

Stock Ownership and Retention Guidelines for Executive Officers

- 1. Purpose and Oversight.** These guidelines are designed to assist in focusing executives on the long-term success of The Home Depot and on shareholder value by requiring executives to hold Home Depot common stock (“Common Stock”) over the long term. The Nominating and Corporate Governance Committee is responsible for monitoring compliance with these guidelines on an annual basis.
- 2. Executives subject to the Guidelines.** These guidelines apply to the Chief Executive Officer, Executive Vice Presidents, and any other officers subject to the reporting requirements under Section 16 of the Securities Exchange Act of 1934.
- 3. Target Multiples of Base Salary.**

Title	Multiple of Base Salary
Chief Executive Officer	6x base salary
Executive Vice Presidents	4x base salary
Other Section 16 Officers	3x base salary

- 4. Time Period for Compliance.** Executives are expected to meet the applicable guideline no more than four years after first becoming subject to it, and they are expected to continuously own sufficient shares to meet the guideline once attained. The Nominating and Corporate Governance Committee will evaluate whether exceptions from the guidelines should be made in the case of any executive who, due to his or her unique financial circumstances, would incur a hardship by complying with the guidelines. If an executive falls below the applicable guideline due solely to a decline in the value of the Common Stock, the executive will not be required to acquire additional shares to meet the guideline, but he or she will be required to retain all shares then held (except for shares withheld to pay withholding taxes or the exercise price of options) until such time as the executive again attains the target multiple.
- 5. Ownership Calculation.** The determination of whether an executive meets the applicable guideline will be made as of the last day of the fiscal year by using the average closing price of the Common Stock on the NYSE for the prior 60-day period.
- 6. Shares that count toward meeting the stock ownership guidelines:**
 - Shares owned outright, directly or indirectly
 - Restricted stock or restricted stock units
 - Deferred shares or deferred stock units
 - Shares held in 401(k) plan, Restoration Plan or Employee Stock Purchase Plan
- 7. Shares that do not count toward meeting the stock ownership guidelines:**
 - Unexercised stock options
 - Unearned performance shares