

Audit Committee Charter

Effective November 15, 2023

Purpose

This Audit Committee Charter sets forth the duties and responsibilities of the Audit Committee (Committee) of Publix Super Markets, Inc. (Company). The Committee is appointed by the Board of Directors (Board) of the Company to assist the Board in fulfilling its oversight responsibilities with respect to matters involving the Company's risk and control environment, financial reporting, internal and independent audit processes and compliance with legal and regulatory requirements.

Membership

The Committee is composed of at least three Board members all of whom are independent as defined by Rule 10A-3 of the Securities Exchange Act of 1934 and the rules of the New York Stock Exchange.

Committee members are appointed annually by the Board to serve a term of one year. The Board appoints the Committee Chairperson.

Member skills and training

Committee members shall have

- an inquiring attitude, objectivity and sound judgment
- knowledge of the industry in which the Company operates
- a working familiarity with financial statements and basic finance and accounting practices or shall at the time of appointment undertake training for that purpose and
- the ability to understand key business and financial controls and related control processes.

At least one Committee member shall be a financial expert as that term is defined by the rules of the Securities and Exchange Commission (SEC).

All Committee members are encouraged to enhance their knowledge by participating in educational programs conducted by the Company or an outside organization.

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Audit Committee Charter, Continued

Meetings

The Committee shall meet at least four times annually or as often as necessary to carry out its responsibilities. Meetings may be called by the Committee Chairperson or Chairman of the Board. The Committee Chairperson shall, with input from Committee members, management, legal and internal audit, approve an agenda in advance of each meeting. Any Committee meeting may be conducted telephonically.

The Committee shall meet quarterly with management, legal, internal audit and the independent auditor to review the financial information included in the Company's Form 10-Q or Form 10-K and proxy statement prior to their filing and to discuss other topics as necessary to carry out its responsibilities. In addition, as part of its responsibility to foster open communication, the Committee shall meet with management, legal, internal audit and the independent auditor in separate sessions to discuss any matters the Committee or these groups believe should be discussed.

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 advisors to, the Committee.

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

Authority

The Committee shall have the authority to engage in any activity, take any action or authorize any investigation appropriate to fulfilling its responsibilities. The Committee shall also have the right to use reasonable amounts of time of the Company's employees as well as the right to hire outside advisors to assist 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 advisors and shall inform the Board of any such expenditures.

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Audit Committee Charter, Continued

- Core responsibilities** The Committee has the following core responsibilities:
- overseeing the Company’s risk and control environment
 - overseeing financial reporting
 - overseeing the independent audit process
 - overseeing the internal audit process and
 - overseeing compliance with legal and regulatory requirements.

To accomplish these, the Committee shall establish and maintain free and open communication between the Board, management, legal, internal audit and the independent auditor.

Limitations The Committee relies on the expertise and knowledge of management, legal, internal audit and the independent auditor in carrying out its oversight responsibilities. Management is responsible for determining the Company’s financial statements are complete, accurate and in accordance with generally accepted accounting principles (GAAP). The independent auditor is responsible for auditing the Company’s financial statements. While the Committee has the authority and responsibilities set forth in this Charter, the Committee is not responsible for planning or conducting audits, determining the Company’s financial statements are complete, accurate and in accordance with GAAP, conducting investigations or assuring compliance with laws, regulations and the Company’s internal policies, procedures and controls.

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Audit Committee Charter, Continued

Overseeing the risk and control environment

The Committee shall fulfill its responsibility for overseeing the Company's risk and control environment by performing these activities.

1. Oversee management's practices for identifying, analyzing and managing significant risks and exposures to the Company.
2. Annually, review and discuss with management, legal and internal audit a report from internal audit related to the adequacy and effectiveness of the Company's enterprise risk management practices.
3. Review and discuss with management, legal, internal audit and the independent auditor the results of independent assessments related to the adequacy and effectiveness of the Company's
 - control environment
 - practices for identifying, analyzing and managing significant risks and exposures to the Company, including those related to information technology and cybersecurity and
 - system of internal controls in areas representing significant risks and exposures to the Company, including those related to information technology and cybersecurity.
4. Oversee management's practices to prevent, deter and detect fraud.
5. At least annually, review and discuss with management, legal, internal audit and the independent auditor the significant legal, regulatory and compliance risks and exposures to the Company and their impact or potential impact on the financial statements, including information technology and cybersecurity risks.
6. Oversee management's practices to (a) maintain high ethical standards, (b) monitor conformance with its standards of ethical conduct and (c) handle complaints alleging significant violations of its standards of ethical conduct, other company policy or applicable law.
7. Review with management, legal and internal audit any significant complaints or concerns regarding potential violations of the Company's core values and standards of ethical conduct.

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Audit Committee Charter, Continued

Overseeing financial reporting

The Committee shall fulfill its responsibility for overseeing financial reporting by performing these activities.

1. Review and discuss with management, legal, internal audit and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
2. Review and discuss with management, legal, internal audit and the independent auditor the Company's critical accounting policies and practices and the appropriateness of any changes in critical accounting policies and practices.
3. Review and discuss with management, legal, internal audit and the independent auditor the independent auditor's judgments about the quality, not just the acceptability, of the Company's critical accounting policies and practices as applied in its financial reporting. This includes any alternative GAAP treatments that were discussed with management, ramifications of those treatments, the auditor's preferred treatment and any material written communications with management.
4. Review and assess the appropriateness of significant conflicts of interests and related-party transactions.
5. Review and discuss with management, legal, internal audit and the independent auditor the effect of applicable regulatory initiatives and accounting pronouncements on the Company.
6. Prior to filing the Company's Form 10-Q with the SEC, review and discuss with management, legal, internal audit and the independent auditor
 - the Company's Form 10-Q, including the interim financial statements, related footnotes and disclosures made in management's discussion and analysis, the disclosure assessment process and the Chief Executive Officer and Chief Financial Officer certification of the interim financial statements, including disclosure of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting
 - the independent auditor's review of the interim financial statements and
 - the independent auditor's communications concerning independence and other matters to be discussed with the Audit Committee in accordance with applicable requirements of the PCAOB and the SEC.

