

Employee Stock Purchase Plan (ESPP)

The Employee Stock Purchase Plan (ESPP) is designed to give associates the opportunity to acquire ownership interest in The Home Depot, Inc. by purchasing company stock at a discount. The plan represents a key component of the total value an associate receives from the Company.

Eligibility and Participation

All Home Depot associates are eligible to participate in the plan if they are employed by The Home Depot at the beginning of the Plan period. All eligible payroll deductions made prior to the plan period end (June 30 or December 31) are used to purchase shares. To receive shares purchased through payroll deductions, associates must be an active associate on the last day of the current plan End Date (June 30 or December 31). See the Special Circumstances section below for exceptions to this rule.

Deadline to complete step two of the enrollment process for the July-December plan is June 16th

Deadline to complete step two of the enrollment process for the Jan-June plan is December 17th

Below are some helpful instructions to start the enrollment process:

Step 1: Enter Access Code 647796 to begin the 2-step enrollment process and receive your PIN. **If you have participated in the plan before you WILL NOT receive a new PIN. You can use your existing Personal ID and Password to login into your account and enroll. Your enrollment data will be visible in your account in about 10 to 14 business days from completing Step 1.

Step 2: Once you receive your PIN, please follow the instructions to login and complete the 2nd step of your enrollment. **If you already have an account with Computershare, you will login with your existing Personal ID and Password and follow the instructions to complete your enrollment into the plan.

Limitation on Participation

Associates who own or hold options to purchase 5% or more of the common stock of The Home Depot or a subsidiary, or if the purchase of ESPP shares will cause the associate to become a 5% shareholder are not eligible to participate in The Home Depot ESPP.

Enrollment:

To participate in the ESPP, an associate must enroll during the open enrollment period as defined above by logging on to the Computershare site www.thdespp.com and put in your **Canada access code #647796** and follow the instructions to start part one of the enrollment process to receive your 4 digit PIN #. Need a PIN reset or have Plan questions? Call Computershare at 1-888-389-1482.

Automatic Rollover:

The automatic rollover feature for the ESPP is available for the current plan. This means that the same percentage amount elected for the current plan will be deducted for the next plan, unless an associate elects to change their rate or cancel during the enrollment period for the next plan period.

If an associate wants to participate in the next plan and are not currently enrolled, they must take action to enroll as outlined above through the Computershare website by logging on to the Computershare site www.thdespp.com

How ESPP Works:

ESPP contributions are made through convenient after-tax payroll deductions. While there are no guarantees that the value of any stock will increase, investing can be an important part of overall financial planning.

There are two opportunities to participate in The Home Depot's ESPP each calendar year. Each opportunity is called a "Plan" and each plan runs for six months. The first plan runs from January 1 to June 30 and the second plan runs from July 1 to December 31. A plan in progress is referred to as the "Current Plan", and the one to follow is referred to as the "Next Plan".

During the enrollment period before a plan begins, associates should decide how much they wish to contribute each pay for that plan. Associates contribute either 1% to 20% or, \$1 to \$4,250 of your eligible compensation each pay period.

After enrolling in ESPP, plan contributions will be deducted from the associate's bi-weekly payroll. Immediately following the close of the current plan, the company will issue as many discounted shares of The Home Depot Stock to the associate as can be purchased with the accumulated payroll deductions. Interest and earnings do not accumulate on payroll contributions during the plan.

Discounted Stock Purchase Price

The price of stock purchased through the ESPP is set with a 15% discount off the closing stock market price on the last day of the current plan.

The Home Depot stock is traded on the New York Stock Exchange (NYSE).

Example:

\$70.00	NYSE closing price
- 10.50	ESPP discount (15% of \$70)
\$59.50	ESPP Purchase price

Total Shares:

To determine the number of shares to be received for a given plan, divide the total amount deducted from an associate's pay during the current plan by the stock purchase price. Since pay is in Canadian dollars, first convert the amount deducted using the conversion rate on the date the plan ends.

Example:

\$1,500.00	Total payroll deductions during the plan
÷ 59.50	ESPP purchase price for the plan
25.21	Shares purchased through the plan

Currency Exchange:

- Contributions to the ESPP are made in Canadian dollars (CAD) and are held in a CAD account for the entire plan.

- At the end of the plan, Home Depot Canada will exchange the accumulated CADs for U.S. dollars (USD) using the exchange rate as of the date the plan ends.
- USDs will be used to purchase the ESPP shares at the end of the current plan.

Special Circumstances:

Participation in ESPP and purchase of stock through a current plan will be affected by certain special circumstances, including termination of employment (other than retirement), leave of absence, retirement, disability, and death.

Termination of Employment:

- If employment ends on or before a current plan's "end date" (June 30 or Dec 31), any rights to purchase shares under the ESPP will be cancelled. Contributions to the current plan will be automatically refunded approximately 30 days after the termination is entered in the system. A refund will be processed as per associate's current payroll set up.

Leave of Absence:

- If on Leave of Absence during the enrollment period for ESPP, an associate may enroll in the next plan while they are still on leave. Contributions to the plan will begin when their pay resumes after their return from leave.
- On the 91st day of a Leave of Absence, an associate will lose eligibility to participate in the current plan and their accumulated payroll deductions are automatically refunded approximately 30 days later. If the current plan has not ended when the associate returns to work, they cannot make up missed contributions.
- This loss of eligibility, which is determined by the ESPP terms, applies *unless* an associate's re-employment with the Company is guaranteed either by contract or by law (for example, under the provisions of Maternity leave or certain Military Leaves).

