

DOLLAR GENERAL[®]

SERVING OTHERS:

DOLLAR GENERAL'S CODE OF BUSINESS CONDUCT AND ETHICS

Notes

“Dollar General” and “our Company” refer to Dollar General Corporation and its subsidiaries.

Letter from the CEO

Dear Fellow Employees,

As members of the Dollar General team, we carry out our mission, Serving Others, in every aspect of our day-to-day work. Serving Others means providing our customers a better life, our employees respect and opportunity, our shareholders a superior return and our communities a spirit of involvement. To accomplish our mission, we must uphold the values that make our Company great: honesty, fairness and respect.

All of us—employees, officers and Board members—are expected to apply these values to our daily work and to uphold the principles outlined in this Code of Business Conduct and Ethics (our “Code”). As CEO, I pledge to uphold both the letter and the spirit of our Code. As a fellow team member, I expect you to do the same.

Our Code shows us how to apply our Company’s values when interacting with fellow employees and our customers, business partners, shareholders and communities. It is not intended to address every situation you may encounter. However, the standards and examples in our Code will help guide your judgment, showing you how to fulfill your mission of Serving Others. If you face an issue not addressed in these pages, I encourage you to contact any of the resources listed on the back page. It is your duty to report known or suspected misconduct. Rest assured, you will not be retaliated against for making an honest report.

Please complete, sign and submit a Certification & Disclosure Form (located at the end of this Code) as a condition of employment. You also may be asked to do so on an annual basis.

Thank you for your commitment to our Company and to our mission of Serving Others.

Kindest regards,

A handwritten signature in black ink, appearing to read "Rick Dreiling". The signature is stylized and cursive.

Rick Dreiling
CEO

Fulfilling Our Mission

Our mission of Serving Others goes beyond the way we treat our customers. This simple concept is the backbone of the way we do business. It means that we think of others first and are straightforward and honest in all we do.

Our mission means we serve those who contribute to or place their trust in our Company. This means we must commit ourselves to serving not only those addressed in our Company's mission statement—each other, our customers and our shareholders—but also the communities where we live and work. Our Code explains how we must act in order to fulfill our obligations to these individuals and groups. Remember this guiding principle: the best choice is one that will Serve Others.

To Serve...Each Other

Our commitment to teamwork is more than just words on a page. We treat each other with fairness and respect, valuing our differences. We also consider how our actions might affect others' well-being and safety.

To Serve...Our Customers

We work to improve our customers' lives. We do so by providing quality goods at low prices, treating each customer with respect and dignity and always considering customer safety.

To Serve...Our Shareholders

Our shareholders have invested not only in Dollar General, but also in each of us. We protect this investment by keeping Company assets safe and promoting our reputation for quality goods and services.

To Serve...Our Communities

We seek to be good corporate citizens in the communities where we do business. We do this by making a positive difference in our local communities, acting as stewards of our environment and following applicable local and international laws.

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Introduction

Why do we have a Code?

Our Code helps us achieve our mission of Serving Others. It shows us how to make ethical decisions by exploring some of the issues we might face and by providing ways to act or seek guidance in those situations. Reading this Code and learning how to identify and respond to ethical situations enables us to better fulfill our mission when interacting with our fellow employees, customers, vendors, business partners, shareholders and communities.

Who must follow our Code?

Because the key to Dollar General's success lies in each of us, all employees, officers and Board members are required to read and follow our Code. Our vendors are also expected to follow this Code when performing work for Dollar General.

How do we use our Code?

Our Code serves as a handy reference guide when potential unethical situations arise. It addresses the most common situations we may face and directs us to key policies, procedures, laws and regulations that apply to our jobs. Most importantly, it identifies the people we can go to with questions or concerns. So, when you're unsure how to act, pick up our Code and remember your mission of Serving Others.

As a condition of employment, we're required to complete, sign and return the Certification and Disclosure Form (located at the end of our Code) to the Imaging Department in Integrity Place. Your answers must be truthful and complete, and your form must include your Employee Identification Number in order to be processed. If you don't return the form or if you submit untruthful responses, you'll be subject to disciplinary action, including possible termination. You will be asked to complete this form annually.

Reporting Concerns and Seeking Guidance

If you come across a situation where you don't know how to act, it's important to seek guidance from Company resources. This can mean reviewing Company policies, talking to your manager or checking with another resource listed in this Code. Don't assume someone else will resolve the issue or that it isn't your responsibility.

If you suspect conduct that may violate the law, our policies or our Code, you must report it. In fact, if you don't report it, you are violating our Code and may be subject to disciplinary action! Reach out to the Employee Resource Center (ERC) or other resources listed in this Code. A summary listing of resources is provided on the back page for easy reference.

