

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 make other recommendations to the Board relative to corporate governance issues.

III. Structure and Operations

Unless appointed by the Board, the Committee’s Chairman 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 may 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 new 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. The Committee shall identify, recruit and recommend to the Board only those candidates that the Committee believes are qualified to become Board members consistent with the criteria for selection of new directors adopted from time to time by the Board. 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 and the interplay of the director's experience with the experience of the other committee members.

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.

5. Committee Structures. The Committee shall periodically review and, if desirable, recommend to the Board changes in the number, responsibilities and membership 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. The Committee shall review the appropriateness of a director's continued Board and committee membership in light of any change in the director's employment, relationship with the Company or any other changed circumstance that could affect the director's independence, qualifications, or availability.

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, and recommend to the Board any changes deemed appropriate.

8. Performance Evaluation. 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 evaluation of the Board.

9. Shareholder Proposals. The Committee shall evaluate and make recommendations to the Board regarding shareholder proposals that relate to corporate governance, director nominations, or other matters over which the Committee has expertise or over which another independent Board committee does not have expertise.

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

11. 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.