

*Adopted and Effective
February 14, 2007
Amended May 12, 2010*

SPARTAN STORES, INC.

COMPENSATION COMMITTEE CHARTER

Purpose

The Board of Directors has appointed The Compensation Committee to assist the Board of Directors in fulfilling its responsibilities relating to compensation of the Company's executive officers and the Company's compensation and benefit programs and policies.

Membership

The Committee shall be composed of two or more directors appointed by the Board. Each member of the Committee shall be independent of the management of the Company and free of any relationship that, in the opinion of the Board of Directors, would interfere with his or her exercise of independent judgment as a Committee member. Each member of the Committee shall be an "Independent Director" as defined by NASD rules, a "Non-Employee Director" as defined by Securities and Exchange Commission Rule 16b-3, and an "Outside Director" as defined by Internal Revenue Service Regulation 1.162-27. Each member of the Committee shall be free of "Compensation Committee Interlocks" and relationships which would require disclosure by the Company under SEC Regulation SK, Item 404.

Authority and Responsibilities

The Committee has full power and authority to perform the responsibilities of a public company compensation committee under applicable law, regulations, stock exchange rules, and public company custom and practice.

The Committee has the authority and responsibility to:

- Determine and oversee the Company's executive compensation philosophy structure, policies and programs, and assess whether the Company's compensation structure establishes appropriate incentives for management and associates.
- Review from time to time the personnel policies and programs of the Company, and submit recommendations to the Board of Directors.
- Administer, amend, interpret or make recommendations to the Board of Directors with respect to retirement, stock incentive, cash incentive, welfare and other

compensation and benefit plans of the Company that are approved by the Board of Directors (“Plans”).

- Approve stock option and other stock incentive awards and authorize the issuance of shares of the Company’s Common Stock, options and rights to acquire Common Stock, awards and units denominated in Common Stock, and other interests in the Company’s Common Stock pursuant to Plans.
- Authorize acquisitions of shares of Common Stock from the Company and dispositions of shares of Common Stock to the Company by officers or directors.
- Review and approve corporate and personal goals and objectives relevant to the compensation and evaluation of the Chief Executive Officer, and evaluate the performance of the Chief Executive Officer in light of those goals and objectives in coordination with the Nominating and Corporate Governance Committee.
- Consider the Company’s performance and relative shareholder return, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the Company’s Chief Executive Officer in past years when determining the Chief Executive Officer’s compensation.
- Approve the base salary, annual bonus plan and award opportunities and long-term incentive plan and award opportunities of the Chief Executive Officer.
- Review with the Chief Executive Officer and approve the base salary, annual bonus plan and award opportunities and long-term incentive plan and award opportunities of the Company’s other executive officers.
- Establish and administer performance goals for Plans as contemplated by Internal Revenue Service regulations under Internal Revenue Code Section 162(m).
- Evaluate the risks and rewards associated with the Company’s compensation philosophy and programs and take actions that the Committee considers necessary to mitigate risk and discourage excessive or inappropriate risk-taking. **(as amended May 12, 2010)**
- Review succession planning for the Chief Executive Officer and other key executive officers of the Company.
- Review, recommend and approve the design of Plans pertaining to executive officers.
- Review, recommend and approve employment agreements and severance arrangements for executive officers, including change-in-control provisions, plans or agreements.

- Review, recommend and approve Company policies pertaining to executive perquisites and personal benefits.
- Review and approve the compensation and benefits provided to directors and authorize the issuance of shares of the Company's Common Stock, options and rights to acquire Common Stock, awards and units denominated in Common Stock, and other interests in the Company's Common Stock to directors as compensation for services to the Company as a director.
- Establish stock ownership guidelines for directors and executive officers and monitor compliance with the guidelines.
- Review and discuss the Company's annual Compensation Discussion and Analysis with management, recommend to the Board of Directors that the Compensation Discussion and Analysis be included in the Company's proxy statements or annual reports on Form 10-K, and report this review, discussion and recommendation in Compensation Committee Reports to be included in the Company's proxy statements or annual reports on Form 10-K.

The Committee also has and will have any additional powers, authority and responsibilities which are delegated to the Committee by the Board of Directors or by Plans approved by the Board of Directors. The powers, authorities and responsibilities of the Committee which relate to specific laws, regulations and rules shall continue and apply to any applicable successor or amended laws, regulations and rules. The Committee may establish subcommittees of the Committee and delegate authority and responsibility to subcommittees.

The Committee will keep minutes, make regular reports to the Board and propose any necessary action to the Board of Directors. The Committee will review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval. The Committee will annually evaluate the Committee's own performance and present its performance evaluation to the Board of Directors.

Advisors

The Committee has authority to engage consultants, advisors and legal counsel at the expense of the Company. Any consultant engaged for the purpose of determining the compensation of executive officers shall be engaged directly by the Committee and report to the Committee. The Committee has authority to approve contracts with and payment of fees and other compensation of consultants, advisors and legal counsel. The Company shall provide appropriate funding, as determined by the Committee, for payment of compensation to any consultants, advisors or legal counsel employed by the Committee and ordinary administrative expenses of the Committee.

Role of Officers

The Company's executive officers shall serve as a resource to the Committee and provide advice, information, analysis and documentation to the Committee upon request. In appropriate cases, in its discretion, the Committee may delegate its authority to the executive officers, being mindful that the Committee and the Board of Directors are responsible to the Company's shareholders to perform the functions and fulfill the responsibilities charged to the Committee under this Charter. The Committee may delegate to the Chief Executive Officer authority to recommend the amount or form of compensation paid to other executive officers and associates subordinate to the Chief Executive Officer, subject to such limitations and reporting responsibilities as the Committee in its discretion shall require. The Committee will not delegate to executive officers its authority to approve awards of stock options or other stock compensation.

The Chief Executive Officer may not be present during voting or deliberations of the Committee relating to the compensation of the Chief Executive Officer. The Chief Executive Officer may be present during voting or deliberations of the Committee relating to compensation of other officers, but may not vote.

Scope of Responsibility

The Committee and its members have the duties and responsibilities expressly stated in this Charter or imposed by law. These duties and responsibilities of a member of the Committee are in addition to those duties applicable to all members of the Board. It is not the duty of the Committee to conduct investigations or to ensure compliance with laws and regulations. In discharging his or her duties, each member of the Committee is entitled to rely on financial statements, financial data information, opinions, reports and statements, prepared or presented by officers, associates, consultants, advisors, legal counsel, accountants, and other persons he or she reasonably believes to be reliable and competent in the matters presented.