You may always choose to withhold your name when making a report, and our Whistleblower and Shrink Tip Hotlines are not equipped with caller ID. Be advised, though, that withholding your name when making a report may limit Dollar General's ability to investigate your concern.

Our Company will treat reports of improper conduct confidentially and will disclose related information only on a need-to-know basis, in compliance with the law. Although all reports will be promptly and thoroughly investigated, our Company may not always be able to communicate investigation results to the person who made the report. This does not mean our Company is not taking action. Every report is investigated, and appropriate action will be taken whenever warranted. For more information about the investigations process, see our *Internal Investigations Policy* on DNet.

Our Non-Retaliation Policy

No one may retaliate against a fellow employee who reports misconduct in good faith, participates in an investigation of misconduct, or participates in a lawsuit against our Company or someone working for our Company. Acting in "good faith" means that you provide all the information you have and you believe it to be true. If it turns out you were wrong, that's okay. What matters is your sincere belief when you make the report.

Examples of retaliation include threats, harassment and discrimination, as well as unwarranted discharge, demotion and suspension. If you experience retaliation, contact the ERC.

Q: Ahmad's manager constantly makes inappropriate jokes about the race and sex of their team members. Ahmad reported his manager to the ERC. Even though he didn't disclose his name to the ERC, Ahmad is worried that his manager will figure out who made the report and make his time at work miserable or even fire him. What should he do?

A: Ahmad shouldn't be worried. He did exactly what Dollar General requires him to do, and he will not face retaliation because of his report. If Ahmad feels his manager is retaliating against him, he should report it immediately to the ERC.

Violations of Our Code

Dollar General simply does not tolerate illegal or unethical conduct by anyone, including our officers. In the event of misconduct, Dollar General will take appropriate disciplinary action, including possible termination, and may report the issue to the proper authorities.

Higher Expectations for Managers

Every employee is expected to comply with our Code and the law, but managers have responsibilities beyond that expectation.

First and foremost, we as managers must ensure that all duties are performed with the highest regard for employee and customer health and safety. Be aware that, as role models for other Dollar General employees, we will be observed and our actions followed. We are expected to communicate the policies contained in our Code, making these discussions a part of daily business. We must also emphasize that ethical and legal conduct may never be compromised to obtain better business results.

It's important that we monitor compliance with our Code, ensuring that those who report to us understand and follow Company policies. We must encourage employees to ask questions if they are confused or have a concern. If we learn about or observe behavior that violates our Code, it is our responsibility to report it immediately. If an employee reports a concern to us, we need to make sure this report is resolved. If you are unsure who to consult, contact the ERC or reference our *Internal Investigations Policy* on DGNet.

Lastly, as managers, we are in a position to ensure everyone is treated fairly. When enforcing our Code and other policies, we must do so fairly and consistently. We should be especially committed to fairness when determining compensation and training opportunities and when conducting performance evaluations. We must always consider ethical behavior when completing these evaluations.

Serving Our Employees: For Employees...Respect and Opportunity

Respecting Diversity

Discrimination is not tolerated at Dollar General. It limits our ability to reach our potential and creates an unpleasant work environment. We must never discriminate against a fellow employee, or anyone else working on our Company's behalf, based upon the person's race, color, national origin, religion, sex, age, disability, marital status, veteran status, citizenship status or other characteristic protected by law. We're particularly dedicated to this policy when making employment-related decisions.

We also need to work together to ensure our workplace is free from harassment. Harassment is any unwelcome conduct that is based on another's protected characteristic and has the purpose or effect of creating an intimidating, offensive or hostile work environment. Harassment also includes situations where employment decisions are conditioned on an employee's submission to unwelcome conduct by his or her manager that is based on the employee's protected characteristic. Regardless of the form harassment takes—whether it's a spoken or written remark, physical act or visual depiction—our Company won't tolerate it. Discrimination and harassment of or by a non-employee involved in Company business, such as a vendor or customer, is also prohibited.

Although our Company's policy against discrimination and harassment may be stricter than that required by law, you must follow Company policy when acting on Dollar General's behalf. If you experience or know of instances of discrimination or harassment, notify your manager, the ERC or Alternative Dispute Resolution (ADR) immediately. All reports will be investigated, and appropriate disciplinary action will be taken. You will not be subject to retaliation for making an honest report.

Q: One of Carla's coworkers constantly asks her out on dates and comments on her appearance while they are working. Carla is embarrassed by the situation and feels uncomfortable at work. Should she report his behavior?

A: Yes. Carla's coworker may be creating an offensive workplace for her. Carla can speak with her manager if she's comfortable doing so, or she can contact the ERC or ADR.

