

# UNITED NATURAL FOODS, INC.

## AMENDED AND RESTATED CHARTER OF THE COMPENSATION COMMITTEE Adopted: October 17, 2018

### I. Purpose

The Compensation Committee is appointed by the Board of Directors of United Natural Foods, Inc. (the “**Company**”) to represent and assist the Board in carrying out its overall responsibilities related to executive compensation and compensation risk.

### II. Committee Membership

The Committee shall be comprised of three or more directors as determined by the Board. Each Committee member shall meet the independence requirements of the Nasdaq Stock Market (“**Nasdaq**”), or if applicable the New York Stock Exchange (“**NYSE**”), and the Securities and Exchange Commission (“**SEC**”) and be free from any relationship that would interfere with the exercise of his or her independent judgment. In addition, each member must be a “non-employee director” within the meaning of Rule 16b-3 promulgated by the SEC, and an “outside director” within the meaning of Section 162(m) of the Internal Revenue Code, as amended. Each member of the Committee shall be free of “compensation committee interlocks” and relationships which would require disclosure by the Company under Item 404 of Regulation S-K promulgated by the SEC. 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. For purposes of the foregoing, compensatory fees shall not include fees received as a member of the Board or any Board committee. In determining whether a director is eligible to serve on the Committee, the Board shall also 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.

Committee members shall be appointed annually by the Board. The Committee shall elect a Chair of the Committee, who may be the incumbent Chair or another member of the Committee and will serve for a one-year term. The election of the Chair will occur following the Company’s Annual Meeting of Stockholders or as necessary to fill an open seat. Each appointed Committee member may be removed by the Board at any time.

### III. Committee Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. Meetings may be in person or by telephone. The Committee Chair shall prepare and/or approve an agenda in advance of each meeting. The Committee shall meet privately in executive session as often as the Committee deems necessary, but no less frequently than once annually. In addition, the Committee shall meet privately in executive session as often as the Committee deems necessary with management, other independent directors or any advisor to discuss any matters that the Committee or any of these groups believes should be discussed, and shall meet

privately with management at least once annually.

Special meetings of the Committee may be called by the Chair of the Board or by the Chair of the Committee, with notice of any such special meeting to be given in accordance with the Company's bylaws. A majority of the members of the Committee shall constitute a quorum for the transaction of business by the Committee. A majority of the members of the Committee acting will be empowered to act on behalf of the Committee. At the discretion of the Committee, other members of the Board and any officer or employee of the Company may be invited to attend and participate in meetings of the Committee or excluded from any meeting.

The Committee may act by unanimous written consent in accordance with the terms of the Company's bylaws. The Committee may adopt such other rules and regulations for calling and holding its meetings and for the transaction of business at such meetings as is necessary or desirable and not inconsistent with the provisions of the Company's bylaws or this Charter.

Minutes of each Committee meeting and records of all other Committee actions shall be prepared by the Secretary or Assistant Secretary of the Company or, if the Secretary or Assistant Secretary is not present at the meeting, any person appointed by the Chair of the Committee, and shall be retained with the permanent records of the Company. The Chair of the Committee shall periodically report the recommendations and significant actions of the Committee to the Board

#### **IV. Responsibilities and Duties**

To carry out its responsibilities, the Committee shall undertake the following activities:

##### Compensation Strategy

- Review annually and approve the Company's compensation strategy to ensure that executive officers and other key employees of the Company are rewarded appropriately for their contributions to the Company's growth and profitability.
- Review annually and assess whether the Company's compensation programs are designed to enable it to recruit, retain and motivate talented and diverse executives, and are appropriately competitive in the relevant market, support organizational objectives and stockholder interests, and create a pay-for-performance linkage.
- Review annually the Company's compensation policies and practices to confirm that they do not encourage the Company's executive officers or other key employees to take unnecessary and excessive risks that could threaten the value of the Company.
- Review the appropriateness and effectiveness of the Company's compensation policies, utilizing various tools of analysis, including: benchmarking compensation levels and practices to industry peers and best practice models; reviewing internal pay equity to confirm that differences between the CEO and other executive officers as a group for base salary, annual incentive targets and

long-term incentive awards are appropriate; and reviewing tally sheets of past and projected actual and target compensation levels for each executive officer.

