

**RONA INC.**  
**(the «Corporation»)**

**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

The Nominating and Governance Committee (the “**Committee**”) is responsible for assisting the Board of Directors of the Corporation (the “**Board**”) in the development of the Corporation’s approach to matters relating to governance, the selection of new director nominees, directors’ compensation and the assessment of the effectiveness of the Board and its committees, their respective chairs and each director.

**Mandate**

The responsibilities of the Committee include:

*With respect to the composition and performance of the Board and its committees*

- Reviewing the size of the Board in order to ensure optimal decision-making and effectiveness and, as necessary, making appropriate recommendations to the Board.
- Recommending and obtaining the approval of the Board for a process for assessing the performance of the Board as a whole, the Board committees, the Chairman of the Board and the committee chairs and the contribution of individual directors and seeing to its implementation.
- Recommending and obtaining the approval of the Board for the competencies, skills and personal qualities required on the Board in order to create added value, taking into account opportunities and risks faced by the Corporation. Subsequently identifying and recommending to the Board nominees for election or re-election to the Board or for appointment of additional directors pursuant to the articles of the Corporation or to fill any vacancy that is anticipated or has arisen on the Board.
- Assisting the Board in determining Board committee composition, as well as the appropriate mandate of each committee.
- Recommending and obtaining the approval of the Board for directors’ compensation.

*With respect to governance matters*

- Recommending and obtaining the Board’s approval for governance policies and guidelines in compliance with laws and regulations and ensuring their implementation within the Corporation, and periodically reviewing such governance policies and guidelines to determine whether they remain appropriate for the Corporation and developing and recommending to the Board for approval any changes in the policies and guidelines that the Committee determines to be necessary or advisable.

- Recommending to the Board for approval and periodically reviewing a code of conduct for directors, officers and employees of the Corporation and ensuring its implementation within the Corporation.
- Advising the Board regularly with respect to significant developments in the legislation and practice of corporate governance.
- Implementing an orientation and continuing education policy for directors.
- Ensuring that full and complete disclosure of the Corporation's systems of corporate governance is made, where appropriate, in the Corporation's disclosure documents, including, but not limited to, the statement of governance practices included in the management proxy circular and any other portions of the Corporation's annual disclosure documents containing information relating to matters within the Committee's mandate, and that any such disclosure is in conformity with applicable laws and regulations.
- Advising the management of the Corporation on matters relating to the conduct of annual and special meetings of shareholders.
- Reviewing and authorizing requests of directors, made in connection with the discharge of their duties, to engage outside advisors at the Corporation's expense.
- Reviewing the Corporation's liability insurance coverage for its directors and officers.
- Reviewing related party transactions of the Corporation.

### **Composition**

- The Committee shall consist of three to five Board members, all of whom shall be independent directors, as determined by the Board in accordance with the applicable rules of the Canadian Securities Administrators.
- The members of the Committee shall be appointed by the Board each year. The Board may fill a vacancy or replace any member of the Committee at any time by a member of the Board.

### **Committee Meetings and Quorum**

- The Committee shall meet as the need arises, but at least once a year.
- Meetings shall be called by the Corporate Secretary of the Corporation at the request of the Committee Chair, a member of the Committee, the Chairman/Executive Chairman of the Board or the President and Chief Executive Officer of the Corporation.
- A majority of the current members of the Committee present in person or by means of telephone or other telecommunication device that permits all persons participating in the meeting to speak to each other shall constitute a quorum at meetings of the Committee.

- The Committee shall report to the Board periodically on its meetings and its recommendations.
- The Committee meets on a regular basis without the management members.

### **Independent Advisors**

As the need arises, the Committee may engage independent advisors to assist it in carrying out its duties, set the fees and other conditions of their engagement and obtain the necessary funds from the Corporation to pay such fees.

### **Review of the Charter**

The Committee shall review this Charter periodically and submit proposals for its amendment to the Board as required.

### **Assessment of the Committee's Performance**

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

The Committee shall report to the Board on this Charter once a year.

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