Maintaining a Safe and Healthy Workplace

At Dollar General, safety comes first. We ensure a safe workplace by following all safety-related signs and instructions and by taking steps to prevent accidents. We only perform job activities (1) for which we've been trained and that don't violate established safety rules or (2) that don't pose a safety risk. Report any threats to workplace safety to your manager and the Risk Management Hotline immediately.

We can only maintain a safe workplace if it is free from violence. Our Company won't tolerate physical acts of violence, threats of physical harm, verbal abuse or other intimidating or disruptive behavior. If you experience or know of this sort of behavior, notify your manager or the ERC.

Working while under the influence of drugs or alcohol also threatens workplace safety, and our Company will not tolerate such behavior. For detailed information about this policy, as well as Dollar General's position on alcohol and drug testing, see our *Drug and Alcohol Policy* or call the ERC.

Q: Janie, a distribution center employee, can't seem to fully close a dock door. She sees that the door has come partially off the track. Janie places a safety cone in front of the door and reports the problem to her manager. He tells Janie, "None of the doors are perfect, just ignore it." What should Janie do?

A: Janie protected her coworkers by placing a cone in front of the door. She should also report her manager's failure to promote a safe workplace to the Risk Management Hotline immediately.

Protecting Employee Information

We must protect our fellow employees' personal information. We do this by following our Company's information security policies when accessing, maintaining or discussing such information. We share employee information with fellow employees only when they have a business need for it, and never with outside parties unless we are authorized to do so or have the General Counsel's consent. We avoid discussing employee information in situations where we may be overheard, and we exercise care when discarding documents containing such information. See our *Employee Handbook*, *HIPAA Privacy Policy*, *Social Security Number Privacy Policy* and *Records Management Policy* for further information.

Receiving Fair Pay

Our Company ensures that we receive fair pay by respecting our workplace rights, following all employment laws and paying wages based on our duties and performance. Those of us paid hourly must do our part by correctly reporting our hours and confirming we are being paid what we were told we would earn. Similarly, managers must ensure that those who report to them properly record their work time. For details on our wage and hour policies, consult our *Employee Handbook* or your manager.

Q: Kendra often clocks in 15 minutes before the start of her scheduled shift and sits in the break area. Her manager, Jodi, knows that Kendra is a hard worker and wouldn't try to cheat. Can Jodi just reduce Kendra's time by 15 minutes?

A: No, Jodi may not alter Kendra's clock-in time or deduct the 15 minutes. She should instead talk to Kendra about the situation to avoid future occurrences. If Kendra continues this behavior, Jodi should progressively counsel Kendra for not accurately clocking in and out.

Serving Our Customers: For Customers...A Better Life

Caring for Our Customers

Dollar General's customers are essential to our success. We hold ourselves to the highest customer care standards, always treating customers with honesty, fairness and respect, consistent with the following principles.

Equality

We treat our customers equally, never showing preference for one over another.

Safety and Accessibility

We provide clean and safe stores that are accessible to all customers, including those with disabilities. As a guide, ask yourself, "Is this a store where I would like to shop?" If you believe one of our stores is unsafe or inaccessible, either fix the situation or report it to your manager or the ERC.

Confidentiality

We are careful with any confidential information our customers provide us, including credit and debit card information. Don't disclose such information without seeking guidance from your manager. For more information about protecting confidentiality, see the "Protecting Company Assets" section of this Code.

Ensuring Product Safety

Product safety is one of our top priorities, and it weighs on our customers' minds too. Dollar General is committed to selling safe products that meet or exceed our Company's standards, as well as legal and regulatory requirements. We must thoroughly investigate product safety concerns when doing so is part of our job responsibilities. We must also address recalls, whether required by Dollar General or the law, in a timely and effective manner.

Ensuring product safety also means that we work only with vendors willing to abide by our policies. Vendors must ensure the safety and performance of the products and services they provide to us. In turn, we are responsible for ensuring that every link in our supply chain meets quality and safety standards. You must promptly report to the ERC any threat to product safety so that it can be properly investigated and resolved.

Q: Trish, a store associate, sees a register message or an email that instructs her store to remove a toy from its sales area. When she asks her manager about it, he tells her they won't have time to remove the toy until tomorrow because today is truck day. Is it okay to wait?

A: No. Instructions to remove an item from the sales area are often triggered by safety concerns and must be followed without delay. Trish should remind her manager of that policy. If her manager continues to delay, Trish should immediately inform her district manager or the ERC.

Competing Fairly

While we are committed to competing vigorously to provide our customers quality products at low prices, we do so based only on our excellent products and service. We must therefore be accurate and truthful in all our communications, never misrepresenting our products or those of our competitors.