CEO and Other Executive Officer Compensation

- Review annually and approve corporate goals and objectives, including annual performance objectives, relevant to the compensation of the Company's CEO and other executive officers.
- Alone as a committee or (if so directed by the Board) together with other independent directors, meet in executive session to evaluate the performance of the Company's CEO, in light of the corporate goals and objectives.
- Oversee the evaluation of the Company's other executive officers, in light of the corporate goals and objectives.
- Review annually and determine, or recommend to the Board for determination, the compensation (including the individual elements of total compensation) of the Chief Executive Officer and the Company's other executive officers. The Chief Executive Officer may not be present during the voting or deliberations on his or her compensation.
- In considering the long-term incentive component of CEO compensation, the Committee shall consider the Company's performance and relative stockholder return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
- Approve all special perquisites, special cash payments and other special compensation and benefit arrangements for the Company's executive officers.
- Approve, or recommend for Board approval, any contracts or other transactions with current or former executive officers of the Company, including employment contracts, consulting arrangements, change-in-control agreements, severance agreements and termination arrangements.
- Approve, or recommend for Board approval, other matters relating to executive officer compensation, including claw-back policies, executive officer stock ownership policies and similar matters.
- In conjunction with the Board's responsibilities regarding stockholder communications and engagement, the Committee shall oversee communications and engagements efforts with stockholders on executive compensation matters, assess the results of the Company's most recent advisory vote on executive compensation and inform the Board of the results of such communications and assessment.

Equity Compensation and Other Incentive Compensation

- With sole and exclusive authority, make and approve grants of stock options, restricted shares, restricted share units and other discretionary awards under the Company's stock option or other equity incentive plans to all persons who are executive officers within the meaning of Rule 16b-3 promulgated by the SEC.

- Grant stock options, restricted shares, restricted share units and other discretionary awards under the Company’s stock option or other equity incentive plans to all other eligible individuals in the Company’s service, other than individuals who at the time of such grant are non-employee members of the Board for whom the Board may make such grants in accordance with the terms of any stock option or equity incentive plan pursuant to which such grant is made. The Committee may delegate to one or more officers designated by the Committee the authority to make grants to eligible individuals (other than any such officer) who are not executive officers or directors, provided that the Committee shall have fixed the price (or a formula for determining the price) and the vesting schedule for such grants, approved the form of documentation evidencing such grants, and determined the appropriate number of shares or the basis for determining such number of shares by position, compensation level or category of personnel. Any officer(s) to whom such authority is delegated shall regularly report to the Committee the grants so made. Any such delegation may be revoked at any time by the Committee.
- Act as administrator for, and amend the provisions of, the Company’s stock option or other equity incentive plans, and/or recommend such amendments to the Board or the Company’s stockholders, to the extent authorized by the Board, and make recommendations to the Board with respect to incentive compensation and equity-based plans.
- Approve for submission to the stockholders stock option or other equity incentive plans or amendments thereto requiring approval by the Company’s stockholders.
- Design and implement the annual incentive compensation plan so that the annual incentive compensation plan is administered in a manner consistent with the Company’s compensation strategy and the terms of such plan, including but not limited to the following: participation, target annual incentive awards, corporate financial goals, individual performance goals, actual awards paid to executive officers and total funds reserved for payment under the plan.

#### Non-Employee Director Compensation

- Review and approve and/or recommend to the Board for approval compensation for non-employee members of the Board, including but not limited to the following elements: retainers, meeting fees, committee fees, committee chair fees, equity or stock compensation, benefits and perquisites.

#### External Reporting

- Participate in the preparation of the Compensation Discussion and Analysis (“CD&A”) included in the Company’s proxy statement for its Annual Meeting of Stockholders describing the factors and criteria on which the Chief Executive Officer and the Company’s other named executive officers’ compensation for the

prior year was based. Recommend to the Board that the CD&A be included in the Company's proxy statement.

