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**ALIMENTATION COUCHE-TARD INC.**  
**CHARTER OF THE**  
**HUMAN RESOURCES**  
**AND CORPORATE GOVERNANCE COMMITTEE**

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Amended and approved by the Board of Directors on November 15, 2005  
Approved by the Board of Directors on July 3, 2003

## ***Charter of the Human Resources and Corporate Governance Committee***

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### **I. MANDATE**

The Human Resources and Corporate Governance Committee assists the Board of Directors in fulfilling its responsibilities with regard to:

- human resources
- the appointment of candidates to the Board and senior management
- compensation
- governance
- and professional conduct and ethics

### **II. RESPONSIBILITIES**

In terms of human resources, the Committee has the following responsibilities:

1. Examine and approve the career plans of senior management members, the corporate communications orientation and structures, and the emergency plans in place to respond to the incapacity of key senior officers. In this regard, the Committee ensures that succession planning processes are in place for senior management positions.
2. Examine and recommend the compensation policies for directors to ensure that the compensation realistically reflects the responsibilities and risks associated with their mandates as directors. The Committee takes into consideration workload and comparative data concerning the compensation of the directors of other corporations.
3. Examine and recommend the compensation policies for senior officers to ensure that the compensation realistically reflects the responsibilities and risks associated with their position within the corporation. The Committee takes into consideration workload and comparative data concerning the compensation of the senior officers of other corporations.
4. Examine and evaluate, every year, in collaboration with the Board of Directors, the performance of the Chief Executive Officer and the other senior officers in relation to specific pre-established performance criteria approved by the Human Resources and Corporate Governance Committee.

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In terms of the appointment and independence of the directors, the Committee has the following responsibilities:

1. Develop the criteria to establish the independence of the directors in compliance with the applicable rules and standards, and make recommendations in this regard to the Board of Directors.
2. Determine and review the competencies, aptitudes and personal qualities sought in new directors to ensure that the Board of Directors can fulfil its responsibility to oversee the stewardship of the company.
3. Identify and recommend to the Board of Directors candidates for directorship, in collaboration with the Chair of the Board.
4. Develop and offer an orientation and professional development program for new and current Board members.

In terms of corporate governance, the Committee has the following responsibilities:

1. Oversee the implementation of the company's corporate governance practices, monitor their efficacy and submit related recommendations to the Board.
2. Review and approve the report on corporate governance practices that is included in the Proxy Circular and any other similar document, in compliance with the regulations.
3. Periodically review the mandate of every Board committee, the descriptions of the duties of the Chair of the Board and the Chief Executive Officer and the policies concerning the size, structure and composition of the Board of Directors, to foster effective decision-making. Following these reviews, the Committee submits the appropriate recommendations to the company's Board of Directors.
4. Ensure periodic evaluation procedures are in place to assess the effectiveness and contributions of the committees and their members, as well as the Board and the directors, in collaboration with the lead director.
5. Review and recommend to the Board of Directors the adoption of an official code of conduct and ethics governing the behaviour of the directors, senior officers, officers and employees of the company and oversee its disclosure.
6. Grant any dispensations under the code of conduct and ethics, which must be disclosed in compliance with the regulations.
7. Review the claims procedure for the liability of the directors and officers of the group of corporations that belong to the company and their liability insurance coverage.

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### **III. EXTERNAL ADVISORS**

The Human Resources and Corporate Governance Committee has the authority to engage independent counsel or other advisors as it deems necessary to assist it in its duties and to set and pay the compensation of any advisors it employs. The Corporation shall provide the necessary funds to obtain the services of such advisors as determined by the Committee.

### **IV. COMPOSITION OF THE COMMITTEE**

The Human Resources and Corporate Governance Committee is composed of the number of independent directors of the Corporation that the Board of Directors may determine, from time to time, by resolution, and in no case fewer than three. The members of the Human Resources and Corporate Governance Committee must meet the requirements of independence and the other requirements related to their duties on the Committee as determined by the Board of Directors in compliance with the applicable laws, rules and regulations. The Chair of the Human Resources and Corporate Governance Committee is appointed by the Board of Directors.

### **V. TERM**

The members of the Human Resources and Corporate Governance Committee are appointed by a resolution of the Board of Directors and carry out their mandate until the next annual general meeting of shareholders or until their successors are appointed.

### **VI. PROCEDURES WITH REGARD TO MEETINGS**

The Human Resources and Corporate Governance Committee establishes its own procedures with respect to the holding and calling of meetings. It maintains the records it deems necessary with respect to its deliberations and reports its activities and recommendations to the Board of Directors. The members may participate in the meetings in person, by telephone, by electronic means or by any other means of communication. The written resolutions, signed by all the members of the Committee entitled to vote on these resolutions at committee meetings, have the same value as if they had been adopted at a meeting.

### **VII. QUORUM AND VOTING**

Unless otherwise determined, from time to time, by a resolution of the Board of Directors, two members of the Human Resources and Corporate Governance Committee constitute a quorum for the purposes of deliberations on a matter raised at a meeting. In the absence of the Chair of the Human Resources and Corporate Governance Committee, the meeting is chaired by a member who is present and who has been chosen by the other members. During a meeting, all matters are decided by majority vote expressed by the members of the Human Resources and Corporate Governance Committee, unless only two members are present, in which case all matters are decided on a unanimous basis.

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**VII. SECRETARY**

Unless otherwise determined by a resolution of the Board of Directors, the Corporate Secretary will act as the secretary for the Human Resources and Corporate Governance Committee.

**VIII. VACANCY**

Any vacancy that occurs, at any time, shall be filled by a resolution of the Board of Directors.

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