

The following table details the remuneration paid to Empire's directors during the fiscal year ended May 2, 2009.

<b>Remuneration of Empire Directors<sup>(1)</sup> For the Fiscal Year Ended May 2, 2009</b>							
Director	Board Retainer	Committee Retainer	Board Meeting Fees	Committee Meeting Fees	Total	% of Total Fees Allocated to DSUs	
John L. Bragg	\$ 50,000	\$ 13,000	\$ 11,250	\$ 13,250	\$ 87,500	100%	
Marcel Côté	50,000	6,000	13,250	17,250	86,500	100%	
Christine Cross	50,000	6,000	13,250	18,500	87,750	0%	
Robert P. Dexter	200,000	–	–	–	200,000	50%	
David S. Ferguson	50,000	6,000	14,500	18,500	89,000	50%	
Edward C. Harsant <sup>(2)</sup>	50,000	8,000	14,500	18,000	90,500	50%	
David A. Leslie	50,000	8,000	14,500	19,250	91,750	100%	
Bill M <sup>c</sup> Ewan <sup>(3)</sup>	–	–	–	–	–		
Malen Ng	50,000	18,000	11,250	15,250	94,500	100%	
Mel Rhineland	50,000	18,000	13,250	17,250	98,500	100%	
Stephen J. Savidant	50,000	8,000	14,500	18,000	90,500	100%	
David F. Sobey	50,000	–	14,500	–	64,500	100%	
Donald R. Sobey	50,000	–	14,500	–	64,500	100%	
Frank C. Sobey <sup>(3)</sup>	–	–	–	–	–		
John R. Sobey	50,000	5,000	13,250	10,000	78,250	0%	
Karl R. Sobey	50,000	3,000	14,500	8,000	75,500	0%	
Paul D. Sobey <sup>(3)</sup>	–	–	–	–	–		
Rob G.C. Sobey <sup>(3)</sup>	–	–	–	–	–		
<b>Total Remuneration Paid</b>	<b>\$ 850,000</b>	<b>\$ 99,000</b>	<b>\$ 177,000</b>	<b>\$ 173,250</b>	<b>\$1,299,250</b>		

**Notes:**

- (1) Remuneration refers to the compensation paid to the directors during the fiscal year ended May 2, 2009, paid either in cash or DSUs. Directors who live outside of Canada were paid their fees in U.S. Dollars.
- (2) Edward C. Harsant is Chair of the Advisory Board of Lawton's Drug Stores Limited (an operating division of Sobeys) and received annual compensation during fiscal 2009 of \$30,000.
- (3) Paul D. Sobey and Frank C. Sobey are employees of Empire Company Limited and Bill M<sup>c</sup>Ewan and Rob G.C. Sobey are employees of Sobeys. In accordance with Empire policy, they are not entitled to receive compensation for being directors of Empire. Compensation paid to Paul D. Sobey and Bill M<sup>c</sup>Ewan in an executive capacity is disclosed on page 32 in the Summary Compensation Table for Named Executive Officers. Compensation paid to Frank C. Sobey and Rob G.C. Sobey in an executive capacity during fiscal 2009 is disclosed in the table on the next page.