

LOBLAW COMPANIES LIMITED

ENVIRONMENTAL, HEALTH & SAFETY COMMITTEE CHARTER

TABLE OF CONTENTS

1.	RESPONSIBILITY	1
2.	MEMBERS	1
3.	CHAIR	1
4.	TENURE.....	1
5.	QUORUM, REMOVAL AND VACANCIES.....	1
6.	DUTIES	2
7.	COMPLAINTS PROCEDURE	3
8.	REPORTING	3
9.	REVIEW AND DISCLOSURE.....	3
10.	FREQUENCY OF MEETINGS AND <i>IN CAMERA</i> SESSIONS	3
11.	RETENTION OF EXPERTS.....	3

LOBLAW COMPANIES LIMITED

ENVIRONMENTAL, HEALTH & SAFETY COMMITTEE CHARTER

1. RESPONSIBILITY

The Environmental, Health & Safety Committee (the “Committee”) is responsible for assisting the Board of Directors of the Company (“Board”) in fulfilling its oversight responsibilities in relation to:

- the Company’s policies, management systems and performance with respect to environmental and health, safety and wellness matters;
- the Company’s policies and compliance with food safety matters including safe preparation and handling standards;
- the Company’s compliance with legal and regulatory requirements with respect to the foregoing; and
- such other duties as may be delegated to the Committee by the Board.

2. MEMBERS

The Board shall appoint a minimum of three (3) directors to be members of the Committee. No more than one member of the Committee shall be a management director.

3. CHAIR

Each year, the Board shall appoint one member from amongst the non-management directors to be Chair of the Committee. If, in any year, the Board does not appoint a Chair, the incumbent Chair shall continue in office until a successor is appointed. The Board has adopted and approved a position description for the Chair which sets out his or her role and responsibilities.

4. TENURE

Each member shall hold office until his or her term as a member of the Committee expires or is terminated, or a successor is duly appointed.

5. QUORUM, REMOVAL AND VACANCIES

A majority of the Committee’s members shall constitute a quorum. Any member may be removed and replaced at any time by the Board. The Board may fill vacancies in the Committee by appointment from among the members of the Board. If a vacancy exists on the Committee, the remaining members shall exercise all its powers so long as a quorum remains in office.

6. DUTIES

The Committee shall have the duties set out below as well as any other duties that are specifically delegated to the Committee by the Board:

- (a) The Committee shall require management to ensure that the Corporation has proper systems for implementing the Corporation's policies with respect to environmental and occupational health and safety matters including waste management, as well as food safety matters, such systems to involve appropriate standards, education, supervision and inspection and to take into account risk management practices in the industry to which they are to apply;
- (b) The Committee shall require management of the Corporation to ensure that employees are: (a) aware of the Corporation's policies with respect to environmental, occupational health and safety, food safety and corporate social responsibility matters, and (b) expected to deal with environmental, occupational health and safety and food safety problems expeditiously or to bring such problems to the attention of appropriate management personnel;
- (c) The Committee shall receive and review periodic reports from management and such independent consultants, if any, as the Committee shall consider appropriate, such reports to note in particular any significant government requests for action and the manner of dealing with the same;
- (d) The Committee shall require management to keep it apprised of current and emerging issues and proposed legislation in environmental, occupational health and safety and food safety matters as they may affect the Corporation's operations and shall bring to the attention of the Board such issues as it shall think appropriate;
- (e) The Committee shall require management to ensure that food safety programs address safe manufacturing, handling and preparation standards, that suppliers of food products adhere to safe standards, and that best practices are in place for storage, distribution and packaging of food product, along with the necessary control systems to monitor compliance with such policies;
- (f) The Committee shall require management to keep it apprised of the Corporation's corporate social responsibility program, including current initiatives;
- (g) The Committee shall bring to the attention of the Board any serious problems or deviations that management cannot deal with expeditiously or within reasonable economic bounds, and shall submit to the Board periodic reports as to the Committee's activities;
- (h) The Committee shall ensure that it is informed as soon as possible of any major incidents, including any involving a breach or violation of the Corporation's policies and any food safety crises. The Committee will ensure that the proper

action is taken by management to rectify the situation and to proactively minimize any risks of such incident occurring at other locations or facilities; and

- (i) The Committee shall undertake such additional activities within the scope of its responsibilities as it shall deem appropriate in its discretion.

7. COMPLAINTS PROCEDURE

The Committee shall monitor the effectiveness of the Company's procedures for the receipt, retention and follow-up of complaints received by the Company regarding environmental, occupational health and safety and food safety controls or related matters and for the confidential, anonymous submission of concerns by employees of the Company regarding such matters. The Committee shall review with management periodic reports in this regard.

8. REPORTING

The Committee shall report to the Board on:

- the Company's performance of its obligations and objectives relating to environmental, occupational health and safety and food safety matters;
- the adequacy of the Company's internal control and monitoring systems with respect to environmental, health, safety and wellness and food safety matters;
- the Company's compliance with legal and regulatory matters to the extent they affect the Corporation's operations; and
- all other material matters dealt with by the Committee.

9. REVIEW AND DISCLOSURE

This Charter should be reviewed by the Committee at least annually and be submitted to the Board for approval with such amendments as the Committee proposes.

10. FREQUENCY OF MEETINGS AND *IN CAMERA* SESSIONS

The Committee shall meet at least semi-annually at the call of the Chair. Meetings may also be called by any member of the Committee or by the Secretary of the Committee. Following each regularly-scheduled meeting of the Committee, the Committee members shall meet in private session.

11. RETENTION OF EXPERTS

The Committee may engage such special legal, accounting or other experts, without Board approval and at the expense of the Company, as it considers necessary to perform its duties.