



ROSS STORES, INC.

AUDIT COMMITTEE CHARTER

Role and Independence

The Audit Committee (“Committee”) of the Board of Directors (“Board”) assists the Board in fulfilling its responsibility for oversight of the quality and integrity of the accounting, auditing and reporting practices of the Company and such other duties as directed by the Board. The membership of the Committee shall consist of at least three independent directors who are generally knowledgeable in financial and auditing matters, including at least one member with accounting or related financial management expertise. All members shall be able to read and understand fundamental financial statements, including a company’s balance sheet, income statement and cash flow statement. At least one member shall be an “audit committee financial expert” as such term is defined under applicable SEC rules (i.e., having past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in his or her financial sophistication).

Each member shall be free of any relationship that, in the opinion of the Board, would interfere with his or her individual exercise of independent judgment, and all members of the Committee shall satisfy applicable NASDAQ and Securities and Exchange Commission independence requirements.

The Committee shall meet on a regularly scheduled basis at least eight times per year and additionally as circumstances dictate. A majority of members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present shall constitute the action of the Committee.

The Committee is expected to maintain free and open communication (including private executive sessions at least annually) with the independent auditors, the internal auditors and management of the Company. In discharging its oversight role, the Committee is empowered to investigate any matter brought to its attention.

This charter shall be reviewed and assessed annually.

Responsibilities and Authority

The Audit Committee’s primary responsibilities and authority include, to the best of its ability and knowledge:

- Appointment, compensation, retention and oversight of the work of any registered public accounting firm (including resolution of any disagreements between Company management and the auditor regarding financial reporting) engaged for the purpose of preparing or issuing an independent audit report or performing other independent audit, review or attest services for the Company, and each such registered public accounting firm shall report directly to the Committee. The Committee will discuss and consider the independent auditor's written affirmation that they are in fact independent, will discuss the nature, rigor, and proposed scope of the independent audit process, receive and review all reports and will provide to the independent auditor full access to the Committee (and the Board) to report on any and all appropriate matters.
- Pre-approval of all non-audit services by the Company's independent auditor and all audit, review and attest engagements to be provided by such auditor. The Committee Chair has the designated authority to pre-approve such non-audit services and engagements; the Committee shall be advised of any such pre-approvals at the next scheduled Committee meeting.
- Guidance and oversight of the internal audit function of the Company, including review of the organization, plans and results of such activity.
- Review of annual and quarterly financial statements. Meet with management and the independent auditors to discuss the clarity, consistency and completeness of the financial statements and related disclosures, as well as any other matters that are required to be communicated to the Committee under Generally Accepted Auditing Standards and applicable law.
- Review quarterly financial press releases prior to the general release.
- Review and discuss with management the Company's financial risk exposures and assess the controls and activities to mitigate the identified risks.
- Review and discuss with management and the independent and internal auditors the quality and adequacy of the Company's internal controls, policies, procedures and practices.
- Review of legal and regulatory matters that may have a material impact on the financial statements and related Company compliance policies.
- Preparation of a report of Committee activities for inclusion in the Company's proxy statement.
- Review and discuss with management, the independent auditor, outside legal counsel or experts, or the Board, as the Committee deems appropriate, any concerns regarding the integrity of the Company's financial statements and reporting, and compliance with applicable laws and regulations.
- Oversee the hiring of employees or former employees of the Company's independent auditor where required by applicable law.

- Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- Review and approve related party transactions, except for compensation-related matters approved by the Compensation Committee.
- Retain such outside counsel, experts and other advisors as the Committee may deem appropriate in its sole discretion. The Committee shall have sole authority to approve related fees and retention, and shall otherwise have adequate funding as required by law.
- Otherwise oversee the Company's compliance with regulatory requirements relating to the Company's accounting, auditing, and reporting practices and to other assigned matters.
- Perform other duties that may be assigned or delegated by the Board.