

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549  
FORM 10-Q**

(mark one)

**Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the quarterly period ended October 28, 2023

OR

**Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 1-4908

**The TJX Companies, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**04-2207613**

(I.R.S. Employer Identification No.)

**770 Cochituate Road Framingham, Massachusetts**

(Address of principal executive offices)

**01701**

(Zip Code)

**(508) 390-1000**

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$1.00 per share	TJX	New York Stock Exchange

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	<input checked="" type="checkbox"/>	Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>
Emerging growth company	<input type="checkbox"/>		

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). YES  NO

The number of shares of registrant's common stock outstanding as of November 17, 2023: 1,139,676,816

**The TJX Companies, Inc.**  
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## PART I - FINANCIAL INFORMATION

### Item 1. Consolidated Financial Statements

THE TJX COMPANIES, INC.  
CONSOLIDATED STATEMENTS OF INCOME  
(UNAUDITED)  
IN MILLIONS EXCEPT PER SHARE AMOUNTS

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
<b>Net sales</b>	<b>\$ 13,265</b>	<b>\$ 12,167</b>	<b>\$ 37,806</b>	<b>\$ 35,416</b>
Cost of sales, including buying and occupancy costs	9,139	8,624	26,423	25,418
Selling, general and administrative expenses	2,578	2,185	7,375	6,454
Impairment on equity investment	—	—	—	218
Interest (income) expense, net	(41)	(1)	(116)	29
Income before income taxes	1,589	1,359	4,124	3,297
Provision for income taxes	398	296	1,053	837
<b>Net income</b>	<b>\$ 1,191</b>	<b>\$ 1,063</b>	<b>\$ 3,071</b>	<b>\$ 2,460</b>
Basic earnings per share	\$ 1.04	\$ 0.92	\$ 2.68	\$ 2.10
Weighted average common shares – basic	1,144	1,161	1,148	1,169
Diluted earnings per share	\$ 1.03	\$ 0.91	\$ 2.65	\$ 2.08
Weighted average common shares – diluted	1,158	1,172	1,161	1,180

The accompanying notes are an integral part of the unaudited consolidated financial statements.

THE TJX COMPANIES, INC.  
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME  
(UNAUDITED)  
IN MILLIONS

	Thirteen Weeks Ended	
	October 28, 2023	October 29, 2022
<b>Net income</b>	<b>\$ 1,191</b>	<b>\$ 1,063</b>
Additions to other comprehensive (loss), net of tax:		
Foreign currency translation adjustments, net of related tax provision of \$4 in fiscal 2024 and tax benefit of \$9 in fiscal 2023	(102)	(65)
Reclassifications from other comprehensive (loss) to net income:		
Amortization of prior service cost and deferred gains/(losses), net of related tax provisions of \$0.2 in fiscal 2024 and \$2 in fiscal 2023	0	4
Other comprehensive (loss), net of tax	(102)	(61)
<b>Total comprehensive income</b>	<b>\$ 1,089</b>	<b>\$ 1,002</b>
	Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022
<b>Net income</b>	<b>\$ 3,071</b>	<b>\$ 2,460</b>
Additions to other comprehensive (loss), net of tax:		
Foreign currency translation adjustments, net of related tax provision of \$3 in fiscal 2024 and tax benefit of \$9 in fiscal 2023	(48)	(154)
Reclassifications from other comprehensive (loss) to net income:		
Amortization of prior service cost and deferred gains/(losses), net of related tax provisions of \$0.4 in fiscal 2024 and \$5 in fiscal 2023	1	12
Other comprehensive (loss), net of tax	(47)	(142)
<b>Total comprehensive income</b>	<b>\$ 3,024</b>	<b>\$ 2,318</b>

The accompanying notes are an integral part of the unaudited consolidated financial statements.

THE TJX COMPANIES, INC.  
CONSOLIDATED BALANCE SHEETS  
(UNAUDITED)  
IN MILLIONS, EXCEPT SHARE DATA

	October 28, 2023	January 28, 2023	October 29, 2022
<b>Assets</b>			
Current assets:			
Cash and cash equivalents	\$ 4,290	\$ 5,477	\$ 3,365
Accounts receivable, net	560	563	571
Merchandise inventories	8,285	5,819	8,329
Prepaid expenses and other current assets	535	478	582
Federal, state and foreign income taxes recoverable	136	119	142
Total current assets	13,806	12,456	12,989
Net property at cost	6,262	5,783	5,573
Non-current deferred income taxes, net	152	158	174
Operating lease right of use assets	9,289	9,086	8,986
Goodwill	94	97	95
Other assets	748	769	611
<b>Total assets</b>	<b>\$ 30,351</b>	<b>\$ 28,349</b>	<b>\$ 28,428</b>
<b>Liabilities</b>			
Current liabilities:			
Accounts payable	\$ 5,425	\$ 3,794	\$ 4,993
Accrued expenses and other current liabilities	4,482	4,346	4,084
Current portion of operating lease liabilities	1,682	1,610	1,574
Current portion of long-term debt	—	500	500
Federal, state and foreign income taxes payable	51	55	83
Total current liabilities	11,640	10,305	11,234
Other long-term liabilities	908	919	906
Non-current deferred income taxes, net	133	127	74
Long-term operating lease liabilities	7,976	7,775	7,691
Long-term debt	2,861	2,859	2,858
Commitments and contingencies (See Note K)			
<b>Shareholders' equity</b>			
Preferred stock, authorized 5,000,000 shares, par value \$1, no shares issued	—	—	—
Common stock, authorized 1,800,000,000 shares, par value \$1, issued and outstanding 1,140,732,746; 1,155,437,908 and 1,156,263,970 respectively	1,141	1,155	1,156
Additional paid-in capital	—	—	—
Accumulated other comprehensive (loss) income	(653)	(606)	(829)
Retained earnings	6,345	5,815	5,338
Total shareholders' equity	6,833	6,364	5,665
<b>Total liabilities and shareholders' equity</b>	<b>\$ 30,351</b>	<b>\$ 28,349</b>	<b>\$ 28,428</b>

The accompanying notes are an integral part of the unaudited consolidated financial statements.

THE TJX COMPANIES, INC.  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
(UNAUDITED)  
IN MILLIONS

	Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022
<b>Cash flows from operating activities:</b>		
Net income	\$ 3,071	\$ 2,460
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	712	656
Impairment on equity investment	—	218
Loss on property disposals and impairment charges	46	7
Deferred income tax provision	13	35
Share-based compensation	114	95
Changes in assets and liabilities:		
Decrease (increase) in accounts receivable	1	(69)
(Increase) in merchandise inventories	(2,528)	(2,545)
(Increase) in income taxes recoverable	(17)	(28)
(Increase) in prepaid expenses and other current assets	(20)	(72)
Increase in accounts payable	1,666	647
Increase (decrease) in accrued expenses and other liabilities	161	(237)
(Decrease) in income taxes payable	(5)	(103)
Increase in net operating lease liabilities	75	2
Other, net	(32)	(7)
<b>Net cash provided by operating activities</b>	<b>3,257</b>	<b>1,059</b>
<b>Cash flows from investing activities:</b>		
Property additions	(1,280)	(1,100)
Purchases of investments	(22)	(26)
Sales and maturities of investments	21	16
<b>Net cash (used in) investing activities</b>	<b>(1,281)</b>	<b>(1,110)</b>
<b>Cash flows from financing activities:</b>		
Repayment of debt	(500)	—
Payments for repurchase of common stock	(1,687)	(1,800)
Cash dividends paid	(1,105)	(998)
Proceeds from issuance of common stock	203	115
Other	(29)	(32)
<b>Net cash (used in) financing activities</b>	<b>(3,118)</b>	<b>(2,715)</b>
Effect of exchange rate changes on cash	(45)	(96)
Net (decrease) in cash and cash equivalents	(1,187)	(2,862)
Cash and cash equivalents at beginning of year	5,477	6,227
<b>Cash and cash equivalents at end of period</b>	<b>\$ 4,290</b>	<b>\$ 3,365</b>

The accompanying notes are an integral part of the unaudited consolidated financial statements.

THE TJX COMPANIES, INC.  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
(UNAUDITED)  
IN MILLIONS

	Thirteen Weeks Ended					
	Common Stock		Additional Paid- In Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total
	Shares	Par Value \$1				
<b>Balance, July 29, 2023</b>	<b>1,145</b>	<b>\$ 1,145</b>	<b>\$ —</b>	<b>\$ (551)</b>	<b>\$ 6,014</b>	<b>\$ 6,608</b>
Net income	—	—	—	—	1,191	1,191
Other comprehensive (loss), net of tax	—	—	—	(102)	—	(102)
Cash dividends declared on common stock	—	—	—	—	(380)	(380)
Recognition of share-based compensation	—	—	44	—	—	44
Issuance of common stock under stock incentive plan and related tax effect	3	3	119	—	—	122
Common stock repurchased	(7)	(7)	(163)	—	(480)	(650)
<b>Balance, October 28, 2023</b>	<b>1,141</b>	<b>\$ 1,141</b>	<b>\$ —</b>	<b>\$ (653)</b>	<b>\$ 6,345</b>	<b>\$ 6,833</b>

	Thirteen Weeks Ended					
	Common Stock		Additional Paid- In Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total
	Shares	Par Value \$1				
<b>Balance, July 30, 2022</b>	<b>1,162</b>	<b>\$ 1,162</b>	<b>\$ —</b>	<b>\$ (768)</b>	<b>\$ 5,003</b>	<b>\$ 5,397</b>
Net income	—	—	—	—	1,063	1,063
Other comprehensive (loss), net of tax	—	—	—	(61)	—	(61)
Cash dividends declared on common stock	—	—	—	—	(342)	(342)
Recognition of share-based compensation	—	—	37	—	—	37
Issuance of common stock under stock incentive plan and related tax effect	2	2	62	—	—	64
Common stock repurchased	(8)	(8)	(99)	—	(386)	(493)
<b>Balance, October 29, 2022</b>	<b>1,156</b>	<b>\$ 1,156</b>	<b>\$ —</b>	<b>\$ (829)</b>	<b>\$ 5,338</b>	<b>\$ 5,665</b>

The accompanying notes are an integral part of the unaudited consolidated financial statements.

THE TJX COMPANIES, INC.  
CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY  
(UNAUDITED)  
IN MILLIONS

	Thirty-Nine Weeks Ended					
	Common Stock		Additional Paid- In Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total
	Shares	Par Value \$1				
<b>Balance, January 28, 2023</b>	<b>1,155</b>	<b>\$ 1,155</b>	<b>\$ —</b>	<b>\$ (606)</b>	<b>\$ 5,815</b>	<b>\$ 6,364</b>
Net income	—	—	—	—	3,071	3,071
Other comprehensive (loss), net of tax	—	—	—	(47)	—	(47)
Cash dividends declared on common stock	—	—	—	—	(1,144)	(1,144)
Recognition of share-based compensation	—	—	114	—	—	114
Issuance of common stock under stock incentive plan and related tax effect	6	6	170	—	(1)	175
Common stock repurchased	(20)	(20)	(284)	—	(1,396)	(1,700)
<b>Balance, October 28, 2023</b>	<b>1,141</b>	<b>\$ 1,141</b>	<b>\$ —</b>	<b>\$ (653)</b>	<b>\$ 6,345</b>	<b>\$ 6,833</b>

	Thirty-Nine Weeks Ended					
	Common Stock		Additional Paid- In Capital	Accumulated Other Comprehensive (Loss) Income	Retained Earnings	Total
	Shares	Par Value \$1				
<b>Balance, January 29, 2022</b>	<b>1,181</b>	<b>\$ 1,181</b>	<b>\$ —</b>	<b>\$ (687)</b>	<b>\$ 5,509</b>	<b>\$ 6,003</b>
Net income	—	—	—	—	2,460	2,460
Other comprehensive (loss), net of tax	—	—	—	(142)	—	(142)
Cash dividends declared on common stock	—	—	—	—	(1,032)	(1,032)
Recognition of share-based compensation	—	—	95	—	—	95
Issuance of common stock under stock incentive plan and related tax effect	4	4	78	—	(1)	81
Common stock repurchased	(29)	(29)	(173)	—	(1,598)	(1,800)
<b>Balance, October 29, 2022</b>	<b>1,156</b>	<b>\$ 1,156</b>	<b>\$ —</b>	<b>\$ (829)</b>	<b>\$ 5,338</b>	<b>\$ 5,665</b>

The accompanying notes are an integral part of the unaudited consolidated financial statements.



