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Charter of the Corporate Governance and Nominating Committee of the Board of Directors

Mission

The Corporate Governance and Nominating Committee (the “Committee”) of the Board of Directors of Unified Grocers, Inc. shall serve in an advisory capacity to the Board on the governance structure and conduct of the Board and shall develop and recommend to the Board the Corporate Governance Guidelines of the Company. The Committee shall also identify individuals qualified to become Board members, and recommend to the Board Director nominees for election at the next annual or special meeting of shareholders at which Directors are to be elected or to fill any vacancies or newly created Directorships that may occur between such meetings. The Committee shall evaluate current Directors for re-nomination to the Board, and with regard to appointment to any Board committees, shall consult with the Chairman regarding Committee assignments. Committee appointments shall be the responsibility of the Chairman, and approved by the full Board.

Membership and Authority

The Committee shall consist of at least three members. The membership of the Committee may be comprised of any Directors, although it shall be an objective that Non-Member Director(s) comprise at least one-third of the total Committee Members. The Chairman of the Board shall recommend nominees for appointment to the Committee annually. Committee members shall be appointed by the Board and may be removed by the Board at any time. The Chairman shall appoint the Chairperson of the Committee.

The Committee shall meet as often as it determines is appropriate to carry out its responsibilities under this charter. The Committee may meet from time to time in executive sessions without management participation. A majority of the members of the Committee shall constitute a quorum for the transaction of business.

The Committee has the authority to retain and terminate, and shall have sole authority over any independent legal, financial or other advisors as it may consider necessary to carry out its responsibilities under this charter, without conferring with or obtaining the approval of management or the full Board. This authority shall include the sole authority to retain and terminate any search firm used to identify Director candidates and sole authority to approve the search firm’s fees and other retention terms.

The Committee may delegate its authority to subcommittees or the Chairperson of the Committee when it deems appropriate and in the best interests of the Company.

Charter of the Corporate Governance

Responsibilities

In addition to any other responsibilities which may be assigned from time to time by the Board, the Committee is responsible for the following matters:

Board and Committee Nominees. The Committee shall recommend to the Board criteria for Board membership and shall oversee searches for, identify and recommend individuals for membership on the Company's Board of Directors. In making its recommendations, the Committee shall:

- Review candidates' qualifications for membership on the Board (including as appropriate the independence of the candidate) based on the criteria approved by the Board; and
- Consider any other factors that are set forth in the Company's Corporate Governance guidelines or are deemed appropriate by the Committee.

Evaluating the Board. The Committee shall oversee the Board's annual self-evaluation and assist and report on such process and the results of the evaluations, including any recommendations for proposed changes, to the Board.

The Committee shall periodically review the size and responsibilities of the Board and its Committees and recommend any proposed changes to the Board.

Director Compensation. The Compensation Committee shall review current Director compensation and recommend to the Board compensation for Directors based on such review and such other factors as the Compensation Committee deems appropriate and in the best interests of the Company.

Corporate Governance Matters. The Committee shall develop and recommend to the Board the Corporate Governance Guidelines for the Company. Periodically the Committee shall review and reassess the adequacy of such Corporate Governance Guidelines and recommend any proposed change to the Board. The Committee shall also periodically review and reassess the adequacy of the Company's Code of Business Ethics as it relates to Directors, and shall oversee compliance with the Code of Business Ethics by Directors.

Committee Charter. The Committee shall annually review and assess the adequacy of this charter and recommend any proposed changes to the Board for approval.

Reporting

The Committee shall report to the Board periodically. This report shall include a review of any recommendations or issues that arise with respect to Board or committee nominees or membership, Board performance, corporate governance and any other matters that the Committee deems appropriate or is requested to be included by the Board. When presenting any recommendation or advice to the Board, the Committee will provide such background and supporting information as may be necessary of the Board to make an informed decision.