

# CORPORATE GOVERNANCE GUIDELINES

## TRACTOR SUPPLY COMPANY

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The Board of Directors (the “Board”) of Tractor Supply Company (the “Company”) believes that its primary responsibility is to exercise its business judgment to act in what it reasonably believes to be in the best interests of the Company and its stockholders and to provide effective governance.

The following guidelines have been adopted by the Board to assist it in the exercise of its responsibilities. These Guidelines are in addition to, and are not intended to change or interpret, any Federal or state law or regulation, including the Delaware General Corporation Law, or the Certificate of Incorporation or Bylaws of the Company. The Guidelines are subject to modification from time-to-time by the Board.

### **I. RESPONSIBILITIES OF THE BOARD.**

The Board oversees management as it operates the Company’s business with the highest standards of responsibility, ethics and integrity. To shoulder their respective responsibilities, each of the Board and members of executive management shall set policies and guidelines that reflect the Company’s commitment to business success through maintenance of these standards of responsibility, ethics and integrity. In carrying out that oversight duty, and in addition to the other responsibilities imposed by law, regulation, stock exchange rules, the Company’s Certificate of Incorporation, Bylaws and committee charters, the Board’s primary functions (which may be fulfilled by committees of the Board) shall include:

- Selecting, and evaluating the performance of, the Chief Executive Officer (the “CEO”) and taking appropriate action, including removal, when warranted;
- Selecting, evaluating, and fixing the compensation of executive management of the Company and establishing guidelines regarding the compensation of other members of executive management;
- Conducting succession planning for executive management positions;
- Adopting policies and practices related to talent recruitment, retention, engagement and succession as well as diversity, equality and inclusion initiatives;
- Promoting the Company’s high ethical standards by setting the “tone at the top” of ethical leadership;
- Holding executive management accountable for creating and fostering a culture that reflects the Company’s values, ethics and purpose;

- Reviewing and approving long-term strategic and business plans and monitoring corporate performance against those plans;
- Adopting guidelines of corporate conduct, including compliance with applicable laws and regulations and maintenance of accounting, financial and other controls, and reviewing the adequacy of compliance systems and controls;
- Approval of the Company’s annual budget and financial plans;
- Evaluating the overall effectiveness of the Board; and
- Overseeing the Company’s shareholder engagement program as it relates to corporate social responsibility, including governance, environmental stewardship and social issues.

## **II. OPERATION OF THE BOARD; MEETINGS.**

### **1. Selection of the Chairman of the Board and the CEO**

The Board has the authority to select the Chairman of the Board (the “Chairman”) and the CEO in any way it deems best for the Company at any point in time. The Chairman shall be an independent Director as defined by applicable provisions of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), the rules promulgated thereunder and the applicable rules of the Nasdaq Stock Market LLC (the “Nasdaq”) unless the Board concludes that the best interests of the Company’s stockholders would be otherwise better served.

The Chairman shall preside at all meetings of the stockholders and of the Board as a whole, as well as over executive sessions of the independent Directors, and shall perform such other duties, and exercise such powers, as from time to time shall be prescribed in the Company’s Bylaws or by the Board.

### **2. Executive Sessions of Independent Directors of the Board**

The independent members of the Board will meet in regular executive sessions (without members of management present). Normally, such meetings will occur during a portion of each regularly scheduled Board meeting.

### **3. Regular Attendance of Non-Directors at Board Meetings**

The Board believes that it is generally appropriate for the Chief Financial Officer (the “CFO”) and the Corporate Secretary to be present during Board meetings and to provide information to assist the Board in meeting its obligations, except where there is a specific reason for one or all of them to be excluded. In addition, the Chairman may invite one or more members of management to be in regular attendance at Board meetings and may include other officers and employees from time to time as appropriate.

#### **4. Frequency of Board Meetings**

The Board shall have four regularly scheduled meetings per year. Additional meetings may be called as necessary. It is the responsibility of all Directors to regularly attend the Board meetings.

Long-term strategic and business plans will be reviewed at least annually at one of the Board's regularly scheduled meetings.

#### **5. Board Access to Executive Management and Independent Advisors**

Directors have open access to the Company's management, subject to reasonable time constraints. In addition, members of executive management of the Company routinely attend Board and Committee meetings. The Board encourages executive management to bring managers into Board or Committee meetings and other scheduled events who (a) can provide additional insight into matters being considered or (b) represent managers with future potential whom executive management believe should be given exposure to the members of the Board.

The Board may retain the services of independent advisors as it deems appropriate, and any such advisors shall report directly to the Board. The cost of any such advisors shall be borne by the Company.