Antitrust and Competition Laws

Our Company is committed to following the laws that protect competition and free enterprise. In compliance with antitrust and competition laws, as well as our *Antitrust Compliance Policy*, we may not engage in activity that:

- Attempts to control or restrain trade;
- Is likely to lessen or harm competition; or
- Is indicative of unfair price discrimination or other forms of unfair practices.

While these laws may appear easy to comprehend, applying them can be difficult. Exercise caution when dealing with competitors, especially when attending trade association meetings. Avoid discussions regarding fixing resale prices, boycotting a vendor or customer, or allocating customers, products or geographic territories. Even a casual discussion with a competitor about these topics could be construed as a violation of law.

If a competitor attempts to discuss any of these issues, stop the conversation immediately and report it to the Law Department. Failing to do so could expose both you and our Company to criminal and civil penalties. You also may be subject to disciplinary action, including possible termination.

Competitive Information

We like to know what our competitors are doing—it helps us compete and maintain our industry position. What we don't want or need, however, is to seek out a third party's information in inappropriate ways. For example, we shouldn't ask new employees to reveal confidential information about a prior employer or to provide information that would cause them to violate a confidentiality or non-disclosure agreement. If you have a question or concern about appropriate use of competitive information, contact your manager or the General Counsel.

Serving Our Shareholders: For Shareholders...A Superior Return

Ensuring Accuracy of Records and Public Disclosures

Our Company's SEC filings and other public communications must contain full, fair, accurate, timely and understandable information, without fail. To fulfill this obligation, we must comply with generally accepted accounting principles and our internal controls policies and procedures. We also must ensure Dollar General's books and records are accurate, complete and truthful at all times. This means any business records we submit—such as expense reports, time records and contract documentation—must be timely, complete and honest, and we may never maintain “off the books” accounts or make false or misleading entries. If you become aware of a potential problem with our Company's accounting or public disclosures, raise your concern with our Controller or CFO immediately.

Records Retention

We must also follow all Company procedures governing document retention and destruction, including our *Records Management Policy* and the policies in our *Standard Operating Procedures Manual*. If our Law Department notifies you that you may have documents or other records related to a pending, threatened or anticipated litigation, investigation or audit, you may not destroy those documents or records without the Law Department's permission. See the *Legal Hold Policy* for more information.

Cooperating with Audits and Investigations

At times, our internal or external auditors may ask us for information in connection with an audit or investigation. We must be honest and truthful, providing all requested information. We must never try to coerce, mislead or manipulate auditors, conceal information, or provide false or misleading information. The consequences for doing so are severe.

The same rules apply when the government or our Human Resources or Law Departments ask us for information. Before providing any information to a government official, however, we must first involve the Law Department.

Protecting Company Assets

It is our responsibility to use our Company's resources appropriately and for business purposes. In particular, we need to protect Dollar General's physical property—including its facilities, vehicles, equipment, products and monies—from theft, damage, loss and misuse. We may not remove this property from Company premises or use it for personal purposes, unless we have our manager's approval for incidental use of Company office equipment and clerical services.

We must commit ourselves to preventing shrink. “Shrink” is any activity that leads to the loss of our Company's merchandise or cash. Contact your manager or the Shrink Tip Hotline if you suspect misuse or theft of merchandise.

We must also protect Dollar General's confidential and proprietary information, including intellectual property (such as trademarks and logos), trade secrets and nonpublic information (such as business forecasts and financial plans, our *Standard Operating Procedures* and pricing arrangements with vendors). We need to be particularly careful when discussing this information in public places, in common spaces within our buildings or over the telephone. Exercise caution when discarding documents containing confidential and proprietary information. See our *Records Management Policy* for acceptable document destruction methods.

We also have an obligation to safeguard the confidential information our business partners and vendors provide us. We may only use third-party intellectual property after obtaining approval from that party's legal department.

We must never share confidential or proprietary information with our fellow employees unless they have a business need to know. In addition, we only disclose this information with outside third parties after they've signed a non-disclosure agreement or when we're legally required to do so or have obtained our General Counsel's permission. These obligations continue after your employment ends, at which time you must also return all confidential or proprietary information to your manager. You may contact the General Counsel if you have any questions.

Q: Suzanne is preparing to go home and notices that her coworker Jean has several Dollar General products, such as canned goods and toiletries, in her bag. She knows Jean's family is going through hard times financially and doesn't want her to get in trouble. What should Suzanne do?

A: Suzanne should report Jean to the Shrink Tip Hotline right away. Stealing from our Company can negatively impact all of us. Theft reduces our profits and funds available for employee raises and limits our Company's ability to provide customers low-priced goods.

Q: Amos works in Dollar General's accounting department. He's going to dinner with some friends after work and doesn't have time to take his laptop home first. His laptop has a large amount of confidential financial information stored on it, and Amos is worried it will be stolen if he leaves it in his car. What should he do with it?

