**ROSS STORES, INC.**

# CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

## Application

This Code of Ethics applies to the Company's Chief Executive Officer, Chief Merchandising Officers, Chief Development Officer, Chief Operating Officer, Chief Financial Officer, Deputy CFO, Controller, Assistant Controller, Treasurer, Assistant Treasurer, Investor and Media Relations personnel (Senior Director and Manager), and other positions that may be designated by the Company ("Senior Financial Officers"). This Code of Ethics is in addition to any other policies, requirements, and obligations imposed by the Company, through its policies and practices, or by applicable laws and regulations.

## Honest and Ethical Conduct

It is the Company's strict policy and requirement that all Senior Financial Officers of the Company perform their duties in an honest and ethical manner.

## Conflicts of Interest

All Senior Financial Officers shall maintain strict compliance with the Company's Conflict of Interest policy, and shall avoid actual or apparent conflicts of interest between their personal interests and the Company's interests which could impact the integrity of the Company's financial reports. All Senior Financial Officers shall report to their supervisor (or in the case of the Chief Executive Officer, the Board of Directors) any and all actual or apparent conflicts of interest and handle such matters in an ethical manner in compliance with Company policy and federal, state, and other laws.

## Compliance with Governmental Rules and Regulations and Disclosure Requirements

Each Senior Financial Officer shall comply, to the best of his or her knowledge, with all applicable governmental law, rules and regulations, including the rules relating to disclosure in reports and documents filed with, or submitted to, the SEC and in other public communications made by the Company. Senior Financial Officers shall take reasonable steps to promote full, fair, accurate, timely and understandable disclosures by the Company in all material respects.

Senior Financial Officers will, at all times, take reasonable steps to promote compliance with established accounting procedures, the Company's system of internal controls and Generally Accepted Accounting Principles. Specifically, to the best of their ability and knowledge, they will assure that the Company makes and keeps books, records, and accounts, which in reasonable detail fairly reflect in a material manner the transactions and dispositions of the assets of the

Company, and that the Company devises and maintains a system of internal accounting controls sufficient to provide reasonable assurances that:

- Transactions are executed in accordance with management's general or specific authorization;

- Transactions are recorded as necessary (a) to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and (b) to maintain accountability for assets; and

- Access to assets is permitted only in accordance with management's general or specific authorization.

Senior Financial Officers shall immediately report any concern they have regarding compliance with the above requirements, to (1) their supervisor, (2) the General Counsel, (3) the Chief Executive Officer, (4) the Board of Directors, and/or (5) the Audit Committee.

**Publication of the Code of Ethics**

This Code of Ethics shall be posted and maintained on the Company's website, www.rossstores.com, filed with the Company's annual report, or otherwise be made "publicly available" as required by applicable law.

**Changes or Waivers in the Code of Ethics**

Any change or waiver in the Code of Ethics shall require approval by the Audit Committee and be disclosed as required by law.

**Violation of the Code of Ethics**

Violation of the provisions of the Code of Ethics will not be tolerated by the Company and may lead to discipline, up to and including termination.