

WHOLE FOODS MARKET, INC.

Nominating and Governance Committee Charter

Effective September 5, 2012

This Nominating and Governance Committee Charter (the “Charter”) sets forth the purpose and membership requirements of the Whole Foods Market, Inc. Board of Directors (the “Board of Directors”) Nominating and Governance Committee (the “Committee”) and establishes the authority and responsibilities delegated to it by the Board of Directors.

1. Purpose. The purpose of the Committee is to (i) monitor and oversee matters of corporate governance, including the evaluation of the Board of Directors’ performance and processes and the “independence” of directors, and (ii) select, evaluate and recommend to the Board of Directors qualified candidates for election or appointment to the Board of Directors.

2. Membership. The Committee consists of three (3) or more members of the Board of Directors. The members of the Committee will be appointed by and serve at the discretion of the Board of Directors. The Board of Directors will appoint one member of the Committee as Chairperson. Each member of the Committee must be an “independent director” as defined in Rule 4200 of the NASDAQ Market Place Rules.

3. Responsibilities. The Nominating and Governance Committee’s responsibilities include:

3.1. Overseeing the Company’s corporate governance practices, including periodically reviewing the Company’s Corporate Governance Principles, and recommending changes to the Board as appropriate.

3.2. Reviewing and reporting additional corporate governance matters as necessary or appropriate or as directed by the Chairperson or the Board of Directors.

3.3. Reviewing with the Board of Directors annually the qualifications for Board of Directors membership.

3.4. Leading the search for identifying, and screening and evaluating qualified candidates for the Board of Directors.

3.5. Recommending to the Board of Directors candidates for election to the Board at each annual meeting of shareholders and candidates to be appointed by the Board as necessary to fill vacancies and newly created directorships.

3.6. Recommending Board of Directors’ committee assignments and committee chairs to the Board of Directors.

3.7. Periodically reviewing and making recommendations to the Board of Directors regarding the size of the Board of Directors.

3.8. Annually administering and reviewing with the Board of Directors an evaluation to assess the effectiveness of the Board of Directors, its committees, and individual directors.

3.9. Assessing the independence of each director and making recommendations to the Board regarding the independence of directors to assist the Board in making independence determinations, monitoring and reviewing issues involving potential conflicts of interest, and reviewing and approving all related party transactions.

3.10. At least annually, reviewing and reassessing the adequacy of this charter and participating in an evaluation of the Committee.

4. Meetings.

4.1. Frequency of Meetings. The Committee will meet as often as may be deemed necessary or appropriate, in its judgment, and at least two times each year. The schedule for regular meetings of the Committee will be established by the Committee. The Chairperson of the Committee or the Chairman of the Board of Directors may call a special meeting at any time he or she deems advisable.

4.2. Minutes. The Committee will maintain written minutes of its meetings, which minutes will be filed with the minutes of the meetings of the Board of Directors. At each regularly scheduled meeting of the Board of Directors, the Chairperson of the Committee will provide the Board of Directors with a report of the Committee's activities and proceedings.

5. Outside Advisers.

The Committee will have the authority to retain such outside counsel, consultants, experts and other advisers as it determines appropriate to assist it in the performance of its functions and will have the sole authority to approve the fees and other terms of engagement.