A: Amos should bring the computer with him into the restaurant or leave it secured in his office space. We must safeguard any Company confidential information we possess. No matter how impractical this may seem at the time, it will benefit all of us in the long run.

Using Computer and Network Systems Appropriately

We must use Dollar General's computer and network systems appropriately and for business purposes. Although limited personal use is permitted, it must not interfere with our job duties or result in a direct cost to our Company. In general, an activity that causes a "direct cost" is one that would cause Dollar General to pay an additional expense, such as long-distance phone calls and photocopies. If you are unsure whether your use will cause a direct cost, check with your manager.

Take care when drafting emails and other electronic messages. Electronic messages are written records and can be forwarded without your knowledge or permission. Whenever possible, avoid sending highly sensitive business information in an email. In addition, you should never use our computer and network systems to:

- Advance political views;
- Communicate inappropriate, sexually explicit or otherwise offensive statements;
- View sexually explicit or offensive materials;
- Access illegal material;
- Send unauthorized solicitations; or
- Conduct business for another organization.

You do not have and should not expect privacy when using our computers, sending or receiving email, or accessing the Internet. The Company reserves the right to legally monitor our computer systems, as well as email and Internet activity, to ensure they are being used responsibly and professionally.

Q: Darrell checks his email at work and comes across one of the funniest emails he’s ever read. It’s a bit obscene, so he doesn’t show his coworkers, but forwards it to some friends. Is this okay?

A: No. Our Company’s technology can’t be used to send sexually explicit or offensive materials. Darrell should remember that the emails he sends on our computers are not private. Forwarding the email could subject him to disciplinary action and might even cost him his job.

Protecting Our Company’s Reputation

Dollar General has given certain employees sole responsibility for communicating publicly on its behalf, and they are the only employees authorized to do so. If a third party, such as the media or an analyst, directly or indirectly asks you a question about Dollar General or its activities, financial results, plans or public policy positions, do not answer. Refer that person to Investor Relations or Corporate Communications.

In addition, speeches or presentations to third parties about Dollar General or its business, including those made at vendor-sponsored events (but not those made at recruiting presentations) are discouraged and require CEO approval. For more information about corporate communications, see our *Disclosure Policy* or contact Investor Relations.

Handling Conflicts of Interest

A conflict of interest occurs when personal or family interests interfere with our ability to make sound, unbiased business decisions on behalf of Dollar General. “Family” includes your (or your spouse’s) parents, stepparents, children, stepchildren and siblings, whether through blood or adoption, as well as anyone residing in your home, except for unrelated domestic employees. Since we have an obligation to do what’s best for Dollar General and our shareholders, we must avoid even the *appearance* of a conflict of interest.

To decide whether you're facing a conflict of interest, first determine if the situation would directly or indirectly benefit you, your family or close friends. Even if no benefit would arise from the situation, ask yourself the following questions:

- Does it feel right?
- Would I be able to perform my work for Dollar General effectively and without bias?
- Would I feel comfortable disclosing it to my manager, division vice president or head of my business unit?
- Would I feel comfortable if it was reported on the front page of a newspaper?

If you've answered anything but "yes" to these questions, you may be facing a conflict of interest.

If you face a possible conflict of interest, you must immediately disclose it to your division vice president (if you are a store employee) or the first level vice president in charge of your business unit ("vice president"). The vice president must decide whether the situation is a conflict of interest. The Vice President of Internal Audit and the General Counsel are available to consult when necessary. If the vice president determines no conflict exists, you may continue your involvement in the situation.

For officers, the "vice president in charge of your business unit" or your "manager" means the next officer-level or the CEO. For the CEO and Board members, this means the disinterested members of the Board, unless the matter is addressed in the Limited Liability Company Agreement of Buck Holdings, LLC or another Company policy. If the situation involves a "related party transaction" as described in our *Delegation of Authority Policy*, officers and Board members must also follow the approval procedures set forth in that Policy.

If an actual conflict exists, you may not continue the situation without obtaining a waiver of our Code from the Vice President of Internal Audit or the General Counsel. Officers and Board members must obtain this waiver from the disinterested members of the Board or an authorized Board committee.

The next few pages discuss some common situations where conflicts of interest might arise.

Gifts, Entertainment and Other Business Courtesies

Gifts and entertainment are business courtesies generally designed to promote goodwill with our vendors. You may not accept business courtesies (including discounts or benefits not available to all Dollar General employees) if they could be seen as influencing your business decisions or otherwise creating a conflict of interest.