- Annually prepare a Compensation Committee Report for inclusion in the Company's proxy statement for its Annual Meeting of Stockholders.
- Review and approve all reports and summaries of compensation policies and decisions as may be appropriate for operational purposes or as may be required under applicable law.

#### Other Matters

- Review matters related to leadership development and succession planning for the Chief Executive Officer, senior executives and other senior leaders within the Company, as appropriate, to assure that the Company has access to the leadership that it will need in the future and to identify and invest in the development of individuals who have the potential to take more senior positions within the Company. Monitor and oversee management development plans, as needed, to provide for an appropriate balance of skills, experience and expertise in the management of the Company.
- Oversee the Company's diversity initiatives as they relate to senior executives.
- Undertake such other duties and responsibilities as may be assigned to the Committee, from time to time, by the Board and/or the Chair of the Board, or as designated in plan documents or policies or as otherwise required by law or applicable Nasdaq or NYSE rules or deemed advisable by the Committee

#### **V. Authority and Resources**

The Committee has the authority to undertake any other action or exercise such other powers, authority and responsibilities as the Committee determines necessary or appropriate to the discharge of the responsibilities and duties set forth in this Charter or the bylaws, or otherwise required by applicable laws, rules or regulations, or as otherwise determined by the Board. The Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities.

The Committee, through the Committee Chair, has direct and full access to the books, records, facilities, directors, employees, counsel, consultants, advisors, executives and personnel of the Company and its subsidiaries. The Committee will have the resources and authority necessary to discharge its duties and responsibilities.

The Committee shall have the responsibility and authority, in its sole discretion, to retain, or obtain the advice of a consultant, legal counsel, or other advisor (a "**Consultant**") and shall be directly responsible for the appointment, compensation, and oversight of the work of any such Consultant retained by the Committee. The Company will provide appropriate funding, as

determined by the Committee, for payment of compensation to any Consultant, and payment of other expenses of the Committee incurred in carrying out its duties. The Committee may obtain such data and other resources as it deems necessary to perform its duties, including but not limited to obtaining external consultant reports or published salary surveys from any Consultant to assist the Committee in the design, formulation, analysis and implementation of compensation programs for the Company's executive officers and other key employees.

The Committee may select or receive advice from any Consultant that it prefers, including Consultants that are not independent; provided, however, that prior to selecting or receiving advice from a Consultant (other than in-house legal counsel), and annually thereafter, the Committee shall take into consideration the following factors (as well as any other factors that may be required under the rules of Nasdaq or the NYSE or the SEC): (i) the provision of other services to the Company by the Consultant or the entity that employs the Consultant; (ii) the amount of fees received from the Company by the Consultant or the entity that employs the Consultant, as a percentage of the total revenue of such entity or the Consultant; (iii) the policies and procedures of the Consultant or the entity that employs the Consultant that are designed to prevent conflicts of interest; (iv) any business or personal relationship of the Consultant or the entity that employs the Consultant with a member of the Committee; (v) any stock of the Company owned by the Consultant or the entity that employs the Consultant; and (vi) any business or personal relationship of the Consultant or the entity that employs the Consultant with an executive officer of the Company. The Committee need not conduct the foregoing assessment for a Consultant acting in a role limited to those activities for which such assessment is not required under the rules of Nasdaq or the NYSE or the SEC.

The Committee may form and delegate authority to subcommittees consisting of one or more members, when it deems appropriate, provided that decisions of such subcommittee shall be presented to the full Committee at its next regularly scheduled meeting for their information. In so delegating authority, the Committee shall not absolve itself from the responsibilities it bears under the terms of this Charter.

## **VI. Other Responsibilities and Charter Amendments**

At least annually, the Committee shall review its performance and review and reassess the adequacy of this Charter. Any proposed amendments to the Charter shall be submitted to the Board for approval and, upon approval, shall be posted on the Company's website in accordance with SEC regulations.