

**NASH FINCH COMPANY  
COMPENSATION COMMITTEE CHARTER  
November 8, 2005**

**Purpose**

The Compensation Committee assists the Board of Directors in:

- Approving compensation and employment arrangements for corporate and operating officers;
- Administering compensation plans for employees;
- Considering nominees for election as corporate and operating officers; and
- Evaluating the compensation structure for management employees and developing an implementation plan.

**Committee Membership**

The Committee shall consist of three or more directors, who will be appointed by and may be removed by the Board. Each member of the Committee shall be independent in accordance with the listing standards of the Nasdaq Stock Market (as may be modified or supplemented) and any other applicable laws or regulations, shall be a “non-employee director” as defined in Rule 16b-3(b)(3) under the Securities Exchange Act, and shall be an “outside director” as defined in regulations adopted under section 162(m) of the Internal Revenue Code.

**Committee Authority**

The Committee shall have the resources and authority to discharge its duties and responsibilities, including the authority to retain any compensation consulting firm, independent counsel or other advisors as the Committee may deem appropriate. The Committee shall have the sole authority to approve related fees and retention terms.

The Committee may form and delegate authority to subcommittees consisting of one or more members when deemed appropriate by the Committee. The Committee may also delegate to the Chief Executive Officer the authority, within pre-existing guidelines established by the Committee, to approve equity compensation awards to employees other than officers of the Company under established stock-based compensation plans of the Company. Any exercise of delegated authority will be reported to the Committee at its next regularly scheduled meeting.

The Committee may also delegate administrative authority under Company compensation, deferred compensation and supplemental retirement plans to the extent specified in the applicable plans.

## **Committee Meetings and Communications**

The Committee shall meet as often as it determines. A majority of the members shall constitute a quorum. The chairperson of the Committee shall be appointed by the Board. The Committee shall regularly report its actions and recommendations to the Board.

## **Committee Responsibilities**

To fulfill its role, the Committee will have the following responsibilities:

### Election of Officers

1. Consider and recommend to the Board nominees for election as corporate and operating officers, annually and as requested by the Chief Executive Officer (“CEO”) or the Audit Committee of the Board in the case of the senior internal auditing executive of the Company.

### Executive Compensation

1. Review and approve on an annual basis the goals and objectives relevant to the CEO’s compensation. The Committee will consider and review the results of the performance assessment of the CEO conducted by the Corporate Governance Committee, the degree to which goals and objectives relevant to the CEO’s compensation have been achieved and such other factors as the Committee deems relevant to establish the CEO’s annual compensation, including salary, bonus, incentive and equity-based compensation.
2. Annually review the evaluation of the performance of the corporate and operating officers of the Company, and approve their annual compensation, including salary, bonus, incentive and equity-based compensation. The Committee shall also provide general oversight of management’s decisions regarding the performance and compensation of other management employees.
3. Review and approve the terms of the compensation for newly hired and newly promoted corporate and operating officers.

### Compensation Programs

1. Periodically review the Company’s compensation structure for management employees, including incentive, deferred and equity-based compensation plans, and recommend to the Board any changes as needed.
2. Periodically review and approve the evaluations of senior management employees.
3. Review and approve the annual incentive plan goals for corporate and operating officers, review actual performance against goals and approve annual incentive plan awards.

4. Oversee and administer the Company's incentive compensation, deferred compensation, profit sharing, equity-based compensation and supplemental retirement plans for employees, including the approval of participants and awards under equity-based compensation plans.

#### Employment and Compliance Matters

1. Review and approve employment agreements, change in control agreements, severance arrangements and special or supplemental benefits for corporate and operating officers.
2. Monitor compliance with prohibitions on personal loans to directors and executive officers.
3. Monitor compliance with officer and director stock ownership policies and periodically review such policies. Discuss compliance with the Board and recommend changes.

#### Other Matters

1. Periodically assess the adequacy of this charter and recommend any proposed changes to the Board for its approval.
2. Periodically review and report to the Board on the performance of the Committee.
3. Produce an annual report of the Committee for inclusion in the Company's proxy statement for its annual meeting of stockholders.
4. Review and discuss with Company management and advisors the compensation and employment related disclosures to be made in the Company's filings with the Securities and Exchange Commission.