That said, not all business courtesies create conflicts of interest. For example, you may offer or accept gifts that are:

- Nominal in value, such as a company shirt or coffee mug;
- Not difficult to obtain, as in sold-out tickets or rare items;
- Not cash or cash equivalents, as in a gift certificate or voucher;
- Infrequent;
- Unsolicited; and
- In good taste.

You may offer or accept entertainment if it is:

- Local, or not requiring significant travel from the location where you are doing business;
- Attended by both the host and the invited person;
- Infrequent;
- Reasonably priced, meaning it wouldn't be viewed as lavish or excessive; and
- Unsolicited.

Even if the business courtesy meets all of the guidelines discussed above, you must disclose it to your vice president.

The most senior executive of each business unit may approve stricter policies on business courtesies. Please check with your manager to determine if such policies exist for your department.

If you are offered a business courtesy that does not meet all of the guidelines listed above, you may not accept it unless your vice president determines it does not constitute a conflict of interest. Otherwise, you must politely decline the courtesy. If doing so may offend the sender, you may accept it in our Company's name and then relinquish it to the Internal Audit Department.

Q: Amanda is traveling on Dollar General business. She plans to meet a potential vendor, Carl, while on her trip. Carl offers to take her to a modest Italian restaurant so they can discuss business over dinner. She's not sure she should accept, since she's traveling. Would this be considered "local" entertainment?

A: Yes, since Amanda is already away on business, this would be considered local entertainment. Unless Amanda's business unit has stricter rules regarding entertainment, she can accept the dinner, which meets the above guidelines. However, she will need to inform her vice president of the meal when she returns.

Q: David, a representative of Leann's largest vendor, recently told her that he was going to send her a gift for all of her hard work. She warned David that she couldn't accept any cash or expensive gifts. David told her not to worry, but when she opened the envelope, it held a pair of suite tickets to the Super Bowl in San Francisco. What should she do?

A: Leann should report the gift to her vice president and politely decline it. Super Bowl suite tickets go well beyond a nominal value and are very difficult to obtain. Therefore, they typically can't be accepted.

Vendor-Paid Travel

A conflict of interest might arise when a current or potential vendor offers to pay some or all of our travel expenses. For this reason, you may never accept airfare, lodging or other travel from a vendor, even if it is in connection with a business-related trip.

Doing Business with Friends and Relatives and Other Personal Relationships

Doing business with friends and relatives can result in a conflict of interest. You should not engage in or attempt to unduly influence Dollar General's business transactions with yourself, a family member or a close friend (or a business they are a part of). If you know that a family member or close friend (or a business they are a part of) conducts or seeks to conduct business with Dollar General, remove yourself from the situation until you have obtained your vice president's approval.

We must not supervise or report to a close relative. A "close relative" includes your spouse, siblings, parents, children, grandparents, grandchildren, in-laws, step-relatives, aunts, uncles, nieces, nephews and first cousins. You and your close relative also may not report to the same manager. You must follow the additional rules regarding employment of relatives that are set out in our *Employee Handbook*.

Conflicts of interest may arise when a friendship with a coworker becomes a romantic relationship. For this reason, Dollar General prohibits managers from making advances towards or dating employees they directly or indirectly supervise or those whose career they have the ability to influence. For more information about this policy, see our *Employee Handbook*.

Q: Gena got her brother-in-law, Dave, a job with our Company last year. Because they worked in different locations, they never told anyone that they were related. Recently, Dave was moved to Gena's location. Gena wants to disclose their relationship, since they are now reporting to the same manager, but Dave doesn't want her to say anything. What should she do?

A: Gena and Dave must disclose this relationship to their vice president. If they don't, they will face disciplinary action, including possible termination. "Close relatives," such as in-laws, may not report to the same manager.

Former Employees

We may not do business on Dollar General's behalf with a former Company employee without permission from our vice president or until one year after the former employee has left Dollar General.

Financial Interests in Vendors and Competitors

When we hold a financial interest in a vendor or competitor, it can be difficult for us to determine what actions are in Dollar General's best interest. We therefore must not hold a material financial interest in a vendor or competitor of Dollar General without receiving prior Board approval. Ownership of less than one percent of a publicly traded company is not considered a material financial interest. Also, financial interests held through a mutual fund or similar investment fund are acceptable if you have no control over the fund's investment decisions.

Outside Employment

We must devote our work-related time and energy to Dollar General. To prevent a conflict of interest, an employee may not serve as an employee, officer, director or consultant for a competitor or vendor without approval of the Vice President of Internal Audit or the General Counsel. For this purpose, we

consider our competitors to be companies such as Wal-Mart Stores, Target, Kmart, Walgreen, Rite Aid, CVS Caremark, Family Dollar Stores, Fred's, the 99¢ Only Stores and Dollar Tree. If you know that your family member serves as an employee, officer, director or consultant to a competitor or known vendor of Dollar General, you must inform your vice president. Additionally, we may not engage in outside business activities that divert our time or attention away from our duties without first obtaining our manager's approval.