#### **6. Selection of Agenda Items for Board Meetings**

The Chairman of the Board and the CEO will normally establish an agenda for each Board meeting; the other Board members are encouraged to suggest items for inclusion on the agenda. Each Director is free to raise, at any Board meeting, subjects that are not on the agenda for that meeting.

#### **7. Board/Committee Forward Agenda**

A forward agenda of matters requiring recurring and focused attention by the Board and each Committee will be prepared and distributed prior to the beginning of each calendar year in order to ensure that all required actions are taken in a timely manner and are given adequate consideration.

#### **8. Information Flow; Pre-meeting Materials**

In advance of each Board or Committee meeting, an agenda will be distributed to each member. In addition, to the extent feasible or appropriate, information and data important to the members' understanding of the matters to be considered, including background summaries of presentations to be made at the meeting, will be distributed in advance of the meeting. Directors will also routinely receive quarterly financial statements, earnings reports, press releases, analyst reports and other information designed to keep them informed of the material aspects of the Company's business, performance and prospects.

### **III. BOARD STRUCTURE.**

#### **1. Majority of the Members of the Board Shall Be Independent Directors**

The Board believes that as a matter of policy a majority of the members of the Board shall be independent as defined by applicable SEC and Nasdaq rules. The Board shall not less frequently than annually make an affirmative determination as to those Directors that meet the definition of “independent” including whether any such Director has a relationship which, in the opinion of the Board, would interfere with the exercise of his or her independent judgment in carrying out the responsibilities of a Director.

Other than the CEO, who the Board believes should at all times be a member of the Board, employee Directors should be limited only to those officers whose positions or potential make it appropriate for them to sit on the Board.

#### **2. Size of the Board**

As provided in the Company’s Bylaws the number of Directors will be one or more, as fixed from time to time by resolution of the Board in accordance with applicable law.

#### **3. Service of Former Employees on the Board**

The Board believes employee Directors should retire from the Board at the time of their retirement as an employee of the Company unless continued service as a Director is requested and approved by the Board.

#### **4. Annual Election of All Directors**

As provided in the Company’s Bylaws, all Directors are elected annually until the next annual meeting of stockholders.

#### **5. Board Membership Criteria**

Candidates nominated for election or reelection to the Board of Directors should possess the following qualifications:

- Personal characteristics:
  - highest personal and professional ethics, integrity and values;
  - an inquiring and independent mind; and
  - practical wisdom and mature judgment.
  
- Expertise that is useful to the Company and complementary to the background and experience of other Board members, so that an optimum balance of members on the Board can be achieved and maintained.
  
- Broad training and experience at the policy-making level in business, government, education or technology.

- Willingness to devote the required amount of time to carrying out the duties and responsibilities of Board membership.
- Commitment to serve on the Board over a period of several years to develop knowledge about the Company's principal operations.
- Willingness to represent the best interests of all stockholders and objectively appraise management performance.
- Involvement only in activities or interests that do not create a conflict with the Director's responsibilities to the Company and its stockholders.

The Corporate Governance and Nominating Committee is responsible for assessing, with input from the Board, the appropriate mix of skills and characteristics required of Board members in the context of the perceived needs of the Board at a given point in time and shall periodically review and update the criteria as deemed necessary. Diversity in personal background, experience, race, gender, age and nationality for the Board as a whole shall be taken into account in considering individual candidates. The Corporate Governance and Nominating Committee is committed to actively seeking highly qualified women and individuals from minority groups to include in the pool from which Board nominees are selected.

The Corporate Governance and Nominating Committee will evaluate the qualifications of each Director candidate against these criteria in making its recommendation to the Board concerning his or her nomination for election or reelection as a Director.

## **6. Selection of Directors**

The Corporate Governance and Nominating Committee is responsible for nominating sitting Directors to new terms and for considering potential new Directors for recommendation to the Board. The Corporate Governance and Nominating Committee will consider stockholder recommendations of qualified nominees when such nominees are submitted in accordance with the Company's Bylaws.

## **7. Director Retirement**

The Corporate Governance and Nominating Committee will review each Director's continuation on the Board as his or her term approaches expiration, in making its recommendation to the Board concerning his or her nomination for election or reelection as a Director. A Director shall not stand for reelection after his or her 72nd birthday.

## **8. Director Compensation Review**

It is appropriate for the Compensation Committee's executive compensation consultant to report periodically to the Compensation Committee on the status of the Company's Director compensation practices in relation to other companies of comparable size and the Company's competitors.

Changes in Director compensation, if any, should come upon the recommendation of the Compensation Committee, but with full discussion and concurrence by the Board.

