

# Associate Code of Conduct

March 2024



**SpartanNash**  
THE FOOD SOLUTIONS COMPANY

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## Message from our CEO

### The SpartanNash Code: **People First**, Every Day.

SpartanNash has proudly served our communities for more than 100 years, and we have worked hard to earn the trust of our Associates, customers and guests. As Associates, we are stewards of the brand, making each of us personally responsible for preserving SpartanNash's respected reputation and for building a legacy worth celebrating.

The SpartanNash Code of Conduct outlined in the following pages explains in detail our ethical operating standards. It will help us act with integrity and make compliant decisions consistently across the organization. From a high level, these standards can be summarized in two simple words: **People First**. SpartanNash puts **People First** by:

- Hiring fairly
- Investing in our teams and developing talent in every corner of the organization
- Fostering a culture of respect
- Looking out for the safety and wellbeing of our Associates and guests
- Selecting suppliers and vendors who hold themselves to high ethical standards
- Delivering exceptional service to our customers
- Being good neighborhood and community partners
- Protecting our environment for future generations
- Advocating for essential industry workers

Every Associate is expected to read and be familiar with our Code of Conduct. Of course, it cannot outline every scenario that may arise. In uncertain situations, act on principle using **People First** as your North Star and our Core Behaviors of **We Serve, We Create Solutions, We Win** and **We Have Fun** as your guardrails. If you are ever unsure of the right thing to do, please get input from a manager.

**People First** is a critical part of **Our Winning Recipe** for future growth and success, and YOU – our Associates – are the key ingredient. Thank you for the vital role you play in delivering the ingredients for a better life!



**Tony Bashir Sarsam**  
Chief Executive Officer



# OUR WINNING RECIPE

Our Winning Recipe sets the strategic direction for the growth and stewardship of SpartanNash. While living our Core Behaviors and building our Core Capabilities, our Associates will earn our reputation as the most customer-focused, innovative food solutions company.

The success of our strategic direction and its execution is in the hands of our people. That's why our **People First** culture is so important. For us, this means investing in our people is the first investment we make. And as we cultivate an environment in which Associates can do their best work, we are building the foundation for a thriving business that will last ... for the people of SpartanNash and their families.

## MISSION

We deliver the ingredients for a better life.

## SIGNATURE STRENGTH

We will be the most customer-focused, innovative food solutions company.

## CORE CAPABILITIES

### PEOPLE

Engaged and diverse Associates providing extraordinary service and expertise

### OPERATIONAL EXCELLENCE

Our Supply Chain efficiency, in-store execution, customer service and applied use of technology

### INSIGHTS THAT DRIVE SOLUTIONS

Customer & shopper insights that deliver leading-edge products & services

## CORE BEHAVIORS



## OUR VISION

We see a day when our customers say,  
**"I can't live without them."**

## Ethics and Our Culture of Compliance

### Introduction

SpartanNash Company (“SpartanNash” or “Company”) is committed to conducting its business ethically and in compliance with applicable laws and regulations. At SpartanNash, you are expected to uphold the highest standards of integrity, to exercise sound ethical judgment and to obey applicable federal, state and local laws and regulations governing the conduct of our business and financial reporting. This Code of Conduct (“Code”) is designed to provide you with guidance in recognizing and dealing with ethical issues, to provide mechanisms for reporting unethical conduct, and to help foster a culture of honesty and accountability.

When we do business with the federal government, there are some additional laws and rules that we must follow. Look for these rules in the Code of Conduct and remember them as you engage in business with or for the government.

### Who Must Follow SpartanNash’s Code of Conduct?

All members of the SpartanNash Board of Directors (“Directors”), officers and Associates, including those working for our subsidiaries and affiliates, are expected to understand and follow the Code in their business practices and performance of day- to-day responsibilities. We expect that vendors and contractors with whom we do business will also embrace similar behaviors and standards as those reflected in the Code and as required in the SpartanNash Vendor Code of Conduct.

