

Executive Committee Charter

Purposes

The Executive Committee (the “Committee”) shall be responsible for dealing with corporate matters on an ongoing basis and exercising the authority of the Board of Directors (the “Board”) of Albertson’s, Inc. (the “Company”) between meetings of the full Board when time exigencies require an immediate response to a particular matter and do not permit a meeting of the full Board.

Composition

Size. The Committee shall consist of three or more directors, including the Chair of the Board, the Lead Director of the Board, the Chair of each Board committee and the Chief Executive Officer of the Company.

Appointment and Removal. The Board will appoint the Chair of the Board, the Lead Director of the Board, the Chair of each Board committee and the Chief Executive Officer of the Company to serve on the Committee. The Committee will select a Committee Chair from among its members. Each Committee member will serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer the Chair of the Board, the Lead Director of the Board, the Chair of a Board committee or the Chief Executive Officer of the Company, as the case may be.

Powers and Duties

The powers and duties of the Committee shall include the following:

1. Having and exercising all of the powers and authority of the Board in the management of the business and affairs of the Company, subject to the limitations of Delaware law.
2. Meeting as necessary, keeping minutes and any other appropriate records of all of its proceedings and reporting Committee action to the full Board promptly after such action is taken.
3. Performing such other duties as are delegated by the full Board, subject to the limitations of Delaware law.

Resources and Authority

The Committee shall have the resources and authority appropriate, in the Committee’s discretion, to discharge its responsibilities and to engage consultants, independent counsel and other independent advisors. By adoption of this Charter, the Board authorizes funding for the Committee appropriate, in the Committee’s discretion, for the discharge of the Committee’s functions and responsibilities.