

CHARTER OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE OF THE BOARD OF DIRECTORS OF LE GROUPE JEAN COUTU (PJC) INC. (the “Corporation”)

1. **Composition.** The Human Resources and Compensation Committee of the Corporation (the “Committee”) shall consist of at least three (3) members and a maximum of seven (7) who must all be Directors of the Corporation.
2. **Election of members.** The members, as well as the Chair of the Committee, are elected by and among the Directors of the Corporation during the first meeting of the Board of Directors immediately following the annual general shareholders’ meeting of the Corporation.
3. **Term of mandate.** The mandate of a member of the Committee begins at the date of the meeting of the Board of Directors during which he is elected to this position and expires at the date of the first meeting of the Board of Directors during which his successor is duly elected or appointed, unless he has resigned or his position has become vacant as a result of his death, removal or any other cause.
4. **Vacancies.** Vacancies occurring on the Committee may be filled by a person duly appointed by resolution of the Board of Directors.
5. **Meeting of the Committee.** The Committee shall meet at least once a year. Any member of the Committee can call a meeting by sending a notice to this effect to the other members.
6. **Calling of meeting.** A notice with the time, date, place and object of any meeting of the Committee shall be sent by any mode of transmission allowed by law or communicated by telephone to each member at least two (2) days before the date of the meeting.
7. **Attendance by telephone.** The members of the Committee can participate in any meeting via any means allowing all participants to communicate orally among themselves, including via conference call.
8. **Quorum.** The quorum of the Committee consists of the majority of its acting members.
9. **Chairman.** The meetings of the Committee are presided by a member of the Committee chosen by the Board of Directors and, in his absence, by a member chosen among the members then attending.
10. **Procedure.** The Committee meeting procedures are the same as those in effect during the meetings of the Board of Directors.
11. **Majority required.** The questions debated during a Committee meeting are decided by the majority of votes cast.

12. **Compensation.** The members of the Committee receive, for their services rendered on the said committee, the compensation determined by a resolution of the Board of Directors of the Corporation.
13. **Powers.** The Committee may hire any consultant which it believes is needed in order to support it in its functions. All work to be fulfilled by the consultant as well as the related fees must be approved by the Committee before their execution.
14. **Mandate.** The Committee's mandate extends to the Corporation, its divisions and subsidiaries.

The Committee makes to the Board of Directors all recommendations relative to the following matters and other matter that it deems to be relevant to its responsibilities:

- a) All human resources policies of the Corporation;
 - b) As regards to the president and CEO, the senior vice-presidents and the vice-presidents:
 - (i) Their appointment;
 - (ii) Any employment contract to intervene and any subsequent modification;
 - (iii) The setting of their objectives and the evaluation of their performance; and
 - (iv) Their level of compensation and other social benefits granted;
 - c) The organizational structure of the Corporation and the succession planning for the president and CEO and the members of the management who relate directly to him;
 - d) The rights and benefits granted or to be granted to employees and management staff of the Corporation, including stock options, retirement plans and insurance policies taken out on their behalf;
 - e) The disclosure on the remuneration of top management and the issuance of an annual report in the proxy circular;
 - f) The designation and the management of risks associated with the Corporation's policies and practices with respect to remuneration;
 - g) The relevancy of competence and background of the members of the Committee when it comes to decisions regarding the Corporation's policies and practices with respect to remuneration;
 - h) The negotiation of collective agreements; and
 - i) Health and safety in the workplace and group insurance and the CSST.
15. **Report.** The Committee reports on its activities to the Board of Directors verbally and in writing, by submitting minutes, at the subsequent meeting of the Board of Directors.