

**NOMINATING AND
CORPORATE GOVERNANCE COMMITTEE CHARTER
of the
Corporate Governance Committee of the
Board of Directors
of
Spartan Stores, Inc.**

Organization

The Nominating and Corporate Governance Committee shall be comprised of two or more directors as determined by the Board, one of whom shall be designated by the Board as Chairperson, and each of whom shall be independent of the management of the Company and free of any relationship that the Board of Directors considers would interfere with their exercise of independent judgment as a committee member. Each member of the Committee shall be an "Independent Director" as defined by NASD rules.

Statement of Policy

The Nominating and Corporate Governance Committee will assist the Board of Directors in fulfilling its responsibilities to govern the Company in a manner consistent with the interests of the shareholders of the Company and to improve the quality of stewardship provided by the Board. Without limiting the foregoing, the Committee will assist the Board with respect to: (a) Board organization, membership and function; (b) committee structure, membership and operations; (c) succession planning for the executive officers of the Company; (d) the development and recommendation of a Corporate Governance Policy, and once adopted monitoring its operation and recommending any modifications to the policy; and (e) other matters relating to corporate governance.

Authority, Powers and Responsibilities

The Nominating and Corporate Governance Committee will have the following authority, powers and responsibilities:

- **Corporate Governance Policy.** Develop and recommend to the Board a Corporate Governance Policy and, after approval of the Policy, any modifications to the Policy to set forth the corporate governance principles applicable to the Company.
- **Size and Composition.** Review and recommend to the Board any changes in the size and composition of the Board.
- **Develop Board Criteria; Identify Potential Nominees.** Develop and recommend to the Board of Directors criteria for the selection of candidates for election as directors. Identify potential nominees for election as directors and

Approved: February 11, 2004

review their qualifications to serve as directors. Engage search firms and other consultants and advisors to assist it in the development of criteria for and in the search for and qualification of candidates for director.

- **Identify and Recommend Director Candidates.** Recommend to the Board the candidates for director to be selected by the Board and recommended for election at each annual meeting of shareholders or to be added to the Board at any other time due to Board expansions, director resignations or retirements or otherwise.
- **Committee Membership.** Submit to the Board of Directors the directors recommended by the Committee to be selected for membership on the various committees and the individual directors to be designated as the Chairperson of the various committees.
- **Director Evaluation.** Monitor and evaluate periodically the performance of directors and the performance of members of each Board committee. If any performance issue is identified, work with the director to address and resolve the issue or, if necessary, seek the director's resignation, or recommend to the Board the director's removal, from the Board or any committee.
- **Orientation and Education Guidelines.** Develop and evaluate periodically orientation and continuing education guidelines for each member of the Board regarding his or her responsibilities as a director generally and each member of each Board committee regarding his or her responsibilities as a member of any Board committee. Monitor and evaluate periodically (and at any time a new member joins the Board or any Board committee) each director's cooperation in fulfilling the guidelines. The guidelines shall take into account all relevant factors, including the nature of each individual's responsibilities and related background and any particular complexities relating to the Company's business, financial statements or other characteristics. The guidelines may impose higher requirements for directors who are members of certain Board committees than for those who are not and may, in appropriate circumstances, impose higher or lower requirements for a particular director based on his or her background or occupation, or both.
- **Evaluate Committee Structure and Performance.** Evaluate periodically the performance, authority, operations, charter and composition of each standing or ad hoc Board committee and recommend any changes considered appropriate in the authority, operations, charter, number or membership of each committee.
- **Assist in Evaluating the CEO.** Assist the Board in evaluating the performance of and other factors relating to the retention of the Chief Executive Officer. Assist the Board in overseeing the evaluation of the performance of other executive officers. Subject to oversight by the Board and this Committee and subject to the authority and responsibilities of the Compensation Committee, the Chief

Executive Officer will have primary responsibility for evaluating the performance of other executive officers.

- **Management Succession Plan.** Develop and periodically review and revise as appropriate, a management succession plan and related procedures. Consider and recommend to the Board candidates for successor to the Chief Executive Officer of the Company and, with appropriate consideration of the Chief Executive Officer's recommendations, candidates for successors to other executive officers, in each case when vacancies occur in those offices.
- **Other Corporate Governance Proposals.** Monitor and make recommendations to the Board on other matters of Board policies and practices relating to corporate governance.
- **Shareholder Proposals.** Review and make recommendations to the Board regarding proposals of shareholders that relate to corporate governance.

Nominations Process

Nominations of candidates for election to the Board at any annual meeting of shareholders or at any special meeting of shareholders called for election of directors (an "Election Meeting") may be made either by the Board or by a shareholder of record of shares of a class entitled to vote at such Election Meeting.

Nominations made by the Board must be recommended for the Board's selection by the Committee. The Committee will recommend a slate of proposed Board nominees annually. After considering the recommendations of the Committee, the Board will annually approve a slate of Board nominees and present them to the shareholders, with the Board's recommendation, for election to the Board.

Shareholders may also propose nominees by following procedures provided in the Company's Articles of Incorporation. The Committee shall consider every nominee so proposed by a shareholder and report each such nomination along with the Committee's recommendation to the full Board. The Committee may also, in its discretion, consider shareholders' informal recommendations of possible nominees.

Shareholders' recommendation for nominees to the Board should be sent in writing to the Secretary of the Company and should be received not less than 120 days prior to the date of an annual meeting.

Communications

The Company will provide a process for security holders to send communications to the Board of Directors. Such communications shall be directed to the Secretary of the Company. The Secretary of the Company, or the Secretary's delegates, shall have discretion to adopt policies and procedures to implement and administer this communication process. Security holder communications may be directed to the Board of Directors or to specific individual directors. The Secretary of the Company shall have discretion to screen and not forward to directors communications that the secretary determines in his or her discretion to be communications unrelated to the business or governance of the Company and its subsidiaries, commercial solicitations, offensive, obscene or otherwise inappropriate. The Secretary shall, however, collect and organize all security holder communications which are not forwarded, and such communications shall be available to any director upon request.

Effective Date: February 11, 2004

892262v4