

**Charter of the Nominating and Corporate  
Governance Committee of the Board of Directors  
of Winn-Dixie Stores, Inc.**

The purpose of the nominating and corporate governance committee (the “Committee”) is to assist the board of directors in fulfilling its oversight of (a) board and committee composition, (b) board governance practices, (c) director evaluation and educational programs and (d) non-employee director compensation programs.

**Responsibilities of the Committee**

*Oversight of Board and Committee Composition*

Director Nominations: The Committee determines the processes through which potential board nominees will be identified, reviews nominee qualifications and recommends nominees to the board of directors. Nominees are selected based upon criteria established in our governance principles. The Committee ensures that appropriate due diligence is conducted relating to the character and background of each prospective nominee. The Committee establishes procedures to be followed by shareholders of the Company when suggesting candidates for board membership. The Committee reviews the suitability for continued service of each incumbent member on an annual basis and any time when a director experiences a change in status, including but not limited to an employment change.

Board Size and Operations: As part of its consideration of director nominees, the Committee regularly reviews the appropriate size of the board of directors. The board should be small enough to allow for full participation and an exchange of diverse viewpoints, yet large enough to provide for appropriate skills and resources within the group and to allow for well-functioning committees.

Committee Structure and Assignments: The Committee, with the advice of the chairperson of the board and lead director (if any), makes recommendations to the board of directors regarding committee membership and committee chairpersons. These recommendations are made based on the criteria established in the governance principles and the qualifications for membership established in the charters of each committee.

Independence and Other Qualifications: The Committee at least annually makes a recommendation to the board of directors regarding the independence of each director in accordance with the requirements set by The NASDAQ Stock Market LLC (“NASDAQ”) and the Company’s governance principles, as may be in effect from time to time. The Committee makes an annual recommendation to the board of directors regarding the certification of one or more members of the audit committee as “audit committee financial experts” as defined by the rules and regulations of the Securities and Exchange Commission (“SEC”).

### *Oversight of Board Governance Practices*

Governance Practices: At least annually, the Committee conducts a comprehensive review of board governance practices and recommends suggested enhancements to the board of directors. This includes a review of the Company's articles and by-laws, board governance principles, authorization guidelines and other board governance practices, as well as ensuring each committee conducts a review of its charter. The Committee ensures that the governance practices comply with the requirements of NASDAQ and the SEC. As part of that review, the Committee may make recommendations to the chairperson of the board and lead director (if any) on all aspects of board practices.

Insurance and Indemnification: The Committee reviews and makes recommendations to the board of directors relating to indemnification and insurance programs maintained by the Company.

Code of Conduct Waivers: The unanimous approval of the Committee and of the board of directors is required to waive any provision of the Code of Business Conduct and Ethics or the Senior Executive and Financial Officer Code of Ethics for any member of the board or of our senior management team.

### *Oversight of Director Evaluation and Educational Programs*

Programs: The Committee oversees all programs relating to director orientation and education. All directors receive an appropriate orientation within 90 days of becoming a director. Orientation focuses on the Company, its business and its governance practices. Attendance at ongoing director educational programs is encouraged. Director orientation and educational programming is also reviewed by the Committee, which recommends changes, if any, to the board of directors.

Evaluations: The Committee oversees the annual performance evaluation of the board of directors and ensures that each other committee of the board performs a self-evaluation and reports that evaluation to the Committee. The Committee determines the format for all evaluations and reviews evaluation findings.

### *Oversight of Director Compensation Programs*

Director Compensation: The Committee regularly reviews non-employee director compensation programs to confirm that they are effective and consistent with the Company's strategy and goals. The Committee oversees both cash and equity-based compensation components for non-employee directors.

## **Membership of the Committee**

Composition and Qualifications: The Committee is composed of no less than three directors, one of whom serves as chairperson and all of whom are independent in

accordance with NASDAQ requirements and the Company's governance principles, as may be in effect from time to time.

Tenure: Committee members are appointed and removed, and the chairperson of the Committee is chosen by, a majority of the full board of directors.

### **Meetings of the Committee**

Meetings: The Committee typically meets four times each year in conjunction with the board of directors regular meetings. Meeting agendas are prepared and provided in advance to the Committee, together with appropriate meeting materials. Other persons, including management, other directors and outside advisors, may attend meetings of the Committee in the Committee's sole discretion. The Committee maintains minutes or other records of meetings and activities.

Reports of the Full Board: The Committee reports and makes recommendations as appropriate to the board of directors with respect to its meetings and activities, including with respect to director nominations, committee assignments, governance practices, board educational programming and non-employee director compensation.

### **Other Matters**

Authority and Delegation: With regard to all matters described in this charter, the Committee has the full power and authority to act in support of the board of directors, which retains the ultimate authority in these matters except as otherwise required by law or NASDAQ rules. The Committee may delegate any authority to its chairperson or any sub-committee, unless prohibited by law.

Outside Advisors: The Committee has the authority to engage legal, financial or other advisors as it deems appropriate, the cost thereof to be borne by the Company. In the event that the Committee determines to retain any such advisors, including a search firm to assist in the identification of potential directors or a director compensation consultant, the Committee has the sole authority to approve the firm's scope of assignment, fees and other terms of its retention, as well as the firm's termination. A director compensation consultant retained by the Committee shall not perform other services for the Company (other than as retained by the Compensation Committee) unless such services are pre-approved by the Committee, and the Committee is updated regularly as to the status of such services being provided by the consultant.

Evaluations: At least once each year, the Committee evaluates its own performance. Each member of the Committee evaluates Committee performance. These evaluations are reviewed by the chairperson of the Committee. The chairperson of the Committee discusses evaluation results with the chairperson of the board.

Charter Review: At least once each year, the Committee reviews this charter and recommends changes, if any, to the board of directors.

## **Disclosure of Charter**

This charter will be made available on the Company's website at [www.winn-dixie.com](http://www.winn-dixie.com) and to any shareholder who requests a copy.

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While the members of the Committee have the duties and responsibilities set forth in this charter, nothing contained in this charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under applicable federal or state law.