



## **DOLLAR GENERAL CORPORATION 2020 ANNUAL MEETING OF SHAREHOLDERS**

### **Rules of Conduct**

Welcome to the 2020 Annual Meeting of Shareholders of Dollar General Corporation. In order to ensure a fair, productive and orderly meeting, your cooperation in observing the following rules and procedures is greatly appreciated:

1. The business of the meeting will follow the order shown in the Agenda. The only business matters to be conducted at the meeting are the matters set forth in the Notice of Annual Meeting of Shareholders and Proxy Statement dated April 2, 2020. The Chairman of the meeting will not raise for consideration proposals or nominations that were not previously submitted in accordance with our advance notice Bylaw provisions.
2. When voting items on the Agenda are before the meeting for consideration, questions and comments will be limited to those items.
3. Only shareholders of record at the close of business on March 19, 2020, the record date, or their duly authorized proxy holders, are entitled to vote and to submit questions at the meeting. Instructions on how to vote and submit questions at the meeting are outlined below, but in each case you must first access the annual meeting website ([www.virtualshareholdermeeting.com/DG2020](http://www.virtualshareholdermeeting.com/DG2020)) and enter your 16-digit control number.
4. **You need not vote at this meeting if you have already voted by proxy unless you wish to change your vote.** To change your vote, or if you have not voted, please click "Vote Here" on the annual meeting website prior to the announcement that the polls are closed.
5. The Company will address as time permits questions received prior to the meeting and during the meeting. Up to 15 minutes will be allotted for questions related to the voting items at the point in the meeting where the Chairman asks for questions regarding the voting items, and up to 15 minutes will be allotted for the general question and answer session which will follow the Business Report.
6. All questions must be submitted in writing. To submit a question during the meeting, type the question into the "Ask a Question" field on the annual meeting website at any time beginning shortly before the start of the meeting but prior to the closing of the polls and click Submit. All questions should be addressed to the Chairman of the meeting, who

will either respond directly or invite another individual to respond, except that questions addressed to the Ernst & Young representatives will be answered by such representatives.

7. In order to give as many shareholders as possible the opportunity to ask questions, each shareholder is limited to two questions per voting item and two questions during the general question and answer session, whether the questions were submitted prior to or during the meeting. Questions and answers may be grouped by topic and substantially similar questions may be grouped and answered at once. If a question is not addressed due to shortage of time, shareholders should contact our Investor Relations department at 615-855-5529 or [investorrelations@dollargeneral.com](mailto:investorrelations@dollargeneral.com).
8. Shareholders' views, constructive comments and criticisms are welcome, but the Chairman will not address questions that:
  - a. do not directly relate to the meeting matters or the business of the Company;
  - b. are related to pending or threatened litigation or legal processes;
  - c. relate to personal grievances;
  - d. relate to matters of individual concern, such as employee or retiree issues or product complaints;
  - e. are repetitious of questions already posed;
  - f. include derogatory references to individuals or are otherwise in bad taste or disrespectful; or
  - g. are out of order or not otherwise suitable for the conduct of the meeting or appropriate for general discussion, as determined by the Chairman.

Rather, such questions and concerns can be raised separately after the meeting by contacting our Investor Relations department at 615-855-5529 or [investorrelations@dollargeneral.com](mailto:investorrelations@dollargeneral.com).

9. The Company will record the meeting and a replay will be available on our website beginning May 28, 2020 for at least 60 days following the meeting. Any other recording of the meeting is prohibited.
10. This meeting may be recessed, adjourned or expedited at the sole discretion of the Chairman of the meeting.
11. These rules shall be subject to application by the Chairman of the meeting and to such further rulings by such Chairman as are necessary and advisable in his opinion for the orderly transaction of business at the meeting.

Thank you for your participation in the 2020 Annual Meeting of Shareholders. Your fellow shareholders appreciate your courtesy in observing these rules and procedures.