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Audit Committee Charter, Continued

Overseeing financial reporting, continued

7. Prior to filing the Company's Form 10-K and proxy statement with the SEC, review and discuss with management, legal, internal audit and the independent auditor
 - the Company's Form 10-K, including the audited financial statements, related footnotes and disclosures made in management's discussion and analysis, the disclosure assessment process and the Chief Executive Officer and Chief Financial Officer certification of the financial statements, including disclosure of any significant deficiencies or material weaknesses in the design or operation of internal control over financial reporting
 - the Company's proxy statement
 - the independent auditor's audit and related opinion on the financial statements
 - the independent auditor's communications concerning independence and other matters to be discussed with the Audit Committee in accordance with applicable requirements of the PCAOB and the SEC and
 - other matters to be discussed in accordance with applicable law.
8. Approve the Audit Committee Report required by the rules of the SEC to be included in the Company's proxy statement.
9. Recommend to the Board whether the audited financial statements should be included in the Company's Form 10-K.

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Audit Committee Charter, Continued

Overseeing the independent audit process

The Committee shall fulfill its responsibility for overseeing the independent audit process by performing these activities.

1. Engage the independent auditor who shall report directly to the Committee. The Committee is responsible for selecting the independent auditor, approving the compensation of the independent auditor, evaluating the performance of the independent auditor and reviewing and approving the discharge of the independent auditor.
2. Evaluate periodically whether the Company should change its independent auditor or audit team personnel.
3. Pre-approve all audit services and permitted non-audit services (including the fees and terms) to be performed for the Company by the independent auditor. The Committee may delegate to one or more members the authority to grant pre-approval of audit services and permitted non-audit services provided the approval is presented to the Committee at its next scheduled meeting.
4. Oversee the work of the independent auditor for the purpose of preparing or issuing an audit report or related work. This includes resolving disagreements between management and the independent auditor regarding financial reporting.
5. Establish and maintain policies related to the Company hiring current or former employees of the independent auditor.
6. Review and discuss with management, legal, internal audit and the independent auditor the rationale for engaging an audit firm other than the principal independent auditor to perform services related to financial reporting.
7. Obtain and review a written report from the independent auditor that describes all relationships between the independent auditor and the Company, including the impact of any disclosed relationship on the auditor's objectivity and independence.
8. Obtain from the independent auditor confirmation of the independent auditor's compliance with rotation of appropriate audit personnel as required under the rules of the SEC.

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Audit Committee Charter, Continued

Overseeing the independent audit process, continued

9. Obtain and review a written report from the independent auditor that describes
 - the independent auditor’s quality control procedures
 - any material issues raised by the most recent internal quality control or peer review of the auditor
 - any material issues raised by any inquiry or investigation by governmental or professional authorities within the preceding five years
 - any steps taken to deal with such material issues and
 - the impact of any such material issues on the quality of services performed by the independent auditor.
10. Review with management, legal, internal audit and the independent auditor the scope of the proposed audit, the overall audit plan and the extent of audit services to be provided.
11. Review with management, legal, internal audit and the independent auditor the coordination of audit effort to assure completeness of coverage, reduction of redundant efforts and the effective use of audit resources.

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Audit Committee Charter, Continued

Overseeing the internal audit process

The Committee shall fulfill its responsibility for overseeing the internal audit process by performing these activities.

1. Review and concur in the appointment, replacement, reassignment or dismissal of the Chief Internal Auditor.
2. Review and discuss with the Chief Internal Auditor, management and legal
 - the internal audit department charter
 - the independence and objectivity of the internal auditors
 - internal audit department staffing
 - internal audit's conformance with The Institute of Internal Auditors' (The IIA) International Standards for the Professional Practice of Internal Auditing
 - the risk-based annual audit plan and scope, including the process used to develop the annual audit plan
 - internal audit's performance against the annual audit plan, including any significant changes in the planned scope of the approved audit plan
 - significant findings and recommendations, including management's responses and the current status of the recommendations and
 - any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to required information.
3. Approve
 - the internal audit department charter and
 - the risk-based annual audit plan and scope.

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Audit Committee Charter, Continued

Overseeing compliance with legal and regulatory requirements

The Committee shall fulfill its responsibility for overseeing compliance with legal and regulatory requirements by performing these activities.

1. Review and discuss with management, legal and internal audit the observations and conclusions of internal and external auditors and the findings of any regulatory agencies related to the Company's compliance with applicable legal and regulatory requirements.
2. Review any matters of significant financial misconduct. These matters should be immediately brought to the attention of the Committee by management, legal, internal audit, the independent auditor or any other appropriate source.
3. Review with the Company's General Counsel any legal, regulatory or compliance matters that may have a significant impact on the financial statements and on compliance policies and programs.
4. Receive and review reports from the Company's General Counsel, or any other appropriate source, providing evidence of a material violation of securities law or breach of fiduciary duty or similar violation by the Company of any applicable law or regulation.

Other responsibilities

The Committee shall have the following additional responsibilities.

1. Annually review and assess the Committee's performance in carrying out its roles and responsibilities, seeking input from senior management, the Board and others.
 2. Annually review and update the Committee's Charter and recommend any proposed changes to the Board for approval.
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