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This AGREEMENT AND PLAN OF MERGER (this “Agreement”), dated as of July 25, 2018, is by and among SUPERVALU INC., a Delaware corporation (“SUPERVALU”), S [REDACTED] U Enterprises, Inc., a Delaware corporation and a Wholly Owned Subsidiary of SUPERVALU (“SUPERVALU Enterprises”), [REDACTED] Foods, Inc., a Delaware corporation (“Parent”), and Jedi Merger Sub, Inc., a Delaware corporation and a wholly owned subsidiary of Parent (“Merger Sub,” and, together with SUPERVALU, SUPERVALU Enterprises and Parent, the “Parties,” and each, a “Party”).

WITNESSETH:

WHEREAS, Parent desires to acquire the Company (as defined herein) on the terms and subject to the conditions set forth in this Agreement;

WHEREAS, in furtherance of such acquisition of the Company by Parent, on the terms and subject to the conditions set forth in this Agreement, Merger Sub shall be merged with and into the Company (the “Merger”), with the Company surviving the Merger as a Wholly Owned Subsidiary of Parent;

WHEREAS, the Board of Directors of the Company (the “Company Board of Directors”) has unanimously (i) resolved to recommend that the Company’s stockholders adopt this Agreement, (ii) declared it advisable to enter into this Agreement, (iii) determined that this Agreement and the Merger and the other transactions contemplated by this Agreement are fair to and in the best interests of the Company and the Company’s stockholders, (iv) approved this Agreement and the Merger and the other transactions contemplated by this Agreement and (v) directed that the adoption of this Agreement be submitted for consideration by the Company’s stockholders at a meeting thereof;

WHEREAS, the Board of Directors of Parent has unanimously approved the execution, delivery and performance of this Agreement and the consummation of the transactions contemplated by this Agreement, including the Merger;

WHEREAS, the board of directors of Merger Sub has (i) determined that this Agreement and the Merger are advisable, fair to and in the best interests of Merger Sub and Parent, as Merger Sub’s sole stockholder, (ii) approved this Agreement and the Merger and (iii) resolved to recommend that Parent, as Merger Sub’s sole stockholder, adopt this Agreement;

WHEREAS, Parent, as the sole stockholder of Merger Sub, has approved the execution, delivery and performance of this Agreement and the consummation of the transactions contemplated by this Agreement, including the Merger, and adopted this Agreement;

WHEREAS, on the terms and subject to the conditions set forth in that certain Agreement and Plan of Merger, dated as of June 7, 2018, by and among SUPERVALU, SUPERVALU Enterprises and SUPERVALU Merger Sub, Inc., a Delaware corporation and a Wholly Owned Subsidiary of SUPERVALU Enterprises (the “Holding Company Merger Sub”), prior to the Closing, SUPERVALU and SUPERVALU Enterprises may effect the merger of the Holding Company Merger Sub with and into SUPERVALU, with SUPERVALU surviving the merger as a Wholly Owned Subsidiary of SUPERVALU Enterprises and each share of Company Common Stock being converted into the right to receive one share of common stock, par value \$0.01 per share, of SUPERVALU Enterprises (such merger, the “Holding Company Merger”);

WHEREAS, as used in this Agreement, the “Company” shall refer to (i) as of the date of this Agreement and until the time, if any, that the Holding Company Merger is completed, SUPERVALU, and (ii) from and after such time, if any, SUPERVALU Enterprises (it being understood that if the Holding Company Merger is completed, each of SUPERVALU and SUPERVALU Enterprises may change their respective names as of or after the effective time of the Holding Company Merger); and

WHEREAS, Parent, Merger Sub and the Company desire to make certain representations, warranties, covenants and agreements specified herein.

NOW, THEREFORE, in consideration of the foregoing and the representations, warranties, covenants and agreements contained herein, and intending to be legally bound hereby, Parent, Merger Sub and the Company agree as follows: