DOLLAR GENERAL CORPORATION
COMPENSATION AND HUMAN CAPITAL MANAGEMENT COMMITTEE CHARTER

I. Membership

The Compensation and Human Capital Management Committee (the "Committee") shall consist of at least three directors. All Committee members shall be Independent Directors (as defined in the Company's Corporate Governance Guidelines) and shall otherwise meet the membership qualification requirements contained in this Charter and in the Company's Corporate Governance Guidelines. 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 it is desirable or necessary for the Committee to form a subcommittee (a "Qualified Subcommittee") 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 are to:

- Assist the Board in discharging its responsibilities relating to compensation of the Company's Board members and officers at or above the level of Senior Vice President ("senior officers"), including incentive and other compensation and benefits plans that affect senior officer compensation;
- Review and evaluate the Company's overall compensation philosophy, consider how the Company's compensation arrangements may affect risk-taking behavior, and oversee the Company's equity and benefits plans;
- Oversee the Company's human capital management;
- Prepare the report required by the Securities and Exchange Commission for inclusion in the annual proxy statement; and
- Oversee the evaluation of senior officers.

III. Structure and Operations

Unless appointed by the Board, the Committee's Chairperson 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 adviser. The Committee may delegate any of its responsibilities to one or more subcommittees as the Committee may deem appropriate to the extent allowed by applicable law and the New York Stock Exchange ("NYSE").

IV. Authority and Resources

The Committee may conduct or authorize studies and investigations into any matters within the scope of its responsibilities. The Committee may, in its sole discretion, retain or obtain the advice of a compensation consultant, legal counsel or other adviser, including those that are or are not independent (an "Adviser"). The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any Adviser retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to an Adviser retained by the Committee. To the extent it is required by the NYSE listing standards, the Committee may select an Adviser to the Committee only after taking into consideration all factors relevant to that person's independence from management, including the following:

- The provision of other services to the Company by the person that employs the Adviser;
- The amount of fees received from the Company by (and as a percentage of total revenue of) the person that employs the Adviser;
- The policies and procedures of the person that employs the Adviser that are designed to prevent conflicts of interest;
- Any business or personal relationship of the Adviser with a member of the Committee;
- Any stock of the Company owned by the Adviser; and
- Any business or personal relationship of the Adviser or the person employing the Adviser with an executive officer of the Company.

The Committee must conduct the independence assessment outlined above before selecting or receiving advice from any Adviser, but need not conduct such assessment with respect to (i) in-house legal counsel or (ii) any Adviser whose role is limited to the following activities for which no disclosure would be required under Item 407(e)(3)(iii) of Regulation S-K: consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company, and that is available generally to all salaried employees; or providing information that either is not customized for the Company or that is customized based on parameters that are not developed by the compensation consultant, and about which the compensation consultant does not provide advice.

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. Notwithstanding anything to the contrary below, to the extent that any part of compensation is intended to be exempt from the application of Section 16 of the Securities Exchange Act, such compensation must be approved by a Qualified Subcommittee unless the full Committee meets the independence and qualification requirements applicable to such Qualified Subcommittee.

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 and approve 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 mentioned above, the compensation principles set forth on **Exhibit A**, and any other factors the Committee deems relevant, and the independent directors of the Board shall have the opportunity to ratify such decisions. In determining the long-term incentive component of CEO compensation, the Committee may 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, as well as any other factor the Committee determines appropriate or advisable.

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.

4. Senior Officer Performance. The Committee shall oversee the evaluations of the senior officers.

5. Senior Officer Compensation. The Committee, after consultation with and upon recommendation of the CEO, shall determine for senior officers (a) 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.

6. Compensation Principles and Philosophy/Risk Assessment. When appropriate, the Committee shall recommend to the non-management Board members changes to the CEO and senior 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 may 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, availability of information, and other information as deemed appropriate by the Committee shall be approved by the Committee and used for benchmarking or other purposes deemed advisable by the Committee. The Committee shall consider how the Company's compensation arrangements may affect risk-taking behavior in the Company's operations and the extent to which risks arising from such overall compensation policies may have a material adverse effect on the Company.

7. Benefits Programs. The Committee shall oversee overall 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.

8. 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 shall approve grants of any equity-based awards for directors, officers and employees. The Committee may delegate any such authority to the CEO if and as authorized in such plans.

9. Equity Ownership Guidelines. The Committee shall make recommendations to the Board regarding the equity ownership guidelines for Board members and senior officers as established by the Board and shall oversee and make rules for the administration of any such guidelines.

10. Clawback Policy. The Committee shall perform such duties and responsibilities assigned or delegated to it pursuant to the terms of any clawback policy of the Company, as well as review and recommend changes to any such policy to the Board from time to time as appropriate.

11. Human Capital Management. The Committee shall oversee risks and significant matters pertaining to the Company's human capital management strategy, such as succession planning (including an emergency CEO succession plan) and leadership development, and recruitment, retention and engagement of employees, as well as labor-related issues.

12. Proxy Statement Disclosures. The Committee shall annually (i) review and discuss with management the Compensation Discussion & Analysis ("CD&A") required to be included in the Company's appropriate SEC filings and, based on such review and discussion, determine whether to recommend to the Board that the CD&A be so included; and (ii) prepare the Compensation Committee Report required by the Securities and Exchange Commission for inclusion in the annual proxy statement. The Committee shall also oversee the additional director and executive officer compensation disclosures in the annual proxy statement.

13. Performance Evaluation. The Committee shall perform an annual evaluation of the Committee's performance, and provide information to the Board that may be relevant to the Board's annual evaluation of the performance and effectiveness of its committees.

14. Shareholder Proposals and Shareholder Meeting Matters. The Committee shall evaluate and make recommendations to the Board regarding shareholder proposals that relate to executive compensation or other matters over which the Committee has expertise or delegated authority. The Committee shall review the results of any advisory votes on named executive officer compensation and frequency of advisory votes on named executive officer compensation and consider how to respond to such votes, including but not limited to recommendations to the Board as necessary.

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

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 senior officers with those of our shareholders. The Company's compensation principles for such persons include, but are not limited to, the following:

- Generally, the reasonable range of the median of total compensation of comparable positions at peer companies is considered in determining total compensation. However, because comparisons occasionally can be difficult due to the unique job description of some of the Company's senior officers and the Company's unique niche in the retail sector, or the impact that a given senior 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.

- Compensation arrangements shall emphasize pay for performance and encourage retention of those senior 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 senior officer, including special or unusual compensation payments, shall be taken into consideration.

- Cash incentive compensation plans for senior 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.