

# Nominating Committee Charter

(As adopted on November 12, 2003)

---

## **Purpose**

This Nominating Committee Charter sets forth the duties and responsibilities of the Nominating Committee (the “Committee”) of Publix Super Markets, Inc. (the “Company”). The Committee is appointed by the Board of Directors (the “Board”) of the Company to assist the Board in fulfilling its responsibilities with respect to membership on the Board.

---

## **Membership**

The Committee is composed of at least three Board members.

Committee members are appointed by the Board at its annual organizational meeting to serve a term of one year. The Board appoints the Committee Chairperson.

---

## **Meetings**

The Committee shall meet as often as required to carry out its responsibilities. Meetings may be called by the Committee Chairperson or the Chairman of the Board. The Committee may request any employees of the Company or any outside advisors to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee. Any meetings may be conducted telephonically.

- Reports of meetings and actions taken at meetings shall be made by the Committee Chairperson or his or her delegate to the Board at its next regularly scheduled meeting following the Committee meeting or action.
- 

## **Authority**

In carrying out its purpose, the Committee shall have the following responsibilities and authority:

- Evaluate periodically, in conjunction with the Corporate Governance Committee, the desirability of, and recommend to the Board, any changes in the size and composition of the Board.
- Search for, recruit, screen, interview and select, in consultation with the Chairman of the Board and the Chief Executive Officer, candidates for new Directors as necessary to fill vacancies or additional positions on the Board.

- Evaluate the qualifications of incumbent Directors and determine whether to recommend them for re-election to the Board.
  - Monitor the orientation and training needs of the Directors and recommend action to the Board, individual Directors, and management where appropriate.
- 

**Additional  
Resources**

The Committee shall have the right to use reasonable amounts of time of the Company's internal and independent accountants, internal and outside lawyers and other internal staff and also shall have the right to hire independent experts, lawyers and other consultants to assist and advise the Committee in connection with its responsibilities. The Committee shall keep the Company's Chief Financial Officer advised as to the general range of anticipated expenses for outside consultants, and shall inform the Board of any such expenditures.

---