RONA INC.
(the «Corporation»)

BOARD OF DIRECTORS CHARTER

The Board of Directors (the "Board") is responsible for the supervision of the management of the Corporation's business and affairs, with the objective of maximising long-term corporate value.

The Board approves all matters expressly required herein, under the *Business Corporations Act* (Quebec) and other applicable legislation and the Corporation's articles and by-laws. The Board may *inter alia* assign to board committees the prior review of any issues it is responsible for. In that case, Board committee recommendations are subject to Board approval. In addition, to the extent permitted by law, the Board may delegate the exercise of its powers to any director, officer or Board committee. The Board has delegated the approval of certain matters to management pursuant to its Schedule of Authority, as amended from time to time.

In spite of the fact that directors may be elected by the shareholders to bring a special expertise or point of view to Board deliberations, they are not chosen to represent a particular constituency. All decisions of each Board member must be made in the best interest of the Corporation.

The Board expects directors to be present at all meetings of the Board and to review meeting materials in advance. The Board also expects directors to take an active role in Board decision-making.

Mandate

The responsibilities of the Board include:

With respect to strategic planning

- Adopting a strategic planning process and approving, on at least an annual basis, a strategic plan which takes into account, among other matters, the opportunities and risks of the Corporation.

With respect to human resources and performance assessment

- Appointing the President and Chief Executive Officer ("President and CEO") and, upon his recommendation, appointing the other executive officers reporting to the President and CEO.

- Assessing the performance of the President and CEO and ensuring that processes are implemented by the President and CEO to assess the other executive officers.

- Approving the compensation of executive officers (particularly the President and CEO) and the compensation plans or policies which apply to them and to the other key employees of the Corporation, taking into consideration expectations and objectives fixed by the Board.

- Taking reasonable measures to satisfy itself as to the integrity of the President and CEO and the other executive officers and that the President and CEO and other executive officers create a culture of integrity throughout the Corporation.

- Monitoring the succession planning process for executive officers and the Board of Directors.

- Reviewing the size and composition of the Board and its committees taking into account competencies, skills and personal qualities of each member of the Board of Directors

- Approving the list of Board nominees for election by shareholders;

- Appointing the Chairman of the Board.

With respect to financial matters, risk management and internal control

- Approving the Corporation's financial statements and ensuring the appropriateness of their disclosure.

- Reviewing the general content of, and the Audit Committee's report on the financial aspects of, the Corporation's Annual Information Form, Annual Report, Management Proxy Circular, Management's Discussion and Analysis, prospectuses, and any other document required to be disclosed or filed by the Corporation before its public disclosure or filing with regulatory authorities in Canada.

- Approving operating and capital budgets, the issue of securities and, subject to the Schedule of Authority of the Corporation, any significant transaction out of the ordinary course of business, including proposals on mergers, acquisitions or other major investments or divestitures.

- Determining dividend policies and procedures and declaring dividends if the Board thinks it appropriate .

- Identifying the principal risks of the Corporation's business and ensuring the implementation of appropriate systems to manage these risks.

- Monitoring the Corporation's internal control and management information systems.

- Monitoring the Corporation's compliance with applicable legal and regulatory requirements.

- Recommending to the Corporation's shareholders the external auditors to be appointed at the annual shareholders meeting and filling any vacancy that occurs during year.

- Reviewing at least annually the Corporation's communications policy and monitoring the Corporation's communications with analysts, investors and the public.

With respect to governance matters

- Taking reasonable measures to ensure the competent and ethical operation of the Corporation.

- Developing the Corporation's approach with respect to governance, including developing a set of governance principles and guidelines that are specifically applicable to the Corporation.

- Adopting and periodically reviewing the Corporation's code of conduct and taking reasonable steps to see to it that this code is respected.

- Ensuring the annual performance assessment of the Board, Board committees, Board and committee chairs and individual directors.

- Adopting and periodically reviewing the policy for orientation and continuing education of directors.

- Adopting and periodically reviewing a policy for receiving feedback or comments concerning the Corporation from stakeholders.

- Submitting to the Corporation's shareholders any matter which requires their approval.

- Filling the vacancies on the Board of Directors or appointing additional directors, if the Board thinks it appropriate.

With respect to pension matters

- Monitoring governance structure, funding, and investment policies for the Corporation's pension plans.

- Monitoring the investment management of the pension funds.

Composition

- The number of directors shall be determined from time to time by resolution of the Board of Directors, within the limits provided in the Corporation's articles. The Board is composed of a majority of individuals who qualify as independent directors, as determined by the Board in accordance with the applicable rules of the Canadian Securities Administrators.

Board Meetings and Quorum

- The Board shall meet as the need arises, but at least quarterly; in addition, a special meeting of the Board is held, at least annually, to review the Corporation's strategic plan.

- Independent directors meet regularly without management and non-independent directors present. The Chairman of the Board chairs these meetings.

- A majority of the current directors shall constitute a quorum at meetings of the Board.

Review of the Charter

The Board of Directors shall review this Charter periodically and make any appropriate amendments.

Assessment of the Board's Performance

Each year, the members of the Board shall assess and review the Board's performance.

* * * * * * *