

NASH FINCH COMPANY

Related Party Transaction Policy and Procedures

POLICY

Nash Finch Company (the “Company”) recognizes that related party transactions present a heightened risk of conflicts of interest (or the perception thereof) and therefore the Company has adopted this policy pursuant to which all Related Party Transactions must be approved or ratified in accordance with the procedures set forth in this policy.

For the purposes of this policy, a “Related Party Transaction” is a transaction, arrangement or relationship (or any series of similar transactions, arrangements or relationships) in which the Company (including any of its subsidiaries) was, is or will be a participant and the amount involved exceeds \$50,000 in any one fiscal year, and in which any Related Party (as defined below)¹ had, has or will have a direct or indirect interest.²

PROCEDURES

Audit and Finance Committee Approval

The Audit and Finance Committee of the Board of Director of the Company (the “Committee”) shall review the relevant facts and circumstances of each Related Party Transaction, including if the transaction is on terms comparable to those that could be obtained in arm’s length dealings with an unrelated third party and the extent of the Related Party’s interest in the transaction, take into account the conflicts of interest and corporate opportunity provisions of the Company’s Code of Business Conduct and Code of Ethics for Senior Financial Management (collectively, the “Code”), and either approve or disapprove the Related Party Transaction. Any Related Party Transaction shall be consummated and shall continue only if the Committee has approved or ratified such transaction in accordance with the guidelines set forth in this Policy. If advance Committee approval of a Related Party Transaction requiring the Committee’s approval is not practicable, then the transaction may be preliminarily entered into by management upon prior approval of the transaction by the Chair of the Committee, subject to ratification of the transaction by the Committee at the Committee’s next regularly scheduled meeting; provided that if ratification shall not be forthcoming, management shall make all reasonable efforts to cancel or annul such transaction.

¹ While the Committee’s role is limited to reviewing and approving Related Party Transactions with Related Parties as defined in this Policy, it should be noted that transactions with associates who do not fall within the definition of Related Parties are governed by the Company’s Code of Business Conduct.

² The word “material” is omitted from this definition so that the Committee can assess the materiality of a Related Party’s interest in the transaction, rather than having management or employees determine whether a transaction falls under the policy.

Management shall present to the Committee each proposed Related Party Transaction, including all relevant facts and circumstances relating thereto and shall update the Committee as to any material changes to any approved or ratified Related Party Transaction and shall provide a status report at least annually at a regularly scheduled meeting of the Committee of all then current Related Party Transactions.

No director may participate in approval of a Related Party Transaction for which he or she is a Related Party.

Pre-Approved Transactions

The Committee has reviewed and pre-approved each of the following types of Related Party Transactions, which shall be deemed to be approved or ratified, as applicable, under this policy:

1. Compensation
 - (a) to an executive officer or director (for services as a director) of the Company if the compensation is required to be reported in the Company's proxy statement pursuant to Item 402 of Regulation S-K; or
 - (b) to an executive officer (other than an immediate family member of another Related Party) of the Company, if such compensation would have been required to be reported under Item 402 as compensation earned for services to the Company if the executive was a "named executive officer" in the proxy statement and such compensation has been approved, or recommended to the Company's Board of Directors for approval, by the Compensation Committee of the Board of Directors of the Company.
2. Transactions that are in the Company's ordinary course of business and where the interest of the Related Party arises only
 - (a) from the Related Party's position as a director of another corporation or organization that is a party to the transaction; or
 - (b) from the direct or indirect ownership by such Related Party and all other Related Parties, in the aggregate, of less than a 5% equity interest in another person (other than a partnership) which is a party to the transaction; or
 - (c) from both such positions described in (a) and such ownership described in (b); or
 - (d) from the Related Party's position as a limited partner in a partnership in which the Related Party and all other Related Parties, in the aggregate, have an interest of less than 5%, and the Related Party is not a general partner of and does not have another position in the partnership.
3. Transactions that are in the Company's ordinary course of business and where the interest of the Related Party arises solely from the ownership of a class of equity

securities in the Company and all holders of such class of equity securities of the Company will receive the same benefit on a pro rata basis.

Disclosure

All Related Party Transactions are to be disclosed in the Company's applicable filings as required by the Securities Act of 1933, as amended, and the Securities Exchange Act of 1934, as amended, and related rules. Any material Related Party Transaction shall be disclosed to the full Board of Directors.

Other Agreements

Management shall assure that all Related Party Transactions are not in violation of and are approved in accordance with any requirements of the Company's financing or other material agreements.

Interpretation

This Policy is intended to comply with Item 404 of Regulation S-K. Notwithstanding anything herein to the contrary, this Policy shall be interpreted only in such a manner as to comply with Item 404 of Regulation S-K. In the event that a Related Party Transaction would constitute a conflict of interest or a corporate opportunity under the Code, the provisions of the Code also shall apply to such Related Party Transaction. Any such Related Party Transaction may not be approved hereunder unless it is also approved in accordance with the provisions of the Code and disclosed to the public to the extent required by law or NASDAQ rules.

DEFINITIONS

For purposes of this policy, a "Related Party" is:

1. any person who is, or at any time since the beginning of the Company's last fiscal year was, a director or executive officer of the Company or a nominee to become a director of the Company;
2. any person who is known to be the beneficial owner of more than 5% of any class of the Company's voting securities;
3. any immediate family member of any of the foregoing persons, which means any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, or sister-in-law of the director, executive officer, nominee or more than 5% beneficial owner, and any person (other than a tenant or employee) sharing the household of such director, executive officer, nominee or more than 5% beneficial owner; and

4. any firm, corporation or other entity in which any of the foregoing persons is employed or is a general partner or principal or in a similar position or in which such person has a 5% or greater beneficial ownership interest.