

SpartanNash Company

Compensation Committee Charter

Purpose

The Board of Directors of SpartanNash Company (the “Company”) has appointed the Compensation Committee (the “Committee”) to assist the Board of Directors in fulfilling its responsibilities relating to compensation of the Company’s executive officers and other key executives and the Company’s compensation and benefit programs and policies. As used in this Charter, “executive officers” means those individuals covered by Rule 16a-1(f) under the Securities Exchange Act of 1934, and “other key executives” means any other officer holding the title of Senior Vice President, Executive Vice President or President (when the Chief Executive Officer does not hold the office of President).

Membership

The Committee shall be composed of three or more directors appointed by the Board, one of whom shall be designated by the Board as the Chairperson. 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 “independent” in accordance with Securities and Exchange Commission (“SEC”) Rule 10C-1(b), an “Independent Director” as defined by Nasdaq Listing Rules, and a “Non-Employee Director” as defined under SEC Rule 16b-3. Each member of the Committee shall be free of “Compensation Committee Interlocks” and relationships which would require disclosure by the Company under SEC Regulation S-K, Item 404. No member of the Committee may accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Company or any subsidiary of the Company. Compensatory fees do not include fees received as a member of the Board of Directors or any Board committee or the receipt of fixed amounts of compensation under a retirement plan (including deferred compensation) for prior service with the Company (provided that such compensation is not contingent in any way on continued service). In determining whether a director is eligible to serve on the Committee, the Board of Directors shall consider whether the director is affiliated with the Company, a subsidiary of the Company, or an affiliate of a subsidiary of the Company to determine whether such affiliation would impair the director’s judgment as a member of the Committee.

Authority and Responsibilities

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

The Committee has the full authority and responsibility to:

- Oversee and approve the Company’s executive compensation philosophy, structure, policies and programs, and assess whether the Company’s compensation structure establishes appropriate incentives for management and associates.

- Oversee the compensation and benefits policies and programs of the Company.
- Administer, amend, interpret and approve retirement, equity incentive, cash incentive, welfare and other compensation and benefit plans of the Company (“Plans”).
- Approve stock option and other stock incentive awards and authorize the issuance of shares of the Company’s Common Stock, options and rights to acquire Common Stock, awards and units denominated in Common Stock, and other interests in the Company’s Common Stock pursuant to Plans.
- Authorize acquisitions of shares of Common Stock from the Company and dispositions of shares of Common Stock to the Company by officers or directors that are not deemed open market transactions covered by the Company’s Insider Trading Policy.
- Review and approve corporate and personal goals and objectives relevant to the compensation and evaluation of the Chief Executive Officer and evaluate the performance of the Chief Executive Officer in light of those goals and objectives.
- Consider the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company’s Chief Executive Officer in past years when determining the Chief Executive Officer’s compensation.
- Review and recommend for approval to the Board of Directors the base salary; annual bonus plan and award opportunities; and long-term incentive plan and award opportunities of the Chief Executive Officer.
- Review with the Chief Executive Officer and approve the base salary, annual bonus plan and award opportunities and long-term incentive plan and award opportunities of the Company’s executive officers and other key executives.
- Establish and administer performance goals for Plans.
- Consider the results of the most recent shareholder advisory vote on executive compensation as required by Section 14A of the Exchange Act and, to the extent the Committee determines it appropriate to do so, take such results into consideration in connection with the review and approval of executive officer compensation.
- Evaluate the risks and rewards associated with the Company’s compensation philosophy and programs and take actions that the Committee considers necessary to mitigate risk and discourage excessive or inappropriate risk-taking.

- Review and assist with succession planning for the Chief Executive Officer, executive officers, and other key executives of the Company, and recommend the succession plan for the Chief Executive Officer to the full Board for approval.
- Review and approve the design of Plans pertaining to executive officers and other key executives.
- Review and approve employment agreements and severance arrangements for executive officers and other key executives.
- Approve any agreements that include change-in-control severance provisions.
- Review and approve Company policies pertaining to executive perquisites and personal benefits.
- Approve stock ownership guidelines for directors and executives and monitor compliance with the guidelines.
- Review compliance with the Sarbanes-Oxley Act of 2002 relating to loans to directors and officers and other laws affecting employee compensation and benefits programs.
- Review and discuss the Company's Compensation Discussion and Analysis with management, approve the Compensation Committee Report, and recommend to the Board that the Compensation Discussion and Analysis be included in the Company's proxy statement or Annual Report on Form 10-K.
- Review and discuss with management any disclosures related to executive compensation or human capital management not contained in the Compensation Discussion and Analysis, but provided elsewhere in the Corporation's proxy statement, Annual Report on Form 10-K, or Environmental, Social and Governance Report, as applicable.

The Committee also has and will have any additional powers, authority and responsibilities which are delegated to the Committee by the Board of Directors or by Plans approved 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 and propose any necessary action to the Board of Directors. The Committee is governed by the same rules regarding meetings by telephone or other similar communications equipment, action by written consent and notice and waiver of notice requirements as are applicable to the Board. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will periodically evaluate the Committee's own performance and present its performance evaluation to the Board of Directors.

Advisors

The Committee has sole authority to engage and oversee the work of any consultants, advisors and legal counsel to assist the Committee in fulfilling its responsibilities at the expense of the Company. Any consultant engaged for the purpose of determining the compensation of executive officers shall be engaged directly by the Committee and report to the Committee. The Committee has sole authority to approve contracts with and payment of fees and other compensation of the Committee's consultants, advisors and legal counsel. The Company shall provide appropriate funding, as determined by the Committee, for payment of reasonable compensation to any consultants, advisors or legal counsel employed by the Committee and ordinary administrative expenses of the Committee.

The Committee may engage or receive advice from a compensation consultant, advisor or legal counsel (each an "advisor") only after taking into consideration the following factors:

- The advisor's provision of other services to the Company;
- The amount of fees received from the Company by the advisor, as a percentage of the advisor's total revenue;
- The advisor's policies and procedures that are designed to prevent conflicts of interest;
- Any business or personal relationship between the advisor and a member of the Committee or any executive officer of the Company;
- The advisor's ownership of any Company stock; and
- Any other factors identified by applicable securities exchange listing standards.

For the purposes of the factors above, "advisor" includes, as applicable, any person that employs the advisor under consideration.

The Committee is not required to conduct an independence assessment for in-house counsel, or for a compensation advisor that acts in a role limited to consulting on any broad-based plan that does not discriminate in scope, terms, or operation, in favor of executive officers or directors of the Company and that is available generally to all salaried employees, or providing information that either is not customized for the Company, and/or that is customized based on parameters that are not developed by the advisor, and about which the advisor does not provide advice.

The Committee shall exercise its own judgment in fulfillment of its duties and is not required to implement or act consistently with the advice or recommendations of any compensation consultant, legal counsel or other advisor.

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 and other key executives, 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 may delegate to the Chief Executive Officer authority to recommend the amount or form of compensation paid to other executive officers and associates subordinate to the Chief Executive Officer, subject to such limitations and reporting responsibilities as the Committee in its discretion shall require. The Committee will not delegate to executive officers its authority to approve awards of stock options or other stock compensation.

The Chief Executive Officer may not be present during voting or deliberations of the Committee relating to the compensation of the Chief Executive Officer. The Chief Executive Officer may be present during voting or deliberations of the Committee relating to compensation of other officers but may not vote.

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. 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.