

THE HOME DEPOT, INC.

POLICY ON THE CONSIDERATION AND EVALUATION OF CANDIDATES FOR MEMBERSHIP ON THE BOARD OF DIRECTORS

(AMENDED AND RESTATED FEBRUARY 26, 2015)

Purpose

The purpose of this policy is to set forth the procedures that the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors of The Home Depot, Inc. (the “Company”) will use in considering, evaluating and nominating candidates for membership on the Board. The Committee will consider potential candidates in accordance with this policy, beginning with candidates to stand for election at the Annual Meeting of Shareholders in 2005. This Policy establishes the manner by which the Committee will consider and evaluate candidates and does not limit the right of a shareholder of record to nominate a candidate in accordance with the Company’s Certificate of Incorporation.

Source of Candidates for Committee Consideration for Membership to the Board

The Committee will consider candidates for membership on the Board of Directors from a number of sources. Current members of the Board are considered for re-election unless they have reached the mandatory retirement age or have notified the Company that they do not wish to stand for re-election. The Committee will also consider candidates suggested by current Board Members, members of management or an eligible shareholder. For purposes of this Policy an “eligible shareholder” is a shareholder (or group of shareholders) who owns at least 1% of the Company’s outstanding shares and who has held such shares for at least one year as of the date of the recommendation. From time to time the Committee may engage a firm to assist in identifying potential candidates and will consider such candidates.

Procedures for Shareholder Recommendations

A shareholder wishing to recommend a candidate for evaluation by the Committee for membership on the Board of Directors must submit the following documentation to the Corporate Secretary at The Home Depot, Inc., 2455 Paces Ferry Road, Atlanta, Georgia 30339 not less than 120 calendar days prior to the date of the Company’s Proxy Statement for the previous year’s Annual Meeting of Shareholders:

- A recommendation that identifies the candidate and provides contact information for such candidate;
- The written consent of the candidate to serve as a director of the Company, if elected; and
- Documentation establishing that the shareholder making the recommendation is an eligible shareholder.

Upon the timely receipt of the required documents, the Corporate Secretary will determine if the shareholder submitting the recommendation is an eligible shareholder, based on such documents.

If the shareholder is not an eligible shareholder, the Committee may, but is not obligated to, evaluate the candidate and consider such candidate for nomination to the Board of Directors.

If the candidate is to be evaluated by the Committee, the Corporate Secretary will request a detailed résumé, an autobiographical statement explaining the candidate's interest in serving as a Director of the Company, a completed statement regarding conflicts of interest, and a waiver of liability for background check from the candidate. Such documents must be received from the candidate prior to the first day of February preceding the Annual Meeting of Shareholders for the Committee to evaluate the candidate and consider them for nomination.

If, in the exercise of its business judgment, the Committee determines not to nominate the eligible shareholder's initial candidate, the Committee will inform the eligible shareholder of its decision and provide the shareholder the opportunity to submit an alternate candidate; provided, however, the Committee shall not be obligated to consider an alternate candidate if the Committee does not receive within 30 calendar days of its notice of determination: (A) the written consent of the alternate candidate to serve as a director of the Company, if elected; and (B) the documents required above. The Committee will, in the exercise of its business judgment, determine whether to nominate the alternate candidate for election to the Board.

Qualifications of Potential Board Members

Minimum Qualifications: All Board members must possess the following minimum qualifications as determined by the Committee:

- A Director must demonstrate integrity, accountability, informed judgment, financial literacy, creativity and vision;
- A Director must be prepared to represent the best interests of all of the Company's shareholders, and not just one particular constituency;
- A Director must have a record of professional accomplishment in his or her chosen field; and
- A Director must be prepared and able to participate fully in Board activities, including membership on at least two Board Committees.

Other Qualifications Considered by the Committee: The Committee believes it is important to have Directors from various backgrounds and professions in order to ensure that the Board has a wealth of experiences to inform its decisions. Consistent with this philosophy, in addition to the minimum standards set forth above, the Committee is committed to including in each search candidates who reflect diverse backgrounds, including diversity of gender and race. The Committee also seeks candidates who offer business and managerial experience and who demonstrate an understanding of financial statements and financial matters.

Qualifications Applicable to All Candidates. The Committee evaluates all candidates for Director on the basis of the length and quality of their business experience, the applicability of such candidate's experience to the Company and its business, the skills and perspectives such candidate would bring to the Board and the candidate's fit with existing Board members and management.