

ALBERTSONS COMPANIES, INC.
GOVERNANCE, COMPLIANCE AND ESG COMMITTEE CHARTER

PURPOSE

The purpose of the Governance, Compliance and ESG¹ Committee (the "Committee") of Albertsons Companies, Inc. (the "Company") is to assist the Board of Directors (the "Board") with the Board's responsibilities regarding: (1) the identification of individuals qualified to become Board members; (2) making recommendations to the Board concerning committee appointments; (3) the recommendation of director nominees for the annual meeting of stockholders; (3) the recommendation of director candidates to fill any vacancies on the Board; (4) overseeing the Board's annual self-evaluation process, (the development and recommendation to the Board of a set of corporate governance guidelines and principles applicable to the Company (the "Corporate Governance Guidelines"); (5) oversight of the Company's non-financial regulatory, ethics and compliance programs; and (6) oversight of the Company's ESG and sustainability practices.

MEMBERSHIP

The Committee will be composed of at least three (3) members of the Board, one of whom shall act as Chair and be designated as such by the Board. The Committee members will be appointed by action of the Board and shall serve at the discretion of the Board and may be removed from the Committee by the Board at any time with or without cause. Each member of the Committee shall satisfy the "independence" requirements of the New York Stock Exchange (the "NYSE") but shall not be required to do so to the extent the Company (i) is a "controlled company" as defined in the NYSE Listed Company Manual (the, "Listed Company Manual") or (ii) permitted to comply with the transition rules as provided under Section 303A.00 of the Listed Company Manual.

MEETINGS

The Committee will meet at least four (4) times per year and at such other times as it deems necessary to fulfill its responsibilities. The Committee will report regularly to the Board with respect to its activities and make recommendations to the Board as appropriate. The Committee will maintain minutes of its meetings and records relating to those meetings. The Committee may meet by telephone conference call or by any other means permitted by law or the Company's Bylaws. A majority of the members of the Committee shall constitute a quorum. The Committee shall act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. Subject to the Company's Bylaws, the Committee may act by unanimous written consent of all members in lieu of a meeting. The Committee shall determine its own rules and procedures, including designation of a chairperson pro tempore in the absence of the chair, and designation of a secretary. The secretary need not be a member of the Committee and shall attend Committee meetings and prepare minutes. The Secretary of the Company shall be the Secretary of the Committee unless the Committee designates otherwise.

The Committee may ask members of management, employees, outside counsel, or others whose advice and counsel are relevant to the issues then being considered by the Committee to attend any meeting and to provide such pertinent information as the Committee may request. The Committee shall have authority to delegate any of its responsibilities to one or more subcommittees as the Committee

¹ ESG refers to environmental, social and related governance activities and practices.

may from time to time deem appropriate. The chair of the Committee shall be responsible for leadership of the Committee, including preparing the agenda, presiding over Committee meetings, making Committee assignments and reporting the Committee's actions to the Board from time to time but at least once each year as requested by the Board.

RESPONSIBILITIES

- A. In the area of governance, the Committee shall review, provide oversight and make recommendations to the Board regarding:
1. Individuals qualified to become Board members, consistent with criteria approved by the Board, including nominees of stockholders.
 2. Director nominees for election by the stockholders at each meeting of stockholders at which directors will be elected and recommend to the Board nominees to fill any vacancies and newly created directorships on the Board.
 3. Review of director independence and suitability for continued service in accordance with applicable listing, governance and other regulatory requirements.
 4. Requests by individual directors to serve on other public company boards.
 5. Resignations tendered by a director for consideration by the Board.
 6. Whether to accept or reject a director resignation, or take other action, where a director fails to receive votes as specified under the Corporate Governance Guidelines.
 7. Any orientation programs for newly elected members of the Board and continuing director education programs.
 8. Membership and composition of the Board and the Board committees, including the size of the Board and Board committees.
 9. The appointment of a Chairman or Co-Chairmen of the Board or a Lead Independent Director.
 10. Criteria to be considered in selecting nominees for director, including skills, qualities and other expertise.
 11. The Company's Corporate Governance Guidelines and any proposed changes.
 12. The Company's Certificate of Incorporation, By-Laws and all committee charters and any proposed changes.
 13. Stockholder proposals (other than proposals relating to executive compensation matters being evaluated by the Compensation Committee).

14. Stockholders' feedback and the Company's stockholder engagement process.
 15. The Board's annual review of its performance (including diversity of skills, background and experience, in-person attendance and organization), including recommendations for improvement.
- B. In the area of ethics and compliance, the Committee shall review, provide oversight and make recommendations to the Board regarding:
1. The effectiveness of the Company's overall ethics and compliance programs.
 2. The effectiveness of the Company's compliance governance framework.
 3. Any significant legal or regulatory compliance exposure, and material reports, requests or inquiries from government or regulatory agencies.
 4. Any significant compliance and government investigations.
 5. Non-financial risk assessment and the Company's non-financial risk management program.
 6. The Company's culture of integrity and the tone set by the leaders throughout the organization.
- C. In the area of ESG, the Committee shall review, provide oversight and make recommendations to the Board regarding:
1. The Company's ESG strategy, initiatives and policies.
 2. Issues related to public policy, including political spending policies and practices.
 3. Emerging issues potentially affecting the reputation of the Company.
 4. Political contributions made by the Company and the Company's lobbying activities.
 5. Charitable contributions by the Company and the Albertsons Companies Foundation.

OTHER RESPONSIBILITIES: At least annually, the Committee shall conduct an evaluation of its performance.²

AUTHORITY. The Committee has the authority, to the extent it deems appropriate, to retain one or more search firms to be used to identify director candidates. The Committee shall have the sole authority to

² NYSE Listing Company Rules 303A.04(b)(ii) – The nominating / corporate governance committee must have a written charter that addresses an annual performance evaluation of the committee.

retain and terminate any such consulting firm, and to approve the firm's fees and other retention terms. The Committee shall also have the authority, to the extent it deems necessary or appropriate, to retain legal, accounting, or other advisors. The Committee shall provide for appropriate funding, as determined by the Committee, for payment of compensation to any search firm or other advisors retained by the Committee and for ordinary administrative e necessary or appropriate in carrying out its duties³.

Approved and adopted by the Board on the 11th day of May, 2023.

³ NYSE Listing Company Rules 303A.04(ii) (*Commentary*) – “The charter should give the nominating/corporate governance committee sole authority to retain and terminate any search firm to be used to identify director candidates, including sole authority to approve the search firm's fees and other retention terms.”