

7-ELEVEN, INC.
CHARTER
NOMINATING, ORGANIZATION AND CORPORATE GOVERNANCE COMMITTEE

This Nominating, Organization and Corporate Governance Committee Charter (the "Charter") sets forth the purpose and membership requirements of the Nominating, Organization and Corporate Governance Committee (the "Committee") of 7-Eleven, Inc.'s Board of Directors (the "Board") and establishes the authority and responsibilities delegated to it by the Board.

1. **Purpose.** The purpose of the Committee is to (i) identify individuals qualified to become Board members, consistent with criteria approved by the Board, and to recommend that the Board select the director nominees for the next annual meeting of shareholders; (ii) develop, recommend to the Board, and periodically review a set of corporate governance principles applicable to the Company; (iii) oversee succession planning for top management and (iv) assist with the evaluation of the board and its committees.
2. **Committee Members.**
 - 2.1. **Composition and Appointment.** The Committee shall consist of two or more members of the Board. The members and Chairman of the Committee shall be appointed by the Board on the recommendation of the Committee. The Board shall fill vacancies on the Committee and may remove a Committee member from the membership of the Committee at any time without cause. Members shall serve until their successors are appointed by the Board.
 - 2.2. **Qualifications.** Each member of the Committee shall be independent. To be "independent," a director may not have a relationship with the Company or its management or a private interest in the Company that in any way may interfere with the exercise of such director's independence from the Company and its management. In addition, each member of the Committee must meet the independence requirements of the New York Stock Exchange ("NYSE") and applicable federal securities law, including the rules and regulations of the SEC.
3. **Authority.**
 - 3.1. **Advisors.** The Committee shall have the sole authority to (i) retain, at the Company's expense, search firms or such other independent advisors ("Advisors") as it deems necessary to fulfill its responsibilities under this charter and (ii) determine the compensation and other retention terms of any such Advisors.
 - 3.2. **Subcommittees.** The Committee shall have the authority to delegate authority and responsibilities to subcommittees as it deems proper, provided that no subcommittee shall consist of fewer than two members.
4. **Meetings.**
 - 4.1. **Schedule.** The schedule for regular meetings of the Committee for each year shall be established by the Committee. The Chairman of the Committee may call a special meeting at any time he deems advisable. At the discretion of the Committee,

the meetings may be held in person or by means of telephone conference call or videoconference.

- 4.2. **Minutes.** Minutes of each meeting of the Committee shall be kept to document the discharge by the Committee of its responsibilities.
- 4.3. **Quorum.** A quorum shall consist of a majority of the Committee's members. The act of a majority of the Committee members present at a meeting at which a quorum is present shall be the act of the Committee, except that nominations for directors that are submitted to the Board shall be approved by the two-thirds vote of the standing members of the Committee.
- 4.4. **Agenda.** The Chairman of the Committee shall prepare an agenda for each meeting in consultation with Committee members and any appropriate member of the Company's management or staff. Appropriate members of Company management and staff shall assist the Chairman with the preparation of any background materials necessary for any Committee meeting.
- 4.5. **Presiding Officer.** The Chairman of the Committee shall preside at all Committee meetings. If the Chairman is absent at a meeting, a majority of the Committee members present at a meeting shall appoint a different presiding officer for that meeting.

5. Director Nominees.

- 5.1. **Nominee Criteria and Qualifications.** In evaluating potential nominees for Board service, the Committee shall consider the candidate's education; range and depth of business experience; availability; potential contributions to the mix of interests, experiences and attributes of the incumbent directors; the existence, or lack thereof, of potential conflicts created by the candidate's current board memberships or other commitments; the candidate's ability to satisfy the need for any required expertise on the Board or one of its committees; and such other factors as the Committee may, in its discretion, deem important to successful service as a director of the Company. With respect to incumbent members of the Board, the Committee shall consider the performance of the incumbent director. In addition, the Committee shall determine whether qualifications for membership on each committee of the Board of Directors are met.
- 5.2. **Identification of Board Candidates.** When circumstances require, the Committee shall identify and recommend to the Board new persons qualified to be nominated for election as directors.
- 5.3. **Recommendation of Board Nominees.** Prior to each annual meeting of the shareholders of the Company, the Committee shall, on a timely basis, recommend to the full Board a slate of nominees for election to the Board.

6. **Recommendation of Committee Members.** The Committee shall annually recommend to the Board the membership of each Board committee (including this Committee) and a Chairman for each committee. The Committee shall review the qualifications of the members of each committee to ensure that each committee member meets any applicable

criteria of the rules and regulations of the SEC and NYSE. There is no limit on the length of service for committee members.

7. Corporate Governance Guidelines.

- 7.1. **Development.** The Committee shall develop a set of corporate governance guidelines applicable to the Company in accordance with the NYSE's regulations and present the guidelines to the Board for adoption.
- 7.2. **Annual Review and Assessment.** After the Board has adopted the corporate governance guidelines, the Committee shall conduct an annual review and assessment of the guidelines and recommend to the Board any changes it deems appropriate.

8. Board Matters.

- 8.1. **Director Orientation.** The Committee shall, in consultation with the Chief Executive Officer and appropriate members of management, periodically review and approve the Company's orientation program for new directors in accordance with the Company's corporate governance guidelines.
- 8.2. **Recruitment of Directors.** From time to time, the Committee shall evaluate the Company's policies relating to the recruitment of directors, including compensation, directors' and officers' insurance and indemnification protections provided in the Company's bylaws, and make recommendations to the Board or any appropriate Board committee regarding such matters.

9. Reports and Assessments.

- 9.1. **Board Reports.** The Chairman of the Committee shall report from time to time to the Board on Committee actions and on the fulfillment of the Committee's responsibilities under this Charter.
- 9.2. **Board Compensation Assessment.** The Committee shall annually assess and make recommendations to the Board regarding the compensation paid to the Company's directors. This review shall include any fees paid for attendance at meetings of the Board and any of its committees and grants of stock options or stock.
- 9.3. **Charter Assessment.** The Committee shall annually review and assess the adequacy of this Charter and advise the Board of its recommendation for any changes to the Charter.
- 9.4. **Committee Self-Assessment.** The Committee shall annually review and make a self-assessment of its performance, and shall report the results of such self-assessment to the Board.
- 9.5. **Assessment of Board.** The Committee shall assist the Board in the conduct of an annual self-assessment of the Board's performance.

9.6. **Evaluation of Committee Charters.** The Committee shall conduct an annual review of all committee charters and recommend to the Board any changes it deems necessary. In connection with this review, the Committee shall consider the recommendations of each Board Committee regarding the charter of its committee.

10. **Other Duties.**

10.1. **Succession Planning.** The Committee shall meet in executive session at least annually to discuss succession planning for top management, including succession in the event of an emergency or the retirement of the CEO. The Committee shall report annually to the Board on management succession.

10.2. **Assigned by Board.** The Committee shall also undertake such other functions as may be assigned to it by the Board from time to time.

10.3. **Determined by Committee.** The Committee may also review any matters or take any actions necessary or desirable which are consistent with its areas of responsibility.