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Furthermore, in connection with this offering, Albertsons Companies, Inc. will enter into the Stockholders' Agreement with Albertsons Investor, Kimco and Management Holdco. Pursuant to the Stockholders' Agreement, we will be required to appoint to our Board of Directors individuals designated by Albertsons Investor upon the closing of the IPO-Related Transactions. Pursuant to a limited liability company agreement entered into by the Cerberus-led Consortium, other than Kimco, and certain other individuals who agreed to co-invest with them through Albertsons Investor (the "Albertsons Investor LLC Agreement"), such appointees shall be selected by Albertsons Investor's board of managers so long as Albertsons Companies, Inc. is a controlled company under the applicable rules of the NYSE. See "Certain Relationships and Related Party Transactions—Albertsons Investor Limited Liability Company Agreement."

The Stockholders' Agreement will provide that, except as otherwise required by applicable law, from the date on which (a) Albertsons Companies, Inc. is no longer a controlled company under the applicable rules of the NYSE but prior to the 35% Trigger Date, Albertsons Investor will have the right to designate a number of individuals who satisfy the Director Requirements (as defined herein) equal to one director fewer than 50% of our board of directors at any time and shall cause its directors appointed to our board of directors to vote in favor of maintaining a 13-person board of directors unless the management board of Albertsons Investor otherwise agrees by the affirmative vote of 80% of the management board of Albertsons Investor; (b) a Holder (as defined herein) has beneficial ownership of at least 20% but less than 35% of our outstanding common stock, the Holder will have the right to designate a number of individuals who satisfy the Director Requirements equal to the greater of three or 25% of the size of our board of directors at any time (rounded up to the next whole number); (c) a Holder has beneficial ownership of at least 15% but less than 20% of our outstanding common stock, the Holder will have the right to designate the greater of two or 15% of the size of our board of directors at any time (rounded up to the next whole number); and (d) a Holder has beneficial ownership of at least 10% but less than 15% of our outstanding common stock, it will have the right to designate one individual who satisfies the Director Requirements. The ability of Albertsons Investor or a Holder to appoint one or more directors could make an acquisition of us more difficult and may prevent attempts by our stockholders to replace or remove our current management, even if beneficial to our stockholders.

Our certificate of incorporation designates the Court of Chancery of the State of Delaware as the sole and exclusive forum for certain types of actions and proceedings that may be initiated by our stockholders, which could limit our stockholders' ability to obtain a favorable judicial forum for disputes with us or our directors, officers or other employees.

Our certificate of incorporation provides that, unless we consent in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware will be the exclusive forum for: (a) any derivative action or proceeding brought on our behalf; (b) any action asserting a claim for breach of a fiduciary duty owed by any of our directors, officers, employees or agents to us or our stockholders; (c) any action asserting a claim arising pursuant to any provision of the DGCL, our certificate of incorporation or our bylaws; or (d) any action asserting a claim governed by the internal affairs doctrine. Any person or entity purchasing or otherwise acquiring any interest in shares of our capital stock is deemed to have received notice of and consented to the foregoing provisions. This choice of forum provision may limit a stockholder's ability to bring a claim in a judicial forum that it finds more favorable for disputes with us or our directors, officers or other employees, which may discourage such lawsuits against us and our directors, officers and employees. Alternatively, if a court were to find this choice of forum provision inapplicable to, or unenforceable in respect of, one or more of the specified types of actions or proceedings, we may incur additional costs associated with resolving such matters in other jurisdictions, which could adversely affect our business, financial condition or results of operations.