



**HD SUPPLY HOLDINGS, INC.  
BOARD OF DIRECTORS COMMUNICATION POLICY**

**Policy Statement**

HD Supply Holdings, Inc. (the “Company”) values the input and insights of its stockholders and other interested parties and believes that effective communication strengthens the role of the Company’s Board of Directors (the “Board”) as an active, informed and engaged body. To facilitate communication, this Policy outlines the procedures for communicating with the Board, its Committees and its members.

This policy has been approved by the Board of Directors and shall become effective upon the closing of the initial public offering of the Company’s common stock. The Nominating and Corporate Governance Committee of the Board (the “Nominating Committee”) will oversee this Policy and will review it and may recommend any changes to the Board from time to time. The Board can modify this Policy unilaterally at any time without notice.

**Communications to the Board**

Stockholders and other interested parties can communicate with the Board as a whole, the independent directors, or any individual member of the Board or any Committee of the Board. All such communications should be submitted by e-mail at:

BoardCommunications@hdsupply.com

Or by mail at the following address:

HD Supply Holdings, Inc.  
c/o General Counsel  
3100 Cumberland Blvd.  
Suite 1480  
Atlanta, GA 30339

**Procedures for Handling Communications to the Board**

The Board has designated the Company’s General Counsel as its agent to receive and review written communications addressed to the Board, any of its Committees, or any Board member or group of members. The General Counsel may communicate with the sender for any clarification. In addition, the General Counsel will promptly forward to the Chairman of the Audit Committee any communication alleging legal, ethical or compliance issues by management or any other matter deemed by the General Counsel to be potentially material to the Company.

As an initial matter, the General Counsel will determine whether the communication is a proper communication for the Board. The General Counsel will not forward to the Board, any Committee or any director communications of a personal nature or not related to the duties and responsibilities of the Board, including, without limitation, junk mail and mass mailings, business solicitations, routine customer service complaints, new product or service suggestions, opinion survey polls or any other communications deemed by the General Counsel to be immaterial to the Company.

Separately, the Company's Audit Committee has established the Whistleblower Policy, attached hereto as Annex A, for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by associates of the Company of concerns regarding questionable accounting or auditing matters.

The General Counsel will maintain a log and copies of all communications, which any director may review upon request. The General Counsel will review the log periodically, but not less than annually, with the Chairman of the Audit Committee.



**HD SUPPLY HOLDINGS, INC.  
WHISTLEBLOWER POLICY**

**Purpose**

HD Supply Holdings, Inc. (the “Company”) is committed to high standards of ethical, honest and legal business conduct. In line with this principle and our commitment to open communication, this Policy provides an avenue for associates and other interested parties to bring to our attention illicit or illegal conduct and reassurance that they will be protected from reprisals for raising such concerns.

This Policy is intended to cover protections for bringing to our attention questionable business conduct at the Company such as:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in, or non-compliance with, the Company’s internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company; or
- deviation from full and fair reporting of the Company’s financial condition

This policy has been approved by the Board of Directors and shall become effective upon the closing of the initial public offering of the Company’s common stock. This Policy is intended to comply with the requirements of Section 301 of the Sarbanes–Oxley Act of 2002, Section 922 of Dodd-Frank Act of 2010 and NASDAQ’s corporate governance standards for listed companies.

**Policy**

It is the policy of the Company to encourage associates and other interested parties, when they, in good faith, reasonably believe that any questionable conduct regarding accounting, internal accounting controls or auditing matters, has occurred, is occurring or is about to occur, to report those concerns immediately. Such reports may be made anonymously and the identity of the reporter will be treated as confidential.

The Company strictly prohibits discrimination, retaliation or harassment of any kind by any Company officer, director, associate or agent against any associate or other interested party who in good faith reports or participates in an investigation of reported complaints of questionable or illicit conduct.

### **Reporting Procedures**

The procedures in this Policy are intended for serious and sensitive issues. If an associate or other interested party has reason to believe that there exists questionable or illicit conduct, including concerns related to the Company's Code of Business Conduct and Ethics or related to accounting methods, internal accounting controls, auditing matters or financial reporting practices, the associate or other interested party should immediately report those facts through the HD Supply AlertLine secured Internet website at [www.hdsupplyalertline.com](http://www.hdsupplyalertline.com) or by calling HD Supply AlertLine toll free at (866) 447-0459.

Concerns may also be sent via pre-paid mail or courier to:

HD Supply Holdings, Inc.  
c/o General Counsel  
3100 Cumberland Blvd.  
Suite 1480  
Atlanta, GA 30339

The reporting individual should provide names, dates, places, and other details sufficient to facilitate an effective investigation.

### **Collection and Screening of Communications**

The General Counsel will collect and review all communications addressed to the Audit Committee (or any of its members) and related matters covered by the Company's Code of Business Conduct and Ethics, legal issues, accounting or audit matters and will act as the agent of the Audit Committee for that purpose. Any communications that are not within this scope will be excluded from further review and processing under this policy and will instead be processed under the Board of Directors Communication Policy.

### **Investigations**

A. Upon receiving a complaint under this Policy, the General Counsel will notify the Chairman of the Audit Committee that a complaint has been received. No person who is the subject of a complaint will receive such a notification.

B. The General Counsel, in conjunction with the Internal Audit Department, to the extent the General Counsel deems necessary or appropriate, will undertake a preliminary investigation on behalf of the Audit Committee to determine if the information can be substantiated. Upon receiving the results of the preliminary investigation, the Chairman of the Audit Committee will determine if any further action is required to follow up on the complaint.

C. The Chairman of Audit Committee has the power to take any appropriate action including, among other things to: (1) refer the matter to the full Audit Committee (2) refer the matter to the full Board of Directors; (3) further investigate the matter; (4) direct that a further internal investigation be conducted; or (5) retain outside counsel, accountants or other third-party advisors to investigate.

D. The General Counsel will maintain a log of all complaints received, tracking their receipt, investigation, and resolution. A periodic summary report will be provided by the General Counsel to the Audit Committee for all complaints received.

E. All information disclosed during the course of any investigation will remain confidential, except as necessary to conduct, conclude, and, if appropriate, prosecute the investigation. In the case of any anonymous complaint, a person who reports a suspected violation may not be informed of the results of an investigation.

F. All associates and members of management have a duty to promptly cooperate and provide accurate information in connection with any investigation of reports of questionable conduct, or of discrimination, retaliation or harassment resulting from the reporting or investigation of such matters.

G. Prompt and appropriate corrective action will be taken when and as warranted. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported, and the facts proven by investigation. The persons responsible for any misconduct, or those failing to cooperate or who provide false information during an investigation, will be subject to disciplinary action, up to and including termination.

## **Modification**

The Audit Committee or the Board of Directors of the Company can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with applicable legal requirements or to accommodate Company organizational changes.