Additional Special Circumstances:

- Retirement, disability, and death also affect participation in the ESPP. For the purposes of the ESPP, these circumstances are defined as follows:
 - **Retirement** - An associate is terminating employment within three months of the end of a current plan and satisfy the requirements of the Company's ESPP retirement provision (associate is at least age 60 and has completed at least 5 years of continuous employment with the Company or one of its subsidiaries).
 - **Disability** - An associate is terminating employment within three months of the end of a current plan and are eligible for permanent and total disability benefits under The Home Depot long term disability plan.
 - **Death** - An associate dies anytime while actively employed or dies while participating in a current plan under the retirement or disability provisions.
- If any of the special circumstances listed previously (retirement, death or disability) apply, an associate (or the administrator of the associate's estate, in the case of their death) will discontinue making contributions to the current plan and purchase shares at the end of the current plan with the contributions made to the current plan thus far.
- If an associate or their estate does not make a timely election for a refund of the contributions, the monies in their account will be used to purchase stock at the end of the current plan.

Taxation:

The information in this section provides only a brief explanation of some of the tax consequences associated with purchasing and selling shares of stock through the Employee Stock Purchase Plan. Associates should consult a tax advisor for a full explanation.

Taxable Benefits

- All relevant payroll taxes have been withheld from an associate's pay prior to deduction for ESPP purchases. The difference between the fair market price of shares in CADs on the Purchase Date and the total ESPP deductions in CADs will be reported on an associate's Form T4 as a taxable benefit. An associate will be responsible for paying income taxes on the taxable benefit when they file a tax return for the year.

- Associates should keep a record of all the contributions made in CADs to the ESPP and a record of the annual taxable benefits reported on their Form T4. This information to track an associate's cost basis on the shares for capital gains tax purposes. **Taxes on Sold Shares**
- When an associate sells their stock, they are responsible for reporting any gain or loss on their federal tax return. The taxable portion of any gain (currently 50%) is subject to Canadian income tax. Associates who do not submit the W-8BEN certification to Computershare, when they go to sell their shares, 31% of the proceeds will be withheld automatically.
- The W-8BEN form can be obtained from the Computershare website. Log in to <https://www-us.computershare.com/employee> > login information > My Details > Tax Information > Tax Certification.

Key Date	ESPP Plan Details
January 1 to June 30	6-month plan period for each calendar year.
January 1 to June 16	<p>Associates can enroll in the July offering at anytime during this period.</p> <p>The ESPP enrollment process is a 2-step process:</p> <p>Step 1 - you must complete this step of the enrollment process 10-14 days before the deadline of June 16th.</p> <p>Step 2 – you must complete step 2 no later than the ESPP plan deadline on June 16th, no exceptions can be</p>
Prior to the first pay period of June	Cancel your plan (per respective plan period)
June 17 to June 30	Transition period prior to the July 1 start of the second plan period each year, to allow administrative and payroll processing.

	Enrollments, cancellations, or rate changes are not allowed during this period.
June 30	Purchase of stocks at 15% discount of closing stock price, using funds collected between January 1 and June 30. Collected funds are converted to US dollars prior to purchase. Purchased shares are held at Computer Share and can be accessed in approximately 7 business after June 30.
July 1 to December 31	Second 6-month plan period for each calendar year.
July 1 to December 17	Associates can enroll in the July offering at anytime during this period. The ESPP enrollment process is a 2-step process: Step 1 - you must complete this step of the enrollment process 10-14 days before December 17th Step 2 – you must complete step 2 no later than the deadline of Dec 16th, no exceptions can be made after this date.
Prior to the first pay period of June	Cancel your plan (per respective plan period)
December 18 to December 31	Transition period prior to the January 1 start of the first plan period each year to allow administrative and payroll processing. Enrollment, cancellations, or rate changes are not allowed during this period.
December 31	Purchase of stocks at 15% discount of closing stock price, using funds collected between July 1 and December 31. Collected funds are converted to US dollars prior to purchase. Purchased shares are held at Computer Share and can be accessed approximately 7 business days after December 31.

If you want to do this:	Here is what you do:
Enroll in ESPP	Log on to the Computershare website at www.thdespp.com and follow the 2-step enrollment process.
Sell your ESPP shares and receive proceeds	Call Computershare at 1-888-389-1482. or access the website at www.thdespp.com If calling, have your 9-digit associate ID number and Computershare PIN available.
Withdraw or transfer shares	Call Computershare at 1-888-389-1482. or access the website at www.thdespp.com If calling, have your 9-digit associate ID number and Computershare PIN available.
If you want to confirm that shares have been purchased for your account after a Plan has ended	Call Computershare at 1-888-389-1482. or access the website at www.thdespp.com If calling, have your 9-digit associate ID number and Computershare PIN available.
If there is an error in the number of shares deposited to your Computershare account	Call Computershare at 1-888-389-1482. or access the website at www.thdespp.com If calling, have your 9-digit associate ID number and Computershare PIN available.
If you don't understand your payroll deduction or the amount isn't correct	Call Computershare at 1-888-389-1482. or access the website at www.thdespp.com If calling, have your 9-digit associate ID number and Computershare PIN available.