THE TJX COMPANIES, INC.  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

**Note A. Basis of Presentation and Summary of Significant Accounting Policies**

***Basis of Presentation***

The Consolidated Financial Statements and Notes thereto have been prepared in accordance with accounting principles generally accepted in the United States of America (“GAAP”) for interim financial information. These Consolidated Financial Statements and Notes thereto are unaudited and, in the opinion of management, reflect all normal recurring adjustments, accruals and deferrals among periods required to match costs properly with the related revenue or activity, considered necessary by The TJX Companies, Inc. (together with its subsidiaries, “TJX”) for a fair statement of its Consolidated Financial Statements for the periods reported, all in conformity with GAAP consistently applied. The Consolidated Financial Statements and Notes thereto should be read in conjunction with the audited Consolidated Financial Statements, including the related notes, contained in TJX’s Annual Report on Form 10-K for the fiscal year ended January 28, 2023 (“fiscal 2023”).

These interim results are not necessarily indicative of results for the full fiscal year. TJX’s business, in common with the businesses of retailers generally, is subject to seasonal influences, with higher levels of sales and income generally realized in the second half of the year.

The January 28, 2023 balance sheet data was derived from audited Consolidated Financial Statements and does not include all disclosures required by GAAP.

***Fiscal Year***

TJX’s fiscal year ends on the Saturday nearest to the last day of January of each year. The current fiscal year ends February 3, 2024 (“fiscal 2024”) and is a 53-week fiscal year. Fiscal 2023 was a 52-week fiscal year. Fiscal 2025 will be a 52-week fiscal year and will end February 1, 2025.

***Use of Estimates***

The preparation of financial statements, in conformity with GAAP, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements as well as the reported amounts of revenues and expenses during the reporting period. TJX considers its accounting policies relating to inventory valuation, reserves for uncertain tax positions and loss contingencies to be the most significant accounting policies that involve management estimates and judgments. Actual amounts could differ from these estimates, and such differences could be material.

***Equity Investment***

In fiscal 2020, the Company acquired a minority ownership stake in privately held Familia, an off-price retailer of apparel and home fashions domiciled in Luxembourg that operates stores throughout Russia. During the first quarter of fiscal 2023, the Company announced that it had committed to divesting its minority investment, resulting in an impairment charge of \$218 million representing the entire carrying value of the Company’s investment. Additionally, the Company realized a \$54 million tax benefit when the Company completed the divestiture of this investment during the third quarter of fiscal 2023. See Note F—Fair Value Measurements for additional information.

***Deferred Gift Card Revenue***

The following table presents deferred gift card revenue activity:

In millions	October 28, 2023	October 29, 2022
<b>Balance, beginning of year</b>	\$ 721	\$ 685
Deferred revenue	1,283	1,259
Effect of exchange rates changes on deferred revenue	(4)	(9)
Revenue recognized	(1,342)	(1,318)
<b>Balance, end of period</b>	\$ 658	\$ 617

TJX recognized \$426 million in gift card revenue for the three months ended October 28, 2023 and \$412 million for the three months ended October 29, 2022. Gift cards are combined in one homogeneous pool and are not separately identifiable. As such, the revenue recognized consists of gift cards that were part of the deferred revenue balance at the beginning of the period as well as gift cards that were issued during the period.

## Leases

Supplemental cash flow information related to leases is as follows:

In millions	Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022
Operating cash flows paid for operating leases	\$ 1,508	\$ 1,453
Lease liabilities arising from obtaining right of use assets	\$ 1,595	\$ 1,697

## Future Adoption of New Accounting Standards

From time to time, the Financial Accounting Standards Board (“FASB”) or other standard setting bodies issue new accounting pronouncements. Updates to the FASB Accounting Standards Codification are communicated through issuance of an Accounting Standards Update (“ASU”). The Company has reviewed the new guidance and has determined that it will either not apply to TJX or is not expected to be material to its Consolidated Financial Statements upon adoption, and, therefore, the guidance is not disclosed.

## Note B. Property at Cost

The following table presents the components of property at cost:

In millions	October 28, 2023	January 28, 2023	October 29, 2022
Land and buildings	\$ 2,097	\$ 2,043	\$ 1,984
Leasehold costs and improvements	4,163	3,874	3,744
Furniture, fixtures and equipment	7,843	7,400	7,190
Total property at cost	\$ 14,103	\$ 13,317	\$ 12,918
Less: accumulated depreciation and amortization	7,841	7,534	7,345
Net property at cost	\$ 6,262	\$ 5,783	\$ 5,573

Depreciation expense was \$243 million for the three months ended October 28, 2023 and \$217 million for the three months ended October 29, 2022.

Depreciation expense was \$707 million for the nine months ended October 28, 2023 and \$651 million for the nine months ended October 29, 2022.

Non-cash investing activities in the cash flows consist of accrued capital additions of \$168 million and \$190 million as of the periods ended October 28, 2023 and October 29, 2022, respectively.

## Note C. Accumulated Other Comprehensive (Loss) Income

Amounts included in Accumulated other comprehensive (loss) income are recorded net of taxes. The following table details the changes in Accumulated other comprehensive (loss) income for the twelve months ended January 28, 2023 and the nine months ended October 28, 2023:

In millions and net of immaterial taxes	Foreign Currency Translation	Deferred Benefit Costs	Accumulated Other Comprehensive (Loss) Income
<b>Balance, January 29, 2022</b>	\$ (488)	\$ (199)	\$ (687)
Additions to other comprehensive (loss):			
Foreign currency translation adjustments, net of taxes	(56)	—	(56)
Recognition of net gains/(losses) on benefit obligations, net of taxes	—	121	121
Reclassifications from other comprehensive (loss) to net income:			
Amortization of prior service cost and deferred gains/(losses), net of taxes	—	16	16
<b>Balance, January 28, 2023</b>	\$ (544)	\$ (62)	\$ (606)
Additions to other comprehensive (loss):			
Foreign currency translation adjustments, net of taxes	(48)	—	(48)
Reclassifications from other comprehensive (loss) to net income:			
Amortization of prior service cost and deferred gains/(losses), net of taxes	—	1	1
<b>Balance, October 28, 2023</b>	\$ (592)	\$ (61)	\$ (653)

## Note D. Capital Stock and Earnings Per Share

### Capital Stock

TJX repurchased and retired 7.2 million shares of its common stock at a cost of approximately \$653 million, including applicable excise tax, during the quarter ended October 28, 2023, on a “trade date” basis. During the nine months ended October 28, 2023, TJX repurchased and retired 20.4 million shares of its common stock at a cost of approximately \$1.7 billion, on a “trade date” basis. TJX reflects stock repurchases in its consolidated financial statements on a “settlement date” or cash basis. TJX had cash expenditures under repurchase programs of \$1.7 billion for the nine months ended October 28, 2023 and \$1.8 billion for the nine months ended October 29, 2022. These expenditures were funded by cash on hand and cash generated from current and prior period operations.

In February 2023, the Company announced that its Board of Directors had approved a new stock repurchase program that authorizes the repurchase of up to an additional \$2 billion of TJX common stock from time to time. Under this program, TJX had approximately \$1.8 billion available for repurchase as of October 28, 2023.

All shares repurchased under the stock repurchase programs have been retired.

### Earnings Per Share

The following table presents the calculation of basic and diluted earnings per share:

Amounts in millions, except per share amounts	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
<i>Basic earnings per share:</i>				
Net income	\$ 1,191	\$ 1,063	\$ 3,071	\$ 2,460
Weighted average common shares outstanding for basic earnings per share calculation	1,144	1,161	1,148	1,169
Basic earnings per share	\$ 1.04	\$ 0.92	\$ 2.68	\$ 2.10
<i>Diluted earnings per share:</i>				
Net income	\$ 1,191	\$ 1,063	\$ 3,071	\$ 2,460
Weighted average common shares outstanding for basic earnings per share calculation	1,144	1,161	1,148	1,169
Assumed exercise/vesting of stock options and awards	14	11	13	11
Weighted average common shares outstanding for diluted earnings per share calculation	1,158	1,172	1,161	1,180
Diluted earnings per share	\$ 1.03	\$ 0.91	\$ 2.65	\$ 2.08
Cash dividends declared per share	\$ 0.3325	\$ 0.295	\$ 0.9975	\$ 0.8850

The weighted average common shares for the diluted earnings per share calculation excludes the impact of outstanding stock options if the assumed proceeds per share of the option is in excess of the average price of TJX’s common stock for the related fiscal periods. Such options are excluded because they would have an antidilutive effect. There were 4.8 million options excluded for the thirteen weeks and thirty-nine weeks ended October 28, 2023. There were 11.2 million such options excluded for the thirteen weeks and thirty-nine weeks ended October 29, 2022.

### Note E. Financial Instruments

As a result of its operating and financing activities, TJX is exposed to market risks from changes in interest and foreign currency exchange rates and fuel costs. These market risks may adversely affect TJX’s operating results and financial position. TJX seeks to minimize risk from changes in interest and foreign currency exchange rates and fuel costs through the use of derivative financial instruments when and to the extent deemed appropriate. TJX does not use derivative financial instruments for trading or other speculative purposes and does not use any leveraged derivative financial instruments. TJX recognizes all derivative instruments as either assets or liabilities in the Consolidated Balance Sheet and measures those instruments at fair value. The fair values of the derivatives are classified as assets or liabilities, current or non-current, based upon valuation results and settlement dates of the individual contracts. Changes to the fair value of derivative contracts that do not qualify for hedge accounting are reported in earnings in the period of the change. For derivatives that qualify for hedge accounting, changes in the fair value of the derivatives are either recorded in shareholders’ equity as a component of Accumulated other comprehensive (loss) income or are recognized currently in earnings, along with an offsetting adjustment against the basis of the item being hedged.

### ***Diesel Fuel Contracts***

TJX hedges portions of its estimated notional diesel fuel requirements based on the diesel fuel expected to be consumed by independent freight carriers transporting TJX's inventory. Independent freight carriers transporting TJX's inventory charge TJX a mileage surcharge based on the price of diesel fuel. The hedge agreements are designed to mitigate the volatility of diesel fuel pricing, and the resulting per mile surcharges payable by TJX, by setting a fixed price per gallon for the period being hedged. During fiscal 2023, TJX entered into agreements to hedge a portion of its estimated notional diesel fuel requirements for fiscal 2024, and during the first nine months of fiscal 2024, TJX entered into agreements to hedge a portion of its estimated notional diesel fuel requirements for the first nine months of fiscal 2025. The hedge agreements outstanding at October 28, 2023 relate to approximately 50% of TJX's estimated notional diesel fuel requirements for the remainder of fiscal 2024 and the first nine months of fiscal 2025. These diesel fuel hedge agreements will settle throughout fiscal 2024 and throughout the first ten months of fiscal 2025. TJX elected not to apply hedge accounting to these contracts.

### ***Foreign Currency Contracts***

TJX enters into forward foreign currency exchange contracts to obtain economic hedges on portions of merchandise purchases made and anticipated to be made by the Company's operations in currencies other than their respective functional currencies. The contracts outstanding at October 28, 2023 cover merchandise purchases the Company is committed to over the next several months in fiscal 2024. Additionally, TJX's operations in Europe are subject to foreign currency exposure as a result of their buying function being centralized in the U.K. Merchandise is purchased centrally in the U.K. and then shipped and billed to the retail entities in other countries. This intercompany billing to TJX's European businesses' Euro denominated operations creates exposure to the central buying entity for changes in the exchange rate between the Euro and British Pound. A portion of the inflows of Euros to the central buying entity provides a natural hedge for Euro denominated merchandise purchases from third-party vendors. TJX calculates any excess Euro exposure each month and enters into forward contracts of approximately 30 days' duration to mitigate this excess exposure.

TJX also enters into derivative contracts, generally designated as fair value hedges, to hedge intercompany debt. The changes in fair value of these contracts are recorded in Selling, general and administrative expenses and are offset by marking the underlying item to fair value in the same period. Upon settlement, the realized gains and losses on these contracts are offset by the realized gains and losses of the underlying item in Selling, general and administrative expenses.

