

**Nash Finch Company**  
**Board Committees**  
February 9, 2011

The Board of Directors has three standing committees, each of which is composed exclusively of independent directors and operates under a written charter adopted by the Board setting forth its purpose, authority and responsibilities. The Board has also determined that two members of the Audit and Finance Committee, Mickey P. Foret and Douglas A. Hacker, are “audit committee financial experts” within the meaning of that term as defined by the SEC pursuant to Section 407 of the Sarbanes-Oxley Act.

**Audit and Finance Committee**

*Members:*

- Mickey P. Foret, Chair
- Robert L. Bagby
- Sam K. Duncan
- Douglas A. Hacker
- Hawthorne L. Proctor

*Responsibilities:*

- Assists the Board in its general oversight of the Company’s accounting and financial reporting processes, financial and disclosure controls and compliance processes, and of the independent audits of the Company’s financial statements.
- Selects the firm to be appointed as Nash Finch’s independent auditor, and evaluates its qualifications, performance and independence.
- Reviews and approves the scope of the annual independent audit and the internal audit program.
- Reviews and discusses with management and the independent auditor accounting and audit principles and practices and the adequacy and effectiveness of accounting and financial controls.
- Gives prior approval to all audit and non-audit services performed by the independent auditor.
- Meets independently with internal audit and the independent auditor to discuss the results of their examinations.
- Reviews with management and the independent auditor the periodic reports to be filed by Nash Finch with the SEC.
- Reviews and approves in advance certain related party transactions involving the Company.

## **Corporate Governance Committee**

### *Members:*

- Sam K. Duncan, Chair
- Robert L. Bagby
- Mickey P. Foret
- Douglas A. Hacker
- Hawthorne L. Proctor

### *Responsibilities:*

- Considers and recommends to the Board the size of the Board, nominees for election as director (including those recommended by stockholders), nominees for appointment to standing Board committees as well as policies relating to the functions of such committees.
- Considers and recommends to the Board proposals regarding director compensation.
- Implements and monitors the Board's governance guidelines and recommends to the Board any modifications to the guidelines.
- Conducts an annual evaluation of overall Board performance and its governance processes and periodic evaluations of individual directors.

## **Compensation and Management Development Committee**

### *Members:*

- Douglas A. Hacker, Chair
- Robert L. Bagby
- Sam K. Duncan
- Mickey P. Foret
- Hawthorne L. Proctor

### *Responsibilities:*

- Reviews and approves salaries and incentive plan goals and awards for Section 16 officers as that term is defined in Section 16 of the Securities Exchange Act of 1934 ("Section 16 officers"), and in doing so for the CEO considers the results of the assessment conducted by the Corporate Governance Committee.
- Oversees the Company's incentive compensation, deferred compensation, profit sharing, equity-based compensation and supplemental retirement plans for employees, including approval of equity-based compensation awards for Section 16 officers.

- Considers and recommends to the Board nominees for election as officers.
- Reviews the Company's compensation structure for executive and management employees, and submits to the Board recommendations regarding changes, including new or revised compensation plans.
- Reviews and monitors compliance with officer and director stock ownership guidelines.
- Reviews management development plans and succession for Section 16 officers and other key executives.