



ALIMENTATION COUCHE-TARD INC.

**ROLE AND RESPONSABILITIES OF THE
FOUNDER AND EXECUTIVE CHAIRMAN**

Approved by the board of directors on June 17, 2014

**Role and responsibilities of the
Founder and Executive Chairman**

I. ROLE

In the exercise of his duties, the Founder and Executive Chairman (the "**Executive Chairman**") of the Board of Directors (the "**Board**") of Alimentation Couche-Tard Inc. (the "**Corporation**") shall take all reasonable steps to ensure that the Board fulfills its responsibilities for the stewardship of the Corporation and the oversight of its activities effectively. The Executive Chairman is also responsible for the efficiency of the management and development of the Board. He guides and directs the Board in carrying out all its tasks. In addition, in his role and in collaboration with the President and Chief Executive Officer, he will devote part of his time to the business aspect and acquisition files of the Corporation.

II. RESPONSIBILITIES

The responsibilities of the Executive Chairman are as follows:

Board and Committee related

1. In collaboration with the Lead Director, ensuring that the responsibilities of the Board are well understood by both the Board itself and management, and the lines of demarcation between the responsibilities of the one and the other are clearly understood and met. Their role is to ensure that the Board does its job and not that of management's.
2. In collaboration with the Lead Director, coordinate the preparation of the agenda for Board meetings.
3. Chair the Board and the annual general and special meetings of shareholders.
4. Ensure that the directors receive accurate, appropriate and clear information on the Corporation's current performance, informing them of all material developments and likely future trends in order to enable them to make well-informed decisions and providing them with advice to promote the success of the Corporation and commitment of Couche-Tard's employees.
5. Facilitate and encourage the active involvement and participation of the Board members.
6. Identify development needs of the Board in order to improve its effectiveness.
7. Ensure that the relationship between the Board and management team is professional and constructive. In collaboration with the Lead director, ensure that sufficient time is allocated at Board meetings to allow for a serious discussion on important issues and that the Corporation has sound governance practices.
8. In collaboration with the Human Resources Committee and Corporate Governance Committee, prepare a new generation on the Board.
9. Attend, at his discretion, the meetings of the Board committees.
10. Act as a resource and advisor to the members of the Board and Board committees, including the Human Resources and Corporate Governance Committee, regarding the

***Role and responsibilities of the
Founder and Executive Chairman***

performance of the President and Chief Executive Officer and ensure that these committees report to the Board on their activities.

Business activities related

1. In collaboration with the President and Chief Executive Officer, lead the Corporation in its relations with shareholders, business partners, financial institutions, external stakeholders and employees.
2. Participate in external seminars relating to the obligations of the Corporation as a member of convenience and retail stores industry.
3. In collaboration with the President and Chief Executive Officer, ensure that the Corporation's strategic plan is accurately communicated to the Board and that all decisions of importance are approved by the Board in a timely manner.
4. Provide guidance to the President and Chief Executive Officer and support him in his goal to build an efficient and qualified executive management team that will ensure the diligent implementation of the Corporation's strategic plan.
5. Take part in the results review and the budgeting process.
6. Ensure an appropriate balance between the interests of shareholders and other stakeholders (employees, customers and suppliers, etc.).
7. In collaboration with the President and Chief Executive Officer of the Corporation, ensure that all policies and procedures of the Corporation are followed and are in accordance with the highest standards.
8. Ensure that the Corporation's culture is understood and espoused by employees and consolidated as a key pillar of its growth.

Acquisition related

1. In collaboration with the President and Chief Executive Officer of the Corporation, identify new business opportunities and acquisitions.
2. In collaboration with Management, explore and study new business opportunities.

* * * * *