### **9. Conflicts of Interest; Related Party Transaction**

If an actual or potential conflict of interest develops because of a change in the business operations of the Company or a subsidiary, or in a Director's circumstances (for example, significant and ongoing competition between the Company and a business with which the Director is affiliated), the Director should report the matter immediately to the Chairman of the Board and General Counsel for evaluation. An actual conflict must be resolved or the Director should resign.

If a Director has a personal interest in a matter before the Board, that Director shall disclose the interest to the full Board. The Company does not permit, without approval of the Board or a committee of the Board, any Director, Director nominee, executive officer or security holder who is known to the Company to be the beneficial owner of more than five percent of any class of the Company's voting securities or any of the foregoing person's immediate family members (i.e., child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law), or any person sharing a household (other than a tenant or employee), or any other person meeting the definition of "related person" under Item 404 of Regulation S-K (a "related person") to enter into a transaction in which the Company is a participant, where (a) the amount involved exceeds \$120,000; and (b) the related person had or will have a direct or indirect material interest. The Chairman of the Board should consult with legal counsel as to the appropriate means of continuing discussion and voting on the matter.

### **10. Director Resignation Policy for Uncontested Elections**

Under Article III, Section 3.2, of the Company's Bylaws, in an uncontested election, each Director shall be elected by a majority vote. The Corporate Governance and Nominating Committee will not recommend for nomination, and the Board will not nominate for Director, any Director candidate unless and until such Director candidate has submitted in writing a conditional resignation as a Director, which resignation would be effective upon the Director's failure to receive the required majority vote in any uncontested election and the Board's acceptance of such resignation. If such a conditional resignation is for any reason not executed by an incumbent director prior to an election of directors, it is the policy of the Board that if such Director fails to receive the required majority vote in an uncontested election, he or she shall, promptly after certification of such vote, tender his or her resignation to the Board.

### **11. Service on Other Boards**

Directors should advise the Chairman of the Board and the Chairman of the Corporate Governance and Nominating Committee in advance of accepting an invitation to serve on the board of another public company or on the audit committee of another public company.

Subject to such exceptions as the Corporate Governance and Nominating Committee may determine on a case-by-case basis, a Director who is an executive officer of the Company, or an executive officer of another public company, may not serve on more than two total public company boards, inclusive of the Company's Board. In addition, outside Directors may not serve on more than four total public company boards, inclusive of the Company's Board. An outside Director

who is a member of the Audit Committee may not serve on more than three total public company audit committees, inclusive of the Company's Audit Committee (all such limitations set forth in this paragraph, collectively, the "Service Limitations"). Any Director who fails to comply with the Service Limitations shall be considered an "Overboarded Director."

Upon becoming an Overboarded Director, such Overboarded Director shall have sixty calendar days to comply with the Service Limitations. If such Overboarded Director is not in compliance with the Service Limitations within sixty calendar days of becoming an Overboarded Director, such Overboarded Director shall immediately tender his or her offer of resignation to the Board for consideration by the Board. The Corporate Governance and Nominating Committee shall make a recommendation to the Board on whether to accept or reject the offer of resignation, taking into consideration the time commitments related to the Director's other boards, the expected time commitment to the Company, and any other factors deemed relevant.

#### **IV. COMMITTEES OF THE BOARD.**

##### **1. Number and Types of Committees**

A substantial portion of the analysis and work of the Board is done by standing Board Committees. A Director is expected to participate actively in the meetings of each Committee to which he or she is appointed.

The Board has established the following standing Committees:

***Audit Committee:*** The Audit Committee is responsible for overseeing the financial reporting process of the Company. (See separate Audit Committee Charter.)

***Compensation Committee:*** The Compensation Committee is responsible for reviewing and recommending the appropriate compensation and benefits of Directors and officers of the Company, granting stock options, restricted stock units and other equity awards and overseeing the Company's various other compensation and incentive plans. (See separate Compensation Committee Charter).

***Corporate Governance and Nominating Committee:*** The Corporate Governance and Nominating Committee is responsible for recommending persons to serve on the Board for consideration at the Company's annual meeting of stockholders and recommending persons to fill any interim vacancy on the Board. This Committee is responsible for establishing guidelines of corporate conduct and overseeing the general operations of the Board of Directors and its various Committees. (See separate Corporate Governance and Nominating Committee Charter).

The charter of each Committee is reviewed by the Board annually. The Board has the flexibility to form a new Committee or disband a current Committee as it deems appropriate. The chair of each Committee reports to the full Board, whenever appropriate, with respect to those matters considered and acted upon by his or her Committee.

## **2. Composition of Committees**

The composition of each Committee will be reviewed annually to ensure that each of its members meet the criteria set forth in applicable SEC and Nasdaq rules and regulations.