### Leadership Responsibilities

Members of both SpartanNash management as well as the Board of Directors have responsibilities under the Code that go beyond those required of all Associates. Company leaders are expected to lead by example and build and maintain a culture where ethical conduct is recognized, valued and exhibited by all Associates. Management is expected to:

- Monitor and enhance compliance programs, encourage Associates to raise questions and concerns, and consider compliance issues in evaluating and rewarding Associates.
- Immediately convey to the Vice President, Internal Audit or the Chief Legal Officer complaints or concerns received from Associates or other persons involving accounting, internal controls and audit matters.
- Immediately convey to appropriate members of management any other reports received regarding non-compliance with this Code.
- Respond to compliance problems by taking prompt corrective action to fix identified weaknesses in compliance measures; taking appropriate disciplinary action; and consulting with the Chief Human Resources Officer or the Chief Legal Officer. Compliance issues related to the Company’s financial records or processes may also be raised to the Vice President, Internal Audit. The Company will make all required notifications to the appropriate regulators and law enforcement authorities.

### Individual Responsibilities

We expect everyone covered by this Code to act with honesty, fairness and trustworthiness in all business-related activities and relationships, and to follow the basic principles below as well as those listed more specifically herein:

- Review the Code and make sure you understand all of its provisions.

- Seek assistance from your supervisor or other SpartanNash resource when you have questions about the application of the Code or other applicable legal requirements. See the section below entitled “Reporting Concerns and Getting Advice.” If in doubt, ask first.
- Promptly raise any concerns that you or others may have about possible violations of the Code, or about requests or directions that you believe may violate the Code.
- Understand the options you have for raising or reporting concerns about possible violations of the Code. See the section below entitled “Reporting Concerns and Getting Advice.”
- If you report a possible violation of the Code and the matter is not resolved, escalate the issue or concern to Human Resources, the Legal Department or through the SpartanNash Ethics Line at 800-710-4848 or [spartannashcompany.ethicspoint.com](http://spartannashcompany.ethicspoint.com).
- Cooperate with any investigations into possible violations of the Code.

## Making Ethical Decisions

Like most guidelines and codes of conduct, this Code cannot anticipate or specifically address every business or workplace situation that may arise. That being the case, it is important that you use your best judgment when you are faced with a new or difficult business conduct situation, and you are considering a course of action.

### Warning Signs

*You are on thin ethical ice when you hear or say:*

- “Well, maybe this once...”
- “No one will ever know...”
- “It doesn’t matter how it gets done, as long as it gets done.”
- “Everyone else does it.”
- “Don’t leave a paper trail.”
- “What’s in it for me?”
- “This will destroy the competition.”
- “We didn’t have this conversation.”

If you find yourself using any of these phrases, take the following quick quiz to make sure you are on solid ethical ground.

### Quick Quiz

*When in doubt, ask yourself:*

- Are my actions legal?
- Am I being fair and honest?
- Will my action stand the test of time?
- How will I feel about myself afterwards?
- How will it look in the headlines of my hometown newspaper?
- Will I sleep soundly tonight?
- What would I tell my child to do?
- How would I feel if my family, friends and neighbors knew what I was doing?

Sometimes the right action is the hard choice. Always remember that if you are unsure of what to do in any situation, ask for help before you act.

## Reporting Concerns and Getting Advice

Your supervisor is the starting point for reporting possible violations under this Code or seeking advice on ethical questions you may have. If your supervisor is unable to address your issue or concern, or if for any reason you feel uncomfortable reporting or discussing the issue or concern with your supervisor, you may contact any level of management through the use of SpartanNash's Open Door Policy. You may also choose to report your concern (anonymously if you are not comfortable identifying yourself) through the following resources.

### Discuss an issue:

- HRNow: 877-552-1313
- Internal Audit: 616-878-2893
- Legal: 616-878-8711

### Call SpartanNash's Ethics Line:

Available 24 hours a day, seven days a week on a confidential basis, at 800-710-4848

### File a report:

[spartannashcompany.ethicspoint.com](http://spartannashcompany.ethicspoint.com)

*The Ethics Line (phone and online) is operated by an independent, professional service that is not a part of SpartanNash.*

All reports are taken seriously, and each allegation is investigated. Appropriate corrective action will be taken in connection with any violation of the Code. Reports may be made verbally or in writing and may be made anonymously if you are not comfortable identifying yourself. We encourage you to give your contact information with your report, so the Company can contact you with follow-up questions should additional information be needed to conduct an appropriate and thorough investigation. Every effort will be made to maintain the confidentiality of those who report a concern or violation of the Code, but limited disclosure may be necessary in some cases to effectively conduct an investigation. If you are willing to identify yourself, you will be provided with feedback when the investigation is completed.

Apart from reporting possible violations of the Code, you should also be aware that various sections of this Code require you to obtain the approval of a specified level of management higher than your supervisor before you may engage in certain types of activities. You should read the Code carefully to be sure you are familiar with those situations.

