

DOLLAR GENERAL CORPORATION

COMPENSATION, NOMINATING AND GOVERNANCE COMMITTEE CHARTER

I. Membership

The Compensation, Nominating and Governance Committee (the “Committee”) shall consist of at least three directors. After the Company ceases to be able to rely on the “controlled company” exemption provided by Section 303A.00 of the NYSE Listed Company Manual, all Committee members must be independent within the time period prescribed in the NYSE Listed Company Manual. Committee members shall be appointed by the Board and may be removed by the Board at any time and for any or no reason. If the Committee forms a subcommittee (a “Section 162(m) Subcommittee”) for purposes of Section 162(m) of the Internal Revenue Code (or any successor provision) and/or for purposes of Section 16 of the Securities Exchange Act of 1934 (or any successor provision), all such subcommittee members must meet the independence and membership qualification requirements listed in the Company’s Corporate Governance Guidelines.

II. Purpose

The Committee’s primary purposes relating to its compensation functions are to:

- Assist the Board in discharging its responsibilities relating to compensation of the Company’s Board members and officers;
- Review and evaluate the Company’s overall compensation philosophy and oversee the Company’s equity, incentive and other compensation and benefits plans; and
- Oversee the preparation of the disclosure required by Item 407(e)(5) of Regulation S-K regarding executive compensation, including the review and recommendation to the Board of the Compensation Discussion and Analysis section to be included in the Company’s appropriate public filings and the preparation of an annual compensation committee report for inclusion in the Company’s public filings, each as required by applicable rules and regulations.

The Committee’s primary purposes relating to its nominating and governance functions 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;
- Oversee the evaluation of the Board and management; 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 two times 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. However, management should be absent from any discussion or review where the individual compensation of such persons is determined. 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.

IV. Authority and Resources

The Committee shall have the sole authority to select, retain and terminate (1) any consulting firm engaged to assist in the evaluation of director, CEO or other executive officer compensation and (2) any search firm engaged to assist in identifying director candidates. The Committee also shall have sole authority to approve any such consulting or 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 for so long as the Company avails itself of the "controlled company" exception under Section 303A.00 of the NYSE Listed Company Manual, or to the extent any shareholders' agreement 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. CEO Performance. The Committee shall review and approve corporate goals and objectives relevant to CEO compensation and shall evaluate the CEO's performance in light of these goals and objectives.

2. CEO Compensation. The Committee shall determine the CEO's compensation level (including salary, bonus, incentive and equity) or changes to such level based on the evaluation of the CEO's performance, the compensation principles set forth on **Exhibit A**, and any other factors the Committee deems relevant. In determining the long-term incentive component of CEO compensation, the Committee should also consider the Company's performance and relative shareholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the Company's CEO in past years. To the extent that any part of such compensation is intended to be exempt from the application of either or both of Section 162(m) of the Internal Revenue Code or Section 16 of the Securities Exchange Act, such compensation must be approved by the Section 162(m) Subcommittee unless the full Committee meets the independence and qualification requirements applicable to the Section 162(m) Subcommittee.

3. Director Compensation. The Committee shall review periodically, and recommend to the Board any changes to, the form and amount of compensation for directors in light of the following principles: (a) compensation should fairly pay directors for their time and effort, as evidenced at least in part through competitive benchmarking; and (b) compensation should align directors' interests with the long-term interests of shareholders by including some form of equity. The Committee shall periodically review the principles underlying director compensation and make recommendations to the Board when appropriate. The Committee and the Board should be aware that directors' independence may be questioned when directors' fees and emoluments exceed what is customary. Similar concerns may be raised when the Company makes substantial charitable contributions to organizations in which a director is affiliated, or enters into consulting contracts with or provides other indirect forms of compensation to a director. These matters should be critically evaluated when determining director compensation. To the extent that any part of such compensation is intended to be exempt from the application of Section 16 of the Securities Exchange Act, such compensation must be approved by the Section 162(m) Subcommittee unless the full Committee meets the independence and qualification requirements applicable to the Section 162(m) Subcommittee.

4. Officer Compensation. The Committee, after consultation with and upon recommendation of the CEO, shall determine for officers (a) annual compensation, including salary, bonus, incentives and equity, in accordance with the principles on **Exhibit A**; and (b) any employment contract, severance/termination agreement, retirement arrangement, change in control arrangement, and any special or supplemental benefit arrangement that differs in a material way from the Company's form contracts, agreements and arrangements, including any such arrangements for the CEO. To the extent that any part of such compensation of executive officers is intended to be exempt from the application of either or both of Section 162(m) of the Internal Revenue Code or Section 16 of the Securities Exchange Act, such compensation must be approved by the Section 162(m) Subcommittee unless the full Committee meets the independence and qualification requirements applicable to the Section 162(m) Subcommittee.

