of which focus on the Company's sale of products containing fur in certain of the Company's retail stores. A copy of the Proposal, as well as related correspondence with the Proponent, is 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 2018 Proxy Materials pursuant to Rule 14a-8(i)(7) because the Proposal deals with matters relating to the Company's ordinary business operations.

ANALYSIS

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

The Proposal may be omitted pursuant to Rule 14a-8(i)(7) because it deals with matters relating to the Company's ordinary business operations. Specifically, the Proposal relates to particular products that are offered for sale by the Company. As discussed in more detail below, the Staff has concurred with the exclusion of similar shareholder proposals under Rule 14a-8(i)(7). 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 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 board of directors, since it is impracticable for shareholders to decide how to solve such problems at an annual shareholders meeting," and identified one of the central considerations underlying the rule to be 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." The 1998 Release further distinguishes proposals pertaining to ordinary business matters from those involving "significant social policy issues," the latter of which are not excludable under Rule 14a-

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8(i)(7) because they “transcend the day-to-day business matters and raise policy issues so significant that it would be appropriate for a shareholder vote.” *Id.* (citing Exchange Act Release No. 12999 (Nov. 22, 1976)).

When assessing proposals under Rule 14a-8(i)(7), the Staff considers the terms of the resolution and its supporting statement as a whole. *See* Staff Legal Bulletin No. 14C, part D.2 (June 28, 2005) (“SLB 14C”) (“In determining whether the focus of these proposals is a significant social policy issue, we consider both the proposal and the supporting statement as a whole.”).

A. *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, as demonstrated by the Supporting Statement, 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, which the Staff has found in some cases to implicate a significant policy issue, but the Supporting Statement demonstrates that the principal thrust and focus of the Proposal concerns particular products—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 resolution addresses one topic but 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

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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) (permitting exclusion under Rule 14a-8(i)(7) 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) (permitting exclusion under Rule 14a-8(i)(7) where the Staff noted that “although the proposal 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) (permitting exclusion under Rule 14a-8(i)(7) 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. *The Home Depot, Inc.* (avail. Mar. 18, 2011). For example, 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 under Rule 14a-8(i)(7) 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).

Just as in *General Electric Co. (St. Joseph Health System)*, 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

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proposals in *Starbucks Corp.* and *Johnson & Johnson*—reveals the intended purpose of the Proposal despite the facially neutral resolution. For example, the Supporting Statement begins with criticizing the Company’s “retail stores [that] carry products containing angora wool and fur.” It then suggests “avoiding the sale of fur products altogether.” It then goes on to call into question the Company’s goal of avoiding “knowingly selling products that contain real fur” before suggesting that the Company instead make progress “towards carrying increasingly more ethically sourced products” (which could be viewed as another way of saying “avoiding the sale of fur products altogether”). Thus, as in *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).

B. 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 rule 14a-8(i)(7).”

The Staff’s position with regard to the proposal relating to the sale of products containing fur in *Dillard’s* is consistent with its position with regard to proposals relating to the sale of other products and services. For example, in *Walgreens Boots Alliance, Inc.* (avail. Nov. 7, 2016, *recon. denied* Nov. 22, 2016), the Staff concurred in the exclusion under Rule 14a-8(i)(7) of a proposal that requested the company’s board to prepare a report assessing the financial risk facing the company based on its continued sales of tobacco products because the proposal “relat[ed] to [the company’s] ordinary business operations.” *See also Amazon.com, Inc.* (avail. Mar. 27, 2015) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company report on risks that it may face as a result of certain products it sells); *Wal-Mart Stores, Inc.* (avail. Mar. 20, 2014) (concurring in 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

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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) (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”); *Lowe’s Cos., Inc.* (avail. Feb. 1, 2008) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal encouraging the company to end the sale of glue traps as relating to “the sale of a particular product”); *Marriott International, Inc.* (avail. Feb. 13, 2004) (concurring with the exclusion under Rule 14a-8(i)(7) of a proposal requesting that the company eliminate sexually explicit content from its hotel gift shops and television programming as relating to “the sale and display of a particular product and the nature, content and presentation of programming”).