The following is a summary of TJX's derivative financial instruments, related fair value and balance sheet classification at October 28, 2023:

In millions	Pay	Receive	Blended Contract Rate	Balance Sheet Location	Current Asset U.S.\$	Current (Liability) U.S.\$	Net Fair Value in U.S.\$ at October 28, 2023
<b>Fair value hedges:</b>							
Intercompany balances, primarily debt:							
€	60	£	52	0.8738 (Accrued Exp)	\$ —	\$ (0.1)	(0.1)
A\$	150	U.S.\$	104	0.6937 Prepaid Exp	8.4	—	8.4
U.S.\$	69	£	55	0.8010 (Accrued Exp)	—	(2.0)	(2.0)
£	150	U.S.\$	186	1.2396 Prepaid Exp	3.9	—	3.9
€	200	U.S.\$	220	1.1008 Prepaid Exp	7.8	—	7.8
Economic hedges for which hedge accounting was not elected:							
Diesel fuel contracts	Fixed on 3.0M – 3.8M gal per month	Float on 3.0M – 3.8M gal per month		N/A Prepaid Exp	2.7	—	2.7
Intercompany billings in TJX International, primarily merchandise:							
€	118	£	102	0.8646 (Accrued Exp)	—	(1.1)	(1.1)
Merchandise purchase commitments:							
C\$	773	U.S.\$	575	0.7440 Prepaid Exp	16.8	—	16.8
C\$	35	€	24	0.6826 Prepaid Exp / (Accrued Exp)	0.2	(0.1)	0.1
£	365	U.S.\$	458	1.2537 Prepaid Exp / (Accrued Exp)	14.7	(0.1)	14.6
A\$	58	U.S.\$	39	0.6677 Prepaid Exp	1.9	—	1.9
zł	581	£	110	0.1900 (Accrued Exp)	—	(3.6)	(3.6)
U.S.\$	120	€	110	0.9190 (Accrued Exp)	—	(3.2)	(3.2)
<b>Total fair value of derivative financial instruments</b>					<b>\$ 56.4</b>	<b>\$ (10.2)</b>	<b>46.2</b>

The following is a summary of TJX's derivative financial instruments, related fair value and balance sheet classification at January 28, 2023:

In millions	Pay	Receive	Blended Contract Rate	Balance Sheet Location	Current Asset U.S.\$	Current (Liability) U.S.\$	Net Fair Value in U.S.\$ at January 28, 2023
<b>Fair value hedges:</b>							
Intercompany balances, primarily debt:							
€	60	£	53	0.8807 (Accrued Exp)	\$ —	\$ (0.3)	\$ (0.3)
A\$	150	U.S.\$	105	0.7003 (Accrued Exp)	—	(2.6)	(2.6)
U.S.\$	69	£	55	0.8010 (Accrued Exp)	—	(0.3)	(0.3)
£	200	U.S.\$	244	1.2191 (Accrued Exp)	—	(5.5)	(5.5)
€	200	U.S.\$	213	1.0652 Prepaid Exp / (Accrued Exp)	0.8	(7.0)	(6.2)
Economic hedges for which hedge accounting was not elected:							
Diesel fuel contracts	Fixed on 3.2M – 3.6M gal per month	Float on 3.2M– 3.6M gal per month		N/A Prepaid Exp	3.9	—	3.9
Intercompany billings in TJX International, primarily merchandise:							
€	146	£	129	0.8834 Prepaid Exp	0.8	—	0.8
Merchandise purchase commitments:							
C\$	705	U.S.\$	525	0.7449 Prepaid Exp / (Accrued Exp)	2.2	(7.1)	(4.9)
C\$	23	€	16	0.7064 Prepaid Exp / (Accrued Exp)	0.4	(0.0)	0.4
£	299	U.S.\$	356	1.1916 Prepaid Exp / (Accrued Exp)	0.1	(15.4)	(15.3)
zł	507	£	91	0.1788 (Accrued Exp)	—	(3.6)	(3.6)
A\$	104	U.S.\$	71	0.6819 (Accrued Exp)	—	(3.3)	(3.3)
U.S.\$	85	€	82	0.9634 Prepaid Exp	4.3	—	4.3
<b>Total fair value of derivative financial instruments</b>					<b>\$ 12.5</b>	<b>\$ (45.1)</b>	<b>\$ (32.6)</b>

The following is a summary of TJX's derivative financial instruments, related fair value and balance sheet classification at October 29, 2022:

In millions	Pay	Receive	Blended Contract Rate	Balance Sheet Location	Current Asset U.S.\$	Current (Liability) U.S.\$	Net Fair Value in U.S.\$ at October 29, 2022
<b>Fair value hedges:</b>							
Intercompany balances, primarily debt:							
€	60	£	51	0.8526 (Accrued Exp)	\$ —	\$ (0.8)	(0.8)
A\$	170	U.S.\$	120	0.7034 Prepaid Exp	10.6	—	10.6
U.S.\$	75	£	55	0.7368 (Accrued Exp)	—	(11.2)	(11.2)
£	200	U.S.\$	247	1.2341 Prepaid Exp / (Accrued Exp)	20.8	(4.1)	16.7
€	200	U.S.\$	217	1.0862 Prepaid Exp / (Accrued Exp)	17.7	(0.5)	17.2
<b>Economic hedges for which hedge accounting was not elected:</b>							
Diesel fuel contracts	Fixed on 3.1M – 3.9M gal per month	Float on 3.1M – 3.9M gal per month		N/A Prepaid Exp	18.4	—	18.4
Intercompany billings in TJX International, primarily merchandise:							
€	222	£	195	0.8769 Prepaid Exp	4.2	—	4.2
Merchandise purchase commitments:							
C\$	710	U.S.\$	542	0.7633 Prepaid Exp / (Accrued Exp)	22.2	(0.5)	21.7
C\$	16	€	12	0.7453 Prepaid Exp / (Accrued Exp)	0.2	(0.0)	0.2
£	389	U.S.\$	475	1.2201 Prepaid Exp / (Accrued Exp)	29.6	(3.0)	26.6
A\$	79	U.S.\$	54	0.6843 Prepaid Exp	3.6	—	3.6
zł	614	£	108	0.1760 (Accrued Exp)	—	(2.8)	(2.8)
U.S.\$	88	€	85	0.9635 Prepaid Exp / (Accrued Exp)	0.3	(4.0)	(3.7)
<b>Total fair value of derivative financial instruments</b>					<b>\$ 127.6</b>	<b>\$ (26.9)</b>	<b>100.7</b>

The impact of derivative financial instruments on the Consolidated Statements of Income is presented below:

In millions	Location of Gain (Loss) Recognized in Income by Derivative	Amount of Gain (Loss) Recognized in Income by Derivative			
		Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
		October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
<b>Fair value hedges:</b>					
Intercompany balances, primarily debt	Selling, general and administrative expenses	\$ 26	\$ 24	\$ 29	\$ 57
<b>Economic hedges for which hedge accounting was not elected:</b>					
Diesel fuel contracts	Cost of sales, including buying and occupancy costs	2	(1)	(6)	53
Intercompany billings in TJX International, primarily merchandise	Cost of sales, including buying and occupancy costs	(2)	(6)	2	(6)
Merchandise purchase commitments	Cost of sales, including buying and occupancy costs	49	65	27	113
<b>Gain recognized in income</b>		<b>\$ 75</b>	<b>\$ 82</b>	<b>\$ 52</b>	<b>217</b>

## Note F. Fair Value Measurements

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date or “exit price”. The inputs used to measure fair value are generally classified into the following hierarchy:

- Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities
- Level 2: Unadjusted quoted prices in active markets for similar assets or liabilities, or unadjusted quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability
- Level 3: Unobservable inputs for the asset or liability

The following table sets forth TJX’s financial assets and liabilities that are accounted for at fair value on a recurring basis:

In millions	October 28, 2023	January 28, 2023	October 29, 2022
<b>Level 1</b>			
Assets:			
Executive Savings Plan investments	\$ 366.6	\$ 371.6	\$ 342.6
<b>Level 2</b>			
Assets:			
Foreign currency exchange contracts	\$ 53.7	\$ 8.6	\$ 109.2
Diesel fuel contracts	2.7	3.9	18.4
Liabilities:			
Foreign currency exchange contracts	\$ 10.2	\$ 45.1	\$ 26.9

Investments designed to meet obligations under the Executive Savings Plan are invested in registered investment companies traded in active markets and are recorded at unadjusted quoted prices.

Foreign currency exchange contracts and diesel fuel contracts are valued using broker quotations, which include observable market information. TJX does not make adjustments to quotes or prices obtained from brokers or pricing services but does assess the credit risk of counterparties and will adjust final valuations when appropriate. Where independent pricing services provide fair values, TJX obtains an understanding of the methods used in pricing. As such, these instruments are classified within Level 2.

The fair value of TJX’s general corporate debt was estimated by obtaining market quotes given the trading levels of other bonds of the same general issuer type and market perceived credit quality. These inputs are considered to be Level 2 inputs. The fair value of long-term debt as of October 28, 2023 was \$2.5 billion compared to a carrying value of \$2.9 billion primarily due to the recent increase in interest rates. The fair value of long-term debt as of January 28, 2023 was \$2.6 billion compared to a carrying value of \$2.9 billion. The fair value of the current portion of long-term debt as of January 28, 2023 was \$497 million compared to a carrying value of \$500 million. The fair value of long-term debt as of October 29, 2022 was \$2.5 billion compared to a carrying value of \$2.9 billion. The fair value of the current portion of long-term debt as of October 29, 2022 was \$493 million compared to a carrying value of \$500 million. These estimates do not necessarily reflect provisions or restrictions in the various debt agreements that might affect TJX’s ability to settle these obligations. For additional information on long-term debt, see Note I—Long-Term Debt and Credit Lines.

TJX’s cash equivalents are stated at cost, which approximates fair value due to the short maturities of these instruments.

Certain assets and liabilities are measured at fair value on a nonrecurring basis, whereas the majority of assets and liabilities are not measured at fair value on an ongoing basis, but are subject to fair value adjustments in certain circumstances, such as when there is evidence of an impairment. For the periods ended October 28, 2023, January 28, 2023 and October 29, 2022, the Company did not record any material impairments to long-lived assets.

During the first quarter of fiscal 2023, the Company announced its intention to divest from its position in its minority investment in Familia and re-characterized this investment as held-for-sale valued as a Level 3 position. Given the lack of an active market or observable inputs, the Company derived an exit price which indicated that this investment had no market value. As a result, the Company recorded a \$218 million charge in the first quarter of fiscal 2023, which represented the entirety of its investment. See Note A—Basis of Presentation and Summary of Significant Accounting Policies for additional information.



## Note G. Segment Information

TJX operates four main business segments. In the United States, the Marmaxx segment operates T.J. Maxx, Marshalls, tjmaxx.com and marshalls.com and the HomeGoods segment operates HomeGoods and Homesense. The TJX Canada segment operates Winners, HomeSense and Marshalls in Canada, and the TJX International segment operates T.K. Maxx and Homesense, as well as tkmaxx.com, tkmaxx.de, and tkmaxx.at in Europe and T.K. Maxx in Australia. In addition to the Company's four main business segments, Sierra operates retail stores and sierra.com in the U.S. The results of Sierra are included in the Marmaxx segment. In the third quarter of fiscal 2024, the Company closed its HomeGoods e-commerce business.

All of TJX's stores, with the exception of HomeGoods and HomeSense/Homesense, sell family apparel and home fashions. HomeGoods and HomeSense/Homesense offer home fashions.

TJX evaluates the performance of its segments based on "segment profit or loss," which it defines as pre-tax income or loss before general corporate expense, interest (income) expense, net and certain separately disclosed unusual or infrequent items. "Segment profit or loss," as defined by TJX, may not be comparable to similarly titled measures used by other entities. This measure of performance should not be considered an alternative to net income or cash flows from operating activities as an indicator of TJX's performance or as a measure of liquidity.

