

**CHARTER OF THE GOVERNANCE AND NOMINATING COMMITTEE
OF THE BOARD OF DIRECTORS OF LE GROUPE JEAN COUTU (PJC) INC. (THE “CORPORATION”)**

1. **Number of members.** The Governance and Nominating 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 each 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 resigned or his position became 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. All members of the Committee may call a meeting at any time 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 may participate in any meeting via any means allowing all participants to communicate orally between 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 has the power to hire any consultant it deems to need to exercise its functions.
- 14. Mandate.** The Committee's mandate extends to the Corporation, its divisions and subsidiaries.

The Committee looks into all questions relative to the corporate governance and the composition of the Board of Directors of the Corporation. It is responsible to follow up on the guidelines issued by the regulatory authorities relative to such matters.

It is also in charge of looking into the measures used by the Board of Directors and its committees to oversee the management of the businesses of the Corporation, to evaluate the effectiveness of the Board of Directors and of its committees regarding management issues and to make recommendations to the Board of Directors as to how to improve the corporate governance and the nominating process of candidates to act as Director.

More particularly, the Committee shall:

14.1 Corporate Governance

- review annually the governance practices of the Board of Directors as well their effectiveness and make recommendations as to their improvement;
- receive the report of management with respect to transactions between related entities relative to the Corporation and its subsidiaries;
- monitor the latest developments relative to corporate governance matters;
- annually review conflicts of interest (including the mechanisms to detect them);
- examine the relationships between the Board of Directors and management;
- supervise the requests of Directors relative to the hiring of external consultants;
- ensure that the Directors and senior executives comply with the Corporation's code of ethics;
- confirm the compliance (or non-compliance) of the Corporation to the guidelines imposed by the Toronto Stock Exchange and other regulatory authorities relative to its securities;
- evaluate the effectiveness of the Board of Directors, in particular according to its size and the skill of its members and assure the follow-up of the recommendations stemming from this process.

14.2 ***Composition of the Board of Directors***

- recommend candidates to sit on the Board of Directors;
- annually review the areas of expertise of the different Directors;
- make recommendations as to the composition of the committees;
- annually review the mandates of each committee and of the Board of Directors (including the description of the functions of the CEO);
- annually review the compensation of the Directors as well as the liability insurance of Directors and Officers;
- make recommendations as to the continuous training program of Directors;
- review, at least once a year, the application of independence criteria to each director.

14.3 ***Continuous Information***

- revise and recommend the approval by the Board of Directors of different continuous disclosure documents that the Corporation is required to file with the various regulatory authorities, such as the management proxy circular and the annual information form, except for quarterly reports which are reviewed by the audit committee.

14.4 ***Responsibilities towards regulatory authorities***

- review any important report, information document or request received from regulatory authorities which may have an impact on the governance practices applicable to the Corporation;
- review the evaluation and the statements of the management with regard to the conformity of particular statutory requirements as well as the plans of the management to remedy any discovered gap; and
- make sure that the follow-up on the recommendations from the regulatory authorities is made.

- 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.