

UNITED NATURAL FOODS, INC.
AMENDED AND RESTATED
CHARTER OF THE NOMINATING AND GOVERNANCE COMMITTEE
Adopted: October 17, 2018

I. Purpose

The Nominating and Governance Committee is appointed by the Board of Directors of United Natural Foods, Inc. (the “**Company**”) to assist the Board in fulfilling its responsibilities by providing independent oversight of nominations for election to the Board of Directors and leadership in the Company’s corporate governance.

The Committee shall (among other responsibilities and duties specified in this Charter):

- develop and recommend to the Board for adoption, and thereafter periodically review, corporate governance principles applicable to the Company (“**Corporate Governance Principles**”);
- identify individuals qualified to become Board members and recommend to the Board candidates for election as directors at the annual meeting of stockholders;
- assess and make recommendations to the Board regarding the size and composition of the Board and the size, composition, scope of authority, responsibilities, and reporting obligations of each committee of the Board;
- assist the Board in the review of the performance of the Board, the committees of the Board, and individual members of the Board, and make recommendations to the Board to improve such performance; and
- review and make recommendations to the Board regarding the resignation of an incumbent director who does not receive a majority of the votes cast with respect to that director in any uncontested election of directors.

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 the New York Stock Exchange (“**NYSE**”), as applicable, and such other independence requirements, if any, as may be established by the Company’s Corporate Governance Principles or the Securities and Exchange Commission (“**SEC**”).

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 members of the Board or other independent directors or any advisor to discuss any matters that the Committee or any of these groups believes should be discussed.

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:

Corporate Governance Principles

- From time to time, as the Committee deems appropriate, but no less frequently than annually, review and assess the adequacy of the Company's Corporate Governance Principles and recommend to the Board for approval any changes that the Committee considers appropriate. To fulfill this responsibility, the Committee shall endeavor to remain informed on corporate governance practices generally, including emerging trends among comparable companies.
- Assist the Board and the officers of the Company regarding compliance with and implementation of the Corporate Governance Principles.

Board Composition and Board Evaluations

- Periodically (i) evaluate the size and composition of the Board in light of the operating requirements of the Company and existing corporate governance trends, including consideration of appropriate areas of expertise and diversity of experience to be represented on the Board, and (ii) report the findings and any recommendations to the Board.
- Develop and maintain for the Board written eligibility guidelines for directors that are designed to allow for compliance with all applicable legal requirements and the Nasdaq or NYSE listing requirements, as well as principles of diversity. Diversity is viewed in its broadest sense, which includes gender, ethnicity, education, experience and leadership qualities. The Committee shall review the eligibility guidelines from time to time as requested by the Board or as the Committee deems necessary or appropriate.
- Identify, evaluate, and recommend to the Board for nomination candidates for election as directors at the Annual Meeting of Stockholders or by appointment by the Board, including consideration of prospective candidates proposed for consideration by Company leadership or by any stockholder in accordance with the Company's certificate of incorporation, bylaws and applicable law.
- Recommend to the Board a qualified individual for appointment by the Board to serve as a director until the next Annual Meeting of Stockholders, if, during the course of a year, a vacancy occurs, or if the Committee becomes aware of a pending vacancy, and the Board determines that the vacancy shall be filled.
- Plan for continuity on the Board of Directors as existing Board members retire or resign from the Board.
- At least annually, assess the independence of each individual Board member in accordance with applicable rules and regulations.
- Consider, adopt and oversee all processes for evaluating the performance and effectiveness of the Board, the Chair of the Board, the Lead Director and individual directors and lead the full Board in its annual review of such performance and effectiveness.
- Review, consider and approve or reject resignations offered by incumbent directors in connection with the Company's majority voting policy as described in the Corporate Governance Principles and the Company's Bylaws, or as a result of a conflict of interest or change in employment status or for any other reason; provided that no member of the Committee shall participate in or vote upon his or her own resignation.

Committee Composition and Evaluation

- At least annually, (i) evaluate the size, composition, membership qualifications, scope of authority, responsibilities, and reporting obligations of each committee of the Board and (ii) report the findings and any recommendations to the Board.
- Recommend to the Board the directors to be appointed to committees of the Board, the director to be designated as the Chair of each committee.
- Consider, adopt and oversee all processes for evaluating the performance and effectiveness of each Board committee and lead the full Board in its annual review of such performance and effectiveness.

Other Governance Matters

- Consider whether, and to what extent, independent directors who are not members of the Compensation Committee shall participate in the evaluation of the CEO, consistent with applicable Nasdaq or NYSE requirements, and coordinate with the Compensation Committee and any other independent members of the Board to organize the process by which any such participation takes place.
- Advise the President and CEO as to the quality, quantity, and timeliness of the information submitted by the Company's leadership that is necessary or appropriate for the independent directors to effectively and responsibly perform their duties.
- Periodically review the Board's policies relating to meeting schedules and agendas and the Company's processes for providing information to the Board. The Committee should assess the reporting channels through which the Board receives information and see that the Board obtains appropriately detailed information in a timely manner.
- Oversee director orientation and continuing education programs, which shall occur periodically on an annual basis.
- Evaluate each stockholder proposal submitted for inclusion in the Company's proxy materials to determine whether the proposal is eligible for inclusion based on compliance with substantive and procedural requirements of the Company's bylaws, Delaware corporate law, and the SEC proxy rules, and recommend to the Board whether the Company shall support or oppose the proposal.
- Review the service of Board members and executive officers on the board of directors of any other company annually (or more frequently as needed, as new potential appointments are proposed). Such review will be conducted with a view to assuring that Board members and, in particular, executive officers, have sufficient time to devote to the Company and are not otherwise placed in a position of conflicting interests as a result of any new or continuing appointment, and that no such appointment will raise actual concerns about independence, regulatory compliance or other matters, or will be perceived as raising such concerns.
- Review and consider the information included in the Directors and Officers questionnaires completed annually by the Company's directors and officers in connection with assessments of independence, compliance with Board policies and other governance matters.

- Periodically review and recommend any modifications or changes to the directors' and officers' indemnification policies and insurance coverage to the Board for approval.
- Oversee, from a corporate governance standpoint, the Company's stockholder engagement process.
- At least annually, review from a corporate governance standpoint and recommend to the Board any modifications to the Company's policies and strategies addressing environmental, social and governmental concerns, including sustainability, corporate responsibility, corporate philanthropy and political contributions. The Committee shall annually provide a report to the Board covering these matters.

In addition to the duties outlined above, the Committee shall 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 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 has the authority, in its sole discretion, to retain, or obtain the advice of a board recruitment specialist, governance specialist, legal counsel or other advisor (a "**Consultant**") and to obtain such advice and support as it deems necessary or appropriate. The Committee 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 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.