Presented below is financial information with respect to TJX's business segments:

In millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
<b>Net sales:</b>				
<b>In the United States:</b>				
Marmaxx	\$ 8,107	\$ 7,455	\$ 23,376	\$ 21,562
HomeGoods	2,208	1,948	6,185	5,840
TJX Canada	1,317	1,285	3,578	3,615
TJX International	1,633	1,479	4,667	4,399
Total net sales	\$ 13,265	\$ 12,167	\$ 37,806	\$ 35,416
<b>Segment profit:</b>				
<b>In the United States:</b>				
Marmaxx	\$ 1,134	\$ 1,003	\$ 3,246	\$ 2,840
HomeGoods	228	172	547	344
TJX Canada	223	204	532	528
TJX International	88	98	158	216
Total segment profit	1,673	1,477	4,483	3,928
General corporate expense	125	119	475	384
Impairment on equity investment	—	—	—	218
Interest (income) expense, net	(41)	(1)	(116)	29
Income before income taxes	\$ 1,589	\$ 1,359	\$ 4,124	\$ 3,297

## Note H. Pension Plans and Other Retirement Benefits

Presented below is financial information relating to TJX's funded defined benefit pension plan ("qualified pension plan" or "funded plan") and its unfunded supplemental pension plan ("unfunded plan") for the periods shown:

In millions	Funded Plan		Unfunded Plan	
	Thirteen Weeks Ended		Thirteen Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Service cost	\$ 8	\$ 13	\$ 1	\$ 0
Interest cost	18	15	2	1
Expected return on plan assets	(20)	(23)	—	—
Amortization of net actuarial loss and prior service cost	0	5	0	1
<b>Total expense</b>	<b>\$ 6</b>	<b>\$ 10</b>	<b>\$ 3</b>	<b>\$ 2</b>

In millions	Funded Plan		Unfunded Plan	
	Thirty-Nine Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Service cost	\$ 25	\$ 36	\$ 2	\$ 1
Interest cost	54	44	5	3
Expected return on plan assets	(60)	(67)	—	—
Amortization of net actuarial loss and prior service cost	0	14	1	3
<b>Total expense</b>	<b>\$ 19</b>	<b>\$ 27</b>	<b>\$ 8</b>	<b>\$ 7</b>

TJX's policy with respect to the funded plan is to fund, at a minimum, the amount required to maintain a funded status of 80% of the applicable pension liability (the Funding Target pursuant to the Internal Revenue Code section 430) or such other amount as is sufficient to avoid restrictions with respect to the funding of nonqualified plans under the Internal Revenue Code. The Company does not anticipate any required funding in fiscal 2024 for the funded plan. The Company anticipates making contributions of \$4 million to provide current benefits coming due under the unfunded plan in fiscal 2024.

The amounts included in Amortization of net actuarial loss and prior service cost in the table above have been reclassified in their entirety from Accumulated other comprehensive (loss) income to the Consolidated Statements of Income, net of related tax effects, for the periods presented.

In the second quarter of fiscal 2024, the Company announced that it would offer eligible former TJX Associates who have not yet commenced their qualified pension plan benefit an opportunity to receive a voluntary lump sum payout of their vested pension plan benefit. At the end of the offer period, the payout amount, based on participation rate, did not meet the threshold to record a non-cash settlement charge.

## Note I. Long-Term Debt and Credit Lines

The table below presents long-term debt as of October 28, 2023, January 28, 2023 and October 29, 2022. All amounts are net of unamortized debt discounts.

In millions and net of immaterial unamortized debt discounts	October 28, 2023	January 28, 2023	October 29, 2022
<b>General corporate debt:</b>			
2.500% senior unsecured notes, maturing May 15, 2023 (effective interest rate of 2.51% after reduction of unamortized debt discount)	\$ —	\$ 500	\$ 500
2.250% senior unsecured notes, maturing September 15, 2026 (effective interest rate of 2.32% after reduction of unamortized debt discount)	998	997	997
1.150% senior unsecured notes, maturing May 15, 2028 (effective interest rate of 1.18% after reduction of unamortized debt discount)	499	499	499
3.875% senior unsecured notes, maturing April 15, 2030 (effective interest rate of 3.89% after reduction of unamortized debt discount)	496	496	496
1.600% senior unsecured notes, maturing May 15, 2031 (effective interest rate of 1.61% after reduction of unamortized debt discount)	500	500	500
4.500% senior unsecured notes, maturing April 15, 2050 (effective interest rate of 4.52% after reduction of unamortized debt discount)	383	383	383
<b>Total debt</b>	<b>2,876</b>	<b>3,375</b>	<b>3,375</b>
Current maturities of long-term debt, net of debt issuance costs	—	(500)	(500)
Debt issuance costs	(15)	(16)	(17)
<b>Long-term debt</b>	<b>\$ 2,861</b>	<b>\$ 2,859</b>	<b>\$ 2,858</b>

### Senior Unsecured Notes

During the second quarter of fiscal 2024, the Company repaid its 2.500% ten-year Notes due May 2023 at maturity.

### Credit Facilities

The Company has two TJX revolving credit facilities, a \$1 billion senior unsecured revolving credit facility maturing in June 2026 (the “2026 Revolving Credit Facility”) and a \$500 million revolving credit facility that was set to mature in May 2024 (the “2024 Revolving Credit Facility”). On May 8, 2023, the Company amended the 2024 Revolving Credit Facility to (i) extend the maturity to May 8, 2028 and (ii) replace the London Interbank Offered Rate (“LIBOR”) with a term secured overnight financing rate plus a 0.10% credit spread adjustment (“Adjusted Term SOFR”). Term SOFR borrowings under the “2028 Revolving Credit Facility”, as amended, bear interest at the Adjusted Term SOFR plus a margin of 45.0 - 87.5 basis points and a quarterly facility fee payment of 5.0 - 12.5 basis points on the total commitments under the 2028 Revolving Credit Facility, in each case, based on the Company’s long-term debt ratings. All other material terms and conditions of the 2028 Revolving Credit Facility were unchanged.

Additionally, on May 8, 2023, the Company amended its 2026 Revolving Credit Facility to replace the LIBOR with Adjusted Term SOFR. Term SOFR borrowings under the 2026 Revolving Credit Facility, as amended, bear interest at the Adjusted Term SOFR plus a variable margin based on the Company’s long-term debt ratings. All other material terms and conditions of the 2026 Revolving Credit Facility were unchanged.

Under these credit facilities, the Company has maintained a borrowing capacity of \$1.5 billion. As of October 28, 2023, January 28, 2023 and October 29, 2022, there were no amounts outstanding under these facilities. Each of these facilities require TJX to maintain a ratio of funded debt to earnings before interest, taxes, depreciation and amortization and rentals (EBITDAR) of not more than 3.50 to 1.00 on a rolling four-quarter basis. TJX was in compliance with all covenants related to its credit facilities at the end of all periods presented.

In addition, as of October 28, 2023, January 28, 2023 and October 29, 2022, TJX Canada had two credit lines, a C\$10 million facility for operating expenses and a C\$10 million letter of credit facility. As of October 28, 2023, January 28, 2023 and October 29, 2022, and during the quarters and year then ended, there were no amounts outstanding on the Canadian credit line for operating expenses. As of October 28, 2023, January 28, 2023 and October 29, 2022, the Company’s European business at TJX International had a credit line of £5 million. As of October 28, 2023, January 28, 2023 and October 29, 2022, and during the quarters and year then ended, there were no amounts outstanding on the European credit line.

## **Note J. Income Taxes**

In August 2022, the Inflation Reduction Act of 2022 (“IRA”), was signed into law. Among other things, the IRA imposes a 15% corporate alternative minimum tax (the “Corporate AMT”) for tax years beginning after December 31, 2022 and levies a 1% excise tax on net stock repurchases after December 31, 2022. The excise tax on the net stock repurchase, Corporate AMT, or other provisions of the IRA did not have a material impact on our results of operations or financial position for the first nine months of fiscal 2024.

The effective income tax rate was 25.0% for the third quarter of fiscal 2024 and 21.8% for the third quarter of fiscal 2023. The effective income tax rate was 25.5% for the first nine months of fiscal 2024 and 25.4% for the first nine months of fiscal 2023. The increase in the effective income tax rate in the third quarter and for the first nine months of fiscal 2024 was primarily due to the effective income tax rate in fiscal 2023 reflecting the benefit from the divestiture of our minority investment in Familia, partially offset by the increase in excess tax benefit from share-based compensation in fiscal 2024.

TJX had net unrecognized tax benefits of \$266 million as of October 28, 2023, \$265 million as of January 28, 2023 and \$262 million as of October 29, 2022.

TJX is subject to U.S. federal income tax as well as income tax in multiple state, local and foreign jurisdictions. In the U.S. and India, fiscal years through 2010 are no longer subject to examination. In all other jurisdictions, fiscal years through 2011 are no longer subject to examination.

TJX’s accounting policy is to classify interest and penalties related to income tax matters as part of income tax expense. The accrued amounts for interest and penalties on the Consolidated Balance Sheets was \$42 million as of October 28, 2023, \$37 million as of January 28, 2023 and \$37 million as of October 29, 2022.

Based on the final resolution of tax examinations, judicial or administrative proceedings, changes in facts or law, expirations of statutes of limitations in specific jurisdictions or other resolutions of, or changes in, tax positions, it is reasonably possible that unrecognized tax benefits for certain tax positions taken on previously filed tax returns may change materially from those represented on the consolidated financial statements as of October 28, 2023. During the next 12 months, it is reasonably possible that tax audit resolutions may reduce unrecognized tax benefits by up to \$52 million, which would reduce the provision for taxes on earnings.

## **Note K. Contingent Obligations, Contingencies, and Commitments**

### ***Contingent Contractual Obligations***

TJX is a party to various agreements under which it may be obligated to indemnify the other party with respect to certain losses related to matters including title to assets sold, specified environmental matters or certain income taxes. These obligations are sometimes limited in time or amount. There are no amounts reflected in the Company’s Consolidated Balance Sheets with respect to these contingent obligations.

### ***Legal Contingencies***

TJX is subject to certain legal proceedings, lawsuits, disputes and claims that arise from time to time in the ordinary course of its business.

## Item 2. Management’s Discussion and Analysis of Financial Condition and Results of Operations

The Thirteen Weeks (third quarter) and Thirty-Nine Weeks (nine months) Ended October 28, 2023  
Compared to  
The Thirteen Weeks (third quarter) and Thirty-Nine Weeks (nine months) Ended October 29, 2022

### OVERVIEW

We are the leading off-price apparel and home fashions retailer in the U.S. and worldwide. Our mission is to deliver great value to our customers every day. We do this by selling a rapidly changing assortment of apparel, home fashions and other merchandise at prices generally 20% to 60% below full-price retailers’ (including department, specialty and major online retailers) regular prices on comparable merchandise, every day through our stores and six e-commerce sites. We operate over 4,900 stores through our four main segments: in the U.S., Marmaxx (which operates T.J. Maxx, Marshalls, tjmaxx.com and marshalls.com) and HomeGoods (which operates HomeGoods and Homesense); TJX Canada (which operates Winners, HomeSense and Marshalls in Canada); and TJX International (which operates T.K. Maxx, Homesense, tkmaxx.com, tkmaxx.de, and tkmaxx.at in Europe, and T.K. Maxx in Australia). In addition to our four main segments, Sierra operates retail stores and sierra.com in the U.S. The results of Sierra are included in the Marmaxx segment.

In the third quarter of fiscal 2024, we closed our HomeGoods e-commerce business.