## **3. Assignment and Rotation of Committee Members**

The Corporate Governance and Nominating Committee, with direct input from the Chairman and the CEO, recommends to the Board the membership of the various Committees and their Chairmen and the Board approves the Committee assignments. In making its recommendations to the Board, the Corporate Governance and Nominating Committee takes into consideration the need for continuity; subject matter expertise; applicable SEC and Nasdaq requirements; tenure and the desires of individual Board members.

The Board has no set policy for the regular rotation of Committee members or Committee chairs.

## **4. Frequency and Length of Committee Meetings**

Each Committee shall meet as frequently and for such length of time as may be required to carry out its assigned duties and responsibilities. The schedule for regular meetings of the Board and Committees for each year is submitted to the Board in advance. In addition, the Chairman of a Committee may call a special meeting of the Committee at any time if deemed advisable.

Each Committee prepares minutes of its meetings.

## **5. Regular Attendance of Members of Management at Committee Meetings**

We believe that it is generally appropriate for the CEO and the Corporate Secretary to be present and to provide information during Committee meetings to assist the Committee in meeting its obligations, except where there is a specific reason for one or both of them to be excluded. In addition, the Committee Chairman may invite one or more members of management to be in regular attendance at Committee meetings and may include other officers and employees from time to time as appropriate to the circumstances.

## **6. Committee Agenda; Reports to the Board**

Appropriate members of management and staff will prepare draft agenda and related background information for each Committee meeting which, to the extent desired by the relevant Committee Chairman, will be reviewed and approved by the Committee Chairman in advance of distribution to the other members of the Committee. A forward agenda of recurring topics to be discussed during the year will be prepared for each Committee and furnished to all Directors. Each Committee member is encouraged to suggest items for inclusion on the agenda and to raise at any Committee meeting subjects that are not on the agenda for that meeting.

The reports of each Committee meeting are made to the full Board. All Directors are furnished copies of each Committee's minutes.



## **V. OTHER PRACTICES.**

### **1. Board, Committee and Individual Director Assessments**

The Corporate Governance and Nominating Committee oversees an annual assessment process for the Board of Directors, the Committees and individual Directors.

### **2. Director Orientation**

An orientation program has been developed for new Directors which includes comprehensive information about the Company's business and operations; general information about the Board and its Committees, including a summary of Director compensation and benefits; and a review of Director duties and responsibilities.

### **3. Board Interaction with Institutional Investors and Other Stakeholders**

The Board believes that it is executive management's responsibility to speak for the Company. Individual Board members may, from time to time, meet or otherwise communicate with outside constituencies that are involved with the Company. In those instances, however, it is expected that Directors will do so only at the direction of the Board or the CEO.

### **4. Periodic Review of These Guidelines**

The operation of the Board of Directors is a dynamic and evolving process. Accordingly, these guidelines will be reviewed periodically by the Corporate Governance and Nominating Committee and any recommended revisions will be submitted to the full Board for consideration. Each Committee of the Board will also be responsible for regular review of its own practices and procedures.

### **5. Director Attendance at Annual Meeting of Stockholders**

The Company strongly encourages each member of the Board to attend the Annual Meeting of Stockholders.

### **6. Stockholder Communication with the Board**

Company stockholders interested in communicating directly or speaking with members of the Board shall write to Corporate Secretary, Tractor Supply Company, 5401 Virginia Way, Brentwood, Tennessee, 37027. The Corporate Secretary shall review all such correspondence and regularly forward to the Board a summary of all such correspondence and copies of all correspondence that, in the opinion of the Corporate Secretary, deals with the functions of the Board or Committees thereof or that the Corporate Secretary otherwise determines requires their attention. Directors may at any time review a log of all correspondence received by the Company that is addressed to members of the Board and request copies of any such correspondence. Concerns relating to accounting, internal controls or auditing matters shall be immediately brought to the attention of the Company's internal audit department and handled in accordance with procedures established by the Audit Committee with respect to such matters.

## **7. Political Contributions**

The Company's policy is not to use corporate resources to make contributions to political candidates, political parties or political committees. However, the Company believes that involvement in the political affairs of its communities is important and encourages its employees to participate.

## **8. Director Stock Ownership Requirements**

The Company believes that it is important for each Director to have a meaningful ownership interest in the Company. Within five years of joining the Board, each outside Director will be required to own an amount of shares equal in value to five times the annual cash retainer paid to each Director.

## **VI. Amendment.**

These Corporate Governance Guidelines will be periodically reviewed by the Board and may be amended from time to time by the Board.

## **APPROVAL AND ADOPTION**

Reviewed and adopted by the Board on February 3, 2021.