Business Opportunities

Through our employment with Dollar General, we may become aware of business opportunities that we are personally interested in pursuing. These opportunities belong to our Company until it has evaluated and refused them. We may not directly or indirectly compete with Dollar General for business opportunities or take for ourselves an opportunity we discover through our employment or while using Dollar General property or information without obtaining prior approval.

Personal Loans made by Dollar General

Dollar General may not make or guarantee a personal loan or obligation to or for you or your family member without Board approval. In addition, federal law generally does not allow our Company to extend or arrange credit in the form of a personal loan to Board members or executive officers.

Obeying Insider Trading Laws

At times, we may have access to information about Dollar General or a business partner that is not available to the general public. When we hold such inside information, it is illegal to buy or sell that company's stock or other securities. "Inside" information is also known as material, nonpublic information. Information is "material" if a reasonable investor would consider it important when deciding to buy, sell or hold stock. Information is "nonpublic" until it has been disclosed to the public and securities markets have had adequate time to digest the information. If you have questions about whether information is material or nonpublic, or whether there has been an inadvertent disclosure of such information, contact the General Counsel promptly.

Insider trading violates not only our Code, but also U.S. securities laws. Anyone who engages in insider trading is subject to disciplinary action and potential criminal prosecution. To help reduce the risk of a violation, all employees must obtain permission from our General Counsel before buying or selling Dollar General's publicly traded notes. Please consult our *Insider Trading Policy* for more information.

"Tipping" also violates insider trading laws and our Code. Tipping occurs when you disclose inside information to someone and that person trades a security based on that information. You may be liable for insider trading even if you didn't personally make any trades! You must not disclose inside information to anyone outside of Dollar General, including your family members and friends. You also shouldn't discuss this information with fellow employees unless they have a business need to know.

Insider trading laws are complicated. If you have any questions about the information you hold or insider trading in general, contact the General Counsel.

Serving Our Communities: For Our Communities...A Spirit of Involvement

Following Anti-Corruption Laws

Anti-corruption laws are designed to prevent bribery of foreign officials. As responsible members of our business communities, we must follow these laws wherever we do business. We may never offer, attempt to offer, authorize or promise any bribe or kickback to a government official in order to win or keep business. It's important to note that we may not hire a third party to do something that we ethically can't do ourselves. We are still violating anti-corruption laws if we engage a third party to offer a bribe or kickback.

We also may never offer a commercial bribe. In other words, we may not offer anything that exceeds nominal or token value to a vendor, customer or anyone working on their behalf with the intent of winning or retaining business.

Anti-corruption laws are complex, and the consequences for violating these laws are severe. Before giving anything of value to an individual or entity that may be a foreign government official, or if you have other concerns relating to anti-corruption laws in general, contact the Law Department.

Bribe: Anything of value, such as cash payments, gifts, entertainment or other business courtesies (see "Gifts and Entertainment" above), given in an attempt to sway a person's business actions or decisions.

Kickback: Return of a sum already paid or due to be paid as part of a legal contract, as a reward for making or fostering business arrangements.

Government official: Federal, state or local government employees, officials and employees of foreign governments, political candidates or even employees of government-owned businesses. Be aware that, outside the United States, those who work for the private sector may also be considered government officials.

Commercial bribery: A person from one company providing a bribe or kickback to a person from another company to obtain business.

Abiding by Anti-Boycott Laws

While working on behalf of Dollar General, we may be asked to boycott businesses from another country. These requests are often hard to recognize and may be hidden in letters of credit, invoices, shipping instructions or other contract documents. We are strictly prohibited from participating in boycotts not recognized by the United States or providing information in connection with such boycotts. You must notify the Law Department immediately of a request to participate in any way with an unsanctioned boycott.

Protecting the Environment

We must comply with all applicable environmental laws and regulations in effect wherever we do business. Each of us must report improper handling or disposal of regulated materials or chemical wastes. We must also report any activity that may violate environmental laws. If you have questions about this policy, contact the Law Department.

Getting Involved in Our Communities

We must engage in any personal political or charitable activities in our own name and at our own expense. We may not imply that our donation of time, resources or money to a political cause, candidate, party or committee is from or endorsed by Dollar General. If our Company chooses to make a political contribution on its own behalf, it will do so. When you have your manager's prior approval, you may use the Company's time, assets or name to pursue Company-approved charitable programs. All political and charitable contributions made using Company assets, including cash, merchandise and in-store collections, must be approved in advance by the Community Initiatives Department and comply with all applicable laws.