### RESULTS OF OPERATIONS

As an overview of our financial performance, results for the quarter ended October 28, 2023 include the following:

- Net sales increased 9% to \$13.3 billion for the third quarter of fiscal 2024 versus last year’s third quarter sales of \$12.2 billion. As of October 28, 2023, both the number of stores in operation and the selling square footage increased 3% compared to the end of the third quarter of fiscal 2023.
- Consolidated comp store sales increased 6% for the third quarter of fiscal 2024. See Net Sales below for definition of comp store sales.
- Diluted earnings per share for the third quarter of fiscal 2024 were \$1.03 versus \$0.91 in the third quarter of fiscal 2023. The third quarter of fiscal 2023 included a \$0.05 positive impact due to a \$54 million tax benefit from the completion of the divestiture of our minority investment in Familia.
- Pre-tax profit margin (the ratio of pre-tax income to net sales) for the third quarter of fiscal 2024 was 12.0%, a 0.8 percentage point increase compared with 11.2% in the third quarter of fiscal 2023.
- Our cost of sales, including buying and occupancy costs, ratio for the third quarter of fiscal 2024 was 68.9%, a 2.0 percentage point decrease compared with 70.9% in the third quarter of fiscal 2023.
- Our selling, general and administrative (“SG&A”) expense ratio for the third quarter of fiscal 2024 was 19.4%, a 1.4 percentage point increase compared with 18.0% in the third quarter of fiscal 2023.
- Our consolidated average per store inventories, including inventory on hand at our distribution centers (which excludes inventory in transit) and excluding our e-commerce sites and Sierra stores, were essentially flat on both a reported basis and constant currency basis at the end of the third quarter of fiscal 2024.
- During the third quarter of fiscal 2024, we returned \$1 billion to our shareholders through share repurchases and dividends.

## Operating Results as a Percentage of Net Sales

The following table sets forth our consolidated operating results as a percentage of net sales:

	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Net sales	100.0 %	100.0 %	100.0 %	100.0 %
Cost of sales, including buying and occupancy costs	68.9	70.9	69.9	71.8
Selling, general and administrative expenses	19.4	18.0	19.5	18.2
Impairment on equity investment	—	—	—	0.6
Interest (income) expense, net	(0.3)	0.0	(0.3)	0.1
Income before income taxes*	12.0 %	11.2 %	10.9 %	9.3 %

\* Figures may not foot due to rounding.

### Net Sales

Net sales for the quarter ended October 28, 2023 totaled \$13.3 billion, a 9% increase versus third quarter fiscal 2023 net sales of \$12.2 billion. The increase reflects a 6% increase in comp store sales, a 2% increase from non-comp store sales and a 1% positive impact from foreign currency exchange rates. Net sales from our e-commerce sites combined amounted to less than 2% of total sales for each of the third quarters of fiscal 2024 and fiscal 2023.

Net sales for the nine months ended October 28, 2023 totaled \$37.8 billion, a 7% increase versus net sales of \$35.4 billion for the first nine months of fiscal 2023. The increase reflects a 5% increase in comp store sales, a 1% increase from non-comp store sales and a 1% positive impact from foreign currency exchange rates. Net sales from our e-commerce sites combined amounted to less than 2% of total sales for each of the first nine months of fiscal 2024 and fiscal 2023.

We have returned to our historical definition of comparable store sales (as defined below). While stores in the U.S. were open for all of fiscal 2022, a significant number of stores in TJX Canada and TJX International experienced COVID-related temporary store closures and government-mandated shopping restrictions during fiscal 2022. Therefore, in fiscal 2023, we could not measure year-over-year comparable store sales with fiscal 2022 in these geographies in a meaningful way. As a result, the comparable stores included in the fiscal 2023 measure consisted of U.S. stores only, which we referred to as U.S. comparable store sales (“U.S. comp store sales”), and were calculated against sales for the comparable period in fiscal 2022.

Comp store sales increased 6% for the third quarter of fiscal 2024. U.S. comp store sales decreased 2% for the third quarter of fiscal 2023. Both home fashions and apparel comp store sales (as defined below) growth performed in line with the consolidated comp store sales increase for the third quarter of fiscal 2024.

Comp store sales increased 5% for the first nine months of fiscal 2024. U.S. comp store sales decreased 2% for the first nine months of fiscal 2023. Apparel comp store sales growth outperformed home fashions comp store sales growth for the first nine months ended October 28, 2023.

Comp store sales for both the third quarter and first nine months of fiscal 2024 were driven by an increase in customer traffic.

As of October 28, 2023, both our store count and selling square footage increased 3% compared to the end of the third quarter last year.

### Definition of Comparable Store Sales

We define comparable store sales, or comp store sales, to be sales of stores that have been in operation for all or a portion of two consecutive fiscal years, or, in other words, stores that are starting their third fiscal year of operation. We calculate comp store sales on a 52-week basis by comparing the current and prior year weekly periods that are most closely aligned. Relocated stores and stores that have changed in size are generally classified in the same way as the original store, and we believe that the impact of these stores on the consolidated comp percentage is immaterial.

Sales excluded from comp store sales (“non-comp store sales”) consist of sales from:

- New stores - stores that have not yet met the comp store sales criteria, which represents a substantial majority of non-comp store sales
- Stores that are closed permanently or for an extended period of time
- Sales from our e-commerce sites

We determine which stores are included in the comp store sales calculation at the beginning of a fiscal year and the classification remains constant throughout that year unless a store is closed permanently or for an extended period during that fiscal year.

Comp store sales of our foreign segments are calculated by translating the current year's comp store sales using the prior year's exchange rates. This removes the effect of changes in currency exchange rates, which we believe is a more accurate measure of segment operating performance.

Comp store sales may be referred to as "same store" sales by other retail companies. The method for calculating comp store sales varies across the retail industry; therefore, our measure of comp store sales may not be comparable to that of other retail companies. Comparable store sales for a category such as home fashions or apparel include sales from merchandise within such category combined across all divisions at the stores that fall within the Company's definition of comparable stores for such period.

We define customer traffic to be the number of transactions in stores and average ticket to be the average retail price of the units sold. We define average transaction or average basket to be the average dollar value of transactions.

### ***Impact of Foreign Currency Exchange Rates***

Our operating results are affected by foreign currency exchange rates as a result of changes in the value of the U.S. dollar or a division's local currency in relation to other currencies. We specifically refer to "foreign currency" as the impact of translational foreign currency exchange and mark-to-market of inventory derivatives, as described in detail below. This does not include the impact foreign currency exchange rates can have on various transactions that are denominated in a currency other than an operating division's local currency, which is referred to as "transactional foreign exchange," and also described below.

#### ***Translation Foreign Exchange***

In our consolidated financial statements, we translate the operations of TJX Canada and TJX International from local currencies into U.S. dollars using currency rates in effect at different points in time. Significant changes in foreign exchange rates between comparable prior periods can result in meaningful variations in assets, liabilities, net sales, net income and earnings per share growth as well as the net sales and operating results of these segments. Currency translation generally does not affect operating margins, or affects them only slightly, as sales and expenses of the foreign operations are translated at approximately the same rates within a given period.

#### ***Mark-to-Market Inventory Derivatives***

We routinely enter into inventory-related hedging instruments to mitigate the impact on earnings of changes in foreign currency exchange rates on merchandise purchases denominated in currencies other than the local currencies of our divisions, principally TJX Canada and TJX International. As we have not elected "hedge accounting" for these instruments, as defined by U.S. generally accepted accounting principles ("GAAP"), we record a mark-to-market gain or loss on the derivative instruments in our results of operations at the end of each reporting period. In subsequent periods, the income statement impact of the mark-to-market adjustment is effectively offset when the inventory being hedged is received and paid for. While these effects occur every reporting period, they are of much greater magnitude when there are sudden and significant changes in currency exchange rates during a short period of time. The mark-to-market adjustment on these derivatives does not affect net sales, but it does affect the cost of sales, operating margins and earnings we report.

#### ***Transactional Foreign Exchange***

When discussing the impact on our results of the effect of foreign currency exchange rates on certain transactions, we refer to it as "transactional foreign exchange". This primarily includes the impact that foreign currency exchange rates may have on the year-over-year comparison of merchandise margin as well as "foreign currency gains and losses" on transactions that are denominated in a currency other than the operating division's local currency. These two items can impact segment margin comparison of our foreign divisions, and we have highlighted them when they are meaningful to understanding operating trends.

### **Cost of Sales, Including Buying and Occupancy Costs**

Cost of sales, including buying and occupancy costs, as a percentage of net sales was 68.9% for the third quarter of fiscal 2024, a decrease of 2 percentage points compared to 70.9% for the third quarter of fiscal 2023. The decrease in the cost of sales ratio, including buying and occupancy costs, for the third quarter of fiscal 2024 was attributable to higher merchandise margin due to lower freight costs, the favorable impact on the mark-to-market adjustments on fuel and inventory hedges and expense leverage on higher comp store sales.

Cost of sales, including buying and occupancy costs, as a percentage of net sales was 69.9% for the first nine months of fiscal 2024, a decrease of 1.9 percentage points compared to 71.8% for the first nine months of fiscal 2023. The decrease in the cost of sales ratio, including buying and occupancy costs, for the first nine months of fiscal 2024 was primarily attributable to higher merchandise margin due to lower freight costs, partially offset by higher shrink accrual rates in the current year.

### **Selling, General and Administrative Expenses**

SG&A expenses, as a percentage of net sales, was 19.4% for the third quarter of fiscal 2024, an increase of 1.4 percentage points compared to 18.0% for the third quarter of fiscal 2023. The increase in the SG&A ratio for the third quarter of fiscal 2024 was attributable to incremental store wage and payroll costs, higher incentive compensation costs, and costs related to the closing of our HomeGoods e-commerce business.

SG&A expenses, as a percentage of net sales, was 19.5% for the first nine months of fiscal 2024, an increase of 1.3 percentage points compared to 18.2% for the first nine months of fiscal 2023. The increase in the SG&A ratio for the first nine months of fiscal 2024 was attributable to higher incentive compensation costs and incremental store wage and payroll costs. In addition, this increase reflects a reserve related to a German government COVID program receivable, costs related to the closing of our HomeGoods e-commerce business and a contribution to our U.S. charitable foundation.

### **Impairment on Equity Investment**

During fiscal 2023, we announced and completed the divestiture of our minority investment in Familia. As a result, we recorded an impairment charge of \$218 million in the first quarter of fiscal 2023 representing the entire carrying value of the investment. Additionally, we realized a \$54 million tax benefit when we completed the divestiture of this investment during the third quarter of fiscal 2023.

### **Interest (Income) Expense, net**

The components of interest (income) expense, net are summarized below:

In millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Interest expense	\$ 20	\$ 22	\$ 63	\$ 69
Capitalized interest	(1)	(2)	(3)	(5)
Interest (income)	(60)	(21)	(176)	(35)
Interest (income) expense, net	\$ (41)	\$ (1)	\$ (116)	\$ 29

Interest (income) expense, net increased for both the third quarter of fiscal 2024 and first nine months ended October 28, 2023 compared to the same periods in fiscal 2023 due to an increase in interest income driven by an increase in prevailing rates and a higher average cash balance.

### **Provision for Income Taxes**

In August 2022, the Inflation Reduction Act of 2022 (“IRA”), was signed into law. Among other things, the IRA imposes a 15% corporate alternative minimum tax (the “Corporate AMT”) for tax years beginning after December 31, 2022 and levies a 1% excise tax on net stock repurchases after December 31, 2022. The excise tax on the net stock repurchase, Corporate AMT, or other provisions of the IRA did not have a material impact on our results of operations or financial position for the first nine months of fiscal 2024.

The effective income tax rate was 25.0% for the third quarter of fiscal 2024 and 21.8% for the third quarter of fiscal 2023. The effective income tax rate was 25.5% for the first nine months of fiscal 2024 and 25.4% for the first nine months of fiscal 2023. The increase in the effective income tax rate in the third quarter and the first nine months of fiscal 2024 was primarily due to the effective income tax rate in fiscal 2023 reflecting the benefit from the divestiture of our minority investment in Familia, partially offset by the increase in excess tax benefit from share-based compensation in fiscal 2024.



### ***Net Income and Diluted Earnings Per Share***

Net income was \$1.2 billion, or \$1.03 per diluted share, and \$1.1 billion, or \$0.91 per diluted share, for the third quarters of fiscal 2024 and fiscal 2023, respectively. The third quarter of fiscal 2023 included a \$54 million tax benefit on the divestiture of our minority investment in Familia, which had a \$0.05 positive impact on diluted earnings per share. Foreign currency had a \$0.02 positive impact on diluted earnings per share for the third quarter of fiscal 2024 and a \$0.01 negative impact on diluted earnings per share for the third quarter of fiscal 2023.

