

**CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS OF RITE AID CORPORATION**

1. Purpose. The purpose of the Nominating and Governance Committee (“Committee”) of the Board of Directors (“Board”) of Rite Aid Corporation (the “Corporation”) is to develop general criteria regarding the qualifications and selection of Board members, to recommend candidates and incumbents for election as directors of the Corporation and members of the committees of the Board, to assist the Board in the implementation of sound corporate governance principles and practices and to oversee the evaluation of the Board and management.
2. Composition. The Committee shall be comprised of three (3) or more directors as determined from time to time by resolution of the Board. Each member of the Committee shall be qualified to serve on the Committee pursuant to the requirements of the New York Stock Exchange (the “NYSE”), and any additional requirements that the Board deems appropriate. The Chairman of the Committee shall be designated by the Board, *provided* that if the Board does not so designate a Chairman, the members of the Committee, by majority vote, may designate a Chairman. Any vacancy on the Committee must be filled by a majority vote of the Board. No member of the Committee shall be removed except by majority vote of the Board.
3. Meetings. The Committee shall meet as often as it shall determine is necessary to carry out its duties and responsibilities. The Committee, in its discretion, may ask members of management or others to attend its meetings and conferences (or portions thereof) and to provide pertinent information as necessary.

The Committee shall maintain minutes of its meetings and records relating to those meetings and provide copies of such minutes to the Board.

The Committee may form subcommittees for any purpose that the Committee deems appropriate and may delegate to such subcommittees such power and authority as the Committee deems appropriate; *provided, however*, that no subcommittee shall consist of fewer than two (2) members; and *provided further* that the Committee shall not delegate to a subcommittee any power or authority required by law, regulation or listing standard to be exercised by the Committee as a whole.

4. Duties and Responsibilities. The Committee shall have the following duties and responsibilities:
 - (a) Have sole authority, in its discretion, to retain or terminate any search firm to be used to identify director candidates and shall have the sole authority to approve the search firm’s fees and other retention terms. The Committee shall also have the authority, in its discretion, to obtain advice and assistance from internal and external legal, accounting or other advisors;
 - (b) Develop criteria for the Board membership and Board committee member qualifications, including personal and professional integrity, demonstrated exceptional ability and judgment, diversity of backgrounds and experience and an assessment of effectiveness, in conjunction with the other nominees to the Board, in collectively serving the long-term

- interests of the Corporation's stockholders, and review such criteria from time to time with the Board;
- (c) Identify individuals qualified to become Board members, consistent with criteria approved by the Board;
 - (d) Consider the qualifications of each candidate and incumbent to be nominated for election as a director of the Corporation;
 - (e) Review the performance of incumbent directors whose terms are expiring prior to recommending to the Board the nominees for election as directors;
 - (f) Consider the nomination by any stockholder of a candidate for election as a director of the Corporation. In considering candidates submitted by shareholders, the Committee will take into consideration the needs of the Board and the qualifications of the candidate. The Committee may also take into consideration the number of shares held by the recommending shareholder and the length of time that such shares have been held;
 - (g) Recommend to the Board the nominees for election as directors of the Corporation and for Board committee assignments;
 - (h) In the event that the Chairman of the Board is also the Chief Executive Officer or otherwise not an independent director, recommend to the Board an independent director to serve as lead director;
 - (i) Recommend to the Board the nominees to fill any vacancies in the Board;
 - (j) In the event a director's principal occupation or business association changes substantially from the position he or she held when originally invited to join the Board, evaluate whether such director continues to satisfy the Board's membership criteria;
 - (k) In the event a director fails to receive the required number of votes for re-election and tenders his or her written resignation, consider such director's resignation, including relevant factors and possible alternatives, and make a recommendation to the Board concerning the acceptance or rejection of such resignation;
 - (l) Make recommendations regarding the size of the Board. Pursuant to Article III, Section 1 of the Corporation's Amended and Restated By-Laws, the size of the Board is permitted to range from a minimum of three (3) members to a maximum of fifteen (15) members;
 - (m) Develop and recommend to the Board corporate governance principles applicable to the Corporation and review the Corporate Governance Guidelines from time to time;
 - (n) Recommend to the Board the responsibilities of and such changes to the Board's committee structure and operations (including reporting to the Board and authority to delegate to subcommittees), as the Committee deems advisable;

- (o) After consultation with the Chairman, make recommendations for the appointment and removal of committee members;
 - (p) Oversee the evaluation of the Board and management;
 - (q) Review and approve any related person transactions or a material amendment thereto prior to the transaction being entered into, or to ratify any related person transactions that have not been previously approved, in accordance with the Corporation's Related Person Transactions Policy;
 - (r) Recommend to the Board actions related to the Corporation's compliance with the corporate governance requirements established by the NYSE, the requirements established under the Sarbanes-Oxley Act of 2002 and other applicable corporate governance laws and regulations;
 - (s) Recommend to the Board such additional actions related to corporate governance matters, as the Committee may deem necessary or advisable from time to time;
 - (t) Assist the Board with the annual self-evaluation of the performance of the Board;
 - (u) Conduct an annual performance evaluation of the Committee and report its assessment to the Board;
 - (v) Report regularly to the Board its activities, as appropriate; and
 - (w) Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
5. Other Authority. The Committee is authorized to confer with Corporation management and other employees to the extent it may deem necessary or appropriate to fulfill its duties. In addition to the above, the Committee shall perform such other duties consistent with this charter, the Corporation's By-Laws and governing law as the Committee or the Board deems appropriate.