

# **SUPERVALU INC.**

## **CHARTER OF THE CORPORATE GOVERNANCE AND NOMINATING COMMITTEE** (Revised October 14, 2015)

### I. Statement of Purpose

The Corporate Governance and Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”). The purpose of the Committee is to identify individuals qualified to become members of the Board, consistent with criteria approved by the Board; to recommend director candidates to the Board to be elected at each annual meeting of stockholders or to be appointed by the Board to fill any vacancies; to develop and recommend to the Board, corporate governance principles applicable to the Company; to be responsible for leading the annual review of the Board’s performance; to conduct an annual review of the performance of the Committee, and to handle such other matters as the Board deems appropriate.

### II. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

B. *Members.* The members of the Committee shall be appointed by the Board and shall meet the independence requirements of the New York Stock Exchange (“NYSE”), as determined by the Board. The Committee shall be comprised of at least three members. Committee members may be removed by the Board. The Board shall also designate a Committee Chairperson.

C. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings; additional meetings may be scheduled by the Committee Chairperson, as required.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be at least two members. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. *Agenda, Minutes and Reports.* The Chairperson of the Committee shall be responsible for establishing the agendas for meetings of the Committee. An agenda, together with materials relating to the subject matter of each meeting, shall be sent to members of the Committee prior to each meeting. Minutes for all meetings of the

Committee shall be prepared to document the Committee's discharge of its responsibilities. The Committee shall make regular reports to the Board.

F. *Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation.

### III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *Director Selection Criteria.* The Committee shall develop and recommend to the Board criteria for selecting new Directors, which shall reflect, at a minimum, any requirements of applicable law or listing standards, as well as a candidate's independence, integrity, experience and sound judgment in areas relevant to our business, financial acumen, interpersonal skills, proven record of accomplishment, willingness to commit sufficient time to the Board and ability to challenge and stimulate management, in addition to factors relating to the composition of the Board (including its size and structure) and principles of diversity. Diversity is viewed in its broadest sense, which includes gender, ethnicity, education, experience and leadership qualities.

B. *Director Recruitment.* The Committee shall consider and recruit candidates to fill positions on the Board, including as a result of the removal, resignation or retirement of any Director, an increase in the size of the Board or otherwise. The Committee shall also review any candidate recommended by the stockholders of the Company in light of the Committee's criteria for selection of new Directors.

C. *Recommendation to Board.* The Committee shall recommend to the Board the Company's Director nominees and the re-nomination of incumbent Directors, as appropriate, subject to legal rights, if any, of third parties to nominate or appoint Directors. Final approval of any nominee or re-nomination of incumbent directors shall be determined by the full Board.

D. *Reconsideration of Directors for Re-Election.* In connection with its annual recommendation of a slate of nominees, the Committee shall assess the contributions of those Directors selected for re-election, and shall at that time review its criteria for Board candidates in the context of the Board evaluation process and other perceived needs of the Board.

E. *Director Education.* The Committee shall establish and recommend to the Board an orientation program for new Directors and a continuing education program for all Directors.

F. *Governance Principles.* The Committee shall develop and recommend to the Board, corporate governance principles addressing, among other matters, the size, composition and responsibilities of the Board and its committees. The corporate governance principles shall be reviewed at least annually by the Committee, and the

Committee shall make recommendations to the Board with respect to changes to those principles. The Committee shall also review and recommend to the Board policies and procedures with respect to the adequacy and timeliness of information provided to the Board and the time that is provided for deliberation in important decisions by the Board.

G. *Board Leadership Structure.* The Committee shall periodically review the Board's leadership structure and recommend changes to the Board as appropriate.

H. *Advice as to Committee Membership and Operations.* The Committee shall advise the Board with respect to the charters, structure and operations of the various Committees of the Board and qualifications for membership thereon. The Committee shall also make recommendations to the Board regarding which Directors should serve on the various committees of the Board.

I. *Other Directorships.* The Committee shall review directorships at other for-profit organizations offered to directors and senior officers of the Company.

J. *Evaluation of Board of Directors.* The Committee shall oversee the evaluation of the Board on an annual basis. In discharging this responsibility, the Committee shall solicit comments from all Directors and report annually to the Board on the results of the evaluation.

K. *Director Compensation.* The Committee shall review and recommend to the Board the structure and amount of compensation to be paid to non-employee directors. The Committee shall conduct an evaluation of such compensation and benefits not less than every other year.

L. *Access to Records, Consultants and Others.* In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company. The Committee shall have authority to retain outside consultants, legal counsel and advisors to advise the Committee and to approve the terms of any such engagement and the fees of any such consultant, legal counsel or advisor. The Committee shall have the sole authority and responsibility to engage or terminate any outside consultant or external search firm with respect to the identification of Director candidates and the nomination of members to the Board. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee. Prior to selecting or receiving advice from any compensation consultant, legal counsel or other advisor that provides advice to the Committee on the evaluation of compensation of our directors, and from time to time thereafter as the Committee deems appropriate, the Committee shall consider all factors relevant to such person's or firm's independence from management, including in accordance with the New York Stock Exchange listing standards. If the Committee determines that such work of a compensation consultant, legal counsel or other advisor would raise a conflict of interest, the Committee shall determine how the conflict of interest will be addressed.

M. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

N. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.