Net income was \$3.1 billion, or \$2.65 per diluted share, and \$2.5 billion, or \$2.08 per diluted share, for the first nine months of fiscal 2024 and fiscal 2023, respectively. During the first nine months of fiscal 2023, the \$218 million impairment on our previously-held minority investment in Familia, net of the \$54 million tax benefit, had a \$0.14 negative impact on diluted earnings per share. Foreign currency had a \$0.01 positive impact on diluted earnings per share for the first nine months of fiscal 2024 and a \$0.02 negative impact on diluted earnings per share for the first nine months of fiscal 2023.

In the second quarter of fiscal 2024, we announced that we would offer eligible former TJX Associates who had not yet commenced their qualified pension plan benefit an opportunity to receive a voluntary lump sum payout of their vested pension plan benefit. At the end of the offer period, the payout amount, based on participation rate, did not meet the threshold to record a non-cash settlement charge.

### ***Segment Information***

We operate four main business segments. In the United States, our Marmaxx segment operates T.J. Maxx, Marshalls, tjmaxx.com and marshalls.com and our HomeGoods segment operates HomeGoods and Homesense. In the third quarter of fiscal 2024, we closed our HomeGoods e-commerce business. Our TJX Canada segment operates Winners, HomeSense and Marshalls in Canada, and our TJX International segment operates T.K. Maxx, Homesense, tkmaxx.com, tkmaxx.de, and tkmaxx.at in Europe and T.K. Maxx in Australia. In addition to our four main segments, Sierra operates retail stores and sierra.com in the U.S. The results of Sierra are included in the Marmaxx segment.

We evaluate the performance of our segments based on “segment profit or loss,” which we define as pre-tax income or loss before general corporate expense and interest (income) expense, net, and certain separately disclosed unusual or infrequent items. “Segment profit or loss,” as we define the term, may not be comparable to similarly titled measures used by other companies. The terms “segment margin” or “segment profit margin” are used to describe segment profit or loss as a percentage of net sales. These measures of performance should not be considered an alternative to net income or cash flows from operating activities as an indicator of our performance or as a measure of liquidity.

Presented below is selected financial information related to our business segments.

## U.S. SEGMENTS

### Marmaxx

U.S. dollars in millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Net sales	\$ 8,107	\$ 7,455	\$ 23,376	\$ 21,562
Segment profit	\$ 1,134	\$ 1,003	\$ 3,246	\$ 2,840
Segment profit margin	14.0 %	13.5 %	13.9 %	13.2 %
Comp store sales	7 %	3 %	7 %	1 %
Stores in operation at end of period:				
T.J. Maxx			1,317	1,295
Marshalls			1,196	1,171
Sierra			90	72
Total			2,603	2,538
Selling square footage at end of period (in millions):				
T.J. Maxx			29	28
Marshalls			27	27
Sierra			1	1
Total			57	56

### Net Sales

Net sales for Marmaxx were \$8.1 billion for the third quarter of fiscal 2024, an increase of 9% compared to \$7.5 billion for the third quarter of fiscal 2023. This increase in the third quarter reflects a 7% increase from comp store sales and a 2% increase from non-comp store sales.

Net sales for Marmaxx were \$23.4 billion for the first nine months of fiscal 2024, an increase of 8% compared to \$21.6 billion for the first nine months of fiscal 2023. This increase in the first nine months reflects a 7% increase from comp store sales and a 1% increase from non-comp store sales.

For both the third quarter and first nine months of fiscal 2024, the increase in comp store sales was driven by an increase in customer traffic. In addition, Marmaxx had strong apparel and home fashions comp store sales growth. All geographies generally performed in line with the overall comp store sales increase for both periods.

### Segment Profit Margin

Segment profit margin increased to 14.0% for the third quarter of fiscal 2024 compared to 13.5% for the same period last year. The increase in segment profit margin for the third quarter of fiscal 2024 was primarily driven by higher merchandise margin, due to lower freight costs, and expense leverage on higher comp store sales, partially offset by incremental store wage and payroll costs and higher incentive compensation costs.

Segment profit margin increased to 13.9% for the first nine months of fiscal 2024 compared to 13.2% for the same period last year. The increase in segment profit margin for first nine months of fiscal 2024 was primarily driven by improved merchandise margin, partially offset by incremental store wage and payroll costs and higher incentive compensation costs. Merchandise margin was driven by lower freight costs and higher markon, partially offset by higher shrink accrual rates in the current year.

Our Marmaxx e-commerce sites, tjmaxx.com and marshalls.com, together with sierra.com, represented less than 3% of Marmaxx's net sales for both the third quarter and the first nine months of fiscal 2024 and fiscal 2023, and did not have a significant impact on year-over-year segment margin comparisons.

## HomeGoods

U.S. dollars in millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Net sales	\$ 2,208	\$ 1,948	\$ 6,185	\$ 5,840
Segment profit	\$ 228	\$ 172	\$ 547	\$ 344
Segment profit margin	10.3 %	8.9 %	8.8 %	5.9 %
Comp store sales	9 %	(16)%	2 %	(12)%
Stores in operation at end of period:				
HomeGoods			914	880
Homesense			54	43
Total			968	923
Selling square footage at end of period (in millions):				
HomeGoods			17	16
Homesense			1	1
Total			18	17

### Net Sales

Net sales for HomeGoods were \$2.2 billion for the third quarter of fiscal 2024, an increase of 13%, compared to \$1.9 billion for the third quarter of fiscal 2023. This increase in the third quarter reflects a 9% increase from comp store sales and a 4% increase from non-comp store sales. The increase in comp store sales for the third quarter was driven by an increase in customer traffic.

Net sales for HomeGoods were \$6.2 billion for the first nine months of fiscal 2024, an increase of 6%, compared to \$5.8 billion for the first nine months of fiscal 2023. This increase in the first nine months reflects a 4% increase from non-comp store sales and a 2% increase from comp store sales. The increase in comp store sales for the first nine months was driven by an increase in customer traffic, partially offset by a decrease in average basket.

For both the third quarter and first nine months of fiscal 2024, all geographies performed in line with the overall comp store sales increase.

### Segment Profit Margin

Segment profit margin increased to 10.3% for the third quarter of fiscal 2024 compared to 8.9% for the same period last year. The increase in segment profit margin for the third quarter of fiscal 2024 was primarily driven by higher merchandise margin, due to lower freight costs, and expense leverage on higher comp store sales. This was partially offset by costs related to the closing of our HomeGoods e-commerce business, incremental store payroll costs and higher incentive compensations costs.

Segment profit margin increased to 8.8% for the first nine months of fiscal 2024 compared to 5.9% for the same period last year. The increase in segment profit margin for the first nine months of fiscal 2024 was primarily driven by higher merchandise margin, due to lower freight costs, partially offset by costs related to the closing of our HomeGoods e-commerce business, incremental store wage and payroll costs and higher incentive compensation costs.

In the third quarter of fiscal 2024, we closed our HomeGoods e-commerce business on homegoods.com, which represented less than 1% of HomeGoods net sales for both the third quarter and the first nine months of fiscal 2024 and fiscal 2023.

## FOREIGN SEGMENTS

### TJX Canada

U.S. dollars in millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Net sales	\$ 1,317	\$ 1,285	\$ 3,578	\$ 3,615
Segment profit	\$ 223	\$ 204	\$ 532	\$ 528
Segment profit margin	16.9 %	15.8 %	14.9 %	14.6 %
Comp store sales <sup>(a)</sup>	3 %	N/A	2 %	N/A
Stores in operation at end of period:				
Winners			302	296
HomeSense			157	150
Marshalls			106	106
Total			565	552
Selling square footage at end of period (in millions):				
Winners			7	6
HomeSense			3	3
Marshalls			2	2
Total			12	11

(a) Comp store sales reported for fiscal 2024 and was not applicable for fiscal 2023.

#### Net Sales

Net sales for TJX Canada were \$1.3 billion for the third quarter of fiscal 2024, an increase of 2%, compared to net sales for the third quarter of fiscal 2023. This increase in the third quarter reflects a 3% increase in comp store sales, a 1% increase in non-comp store sales, partially offset by a negative foreign currency exchange rate impact of 2%.

Net sales for TJX Canada were \$3.6 billion for the first nine months of fiscal 2024, a decrease of 1%, compared to net sales for the first nine months of fiscal 2023. This decrease in the first nine months reflects a negative foreign currency exchange rate impact of 4%, partially offset by a 2% increase in comp store sales and a 1% increase in non-comp store sales.

The increase in comp store sales for both the third quarter and first nine months of fiscal 2024 was driven by an increase in customer traffic, partially offset by a decrease in average basket.

#### Segment Profit Margin

Segment profit margin increased to 16.9% for the third quarter of fiscal 2024 compared to 15.8% for the same period last year. The increase for the third quarter of fiscal 2024 was primarily driven by favorable supply chain costs and higher merchandise margin, partially offset by incremental store wage and payroll costs and higher incentive compensation costs. Merchandise margin reflects lower freight costs, partially offset by lower markon and higher shrink accrual rates in the current year.

Segment profit margin increased to 14.9% for the first nine months of fiscal 2024 compared to 14.6% for the same period last year. The increase for the first nine months of fiscal 2024 was primarily driven by favorable supply chain costs and higher merchandise margin, partially offset by higher administrative costs and higher incentive compensation costs. Merchandise margin reflects lower freight costs, partially offset by higher shrink accrual rates in the current year and lower markon.

## TJX International

U.S. dollars in millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
Net sales	\$ 1,633	\$ 1,479	\$ 4,667	\$ 4,399
Segment profit	\$ 88	\$ 98	\$ 158	\$ 216
Segment profit margin	5.4 %	6.7 %	3.4 %	4.9 %
Comp store sales <sup>(a)</sup>	1 %	N/A	3 %	N/A
Stores in operation at end of period:				
T.K. Maxx			641	629
Homesense			79	78
T.K. Maxx Australia			78	73
Total			798	780
Selling square footage at end of period (in millions):				
T.K. Maxx			13	13
Homesense			1	1
T.K. Maxx Australia			1	1
Total			15	15

(a) Comp store sales reported for fiscal 2024 and was not applicable for fiscal 2023.

### Net Sales

Net sales for TJX International were \$1.6 billion for the third quarter of fiscal 2024, an increase of 10%, compared to \$1.5 billion for the third quarter of fiscal 2023. This increase in the third quarter reflects a positive foreign currency exchange rate impact of 7%, a 2% increase in non-comp store sales and a 1% increase in comp store sales. The increase in comp store sales for the third quarter was driven by an increase in customer traffic, partially offset by a decrease in average basket.

Net sales for TJX International were \$4.7 billion for the first nine months of fiscal 2024, an increase of 6%, compared to \$4.4 billion for the first nine months of fiscal 2023. This increase in the first nine months of fiscal 2024 reflects a 3% increase in comp store sales, a positive foreign currency exchange rate impact of 2% and a 1% increase in non-comp store sales. The increase in comp store sales for the first nine months reflects an increase in both customer traffic and average basket.

E-commerce sales represented less than 4% of TJX International's net sales for both the third quarter and the first nine months of fiscal 2024 and fiscal 2023. In addition to tkmaxx.com, during the second quarter of fiscal 2024, TJX International made online shopping available in Germany at tkmaxx.de and in Austria at tkmaxx.at.

### Segment Profit Margin

Segment profit margin decreased to 5.4% for the third quarter of fiscal 2024 compared to 6.7% for the same period last year. The decrease for the third quarter of fiscal 2024 was due to higher incentive compensation costs, higher administrative and supply chain costs, and incremental store wage, partially offset by higher merchandise margin which was due to lower freight costs.

Segment profit margin decreased to 3.4% for the first nine months of fiscal 2024 compared to 4.9% for the same period last year. The decrease for the first nine months of fiscal 2024 was due to a reserve related to a German government COVID program receivable, higher administrative costs, higher incentive compensation costs and incremental store wage, partially offset by higher merchandise margin and the favorable impact of transactional foreign exchange. Merchandise margin reflects higher markon and lower freight costs.

## GENERAL CORPORATE EXPENSE

In millions	Thirteen Weeks Ended		Thirty-Nine Weeks Ended	
	October 28, 2023	October 29, 2022	October 28, 2023	October 29, 2022
General corporate expense	\$ 125	\$ 119	\$ 475	\$ 384

General corporate expense for segment reporting purposes represents those costs not specifically related to the operations of our business segments. General corporate expenses are primarily included in SG&A expenses. The mark-to-market adjustment of our fuel and inventory hedges is included in cost of sales, including buying and occupancy costs.

