

**DOLLAR GENERAL CORPORATION**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**I. Membership**

The Nominating and Governance Committee (the “Committee”) shall consist of at least three directors. All Committee members shall be Independent Directors (as defined in the Company’s Corporate Governance Guidelines) and shall otherwise meet the membership qualification requirements contained in this Charter and in the Company’s Corporate Governance Guidelines. Committee members shall be appointed by the Board and may be removed by the Board at any time and for any or no reason.

**II. Purpose**

The Committee’s primary purposes are to:

- Identify and assess persons qualified to become Board members, consistent with criteria approved by the Board;
- Recommend to the Board a slate of director nominees for election or reelection at the annual meeting of shareholders;
- Recommend to the Board the structure and membership of Board committees;
- Recommend to the Board persons to fill Board and committee vacancies; and
- Develop and recommend to the Board a set of Corporate Governance Guidelines and oversee corporate governance issues, including significant corporate social responsibility and sustainability issues.

**III. Structure and Operations**

Unless appointed by the Board, the Committee’s Chairperson may be designated by a majority vote of the full Committee membership. The Committee shall meet as necessary or appropriate, but at least once each year, and shall report to the Board at the next meeting following each such Committee meeting regarding any issues of which the Board should be made aware. A majority of Committee members shall constitute a quorum for the conduct of business. The affirmative vote of a majority of Committee members participating in a meeting is necessary to adopt a resolution. The Committee may invite members of management or others to its meetings. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without management and in separate private sessions with any member of management or with any outside consultant or advisor. The Committee may delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate to the extent allowed by applicable law and the New York Stock Exchange.

**IV. Authority and Resources**

The Committee shall have the sole authority to select, retain and terminate any search firm engaged to assist in identifying director candidates. The Committee also shall have sole authority to approve any such search firm’s fees and retention terms. The Committee may conduct or authorize studies and investigations into any matters within the scope of its responsibilities and may retain outside legal or other advisors to assist in the conduct of any such study or investigation or for any other reason as determined by the Committee to be necessary or advisable in connection with the discharge of its responsibilities hereunder. The Company shall pay such third parties retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as the Committee determines.

## V. Responsibilities

The Committee's responsibilities include the following, along with any other matters as the Board may delegate to the Committee from time to time; provided, however, that to the extent any shareholders' agreement or other contract sets forth procedures governing the nomination of directors to the Board and any committees thereof, the Committee shall act in accordance with the provisions of any such agreement in selecting and nominating directors:

**1. Criteria for Selection of Directors.** The Committee shall periodically review and, if desirable, recommend changes to the criteria for the selection of directors as adopted by the Board from time to time and set forth in the Company's Corporate Governance Guidelines.

**2. Director Candidates.** The Committee shall recommend to the Board a slate of director nominees for election or reelection at each annual meeting of shareholders taking into account the criteria and factors pertaining to the selection of director candidates set forth from time to time in the Corporate Governance Guidelines. The Committee shall consider director candidates recommended by the Company's shareholders if such recommendations are submitted within the deadlines and include the information that is required for nominating director candidates by the notice provisions and procedures set forth in the Company's Bylaws, and shall apply the same criteria to the evaluation of such shareholder-recommended candidates as the Committee applies to other director candidates.

**3. Committee Members.** The Committee shall recommend to the Board candidates to serve as members and Chairpersons of each of the Board's committees. In recommending a director for committee membership, the Committee shall take into consideration the factors set forth in the charter of the applicable committee, if any, as well as any other factors it deems appropriate, including without limitation, the Company's Corporate Governance Guidelines, the consistency of the director's experience with the goals of the committee, the interplay of the director's experience with the experience of the other committee members, and any benefit of membership rotation.

**4. Board and Committee Vacancies.** The Committee shall propose to the Board director candidates to fill vacancies on the Board or on Board committees in the event of a director's resignation, death or retirement, a change in Board or committee composition requirements, or the expansion of the Board or committee. The Committee shall propose such candidates taking into account the criteria and factors pertaining to the selection of director candidates and committee members set forth from time to time in the Corporate Governance Guidelines.

**5. Committee Structures.** The Committee shall periodically review and, if desirable, recommend to the Board changes in the number and responsibilities of the Board committees, and recommend that the Board establish any special committees as necessary to properly address ethical, legal or other matters that may arise from time to time.

**6. Changed Circumstances of Directors and Executive Officers.** As required from time to time by the Corporate Governance Guidelines, the Committee shall review the appropriateness of a director's continued Board and committee membership in light of any change in the director's primary employment, relationship with the Company, or any other changed circumstance that could affect the director's independence, qualifications, or availability; shall consider and make a recommendation to the Board whether it is advisable to accept an offered resignation from any director upon changed circumstances or upon failure to receive a majority of votes cast in favor of such director's reelection in an uncontested election; and shall consider whether or not to pre-approve requests by a director or by any executive officer of the Company to serve on the board of directors of a for-profit company.

**7. Corporate Governance Guidelines.** The Committee shall develop and recommend to the Board a set of Corporate Governance Guidelines pursuant to the rules of the New York Stock Exchange, periodically review and reassess the adequacy of the Corporate Governance Guidelines taking into account external developments in corporate governance and any other factors the Committee deems advisable, and recommend to the Board any changes deemed appropriate.

**8. Corporate Social Responsibility and Sustainability.** The Committee shall provide oversight of management's efforts on significant issues relating to corporate social responsibility and sustainability, which may include issues relating to the environment, human rights, labor, health and safety, supply chain, community and governmental relations, charitable and political contributions, and similar matters, in order to enhance shareholder value and protect the Company's reputation.

**9. Shareholder Engagement.** The Committee shall provide oversight of the Company's shareholder engagement program as it relates to governance and corporate social responsibility issues and shall recommend to the Board any governance changes deemed necessary or advisable as a result of shareholder feedback.

**10. Performance Evaluations.** The Committee shall perform an annual self-evaluation and shall provide information to the Board that may be relevant to the Board's annual evaluation of the performance and effectiveness of its committees. The Committee shall also oversee the process for the annual evaluations of the Board and the individual directors.

**11. Shareholder Proposals and Proxy Statement Disclosures.** The Committee may evaluate and make recommendations to the Board regarding shareholder proposals that relate to corporate governance, director nominations, social responsibility or sustainability (unless involving a matter delegated to or within the expertise of another Board committee) or other matters over which the Committee has expertise or over which another independent Board committee does not have expertise. The Committee shall oversee nominating, governance-related and corporate social responsibility disclosures in the Company's annual proxy statement.

**12. Committee Charter.** The Committee shall review and reassess the adequacy of this Charter at least once every two years.

**13. Implementation of Shareholders' Agreement.** To the extent any shareholders' agreement or other contract (as such may be amended from time to time) governing the composition of the Company's Board and committees (including the Committee) exists from time to time, the Committee shall act appropriately to fill vacancies on the Board and other committees in accordance with such agreement and with respect to such other matters as may be specified in any such agreement.