

RONA INC.
(the “Corporation”)

HUMAN RESOURCES AND COMPENSATION COMMITTEE CHARTER

The Human Resources and Compensation Committee (the “**Committee**”) is responsible for assisting the Board of Directors of the Corporation (the “**Board**”) in carrying out its duties relating to recruitment, evaluation, compensation and succession planning for executive officers and other employees.

Mandate

The responsibilities of the Committee include:

With respect to performance evaluation, succession planning and executive compensation

- Recommending to the Board principles and rules regarding the recruitment, hiring and evaluation of the President and Chief Executive Officer and executive officers reporting to the latter (the “senior management”).
- Recommending to the Board all compensation plans or policies applicable to senior management and other key employees of the Corporation regardless of the form of such compensation.
- Recommending to the Board a development and succession plan for senior management and ensuring its implementation.
- Recommending to the Board the hiring, position description and conditions of employment of the President and Chief Executive Officer and other senior management.
- At the start of the year, assessing the objectives of the President and Chief Executive Officer for compensation purposes and proposing such objectives to the Board for approval. At the end of the year or the start of the following year, assessing the extent to which the President and Chief Executive Officer has achieved the said objectives and making recommendations to the Board with respect to compensation based on such assessment.
- Approving the annual report on executive compensation which is included in the management proxy circular.
- Overseeing risk identification and management in relation to compensation policies and practices and reviewing disclosure in this respect.
- Overseeing the selection of a benchmark group for the purposes of determining compensation or any element of compensation and reviewing disclosure in this respect.

With respect to general human resources practices

- Recommending and obtaining the Board's approval for any material change to the organizational structure of the Corporation.
- Ensuring the implementation of all human resources policies and the Corporation's compliance with applicable legislation and regulations.
- Reviewing the structure of the pension plans and incentive and equity-based compensation plans of the Corporation and its subsidiaries and, as the need arises, making appropriate recommendations to the Board.
- Together with management, assessing and, if needed, initiating the review of the Corporation's pension plans, in particular, with respect to their positioning as a benefit for purposes of compensation of employees assessed by the committee. Examining the structure and governance of such plans.

Composition

- The Committee shall consist of three to five Board members, all of whom shall be independent directors having (i) direct experience that is relevant in executive compensation, (ii) skill and experience that enables the Committee to make decisions on the suitability of compensation policies and practices, 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.

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 of the Board or the President and Chief Executive Officer.
- A majority of the current members of the Committee shall constitute a quorum at meetings of the Committee.
- The Committee shall report to the Board periodically on its meetings and its recommendations.

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. The Committee or its Chair shall pre-approve all compensation and non-compensation services provided by such independent advisors.

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.

* * * * *