Choosing Ethical Vendors

We must always consider a vendor's commitment to our ethical values before awarding it our Company's business. In particular, vendors are expected to:

- Make commitments they can keep and never exaggerate their capabilities;
- Conduct business ethically and lawfully;
- Provide complete information when negotiating or contracting with Dollar General;
- Protect the confidentiality of Dollar General's information;
- Notify Dollar General about circumstances potentially affecting performance, quality, cost, availability or scheduling;
- Stand behind their products and services, manufacturing all products according to Dollar General's policies or the law, whichever is stricter;
- Use business courtesies, if at all, only to improve business relations, not to create a sense of obligation or to influence a business decision;
- Comply with the standards and principles in our Code, particularly those regarding harassment and discrimination, and any other standards and policies Dollar General requires of its vendors; and
- Respect the intellectual property and other legal rights of third parties.

If you suspect a vendor is not complying with these criteria, notify the Internal Audit Department. Depending upon the situation, Dollar General may discontinue the relationship.

Conclusion

Following Other Laws

To be relatively short and readable, our Code does not discuss all the laws and regulations governing our business. These topics are addressed in other Dollar General policies and procedures, as well as our *Employee Handbook*. You are expected to be familiar with significant laws or regulations governing your job function. Contact the Law Department whenever you have questions about the legality of any business conduct.

Enforcing Our Code

Our Board approves this Code and is responsible for its general oversight. Our senior officers are responsible for monitoring and enforcing this Code within their areas of responsibility, but all managers are expected to build and maintain a culture of compliance, as discussed under the section titled “Higher Expectations for Managers.”

Amending and Waiving Our Code

We must all disclose certain matters or obtain approval or a waiver when required by our Code. ***Disclosing a matter does not absolve you from obtaining the appropriate approval or waiver when it is required.***

Only our Board or a Board committee may amend this Code. Dollar General will waive a Code provision infrequently, if at all, and only when warranted. Waivers of our Code for Board members and officers may be made only by the Board or a Board committee and will be publicly disclosed when required by regulation or law. Waivers for all other employees may be made by the Vice President of Internal Audit or the General Counsel. The Board or a Board committee may resolve any ambiguities within our Code. Resolution of an ambiguity will not be deemed a waiver of any of our Code’s provisions.

Certification & Disclosure Form

I certify that:

- I have read Serving Others: Dollar General’s Code of Business Conduct and Ethics (our “Code”).
- I will comply with our Code’s requirements and with any laws and regulations that apply to my work at Dollar General.
- I will immediately report possible Code violations to the ERC, or to another appropriate contact identified in our Code.
- I have listed below (and on any attached pages) **all** potential conflicts of interest (explained on pages 10-14 of this Code) I may have with Dollar General, regardless of whether or not the potential conflict has been previously disclosed or approved. If I leave this space blank, I certify that I have nothing to report.

- I have listed below (and on any attached pages) any ethical concerns I feel Dollar General should know about. If I leave this space blank, I certify that I have no ethical concerns to report that have not been reported through a method identified in our Code.

I understand and agree that:

- Our Code represents Company policy.
- My signature is a requirement of my employment with Dollar General.
- I can be disciplined for a Code violation and can lose my job even for a first offense.
- **Nothing in our Code creates an express or implied contract of employment or modifies the employment-at-will relationship with Dollar General.**

Signature

Date

Position

Print Name

Employee Identification Number

**Return the completed Certification and Disclosure Form
to the Imaging Department in Integrity Place.**

Contact Information

If you know or suspect that you or someone else has experienced harassment or discrimination, please contact your manager or one of the resources below:

Alternative Dispute Resolution (ADR)
(800) 297-5527

Employee Response Center (ERC)
(888) 237-4114

Throughout this Code, we have referred to various persons or hotlines to contact in certain situations. Please don't hesitate to raise questions and concerns with any of the contacts listed on this page.

Employee Response Center (ERC)
(888) 237-4114

Shrink Tip Hotline
(800) 334-9338

Risk Management Hotline
(800) 456-9446

Whistleblower Hotline
(800) 334-9338 (US)
(800) 962172 (HK)

You also can reach all of the contacts below by mail at 100 Mission Ridge, Goodlettsville, TN 37072.

Chief Executive Officer (CEO)
(615) 855-5542

Board or Audit Committee Chairman
c/o General Counsel

Chief Financial Officer (CFO)
(615) 855-5506

General Counsel/Law Department
(615) 855-5160

Controller
(615) 855-4813

Internal Audit Department
(615) 855-4181

Investor Relations
(615) 855-5525

Corporate Communications
(615) 855-5209

Community Initiatives
(615) 855-5208