

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

(As Adopted by the Board of Directors on January 25, 2006)

**I. Membership**

The Nominating and Corporate Governance Committee (the “Committee”) shall consist of at least three directors. All members of the Committee shall be Independent Directors (as defined in the Company’s Corporate Governance Principles). Committee members shall be appointed annually by the Board and may be removed by the Board at any time.

**II. Purpose**

The Committee’s primary purposes are to:

- Identify and assess persons qualified to become Board members;
- 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;
- Evaluate the performance and effectiveness of individual directors, the Board and the Committee, and report results of the evaluations to the Board; and
- Develop and recommend to the Board a set of Corporate Governance Principles and make other recommendations to the Board relative to corporate governance issues.

**III. Structure and Operations**

Unless the Board appoints a Chairman, the Committee members may designate a Chairman by a majority vote of the full Committee membership. 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 next Board meeting following each such 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. The Committee may delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate.

**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 and to approve the search firm’s fees and other retention terms. In addition, the Committee may 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 search firm or 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

The responsibilities of the Committee shall include the following, along with any other matters as the Board may delegate to the Committee from time to time:

**1. Recommend 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. **Exhibit A** sets forth the current criteria for the selection of new directors.

**2. Recommend 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.

**3. Recommend Committee Members.** The Committee shall annually 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 Principles, 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. Recommend Presiding Director.** The Board has determined that it is not currently in the Company's or the shareholders' best interests to separate the positions of Chairman and Chief Executive Officer. Rather, the Board believes that these interests are best served through the establishment of a presiding director position, which will ensure an appropriate level of Board autonomy and access while avoiding the disadvantages inherent in separating the Chairman and Chief Executive Officer positions. The Committee shall reevaluate this policy periodically to ensure it continues to serve the best interests of the Company and its shareholders. The Committee shall recommend to the Board a director, who must be an Independent Director (as defined in the Corporate Governance Principles), to serve as the presiding director. The Committee shall periodically review and, if desirable, make recommendations to the Board regarding the responsibilities of the presiding director.

**5. Fill 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.

**6. Review Board and Committee Structures.** The Committee shall periodically review the size of the Board and recommend to the Board changes as appropriate within the range authorized by the Company's Bylaws. If the Committee believes the range set forth in the Company's Bylaws is no longer appropriate or desirable, the Committee shall recommend to the Board an amendment to the Bylaws reflecting a revised range. The Committee shall establish and

periodically review policies pertaining to the roles, responsibilities, retirement age, tenure and removal of directors. The Committee also 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.

**7. Oversee/Conduct Evaluations.** The Committee shall conduct annual evaluations of the performance, effectiveness, and independence of individual directors and the entire Board, as well as an annual Committee self-evaluation. The Committee shall report the results of these evaluations to the Board. The Board evaluation shall include an assessment of the skills, backgrounds, experiences and other factors of the Board necessary to meet the Company's ongoing needs. This assessment should be of the Board's contribution as a whole and should specifically review areas in which a better contribution could be made.

**8. Oversee Director Orientation and Continuing Education.** The Committee shall ensure that new directors are provided an orientation program in respect of the business and structure of the Company and their responsibilities as Board members. The Committee also shall ensure that directors are encouraged to attend or are provided continuing education programs in order to maintain the necessary level of expertise to perform his or her responsibilities as a director.

**9. Review 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.

**10. Management Succession.** The Committee shall coordinate with the CEO to ensure that a successor CEO for emergencies is designated at all times and that a formalized process governs long-term management development and succession. The CEO shall report to the Committee annually about the development of senior management personnel and succession plans, which plans shall be subject to review and approval by the Committee. The Committee shall develop, as part of the succession planning, principles for CEO selection.

**11. Oversee Corporate Governance.** The Committee shall take a leadership role in shaping the corporate governance of the Company. The Committee shall develop and recommend to the Board a set of Corporate Governance Principles, review and reassess the adequacy of the Corporate Governance Principles at least annually, and recommend to the Board any changes deemed appropriate. The Committee shall regularly monitor corporate governance principles and practices as the Committee deems appropriate relative to the Company and shall advise the Board regarding appropriate corporate governance practices and methods of implementing those practices.

**12. Recommend Code of Ethics/Oversee Conflicts of Interest.** The Committee shall periodically review and reassess the adequacy of the Code of Business Conduct and Ethics applicable to all Board members, officers and employees of the Company, and recommend that the Board adopt, if desirable, changes thereto. The Committee shall oversee those portions of the Code of Business Conduct and Ethics as the Board may designate from time to time. The Committee also shall determine whether to grant a waiver of the Code of Business Conduct and Ethics for any of the Company's Board members or officers, and shall ensure that such waiver is promptly disclosed to shareholders to the extent required by law and New York Stock Exchange regulations. The Committee shall review and, if appropriate, approve all conflicts of interest involving the Company's

Board members and officers, as well as all other conflicts of interest required by the Code of Business Conduct and Ethics to be considered by an authorized subcommittee of the Board.

**13. Evaluate Shareholder Proposals.** The Committee shall evaluate and make recommendations to the Board regarding shareholder proposals that relate to corporate governance or that relate to matters over which another independent Board committee does not have expertise.

**14. Review Shareholder Rights Plan and Shareholder Protection Mechanisms.** The Committee shall review and make recommendations to the Board every three years regarding the continued appropriateness of the Company's Shareholder Rights Plan. The next review is scheduled to occur in 2008. The Committee shall also periodically review the Company's shareholder protection mechanisms.

**15. Review the Company's Social Responsibility.** The Committee shall review, at least annually, the Company's charitable giving and the audited financial statements of the Dollar General Literacy Foundation.

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

**Exhibit A**  
**Criteria for Selection of New Directors**

The Company endeavors to have a Board representing diverse experience at policy-making levels in business, education and areas that are relevant to the Company's business. The Committee shall recommend candidates, including those submitted by shareholders, only if the Committee believes the candidate's knowledge, experience and expertise would strengthen the Board and that the candidate is committed to representing the long-term interests of all the Company's shareholders. At least two-thirds of the Board shall consist of Independent Directors (as defined in the Company's Corporate Governance Principles), and no director may contemporaneously serve as a consultant or service provider to the Company.

The Committee shall assess the candidate's independence, background and experience, as well as the current Board skill needs, and diversity. With respect to incumbent directors selected for reelection, the Committee also shall assess the directors' contributions, attendance record at Board and applicable committee meetings and the suitability of continued service. In addition, individual directors and any person nominated to serve as a director should possess all of the following personal characteristics and be in a position to devote an adequate amount of time to the effective performance of director duties: integrity and accountability, informed judgment, financial literacy, cooperative approach, record of achievement, loyalty, ability to consult and advise.

No person who has reached the age of seventy-two (72) shall be eligible for appointment, election or reelection as a director.