

# **DOLLAR GENERAL CORPORATION**

## **FINANCE COMMITTEE CHARTER**

(As Adopted by the Board of Directors on January 18, 2005)

### **I. Statement of Policy**

The Board of Directors shall have a Finance Committee (the “Committee”). The Committee shall provide assistance to the Board in fulfilling its responsibility to the shareholders of Dollar General Corporation (the “Company”) and the investment community. The primary mission of the Committee shall be to review and recommend to the Chief Executive Officer and the Board financial policies, goals and plans, including major investments, transactions and programs that support the business strategy and values of the Company.

### **II. Membership**

The Committee shall consist of at least three directors. All Committee members shall be Independent Directors (as defined in the Company’s Corporate Governance Principles). The members of the Committee shall be appointed by, and serve at the pleasure of, the Board. Unless a Chairman is appointed by the Board, the members of the Committee may designate a Chairman by majority vote of the full Committee membership.

### **III. Meetings**

The Committee shall meet at such times as it determines to be necessary or appropriate, but not less than two times each year, and shall report to the Board at the first meeting following the Committee meeting. A majority of the Committee members shall constitute a quorum for the conduct of business at Committee meetings. The affirmative vote of a majority of the Committee members participating in any Committee meeting is necessary for the adoption of any resolution. The Committee may invite the Chairman of the Board, the Chief Executive Officer or others to attend all or a portion of the Committee meetings. The Committee shall have the opportunity at each regularly scheduled meeting to meet in executive session without the presence of management.

### **IV. Authority and Resources**

The Committee shall have the authority to engage outside legal or other advisors as the Committee determines to be necessary or advisable in connection with the discharge of its responsibilities hereunder. The Company shall pay to any outside legal or other advisor retained by the Committee such compensation, including without limitation usual and customary expenses and charges, as shall be determined by the Committee.

## **V. Responsibilities and duties**

The responsibilities and duties of the Committee shall include the following: 1) to review the Company's annual and long-term financial plans; 2) to review any need for and type of Company financing; 3) to review financial strategies of the Company, including dividend policies, investment policies and stock and debt repurchase programs; 4) to help ensure that the financial structure employed by the Company is sufficient to meet its growth plans; 5) to evaluate proposed capital strategies for the Company; 6) to evaluate financial risks to the Company's investments; 7) to evaluate financial opportunities presented by the Company; 8) to establish and review guidelines for capital market sourcing; 9) to review the financial performance of the Company's 401(k) Plan; 10) to evaluate and make recommendations to the Board regarding shareholder proposals that relate to matters over which the Committee has expertise; 11) to review and reassess the adequacy of this Charter at least annually and recommend to the Board any changes deemed appropriate; and 12) to conduct an annual evaluation of the performance and effectiveness of the Committee and report the results of the evaluation to the Board.