

SPARTANNASH COMPANY

**NOMINATING AND
CORPORATE GOVERNANCE
COMMITTEE CHARTER**

Purpose

The Board of Directors has appointed the Nominating and Corporate Governance Committee to assist the Board of Directors in fulfilling its responsibilities by providing independent director oversight of nominations for election to the Board of Directors and leadership in the Company's corporate governance.

Membership

The Committee shall be composed of three or more directors appointed by the Board of Directors. Each member of the Committee shall be independent of the management of the Company and free of any relationship that, in the opinion of the Board of Directors, would interfere with his or her exercise of independent judgment as a Committee member. Each member of the Committee shall be an "Independent Director" as defined by Nasdaq Listing Rules. Committee members may be removed by the Board.

Authority and Responsibilities

The Committee has full power and authority to perform the responsibilities of a public company nominating and corporate governance committee under applicable law, regulations, stock exchange rules, and public company custom and practice.

The Committee has the full authority and responsibility to:

- Determine, review, administer, interpret, amend and make recommendations to the Board of Directors regarding the Company's corporate governance policy.
- Review and recommend to the Board of Directors any changes in the size and composition of the Board of Directors and committees.
- Provide the independent director oversight of nominations for election to the Board of Directors contemplated by Nasdaq Listing Rules.
- Develop and recommend to the Board of Directors criteria for the selection of candidates for election as directors which shall reflect, at a minimum, any requirements of applicable law or listing standards as well as principles of diversity. Diversity is viewed in its broadest sense, which includes gender, ethnicity, education, experience and leadership qualities.
- Plan for continuity on the Board of Directors as existing Board members retire or resign from the Board of Directors.
- Lead the search for individuals qualified to become members of the Board of Directors, review the qualifications of candidates for election to the Board of

Directors, and assess the qualifications, contributions and independence of incumbent directors standing for re-election to the Board of Directors.

- Recommend to the Board of Directors the candidates to be nominated and recommended by the Board of Directors for election to the Board of Directors at each annual meeting of shareholders or to be appointed by the Board of Directors to fill a vacancy on the Board of Directors.
- Assess the “Independence” of directors in accordance with applicable rules and regulations at least annually.
- Review, consider and approve or reject resignations offered by incumbent directors in connection with the Company’s majority voting policy, conflict of interest policy, a change in employment status or for any other reason; provided that no member of the Committee shall participate in or vote upon his or her own resignation.
- Develop and make recommendations to the Board of Directors regarding policies on term limits, service requirements and retirement policies for members of the Board of Directors.
- Recommend to the Board of Directors the directors to be appointed to committees of the Board of Directors and the director to be designated as Chairperson of each committee of the Board of Directors.
- Develop an annual self-evaluation process for the Board of Directors which may take the form of Director peer evaluations, Board and Committee assessments, or such other form as the Committee deems appropriate, and conduct and discuss with the Board of Directors the annual performance evaluation.
- Monitor and periodically evaluate the performance of individual directors. If any individual director is determined by the Committee to be unsatisfactory, the Committee shall work with the director to address and resolve the issue. If the issue is not resolved, the Committee may, in its discretion, request the director’s resignation or recommend to the Board of Directors that the director be removed from any committee of the Board of Directors or that the director not be nominated for re-election to the Board of Directors.
- Conduct periodic reviews of non-employee director compensation and benefits. The Committee shall evaluate and recommend to the Board of Directors compensation and benefits for non-employee directors.
- Develop and evaluate periodically orientation and continuing education guidelines for each member of the Board of Directors regarding his or her responsibilities as a director and member of any Board of Director committee. Monitor and evaluate periodically each director’s compliance with 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 different requirements for directors who are members of certain Board of Director committees based on his or her background or occupation.

- Evaluate periodically the performance, authority, operations, charter and composition of each standing or ad hoc committee of the Board of Directors and recommend to the Board of Directors any changes the Committee determines to be appropriate.
- Review at least annually the Chief Executive Officer's membership on boards of directors or similar governing bodies of for-profit and not-for-profit entities not affiliated with the Company ("non-affiliated boards"). Consider and approve or disapprove the Chief Executive Officer's request to serve on more than one non-affiliated board. Consider whether to limit the directorships for any other executive officer when the Committee determines the directorships will interfere with the executive officer's responsibilities to the Company.
- Periodically review and make recommendations to the Board of Directors on the Board of Director policies and practices relating to corporate governance, independence of directors, conflicts of interest, ethics, and business conduct.
- Determine and oversee administration of a process approved by the Committee for security holders to send communications to the Board of Directors and review material shareholder communications to Board of Directors members.
- Review and make recommendations to the Board of Directors regarding response to proposals of shareholders that relate to corporate governance.
- Annually review the use of the Company aircraft to ensure the usage is in accord with Company policy.

The Committee also has and will have any additional powers, authority and responsibilities which are delegated to the Committee by the Board of Directors. The powers, authorities and responsibilities of the Committee which relate to specific laws, regulations and rules shall continue and apply to any applicable successor or amended laws, regulations and rules. The Committee may establish subcommittees of the Committee and delegate authority and responsibility to subcommittees.

The Committee will keep minutes, make regular reports to the Board of Directors and propose any necessary action to the Board of Directors. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board of Directors for approval. The Committee will bi-annually evaluate the Committee's own performance and present its performance evaluation to the Board of Directors.

Nominations

Nominations of candidates for election to the Board of Directors 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 of Directors or by a shareholder of record of shares of a class entitled to vote at such Election Meeting.

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

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

Advisors

The Committee has sole authority to engage consultants, advisors and legal counsel to assist the Committee in fulfilling its responsibilities at the expense of the Company. The Committee has authority to approve contracts with and payment of fees and other compensation of consultants, advisors and legal counsel. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any consultants, advisors or legal counsel employed by the Committee and ordinary administrative expenses of the Committee.

Role of Officers

The Company’s executive officers shall serve as a resource to the Committee and provide advice, information, analysis and documentation to the Committee upon request. In appropriate cases, in its discretion, the Committee may delegate its authority to the executive officers, being mindful that the Committee and the Board of Directors are responsible to the Company’s shareholders to perform the functions and fulfill the responsibilities charged to the Committee under this Charter. The Committee shall hold an executive session without officers present at each regularly scheduled meeting.

Scope of Responsibility

The Committee and its members have the duties and responsibilities expressly stated in this Charter or imposed by law. These duties and responsibilities of a member of the Committee are in addition to those duties applicable to all members of the Board of Directors. It is not the duty of the Committee to conduct investigations or to ensure compliance with laws and regulations. In discharging his or her duties, each member of the Committee is entitled to rely on financial statements, financial data information, opinions, reports and statements, prepared or presented by officers, associates, consultants, advisors, legal counsel, accountants, and other persons he or she reasonably believes to be reliable and competent in the matters presented.