

AUDIT COMMITTEE CHARTER
(Amended April 22, 2010)

I. ORGANIZATION

There shall be a Committee of the Board of Directors (the “Board”) of The Great Atlantic & Pacific Tea Company, Inc. (the “Company”) to be known as the Audit Committee (the “Committee”). The Committee shall be composed of three or more directors appointed by the Board, upon the recommendation of the Governance Committee, each of whom (i) meets the independence requirements of the New York Stock Exchange (the “NYSE”) and the Securities Exchange Act of 1934, as amended (the “1934 Act”), as well as the rules and regulations thereunder, and (ii) has sufficient financial literacy to enable him/her to discharge the responsibilities of a Committee member. Additionally, at least one member of the Committee shall be an “audit committee financial expert,” as such term is defined under applicable Securities and Exchange Commission (“SEC”) rules. No member of the Committee shall simultaneously serve on the audit committee of more than two (2) other public companies. The Committee shall comply with all applicable rules and regulations of the SEC and the NYSE.

Committee members shall serve at the pleasure of the Board. Any member may be removed by the Board, with or without cause, at any time. The Chair of the Committee shall be appointed by the Board, upon the recommendation of the Governance Committee, and shall serve at the pleasure of the Board, preside at meetings of the Committee and have authority to convene meetings and set agendas for meetings except as otherwise provided by action of the Committee. In the absence of the Chair at a duly convened meeting, the Committee shall select a temporary substitute from among its members to serve as chair of the meeting.

II. MEETINGS

The Committee shall meet on a regularly scheduled basis at least four (4) times per year or more frequently as circumstances require and may ask members of management or others to attend meetings and provide pertinent information as necessary. The Committee shall meet at least quarterly with the internal auditor and the independent auditor in separate executive sessions to provide the opportunity for full and frank discussion without members of senior management present. Additionally, the Committee shall meet separately, periodically, with management and with the Legal Compliance Officer (“LCO”).

The Committee shall establish its own schedule of meetings. Meetings of the Committee may be held telephonically or by means of other communications equipment if all persons participating in the meeting can hear each other at the same time. A majority of the members of the Committee shall constitute a quorum for a meeting and the affirmative vote of a majority of members present at a meeting at which a quorum is present will constitute the action of the Committee. The Committee shall otherwise establish its own rules of procedure.

III. PURPOSE

The Committee shall assist the Board of Directors in fulfilling its responsibility to oversee management regarding: (i) the conduct and integrity of the Company’s financial reporting to any governmental or regulatory body, shareholders, other users of Company financial reports and the public; (ii) the qualifications, engagement, compensation, independence and performance of the Company’s independent auditors, their conduct of the annual audit of the Company’s financial statements, and their engagement to provide any other services; (iii) the performance of the Company’s internal audit function, the system of internal financial and

accounting controls established by management; (iv) compliance by the Company with legal and regulatory requirements; (v) the application of the Company's related party transaction policy as established by the Board; and (vi) the preparation of the audit committee report required to be included in the Company's annual proxy statement by the applicable SEC rules.. The Committee shall provide an open avenue of communication among the internal auditors, the independent auditors, the Board and Company management. The Committee shall also function as the Company's qualified legal compliance committee ("QLCC"), as defined in Rule 205.2(k) promulgated under the 1934 Act.

To carry out its duties, the Committee shall have the authority to engage and obtain advice and assistance from outside legal, accounting and other advisors to the extent it deems necessary and shall receive appropriate funding, as determined in its sole judgment, from the Company for payment of compensation to any and all outside advisors employed by the Committee and for ordinary administrative expenses necessary to carry out its duties.

IV. RESPONSIBILITIES

In carrying out its oversight responsibilities, the Committee shall perform the following functions:

A. Relationship with Independent Auditors

The Committee shall appoint a firm of independent registered public accountants to conduct the audits of the financial statements of the Company, and selected subsidiaries, for the fiscal year in which the firm is appointed. The Committee shall be directly responsible for the appointment, evaluation (taking into account the opinions of management and the internal auditors) compensation, retention, oversight and (if appropriate) termination of the independent auditors and such independent auditors shall report directly to the Committee. Among other things, prior to initially engaging an independent audit firm, the Committee shall receive a written statement consistent with the applicable requirements of the Public Accounting Oversight Board (the "PCAOB") regarding independent accountants' communications with audit committees concerning independence. In fulfillment of such responsibilities, the Committee shall:

1. Review and approve the terms of the independent auditor's retention, engagements and scope of the annual audit, and pre-approve any audit-related and permitted non-audit services (including the fees and terms thereof) to be provided by the independent auditor.
2. Meet with the independent auditors and financial management of the Company to review and discuss (i) the scope and fees of the proposed audit for the current year and the planned audit procedures and (ii) any audit problems or difficulties, including without limitation, restrictions on the scope of the independent auditor's activities or on access to requested information, any significant disagreements with management., communications between the audit team and the independent auditors' national office, and any "management" or "internal control" letter issued, or proposed to be issued, by the independent auditors, and management's response thereto.
3. Be directly responsible for the resolution of disagreements between management and the independent auditors regarding financial reporting.
4. Obtain from the independent auditors each year and review a formal written report delineating (i) the independent auditors' internal quality-control procedures, any material issues raised by the independent auditor's most recent

internal quality-control review or by any inquiry or investigation, within the preceding five (5) years, by governmental or professional authorities with respect to any independent audit carried out by the auditor, and any steps taken to deal with any such issues and (ii) all relationships between the independent auditors and the Company, consistent with the applicable requirements of the PCAOB regarding independent accountants' communications with audit committees concerning independence

5. Periodically engage in a dialogue with the independent auditors regarding any relationships or services that may impact the objectivity and independence of the auditors, and recommend that the Board of Directors take appropriate action in response to the independent auditors' report to oversee and satisfy itself of the auditors' independence.
6. Review and discuss separately with management, the LCO, the independent auditors and the internal auditor (i) the Company's annual audited financial statements and quarterly financial statements, including the Company's disclosures under "Management's Discussion and Analysis of Financial Condition and Results of Operations"; (ii) any significant findings during the year, including the status of previous audit recommendations; and (iii) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise) and any other audit problems or difficulties encountered in the course of audit work, including any matters the independent auditor is required in accordance with applicable auditing standards to bring to the attention of the Committee.
7. Review and resolve any significant disagreements between management and the independent auditor concerning financial reporting, or relating to any audit report or other audit, review or attest services provided by the independent auditor.
8. Set clear hiring policies for employees or former employees of the Company's independent auditors, and review and approve the Company's hiring of any such employees or former employees for management level positions.

B. Oversight of Financial Reporting

In carrying out its responsibilities with respect to oversight of the Company's financial reporting, the Committee shall:

1. Review and discuss separately with management, the independent auditors and internal audit all critical accounting policies used by the Company, alternative accounting treatments discussed with management along with the potential ramifications of using those alternatives, and other written communications provided by the independent auditors to management, including a schedule of unadjusted audit differences.
2. Prior to the Company's periodic release of earnings, discuss with management and the independent auditors the Company's earnings press releases and financial information provided to analysts, rating agencies and others. The Committee may discuss the types of information generally and need not discuss each disclosure in advance.
3. Review financial information contained in the Company's Forms 10-Q and Annual Report on Form 10-K prior to submission to the SEC.

4. Oversee the Company's policies and programs relating to Enterprise Risk Management. Specifically, the Committee shall review and discuss with management, with such frequency as the Committee deems appropriate, (a) the Company's risk management philosophy and tolerance for risk; (b) the Company's risk management policies and processes and the manner in which their effectiveness is assessed and monitored by management; (c) key risk exposures and the steps management has taken to monitor and mitigate such risks and exposures; and (d) the extent to which management's processes to mitigate key risks are consistent with the Company's overall strategies and tolerance for risk.
5. Meet separately, periodically, with management, with the internal auditors and with the independent auditors. Among the items to be discussed in these meetings are the independent auditors' evaluation of the Company's financial, accounting and auditing personnel, and the cooperation that the independent auditors received during the course of the audit.
6. Establish and oversee procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters and for the confidential, anonymous submission by employees of concerns regarding questionable accounting, financial reporting or auditing matters.

C. Internal Audit

In carrying out its responsibilities with respect to oversight of the Company's internal audit function, the Committee shall:

1. Through the participation of the Committee Chair, review and recommend the appointment, reassignment, replacement or dismissal of the head of internal audit, and receive regular reports from the internal auditor and consult with management about any changes with internal audit personnel.
2. Review the internal audit function of the Company including the independence and authority of its reporting obligations; the proposed audit plans for the coming year and the coordination of such plans with the independent auditors.
3. Receive and review quarterly, a summary of findings from completed internal audits and a progress report on the proposed internal audit plan, with explanations for any deviations from the original plan.
4. Discuss with management and the internal auditors, the quality of and compliance with the Company's internal controls and the responsibilities, budget and staffing of the Company's internal audit function.

D. Legal and Regulatory Compliance

In carrying out its responsibilities with respect to oversight of the Company's compliance with legal and regulatory requirements, the Committee shall:

1. Review periodically with the LCO: (i) legal and regulatory matters that may have a material impact on the Company's financial statements and (ii) the scope and

effectiveness of the Company's legal and regulatory compliance policies and programs.

2. Review, discuss with management and the independent auditor and the LCO, and approve or ratify any transactions or courses of dealing with related parties as required to be approved or ratified by the Committee in accordance with the Company's related party transactions policy.
3. Review at least annually with management (including the LCO and the head of internal audit) compliance with, the adequacy of and any requests for waivers under, the Company's Code of Business Conduct and Ethics and make a recommendation to the full Board with regard to any waiver sought with respect to any executive officer or director.

E. Qualified Legal Compliance Committee

The Committee, in its capacity as a QLCC, shall receive reports of material violations of federal or state securities laws, breaches of fiduciary duties arising under federal or state law or similar violations of federal or state law from attorneys representing the Company, including in-house counsel, and take such actions as may be permitted or required of a QLCC under applicable law and the procedures adopted by the Board.

F. Report and Self-Evaluate

The Committee shall submit the minutes of all meetings of the Committee to, or review the matters discussed at each Committee meeting with, the Board. In addition, the Committee shall:

1. Oversee the preparation and approve all reports required or appropriate in the conduct of the Committee's responsibilities, including the report for inclusion in the Company's annual proxy statement, stating whether the Company: (i) has reviewed and discussed the audited financial statements with management; (ii) has discussed with the independent auditors the matters required to be discussed by SAS Nos. 61 and 90; (iii) has received the written disclosures and the letter provided by the independent auditors pursuant to Independence Standards Board Standard No.1 (describing the relationships with the Company) and has discussed with them their independence; and (iv) based on the review and discussions referred to above, the members of the Committee recommended to the Board that the audited financials be included in the Company's Annual Report on Form 10-K for filing with the SEC;
2. Conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
3. Review and reassess the adequacy of this Charter annually, and recommend to the Board amendments as the Committee deems appropriate; and
4. Examine and consider such other matters in relation to the internal and external audit of the Company's accounts and in relation to the financial affairs of the Company and its books of account as the Board determines to be appropriate.