

Dollar General Corporation
Shareholder Meeting Additional Questions and Answers
Meeting Date: May 26, 2021 (Wednesday)

As a result of a technical issue experienced in connection with the Annual Meeting of Shareholders held on May 26, 2021 (the “Annual Meeting”), management was not aware, prior to the conclusion of the Annual Meeting, of certain questions that had been timely submitted. Posted below are management’s responses to such questions to the extent they complied with the Rules of Conduct for the Annual Meeting.

Question 1: Has the method for determining CEO incentive pay changed in the past 12 months? If so, how?

Management Response

The Compensation Committee of the Board of Directors determines and approves the CEO’s compensation structure and amounts (including salary, bonus, incentive and equity) taking into account a variety of factors and considering information provided by its independent compensation consultant. The executive compensation program, including CEO compensation, is reviewed annually. Please see the Company’s definitive proxy statement for the Annual Meeting for detailed information and discussion regarding the executive compensation program, including recent structural changes to the short-term and long-term compensation components.

Question 2: Which is more important - dividends or share buybacks?

Management Response

Our capital allocation priorities continue to serve us well and remain unchanged. Our first priority is investing in high-return growth opportunities, including new store expansion and our strategic initiatives. We also remain committed to returning significant cash to shareholders through anticipated share repurchases and quarterly dividend payments, all while maintaining our current investment grade credit rating, and managing to a leverage ratio of approximately three times adjusted debt to EBITDAR. See our forward-looking statement disclaimer below.

Forward-Looking Statement Disclaimer

Statements herein regarding our capital allocation priorities constitute forward-looking statements within the meaning of the federal securities laws. Actual results might differ materially from those projected in the forward-looking statements as a result of a variety of important factors, including but not limited to those described in the “Risk Factors” section of our Form 10-K filed with the Securities and Exchange Commission on March 19, 2021. We caution against undue reliance on these forward-looking statements, which speak only as of June 1, 2021. The Company disclaims any obligation to publicly update or revise these statements except as may be required by law.