

**THE KROGER CO.**  
**COMPENSATION AND TALENT DEVELOPMENT COMMITTEE CHARTER**

The Compensation and Talent Development Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of The Kroger Co. (the “Company”) to discharge the Board’s responsibilities relating to executive officer compensation and oversight of the management of the various pension, savings, stock, incentive, and other benefit plans of the Company.

**Authority and Responsibilities**

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

1. The Committee will establish, amend, and review the pension, savings, stock, incentive, and other benefit plans of the Company; take other appropriate action pursuant to the terms of those plans; and recommend such action to the Board, when necessary.
2. The Committee will review and take appropriate action, or make recommendations to the Board, on issues and other relevant practices relating to employee compensation and benefits, including consideration and analysis of the extent to which risks arising from the Company’s compensation practices are reasonably likely to have a material adverse effect on the Company.
3. The Committee will review and approve corporate goals and objectives relevant to the compensation of the Chief Executive Officer (“CEO”) and the executive officers. The Committee will evaluate the CEO’s performance in light of those goals and objectives, taking into consideration the performance evaluations conducted by the Corporate Governance Committee and/or the Board, and recommend for approval by all of the independent directors, including members of the Committee, the CEO’s compensation level based on this evaluation.
4. The Committee will approve non-CEO executive officer compensation, incentive compensation plans, equity-based plans and other compensation items.
5. The Committee will approve the Company’s performance achievement as measured against the performance metrics in its incentive compensation plans, and the resulting payouts.
6. The Committee will select a peer group of companies against which to benchmark and compare the Company’s compensation programs for executive officers and will monitor compensation trends and solicit independent advice where appropriate.
7. The Committee will review and discuss with management the Compensation Discussion and Analysis to be included in the Company’s proxy statement for the annual shareholder meeting and will determine whether to recommend to the Board that the Compensation Discussion and Analysis be included in the proxy statement.
8. The Committee will prepare annually a report regarding executive compensation for inclusion in the Company’s proxy statement for the annual shareholder meeting.
9. The Committee will review the results of shareholder advisory votes regarding the Company’s executive compensation program and recommend to the Board how to respond to such votes.
10. Executive Officer Succession Planning. The Compensation Committee will

review Company policies and programs for talent development and evaluation of executive officers, and will review management succession planning. In connection with the use of a third-party search firm to identify external candidates for executive officer positions, including the chief executive officer, the Board and/or the Company, as the case may be, will instruct the third-party search firm to include in its initial list qualified female and racially/ethnically diverse candidates.

The foregoing description of responsibilities is not exhaustive, and the Committee may, in addition, perform such other functions and establish policies and procedures that are consistent with this charter or are necessary or advisable, in its discretion, to carry out the intent of the Board in delegating such authority and to fulfill the responsibilities of the Committee.

### **Use of Advisors**

The Committee will have sole discretion to retain, direct and, if appropriate, terminate any compensation consultant, legal counsel, or other advisor the Committee deems necessary to assist in the evaluation of CEO or other executive officer compensation or to otherwise advise the Committee in the performance of its duties. The Company will provide appropriate funding, as determined by the Committee, to make reasonable compensation payments to any advisor retained by the Committee.

Prior to retaining an advisor, the Committee will consider the independence of the advisor in accordance with SEC, NYSE or other applicable laws, rules and regulations. If the Committee retains an advisor that the Committee has determined has a conflict of interest, the Committee will comply with SEC, NYSE and other applicable disclosure requirements.

### **Composition and Meetings**

The Committee will consist of at least three members. All members of the Committee shall meet the independence requirements of the NYSE listing standards and other applicable standards and have experience or literacy regarding setting or reviewing compensation policies and practices. The Corporate Governance Committee of the Board will establish Committee membership annually and will be empowered to remove Committee members at any time.

The Committee will meet at least four times each fiscal year and at such other times as it deems necessary to fulfill its responsibilities and will report to the full Board after each meeting.

Annually, the Committee will furnish to the full Board a performance evaluation of the Committee.

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