5. Compensation Principles and Philosophy. When appropriate, the Committee shall recommend to the non-management Board members changes to the CEO and officer compensation principles and periodically review the general employee compensation philosophy to ensure it is competitive within the market and closely related to personal and corporate performance. In doing so, the Committee shall utilize benchmarking data and any other data as it determines advisable. A peer group, consisting of companies selected according to their similarity to our operations, services, revenues, markets and availability of information, shall be approved by the Committee and used for benchmarking purposes.

6. Compensation and Benefits Programs. The Committee shall oversee overall compensation and benefits programs. Named fiduciary responsibility and responsibility for day-to-day administration of such programs is delegated to the Benefits Administration Committee (or successor committee), including authority to make certain limited amendments, modifications or supplements to designated benefit plans, trusts and related documents, while authority for limited benefit plan design decisions is specifically delegated to the CEO, General Counsel and/or Chief People Officer, working separately or together, within specific parameters determined by the Compensation Committee from time to time. Amendment, modification or design authority not so delegated remains with the Compensation Committee or the Board, as appropriate. The Committee shall approve a Charter that governs the Benefits Administration Committee and sets forth delegated

responsibilities. The Committee shall appoint and remove Benefits Administration Committee members. The Benefits Administration Committee shall report directly to the Committee.

7. Incentive Compensation Plans and Equity-Based Plans. When appropriate, and after consultation with the CEO, the Committee shall recommend to the Board any changes to the design of those incentive compensation and equity-based plans that are subject to Board approval, oversee such plans' administration and discharge any responsibilities such plans may impose on the Committee. The Committee, or the Section 162(m) Subcommittee, shall determine any equity-based compensation for directors, officers and employees. The Committee may delegate any such authority to the CEO if and as authorized in such plans.

8. Report for Proxy Statement. The Committee shall annually oversee the preparation of the disclosure required by Item 407(3)(5) of Regulation S-K regarding executive compensation, including the review and recommendation to the Board of the Compensation Discussion and Analysis section to be included in the Company's appropriate public filings, each as required by applicable rules and regulations.

9. 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.

10. 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 timely submitted by the Company's shareholders in accordance with the notice provisions and procedures set forth in the Company's Bylaws, and shall apply the same criteria to the evaluation of those candidates as the Committee applies to other director candidates.

11. 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.

12. 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.

13. 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.

14. 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.

15. 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.

16. 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. It shall also oversee the evaluations of the Board and management.

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

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

19. Implementation of Shareholders' Agreement. To the extent any shareholders' agreement (as such may be amended from time to time) governing the composition of the Company's Board and committees (including the Committee) exists, 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.

Exhibit A

Compensation Principles

The goals of the Company's executive compensation strategy are to attract, retain and motivate persons with superior ability, to reward outstanding performance, and to align the long-term interests of our officers with those of our shareholders. The Company's compensation principles for such persons include, but are not limited to, the following:

- Generally, total compensation should be targeted at the median total compensation of comparable positions at peer companies. However, because comparisons occasionally can be difficult due to the unique job description of some of the Company's officers and the Company's unique niche in the retail sector, or the impact that a given officer may have on the Company's ability to meet its business objectives, the Committee may fairly account for distinct circumstances not reflected in the market data. In addition, competition for new talent may require total compensation, or any component of total compensation, to exceed or be less than the median.
- Base salary should be reflective of the responsibilities of the position, the experience and contributions of the individual and the salaries for comparable positions in the competitive marketplace. The Committee should be aware that the base salaries of certain officers may be subject to minimums set forth in individual employment agreements.
- Compensation arrangements shall emphasize pay for performance and encourage retention of those officers who enhance the Company's performance.
- Compensation arrangements shall promote ownership of the Company's stock to align the interests of management and shareholders.
- Compensation arrangements shall maintain an appropriate balance between base salary and long-term and annual incentive compensation.
- In approving compensation, the recent compensation history of the officer, including special or unusual compensation payments, shall be taken into consideration.
- Cash incentive compensation plans for officers shall link pay to achievement of financial goals set in advance by the Company. Awards of incentive bonuses generally should be based on achieving corporate goals and on a subjective evaluation of the contributions of individual executives to the achievement of the Company's business goals.