The increase in general corporate expense for the third quarter of fiscal 2024 was primarily driven by higher incentive and share-based compensation costs and other administrative costs, partially offset by favorable mark-to-market adjustments on fuel hedges.

The increase in general corporate expense for the first nine months of fiscal 2024 was primarily driven by higher incentive and share-based compensation costs and a contribution to TJX's U.S. charitable foundation.

## ANALYSIS OF FINANCIAL CONDITION

### *Liquidity and Capital Resources*

Our liquidity requirements have traditionally been funded through cash generated from operations, supplemented, as needed, by short-term bank borrowings and the issuance of commercial paper. As of October 28, 2023, there were no short-term bank borrowings or commercial paper outstanding. We believe our existing cash and cash equivalents, internally generated funds and our credit facilities, under which facilities we have \$1.5 billion available as of the period ended October 28, 2023, as described in Note I—Long-Term Debt and Credit Lines of Notes to Consolidated Financial Statements, are adequate to meet our operating needs for the foreseeable future.

As of October 28, 2023, we held \$4.3 billion in cash. Approximately \$1.3 billion of our cash was held by our foreign subsidiaries with \$623 million held in countries where we intend to indefinitely reinvest any undistributed earnings. We have provided for all applicable state and foreign withholding taxes on all undistributed earnings of our foreign subsidiaries in Canada, Puerto Rico, Italy, India, Hong Kong and Vietnam through October 28, 2023. If we repatriate cash from such subsidiaries, we should not incur additional tax expense and our cash would be reduced by the amount of withholding taxes paid.

We monitor debt financing markets on an ongoing basis and from time to time may incur additional long-term indebtedness depending on prevailing market conditions, liquidity requirements, existing economic conditions and other factors. In fiscal 2024 we have used, and in the future we may continue to use, operating cash flow and cash on hand to repay portions of our indebtedness, depending on prevailing market conditions, liquidity requirements, existing economic conditions, contractual restrictions and other factors. As such, we may, from time to time, seek to retire, redeem, prepay or purchase our outstanding debt through redemptions, cash purchases, prepayments, refinancings and/or exchanges, in open market purchases, privately negotiated transactions, by tender offer or otherwise. If we use our operating cash flow and/or cash on hand to repay our debt, it will reduce the amount of cash available for additional capital expenditures.

### *Operating Activities*

Operating activities resulted in net cash inflows of \$3.3 billion for the nine months ended October 28, 2023 and net cash inflows of \$1.1 billion for the nine months ended October 29, 2022.

Operating cash flows increased compared to fiscal 2023 primarily due to the \$1 billion change in merchandise inventories net of accounts payable, primarily due to the prior year early receipt and payment of merchandise, \$485 million increase in net income, adjusted for non-cash items and a \$398 million increase in accrued expenses, the largest component of which was higher incentive compensation costs.

### *Investing Activities*

Investing activities resulted in net cash outflows of \$1.3 billion for the nine months ended October 28, 2023 and \$1.1 billion for the nine months ended October 29, 2022. The cash outflows for both periods were driven by capital expenditures.

Investing activities in the first nine months of fiscal 2024 primarily reflected property additions for store improvements and renovations, investments in our new stores, as well as investments in our distribution centers and offices, including information technology. We anticipate that capital spending for the full fiscal year 2024 will be approximately \$1.7 billion to \$1.9 billion. We plan to fund these expenditures with our existing cash balances and through internally generated funds.

### *Financing Activities*

Financing activities resulted in net cash outflows of \$3.1 billion for the first nine months of fiscal 2024 and net cash outflows of \$2.7 billion for the first nine months of fiscal 2023. The cash outflows for both periods were primarily driven by equity repurchases and dividend payments. Additionally, the first nine months of fiscal 2024 included a \$500 million debt repayment upon maturity.

#### *Debt*

The cash outflows in the first nine months of fiscal 2024 were due to the repayment of our \$500 million 2.500% ten-year Notes due May 2023 during the second quarter of fiscal 2024, upon maturity. For further information regarding long-term debt, see Note I—Long-Term Debt and Credit Lines of Notes to Consolidated Financial Statements.

#### *Equity*

Under our stock repurchase programs, we paid \$1.7 billion to repurchase and retire 20.3 million shares of our stock on a settlement basis in the first nine months of fiscal 2024. As of October 28, 2023, approximately \$1.8 billion remained available under our existing stock repurchase programs. We paid \$1.8 billion to repurchase and retire 29.1 million shares of our stock on a settlement basis in the first nine months of fiscal 2023. We currently plan to repurchase approximately \$2.25 billion to \$2.5 billion of stock under our stock repurchase programs in fiscal 2024. For further information regarding equity repurchases, see Note D – Capital Stock and Earnings Per Share of Notes to Consolidated Financial Statements.

The Inflation Reduction Act of 2022, which became law in August 2022, levies a 1% excise tax on net stock repurchases after December 31, 2022. Beginning on January 1, 2023, these purchases are subject to the excise tax. The excise tax on the net stock repurchase portion of the IRA did not have a material impact on our results of operations or financial position for the first nine months ended October 28, 2023. See Note J—Income Taxes of Notes to Consolidated Financial Statements for additional information.

#### *Dividends*

We declared quarterly dividends on our common stock of \$0.3325 per share for each of the quarters in fiscal 2024 and \$0.295 per share for each of the quarters in fiscal 2023. Cash payments for dividends on our common stock totaled \$1.1 billion for the first nine months of fiscal 2024 and \$1 billion for the first nine months of fiscal 2023.

### **RECENTLY ISSUED ACCOUNTING PRONOUNCEMENTS**

There have been no material changes to the critical accounting estimates as discussed in TJX's Annual Report on Form 10-K for the fiscal year ended January 28, 2023. For a discussion of accounting standards, see Note A—Basis of Presentation and Summary of Significant Accounting Policies of Notes to Consolidated Financial Statements included in TJX's Annual Report on Form 10-K for the fiscal year ended January 28, 2023 and Note A—Basis of Presentation and Summary of Significant Accounting Policies of Notes to Consolidated Financial Statements in this Quarterly Report on Form 10-Q.

## FORWARD-LOOKING STATEMENTS

Various statements made in this Quarterly Report on Form 10-Q are forward-looking, and are inherently subject to a number of risks and uncertainties. All statements that address activities, events or developments that we intend, expect or believe may occur in the future are forward-looking statements, including, among others, statements regarding the Company's anticipated operating and financial performance, business plans and prospects, anticipated dividends and share repurchases, and plans with respect to long-term indebtedness. These statements are typically accompanied by the words "aim," "anticipate," "aspire," "believe," "continue," "could," "should," "estimate," "expect," "forecast," "goal," "hope," "intend," "may," "plan," "project," "potential," "seek," "strive," "target," "will," "would," or similar words, although not all forward-looking statements contain these identifying words. Each forward-looking statement is subject to risks and uncertainties that could cause actual results to differ materially from those expressed or implied by such forward-looking statements. Applicable risks and uncertainties include, among others, execution of buying strategy and inventory management; customer trends and preferences; competition; various marketing efforts; operational and business expansion; management of large size and scale; COVID-19 or other public health and public safety issues that affect our operations and consumers; merchandise sourcing and transport; data security and maintenance and development of information technology systems; labor costs and workforce challenges; personnel recruitment, training and retention; corporate and retail banner reputation; evolving corporate governance and public disclosure regulations and expectations with respect to environmental, social and governance matters; expanding international operations; fluctuations in quarterly operating results and market expectations; inventory or asset loss; cash flow; mergers, acquisitions, or business investments and divestitures, closings or business consolidations; real estate activities; economic conditions and consumer spending; market instability; severe weather, serious disruptions or catastrophic events; disproportionate impact of disruptions in the second half of the fiscal year; commodity availability and pricing; fluctuations in currency exchange rates; compliance with laws, regulations and orders and changes in laws, regulations and applicable accounting standards; outcomes of litigation, legal proceedings and other legal or regulatory matters; quality, safety and other issues with our merchandise; tax matters; and other factors that may be described in our filings with the Securities and Exchange Commission (the "SEC"), including our most recent Annual Report on Form 10-K filed with the SEC. You are encouraged to read our filings with the SEC, available at [www.sec.gov](http://www.sec.gov), for a discussion of these and other risks and uncertainties. We caution investors, potential investors and others not to place considerable reliance on the forward-looking statements contained in this Form 10-Q. The forward-looking statements in this report speak only as of the date of this Form 10-Q, and we do not undertake any obligation to publicly update or revise our forward-looking statements, even if experience or future changes make it clear that any projected results expressed or implied in such statements will not be realized.

### Item 3. Quantitative and Qualitative Disclosures about Market Risk

There have been no material changes in our primary risk exposures or management of market risks from those disclosed in our Annual Report on Form 10-K for the fiscal year ended January 28, 2023.

### Item 4. Controls and Procedures

We have carried out an evaluation, under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures as of October 28, 2023 pursuant to Rules 13a-15(b) and 15d-15(b) of the Securities Exchange Act of 1934, as amended (the "Act"). Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer concluded that our disclosure controls and procedures are effective at the reasonable assurance level in ensuring that information required to be disclosed by us in the reports that we file or submit under the Act is (i) recorded, processed, summarized and reported, within the time periods specified in the Securities and Exchange Commission's rules and forms; and (ii) accumulated and communicated to our management, including our principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosures. Management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving their objectives and management necessarily applies its judgment in evaluating the cost-benefit relationship of implementing controls and procedures.

There were no changes in our internal control over financial reporting (as defined in Rule 13a-15(f) and 15d-15(f) under the Act) during the fiscal quarter ended October 28, 2023 identified in connection with the evaluation by our management, including our Chief Executive Officer and Chief Financial Officer, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.



## PART II—OTHER INFORMATION

### Item 1. Legal Proceedings

See [Note K—Contingent Obligations, Contingencies, and Commitments](#) of Notes to Consolidated Financial Statements for information on legal proceedings.

### Item 1A. Risk Factors

There have been no material changes to the risk factors disclosed in the “Risk Factors” section of our Annual Report on Form 10-K for the year ended January 28, 2023, as filed with the Securities Exchange Commission on March 29, 2023.

### Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

#### INFORMATION ON SHARE REPURCHASES

The number of shares of common stock repurchased by TJX during the third quarter of fiscal 2024 and the average price paid per share are as follows:

	Total Number of Shares Repurchased <sup>(a)</sup>	Average Price Paid Per Share <sup>(b)</sup>	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs <sup>(c)</sup>	Approximate Dollar Value of Shares that May Yet be Purchased Under the Plans or Programs <sup>(c)</sup>
July 30, 2023 through August 26, 2023	1,310,947	\$ 87.72	1,310,947	\$ 2,378,795,721
August 27, 2023 through September 30, 2023	3,188,393	\$ 90.95	3,188,393	\$ 2,088,796,897
October 1, 2023 through October 28, 2023	2,755,465	\$ 88.91	2,755,465	\$ 1,843,797,961
<b>Total</b>	<b>7,254,805</b>		<b>7,254,805</b>	

(a) Consists of shares repurchased under publicly announced stock repurchase programs.

(b) Includes commissions for the shares repurchased under stock repurchase programs.

(c) In February 2023, we announced that our Board of Directors had approved a new stock repurchase program that authorized the repurchase of up to an additional \$2 billion of our common stock from time to time. Under this program, we had approximately \$1.8 billion available for repurchase as of October 28, 2023.

### Item 5. Other Information

During the fiscal quarter ended October 28, 2023, none of our directors or officers adopted, modified, or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement,” as those terms are defined in Item 408(a) of Regulation S-K.