Like proposals regarding products containing animal fur in *Dillard’s*, tobacco products in *Walgreens Boots Alliance*, lending products and services in *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 includes a discussion about policies adopted by other companies to “avoid[] the sale of fur products” and explains that the policy requested by the Proposal is necessary to “create consistency between ‘company values’” and the products that are sold by the Company—that is, the policy requested by the Proposal is intended to impose on the Company an obligation to reconsider the sale of particular products at its retail stores. By requesting that the Company adopt policies that would govern whether particular products are available for sale in the Company’s retail stores, the Proposal seeks to subject to shareholder oversight considerations that are integral to the Company’s ordinary business operations.

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The Company is a major international off-price apparel and home fashions retailer with over 3,800 stores located in nine countries across three continents, offering a rapidly changing assortment of merchandise. The vast majority of the Company's businesses are fur-free. In the United States, the Company aims to avoid knowingly selling products that contain real fur. In Europe, the Company has a longstanding "no fur" policy, and further, since 2012, has not sourced goods containing angora. From time to time, among the many thousands of products sold by the Company's businesses in the United States and Europe, 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 and Europe, the Company works quickly to remove the item. 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 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.

C. 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

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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 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 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"); *Walgreen Co.* (avail. Sept. 29, 1997) (concurring in the retailer's exclusion under the predecessor to Rule 14a-8(i)(7) of a proposal to end the retailer's sale of tobacco).

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*, *Walgreens Boots Alliance*, *Wal-Mart Stores*, *Rite Aid*, *Home Depot*, and *Walgreen*, where the Staff permitted those retailers to exclude proposals relating to the sale of particular

Office of Chief Counsel
Division of Corporation Finance
February 5, 2018
Page 9

products, the Proposal here lacks a sufficient nexus to the Company and is therefore excludable.

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 2018 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.
John C. Harrington, President, Harrington Investments, Inc.
Patricia Silver, c/o Harrington Investments, Inc.

EXHIBIT A

From: Brianna Harrington <brianna@harringtoninvestments.com>
Date: December 28, 2017 at 4:00:11 PM EST
To: "alicia_kelly@tjx.com" <alicia_kelly@tjx.com>
Cc: "jill_digiovanni@tjx.com" <jill_digiovanni@tjx.com>, "John Harrington:" <john@harringtoninvestments.com>, Sanford Lewis <sanfordlewis@strategiccounsel.net>, "shareholderproposals@sec.gov" <shareholderproposals@sec.gov>
Subject: [External] Shareholder Proposal

Good afternoon,

Please see the attached documents regarding our proposal submission for inclusion in the TJX Companies, Inc. proxy materials for 2018. Please confirm receipt of this material. If you have any questions, feel free to contact us.

Thank you and Happy Holidays!!

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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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

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, 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: Wednesday, January 03, 2018 5:07 PM
To: Brianna Harrington
Cc: John Harrington.; Alicia Kelly
Subject: RE: Shareholder Proposal

Ms. Harrington,

On behalf of Alicia Kelly, I am writing to confirm we are in receipt of the shareholder proposal submitted by Harrington Investments, Inc. on behalf of Patricia Silver for consideration at The TJX Companies, Inc. 2018 annual meeting of shareholders.

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 [mailto:brianna@harringtoninvestments.com]
Sent: Thursday, December 28, 2017 4:00 PM
To: Alicia Kelly <Alicia_Kelly@tjx.com>
Cc: Jill DiGiovanni <jill_digiovanni@tjx.com>; John Harrington: <john@harringtoninvestments.com>; Sanford Lewis <sanfordlewis@strategiccounsel.net>; shareholderproposals@sec.gov
Subject: [External] Shareholder Proposal
Importance: High

Good afternoon,

Please see the attached documents regarding our proposal submission for inclusion in the TJX Companies, Inc. proxy materials for 2018. Please confirm receipt of this material. If you have any questions, feel free to contact us.

Thank you and Happy Holidays!!

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 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.
January 10, 2018
Page 2

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.
January 10, 2018
Page 3

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>
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

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