## Retaliation Prohibited

SpartanNash does not tolerate reprisal or retaliation of any kind against those making a good faith report of a known or suspected violation of the law, this Code or any other SpartanNash policy.

If you feel you have been retaliated against, you should immediately contact the one of the following:

- Chief Human Resources Officer
- Your Human Resources representative
- Chief Legal Officer

SpartanNash will take disciplinary action, up to and including termination of employment, against any Associate who engages in any form of retaliation or reprisal.

## Consequences of Violating the Code

All violations of our Code, no matter how trivial they may seem at the time, may be harmful to the interests of the Company and will be treated accordingly. Associates who violate the Code may be subject to disciplinary action, which may include termination.

## Our Workplace

### **Fair Employment Practices and Workplace Respect**

SpartanNash promotes equality of opportunity and values diversity of thought and experience. A work environment that is fully aligned with our Core Behaviors will be free from all forms of employment discrimination. The Company is committed to providing equal employment opportunities to all Associates and qualified applicants under local, state and federal laws and complying with applicable labor and employment laws wherever it operates, without regard to protected status or other personal characteristics. We will never consider protected characteristics such as age, race, ethnicity, gender or sexual orientation when making an employment decision. We continuously refresh our list of protected status characteristics to ensure that we comply at all times with current laws and regulations, so it is not possible to include a comprehensive list in this Code. Associates should reach out to their Human Resources representative with any questions about what status and characteristics are protected.

SpartanNash administers its employment policies and practices on a nondiscriminatory basis in all matters relating to hiring, pay, promotions, benefits and other terms and conditions of employment.

We must conduct ourselves professionally and with respect to one another.

### **Harassment and Intimidation-Free Workplace**

SpartanNash is committed to providing a work environment that is free from any conduct constituting harassment, coercion or intimidation. SpartanNash's anti-harassment policy prohibits harassment on the basis of those characteristics stated above in Fair Employment Practices policy, or any other characteristic protected by federal, state or local law.

You should consult the SpartanNash Dignity and Respect (Anti-Harassment/Non-Discrimination) Policy found in the SpartanNash Handbook for a complete description of your rights and obligations under that policy.

Included in the forms of harassment prohibited by the SpartanNash Dignity and Respect (Anti-Harassment/Non-Discrimination) Policy is sexual harassment. Sexual harassment can include unwelcome sexual advances, requests for sexual favors, unsolicited physical contact, propositions, unwelcome flirtations or other offensive verbal or physical conduct of a sexual nature.

If you feel harassed, coerced or intimidated by another Associate, manager, supervisor or third party, or if you observe or receive a complaint regarding such behavior, you must immediately report it. In reporting, you may bypass any level of management, and go directly to Human Resources or to the Ethics Line. All complaints received concerning harassment will be handled with as much confidentiality as careful investigation and appropriate action will permit.

### **Alcohol and Drug-Free Environment**

Improper use of alcohol or drugs adversely affects job performance and may present increased risk to Associates' health and safety. You may not work, report to work, or attend work events while impaired by any substance. Associates are prohibited from possessing, distributing, manufacturing, selling or using any illegal drugs or controlled substances while on Company business or premises. Violations of this prohibition will result in disciplinary actions, up to and including termination. Of course, Associates working in our pharmacies or Associates otherwise involved in the distribution of controlled substances to our pharmacies or our customers are permitted to handle those substances in the normal course of business, as permitted by law. You are not precluded by this policy from using prescription drugs (in accordance with the prescribed dosage) or over-the-counter medications if they do not prevent you from being able to safely perform all of the essential functions of your job, nor are you precluded from buying alcohol at SpartanNash retail stores if you are of legal age.



### **Safe and Violence-Free Workplace**

SpartanNash strongly believes in providing a safe and healthy work environment for its Associates and visitors. To accomplish this objective, the Company will take necessary steps to comply with or exceed applicable federal and state laws and regulations concerning Associate safety. At the same time, you must be aware of the safety rules and procedures that apply to your workplace, diligently follow the rules and encourage others to do the same. You should immediately report any unsafe situations or acts to your supervisor, Human Resources representative or the Vice President, Environmental Health and Safety.

Consistent with this commitment to workplace safety, SpartanNash will not tolerate acts or threats of violence, intimidation, harassment or coercion in the workplace. You should report immediately to your supervisor, Human Resources representative, Security or Asset Protection any behavior that threatens the health and safety of people or property or has the potential to become violent. Imminent threats of violence or physical harm should always be reported first to local law enforcement (call 911).

