

## **CHARTER OF THE BOARD OF DIRECTORS OF LE GROUPE JEAN COUTU (PJC) INC. (THE “CORPORATION”)**

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The objective of this document is to succinctly describe the roles and responsibilities of the Board of Directors of the Corporation (the “**Board**”) regarding management and governance.

### **Stewardship Responsibility**

The shareholders of the Corporation elect the Board so that it will supervise the business, commercial and internal, of the Corporation. More particularly, the role of the Board is to review the strategic orientation of the Corporation, attribute to management the responsibility of realizing this orientation, to define the limits of the powers and the authority of management and to monitor the Corporation’s performance with regard to objectives it has set.

### **Responsibilities**

As part of its responsibilities, the Board:

- ensures itself, to the extent feasible, as to the integrity of the President and Chief Executive Officer and other executive officers and that those senior officers create a culture of integrity throughout the Corporation;
- adopts a strategic planning process which takes into account, among other things, the opportunities and risks for the Corporation;
- identifies the main risks to which the activities of the Corporation are exposed and ensures the implementation of the appropriate systems to manage these risks;
- sees that the Corporation is managed in such a manner as to preserve the integrity and the accuracy of the financial reports, of the internal controls and the disclosure controls of information, as well as the integrated management systems;
- reviews and approves, upon the recommendation of the Human Resources and Compensation Committee, the appointment, the remuneration and the performance of senior management, as well as the plan aiming at ensuring the recruiting of new Board directors;
- chooses, upon the recommendation of the Governance and Nominating Committee, the candidates to be elected as directors;
- adopts a corporate communication policy;
- reviews and approves all material continuous disclosure documents, including the annual information form, management’s discussion and analysis, press releases related to the financial results, the corresponding financial statements and the management proxy circular; and
- supervises, via the Governance and Nominating Committee, the governance practices of the Corporation.

## **Expectations regarding Directors**

In the exercise of their functions, the directors must act with integrity and good faith in the best interests of the Corporation, with the care, diligence and the competence that would demonstrate in similar circumstances a prudent person. Each director should:

- › assume, with the other directors, his role relative to administration which consists in managing and overseeing the management of the businesses of the Corporation in accordance to legal requirements;
- › understand the vision and the objectives of the Corporation;
- › understand the governance methods of the Corporation;
- › adequately prepare for meetings of the Board and meetings of committees by reviewing the documentation addressed to him, when such documentation is sent in advance;
- › attend as many meetings as possible and participate actively in the deliberations and decisions of the Board;
- › ensure that personal interests do not conflict in practice or appear to conflict with the interests of the Corporation, and report any conflict of interest as provided in the Code of Ethics of the directors and officers of the Corporation;
- › confirm each year confirm compliance with the Code of Ethics of the directors and officers of the Corporation;
- › scrupulously preserve the confidentiality of information concerning the Corporation and the deliberations of the Board;
- › act independently from management (applies to directors who are not members of the management team);
- › hold, for the duration of his mandate, a minimum of 12,500 shares and/or deferred shares units of the Corporation; and
- › in all instances, have access to management to exercise his functions.

## **Method of Operation**

- › Meetings of the Board are held quarterly, or more frequently, as required. In addition, a special meeting of the Board is held annually in order to approve the Corporation's strategic plan and budget.
- › The Chairman of the Board, in collaboration with the President and Chief Executive Officer and the Corporate Secretary, determines the agenda for each meeting of the Board. The agenda and the relevant documents are provided to directors of the Corporation on a timely basis.
- › Independent directors meet after each regular meeting of the Board, or more frequently, as required.