

Walgreen Co. Nominating and Governance Committee Charter

Purpose

The Board of Directors of Walgreen Co. (the "Company") has established a Nominating and Governance Committee (the "Committee") to identify individuals qualified to become members of the Board of Directors and to establish corporate governance principles.

Composition

The Committee shall be comprised of three or more directors, whose term of appointment is at the discretion of the Board of Directors. Committee members shall be "independent" directors, as that term is defined by the listing standards of the New York Stock Exchange and Nasdaq. The Board of Directors shall appoint Committee members, including one member who shall be Committee Chair.

Authority

The Committee is granted the authority to recommend to the full Board of Directors a set of corporate governance principles applicable to the Company, to develop general criteria regarding the qualifications and selection of Board members, and to recommend candidates for election to the Board of Directors, as well as candidates for the various Board committees. The Committee shall have the sole authority to retain and terminate any search firm used to identify director candidates and authority to retain and terminate outside counsel and any other advisors as the Committee may deem appropriate, including the right to approve related fees and retention terms. The Committee shall also consider persons recommended by shareholders for inclusion as nominees for election to the Board of Directors, provided such names are submitted in accordance with the Company's By-Laws. The Committee shall have the authority to delegate to one or more subcommittees such of its duties as the Committee deems necessary and appropriate.

Meetings

The Committee shall meet no less than twice during each fiscal year, and more frequently as needed. A majority of the members shall constitute a quorum. A majority of the members present shall decide any question brought before the Committee.

The Committee may request that members of management, the Secretary of the Company, and representatives of any search firm or other advisors retained by the Committee be present at its meetings.

Minutes

Minutes of the meetings are to be prepared by the Secretary of the Company or the Chair's designate and sent to Committee members and to Company directors who are not Committee members. The Secretary of the Company shall maintain copies of all minutes as permanent records.

Specific Duties

The Committee shall:

1. Review and reassess the adequacy of this charter at least annually.
2. Establish, and review as necessary, criteria to be used by the Board of Directors for selecting new directors.
3. Recommend to the full Board of Directors, and review as necessary, the Company's standards for determining director independence, and periodically review the independence of Board members.
4. Assess current director contributions to the Board of Directors in connection with their re-nomination, and make recommendations to the Board for director nominees for the next annual meeting of shareholders, as well as for director nominees to fill vacancies arising between annual meetings of shareholders.
5. Recommend to the full Board of Directors, and review as necessary, a set of corporate governance guidelines applicable to the Company, the Company's Bylaws, and the charters of the other Board committees.
6. Oversee the evaluation of the effectiveness of the Board of Directors.
7. Report to the Board of Directors all significant developments and determinations concerning Board nominations and corporate governance principles.
8. Recommend to the full Board of Directors assignment of members to serve on Board committees.
9. Review all elements of non-employee director compensation and make recommendations to the Board of Directors regarding changes.
10. Evaluate, annually, the performance of the Committee.
11. Perform such other duties and responsibilities as may be assigned to the Committee by law, the Company's bylaws or the Board of Directors.