

Nominating/Corporate Governance Committee Charter

Purposes

The purposes of the Nominating/Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Albertson’s, Inc. (the “Company”) shall include the following:

1. Identification of qualified Board members.
2. Recommendation that the Board select the director nominees.
3. Development and recommendation to the Board of corporate governance principles.
4. Oversight of the evaluation process for Board members and committees.
5. Assessment of the independence of Board members.

Composition

Size. The Committee shall consist of three or more directors.

Qualifications. Each Committee member must satisfy the applicable independence requirements set forth in the rules of the New York Stock Exchange.

Appointment and Removal. The Board appoints Committee members based on recommendations of the Committee. The Committee recommends to the full Board a Committee Chair from among its members and the Board will approve the appointment of such Committee Chair. Such position shall rotate at least once every three years. Each Committee member shall serve at the pleasure of the Board for such term as the Board may decide or until such Committee member is no longer a Board member.

Powers and Duties

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

1. (a) Reviewing (with the participation of the Chief Executive Officer) and recommending nominees for membership to the Board to fill vacancies and recommending persons to be nominated by the Board for election by the stockholders to the Board at the annual meeting of the stockholders of the Company.
- (b) Selecting new directors with the consideration of broad experience; wisdom; integrity; ability to make independent analytical inquiries; understanding of the Company’s business environment; willingness to devote adequate time to board duties; and assessing the appropriate balance of skills and characteristics for Board members.
- (c) Assisting in the recruitment of new directors. To assist in this recruitment, the Committee shall have sole authority to retain and terminate any such search firm, including sole authority to approve the search firm fees and other retention terms.

2. (a) Reviewing the suitability for continued services of each Board member when his or her term expires and recommending whether or not the Board member should be re-nominated.
2. (b) Reviewing the resignation as a director submitted by a director upon termination of his or her primary occupation or other significant change in business/professional circumstances and deciding whether or not to recommend to the full Board that the resignation be accepted.
3. Reviewing periodically the Board retirement schedule, the size of the Board and the diversity of the Board.
4. Reviewing annually with the Board the appropriate skills and characteristics required for the Board as a whole, including the requirement that a substantial majority of Board members be Independent Directors (as defined in the Company's Categorical Independence Standards for Directors), and the skills and characteristics actually represented on the Board, and if necessary, initiating actions so that the Board maintains the appropriate balance of skills and characteristics required for the Board as a whole.
5. Reviewing annually with the Chair of the Board committee assignments and considering the rotation of chairs and memberships.
6. Making recommendations to the full Board regarding Board committee structure and the size and the length of term for directors on Board committees.
7. Monitoring and reporting to the Board whether there is any current relationship between any director and the Company that adversely affects the independent judgment or actions of that director.
8. Reviewing periodically the Company's Corporate Governance Guidelines and considering other corporate governance issues that, from time to time, may merit evaluation by the Board.
9. Reviewing annually with the Company's General Counsel, a copy of the Proxy Statement relating to the Annual Meeting of the Stockholders before it is filed with the Securities and Exchange Commission pursuant to Section 14 of the Securities Exchange Act of 1934. To the extent the Committee deems appropriate, this review shall include a discussion of any proposal requested by a stockholder to be included in the Proxy Statement.
10. Conducting evaluations of director performance and the effectiveness of the Board as a working group. The Committee shall report the results of such evaluations to the full Board at least annually. Such report will include any recommendations to the Board as the Committee deems appropriate.
11. Meeting at least twice a year, and more often as necessary, keeping minutes and any other appropriate records of all of its proceedings, and reporting Committee action to the full Board.

12. Performing such other duties as are delegated by the full Board.

Meetings

The Committee shall meet at least twice a year and may meet more frequently as necessary to carry out its responsibilities under this Charter. The Committee Chair shall, in consultation with the other members of the Committee and appropriate officers of the Company, establish the agenda for each Committee meeting. Each Committee member may submit items to be included on the agenda. Committee members may also raise subjects that are not on the agenda at any meeting. The Committee Chair or a majority of the Committee members may call a meeting of the Committee at any time. A majority of the number of Committee members shall constitute a quorum for conducting business at a meeting of the Committee. The act of a majority of Committee members present at a Committee meeting at which a quorum is in attendance shall be the act of the Committee, unless a greater number is required by law, the Company's Certificate of Incorporation, its Bylaws or this Charter.

The Committee may request any officer or employee of the Company, or any representative of the Company's advisors, to attend a meeting or to meet with any member or representative of the Committee.

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.

Annual Review

At least annually, the Committee will (a) review this Charter with the Board and recommend any changes to the Board and (b) participate (in connection with the Nominating/Corporate Governance Committee's annual review of Board and Committee performance) in an annual review and evaluation of the Committee's performance with respect to the requirements of this Charter. The Committee will conduct its review and evaluation in such manner as it deems appropriate.

Availability of This Charter

This Charter will be included on the Company's website and will be made available in print to any stockholder of the Company who submits a request to the Secretary for a copy of this Charter. The Company's annual report to stockholders will state that this Charter is available on the Company's website and will be available in print to any stockholder of the Company who submits to the Secretary a request for a copy of this Charter.