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Schottenstein Stores. Schottenstein Stores, together with its affiliate Schottenstein Property Group, is a privately-owned operator, acquirer and redeveloper of high quality power/big box, community and neighborhood shopping centers located throughout the United States predominantly anchored by national retailers.

Our Sponsors will indirectly control us through their respective ownership of Albertsons Investor and Kimco and will continue to be able to control the election of our directors, determine our corporate and management policies and determine, without the consent of our other stockholders, the outcome of any corporate transaction or other matter submitted to our stockholders for approval, including potential mergers or acquisitions, asset sales and other significant corporate transactions. Following the completion of the IPO-Related Transactions and this offering, our Sponsors will indirectly own approximately 80.3% of our common stock, or 78.7% if the underwriters exercise their option to purchase additional shares in full. As a result, we expect to be a "controlled company" within the meaning of the corporate governance standards of the NYSE on which we have been approved to list our shares and, as a result, will qualify for, and intend to rely on, exemptions from certain corporate governance requirements. As a result, our stockholders will not have the same protections afforded to stockholders of companies that are subject to such requirements. Following the completion of the IPO-Related Transactions and this offering, we will be required to appoint to our board of directors individuals designated by Albertsons Investor. Furthermore, if we cease to be a controlled company under the applicable rules of the NYSE, but Albertsons Investor, Kimco and Management Holdco collectively own at least 35% of our then-outstanding common stock, Albertsons Investor shall have the right to designate a number of members of our board of directors equal to one director fewer than 50% of our board of directors and Albertsons Investor shall cause its directors appointed to our board of directors to vote in favor of maintaining a 13-person board. In connection with this offering, Albertsons Companies, Inc. will enter into a stockholders agreement with Albertsons Investor, Kimco and Management Holdco (the "Stockholders' Agreement"), and if a permitted transferee or assignee of such party that succeeds to such party's rights under the Stockholders' Agreement (each transferee or assignee, a "Holder" and, collectively, the "Holders") has beneficial ownership of less than 35% but at least 20% of our then-outstanding common stock, such Holder shall have the right to designate a number of members of our board of directors equal to the greater of (a) three or (b) 25% of the size of our board of directors (rounded up to the next whole number). If a Holder has beneficial ownership of less than 20% but at least 15% of our then-outstanding common stock, such Holder shall have the right to designate a number of directors equal to the greater of (a) two or (b) 15% of the size of our board of directors (rounded up to the next whole number). If a Holder has beneficial ownership of less than 15% but at least 10% of our then-outstanding common stock, such Holder shall have the right to designate one director to our board of directors.

The limited liability company agreement of AB Acquisition provides for the Cerberus-led Consortium to receive annual management fees of \$13.75 million from our company over a 48-month period beginning on January 30, 2015, the date of the consummation of the Safeway acquisition. We paid the Cerberus-led Consortium management fees totaling \$15 million for fiscal 2014, \$6 million of which was paid under the previous limited liability company agreement of AB Acquisition and \$9 million of which was paid upon the closing of the Safeway acquisition. We have paid management fees to the Cerberus-led Consortium totaling \$13.75 million for fiscal 2015. In exchange for the management fees, the Cerberus-led Consortium has provided strategic advice to management, including with respect to acquisitions and financings. As of June 20, 2015, management fees over the remainder of the 48-month period total \$41.25 million. Consistent with the terms of the limited liability company agreement of AB Acquisition, the remaining management fees will be paid in full upon the closing of this offering. We do not expect to pay any further management fees to the Cerberus-led Consortium following the completion of this offering.