## Item 6. Exhibits

Exhibit No.	Description	Incorporate by Reference		
		Form	Exhibit No.	Filing Date
10.1	<a href="#">The Form of Deferred Stock Award for Directors granted under the Stock Incentive Plan as of January 1, 2024*</a>			
31.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith</a>			
31.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, filed herewith</a>			
32.1	<a href="#">Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith</a>			
32.2	<a href="#">Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, filed herewith</a>			
101	The following materials from The TJX Companies, Inc.'s Quarterly Report on Form 10-Q for the quarter ended October 28, 2023, formatted in Inline XBRL (Extensible Business Reporting Language): (i) the Consolidated Statements of Income, (ii) the Consolidated Statements of Comprehensive Income, (iii) the Consolidated Balance Sheets, (iv) the Consolidated Statements of Cash Flows, (v) the Consolidated Statements of Shareholders' Equity, and (vi) Notes to Consolidated Financial Statements.			
104	The cover page from The TJX Companies, Inc.'s Quarterly Report on Form 10-Q for the quarter ended October 28, 2023, formatted in Inline XBRL (included in Exhibit 101)			

\* Management contract or compensatory plan or arrangement.

### SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934 the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

THE TJX COMPANIES, INC.  
(Registrant)

Date: November 29, 2023

/s/ John Klinger

John Klinger, Chief Financial Officer  
(Principal Financial and Accounting Officer)

**THE TJX COMPANIES, INC.  
STOCK INCENTIVE PLAN**

**DEFERRED STOCK AWARD FOR DIRECTORS**

This certificate evidences the award (the "Award") made automatically to the non-employee director named below (the "Director") on [ ] (the "Grant Date") under Section 7(e) of the Stock Incentive Plan (the "Plan") of The TJX Companies, Inc. (the "Company"). The Award is subject to the terms and conditions of the Plan as from time to time amended, the provisions of which are incorporated by reference in this certificate. Terms defined in the Plan are used in this certificate as so defined.

1. AWARD RECIPIENT: [ ]

2. NATURE OF AWARD: The Award consists of two parts: an "Annual Deferred Stock Award" and an "Additional Deferred Stock Award" as those terms are defined in the Plan (hereinafter, the "Annual Award" and "Additional Award," respectively). The Company agrees to credit to an unfunded account maintained on the books of the Company (the "Account"), in respect of each such portion of the Award, the number of shares of Stock specified in Section 3 plus such additional number of shares as may be determined under Section 4. The number of shares credited to the Account and not forfeited, rounded up to the nearest whole share, shall be transferred to the Director (or, in the event of the Director's death, to the Director's beneficiary designated prior to death in a manner acceptable to the Company, or, if no such beneficiary has been so designated, to the Director's estate) (such designated beneficiary or the estate, as the case may be, being herein referred to as the Director's "Beneficiary") in accordance with and subject to the terms and conditions of the Plan and the Award. The Award is unfunded and unsecured, and the Director's rights to any Stock hereunder shall be no greater than those of an unsecured general creditor of the Company. The Award may not be assigned, transferred, pledged, hypothecated or otherwise disposed of, except for disposition at death as provided above. The Award does not entitle the Director to any rights as a shareholder with respect to any shares of Stock subject to the Award, unless and until such shares of Stock have been transferred to the Director. The Award is intended to constitute a "non-qualified deferred compensation" arrangement that satisfies the requirements of Section 409A of the Code, and shall be construed accordingly.

3. INITIAL CREDITS TO ACCOUNT: The number of shares of Stock to be credited to the Account, subject in each case to the terms and conditions of the Plan and the Award, is as follows:

(a) Under the Annual Award portion of the Award, [ ] shares shall be credited to the Account on the Grant Date. The portion of the Account reflecting this Annual Award credit is hereinafter referred to as the "Annual Award Sub-Account."

(b) Under the Additional Award portion of the Award, [ ] shares shall also be credited to the Account. The portion of the Account reflecting this Additional Award credit is hereinafter referred to as the "Additional Award Sub-Account."

4. DIVIDEND AWARDS: As of (a) the date of each Annual Meeting of the shareholders of the Company and (b), solely with respect to any vested portion of this Award that is scheduled for delivery on a date (other than the date of an Annual Meeting) in connection with or following the termination of the Director's service with the Board, the date of such delivery (each such relevant date, a "dividend crediting date") there shall be credited to each of the Annual Award Sub-Account (or portion thereof, as applicable) and the Additional Award Sub-Account (or portion thereof, as applicable) the number of additional shares of Stock equal to (x) plus (y), divided by (z), where:

- (x) is the product obtained by multiplying (i) the number of shares then allocated to the Annual Award Sub-Account or the Additional Award Sub-Account, as the case may be, (disregarding in each case, for purposes of this clause (x), any shares credited to such Sub-Account since the date of the immediately preceding Annual Meeting) by (ii) the aggregate per-share amount of dividends for which the record date occurred since the date of the immediately preceding Annual Meeting;
- (y) is the product obtained by multiplying (i) the number of shares first credited to the Annual Award Sub-Account or the Additional Award Sub-Account, as the case may be, since the date of the immediately preceding Annual Meeting but prior to such dividend crediting date by (ii) the aggregate per-share amount of dividends for which the record date occurred since the date that such shares were credited to such Account; and
- (z) is the Fair Market Value of one share of Stock on such dividend crediting date.

For the avoidance of doubt, Dividend Awards shall be credited only to the extent the Award is outstanding (or scheduled to be delivered) as of the dividend crediting date.

5. VESTING: The Director's Annual Award Sub-Account shall be fully vested at all times. The Director's Additional Award Sub-Account shall vest on the date immediately preceding the date of the Annual Meeting next succeeding the Grant Date (if the Director is then a member of the Board) or, if earlier and if Section 6 is relevant in the circumstances, the date specified in Section 6. Immediately upon the Director's ceasing to be a member of the Board for any reason, any portion of the Director's Account that was not then vested (determined after taking into account any accelerated vesting pursuant to Section 6 but otherwise before taking into account any amounts credited under Section 4(b) above as of such date) shall be forfeited.

6. CHANGE OF CONTROL. Upon the occurrence of a Change of Control, the provisions of this Section 6 shall apply to any portion of the Director's Additional Award Sub-Account not then vested and not previously forfeited, notwithstanding any other provision of the Award to the contrary:

(a) Upon consummation of the Change of Control whenever occurring, if the Committee does not provide for a rollover award as described in 6(b) below, any unvested portion of the Director's Additional Award Sub-Account shall automatically and immediately vest in full.

(b) The Committee may, but shall not be required to, provide in connection with the Change of Control that, in lieu of the acceleration described in Section 6(a) above, the service-based vesting condition described in Section 5 above applicable to the Director's Additional Award Sub-Account immediately prior to consummation of the Change of Control shall continue to apply (with such appropriate adjustments as the Committee may determine) from and after the Change of Control to such Additional Award Sub-Account or to any stock, cash or other property into which such Additional Award is converted or for which it is exchanged in connection with the Change of Control (the Additional Award Sub-Account or any such stock, cash or other property, a "rollover award"); *provided*, that vesting of the Director's unvested rollover award shall accelerate fully in the event the director is involuntarily terminated for any reason (other than cause) prior to satisfaction of such service-based vesting condition. In any case where this Section 6(b) applies, all references in this award to "Additional Award Sub-Account" shall be construed, where appropriate, by reference to any rollover award as defined above. In any case where this Section 6(b) applies, references in the Award to "Stock" shall be deemed to include the stock, cash or other property that is subject to the applicable rollover award.

(c) Subject to the continuing vesting condition provisions of Section 6(b) above, the provisions of this Section 6 shall be applied on a basis that enables the Director to participate, as applicable, as a shareholder (with respect to any portion of the Additional Award held by the Director immediately prior to the Change of Control) on the same basis as other holders of Stock.

All references to the Committee in this Section 6 shall be construed to refer to the Committee as constituted and acting prior to consummation of the Change of Control. For the avoidance of doubt, no Committee action permitted by this Section 6 will be treated as an action requiring the Director's consent under Section 10 of the Plan.

7. ANNUAL AWARD SUB-ACCOUNT – DATE OF DELIVERY: Shares of Stock equal in number to the shares credited to the Director's Annual Award Sub-Account (rounded up to the nearest whole share) shall be transferred by the Company to the Director (or, in the event of the Director's death, to the Director's Beneficiary) as soon as practicable after and in all events within [ ] business days after the date on which the Director ceases for any reason to be a member of the Board; *provided* that if the Director has timely elected a deferral of any portion of the Annual Award Sub-Account, such portion shall instead be delivered in accordance with Section 9; and *further provided*, that in the event of an earlier Change of Control, such shares of Stock shall instead be delivered to the Director (or, in the event of the Director's death, to the Director's Beneficiary), immediately prior to the Change of Control.

8. ADDITIONAL AWARD SUB-ACCOUNT – DATE OF DELIVERY: Shares of Stock equal in number to the shares credited to the Director's Additional Award Sub-Account (rounded up to the nearest whole share) shall be transferred by the Company to the Director (or, in the event of the Director's death, to the Director's beneficiary) as soon as practicable after and in all events within [ ] business days after the date of vesting determined pursuant to Sections 5 and 6 above; *provided*, that if the Director has timely elected a deferral of any portion of the Additional Award Sub-Account, such portion (if vested) shall instead be delivered in accordance with Section 9.

9. ELECTION TO DEFER: The Director may elect to have delivery of shares of Stock credited to the Annual Award Sub-Account deferred to such time or times following the termination of the Director's service with the Company in accordance with and subject to such terms as may be prescribed by the Administrator; or to have delivery of the vested balance, if any, of the Additional Award Sub-Account made at the same time as the Annual Award Sub-Account (whether pursuant to Section 7 or this Section 9) in lieu of the delivery terms described in Section 8. Any such election must be made no later than December 31 of the calendar year preceding the calendar year in which such Award is granted or at such other time as is necessary to satisfy the requirements of Section 409A, as determined by the Administrator. Each such election shall be in a form acceptable to the Administrator.

10. ADJUSTMENTS: The Award and the shares of Stock subject to the Award are subject to adjustment as provided in Section 3 of the Plan.

11. WITHHOLDING: The Director or Beneficiary, as applicable, shall be responsible for satisfying and paying all taxes arising from or due in connection with the Award, and the Company shall have no liability or obligation related to the foregoing; provided, however, that if the Company determines that any taxes are required to be withheld in connection with the Award, the Company may require the Director or Beneficiary to pay such taxes timely in cash by separate payment, may withhold the required taxes from other amounts payable to Grantee or Beneficiary, or may agree with the Director or Beneficiary on other arrangements for the payment of such taxes, all as the Company determines in its discretion.

12. SECTION 83(b) NOT APPLICABLE: Because the Award does not give to the Directors a present ownership right in any Stock, but only a conditional right to acquire shares of Stock in the future, the Director shall not be entitled to make a so-called "83(b) election" with respect to the shares of Stock subject to the Award.

**THE TJX COMPANIES, INC.**

## Section 302 Certification

CERTIFICATION

I, Ernie Herrman, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The TJX Companies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 29, 2023

/s/ Ernie Herrman

Name: Ernie Herrman

Title: Chief Executive Officer and President

## Section 302 Certification

CERTIFICATION

I, John Klinger, certify that:

1. I have reviewed this quarterly report on Form 10-Q of The TJX Companies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 29, 2023

/s/ John Klinger

Name: John Klinger

Title: Chief Financial Officer

**CERTIFICATION PURSUANT TO  
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Executive Officer of The TJX Companies, Inc. (the "Company"), does hereby certify that to my knowledge:

- 1 the Company's Form 10-Q for the fiscal quarter ended October 28, 2023 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2 the information contained in the Company's Form 10-Q for the fiscal quarter ended October 28, 2023 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Ernie Herrman

\_\_\_\_\_  
Name: Ernie Herrman

Title: Chief Executive Officer and President

Dated: November 29, 2023



**CERTIFICATION PURSUANT TO  
SECTION 1350, CHAPTER 63 OF TITLE 18, UNITED STATES CODE,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

Pursuant to Section 1350, Chapter 63 of Title 18, United States Code, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, the undersigned, as Chief Financial Officer of The TJX Companies, Inc. (the "Company"), does hereby certify that to my knowledge:

- 1 the Company's Form 10-Q for the fiscal quarter ended October 28, 2023 fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- 2 the information contained in the Company's Form 10-Q for the fiscal quarter ended October 28, 2023 fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ John Klinger

\_\_\_\_\_  
Name: John Klinger

Title: Chief Financial Officer

Dated: November 29, 2023