You are strictly prohibited from bringing or carrying any weapons, firearms, ammunitions, explosives or incendiary devices onto SpartanNash property or in SpartanNash vehicles. The only exception to this prohibition is if you are in a security position that requires you carry a weapon or firearm as a part of your job. If you are in a state that has specific laws regarding firearms in company parking lots or property, you must comply with those laws and be properly licensed and permitted for the firearm. Additionally, you must safely store and secure the firearm in your vehicle.

## Our Responsibilities to SpartanNash

### **Accurate Business Records, Financial Reporting and Record Management**

The records, information and reports maintained, used and produced by SpartanNash must be accurate, complete and reliable. You are responsible for the integrity of the records, information and reports that you prepare and that are under your control, including expense reports, vouchers, bills, payroll and service records, and reports to government agencies. You may not make or approve any disbursement of Company funds with the intent or knowledge that any portion of such disbursement will be used for any purpose other than that set forth in the documentation supporting such disbursement.

You must ensure that no false or misleading entries are made in the SpartanNash accounting records, that all transactions are supported by accurate documentation in reasonable detail, and that all transactions are recorded in the proper account, in the proper accounting period and in accordance with applicable corporate policies and procedures. Financial statements must always be prepared in accordance with generally accepted accounting principles and other legal and regulatory requirements, and fairly present, in all material respects, the financial condition and results of SpartanNash. You must immediately report any deficiency in the Company's system of internal accounting controls to Internal Audit. If you are responsible in any way for SpartanNash's public communications, or provide information as part of that process, you should become familiar with the Company's system of disclosure controls and procedures and seek to ensure that all public communications are prepared consistently with those controls and procedures.

You are to manage and retain the Company's records and files for which you have responsibility in accordance with record retention policy and other applicable Company policies. You may not destroy, alter or dispose of any Company records and files that are potentially relevant to any violation of the law, any litigation, or any pending, threatened or foreseeable government investigation, audit or proceeding. If you have any questions about the retention of Company records or files, consult the Legal Department.

*If you are involved in government contract proposals, bid preparations or contract negotiations, you must ensure that all statements, communications and representations to prospective customers are accurate and complete. Once awarded, all government contracts must be performed in strict compliance with the agreement terms, specifications and requirements. Such contracts may require certifications or other representations that specific procedures have been followed, particular materials have been used, or required tests or inspections have been performed. All certifications and representations relating to a government customer's requirements or governmental regulations must be accurate and truthful. If you are involved in submitting invoices, claims and other requests for payment to government customers, you must make certain that the invoices and claims and their supporting documentation reflect accurate and truthful information. Failure to comply with these fundamental obligations may result in a breach of contract action against SpartanNash, as well as criminal and civil liability for both SpartanNash and the Associate(s) involved.*

### **Avoid Conflicts of Interest**

Because we are expected to act in the best interests of SpartanNash at all times, actions must be based on sound business judgment, not motivated by personal interest or gain. You must avoid actual conflicts of interest, as well as the appearance of conflicts. An actual or potential conflict of interest includes a relationship or transaction that may provide gain or benefit to you, your family or friends at the expense of or to the disadvantage of SpartanNash, or that may affect your objective judgment in determining what is in the best interest of SpartanNash. These relationships or transactions may arise out of outside interests and activities – financial, business or community-related.

If you have a situation that might be a conflict of interest, or give the appearance of a conflict of interest, you should fully disclose the details in writing in advance of the activity, interest or relationship to the



Chief Legal Officer (or in the case of the Chief Executive Officer or any non-Associate director, to the Company's Chairman of the Board) and receive written approval to engage in it.

The following are examples of situations that could present an actual or potential conflict of interest and therefore should not occur without full disclosure and prior approval:

- Investing in or having some other type of business or financial relationship with a customer, supplier or competitor of SpartanNash. However, you are permitted to have an investment in one of those companies if:
  1. The company is publicly traded;
  2. You own less than 1 percent of that company's stock; and
  3. Your investment in that company equals less than 25 percent of your investments.
- Directing SpartanNash business to a supplier, distributor or other contractor which employs, or is owned or controlled by a relative of yours.
- "Moonlighting" or engaging in an outside activity that interferes with your ability to do your regular job.
- Providing services to a competitor, customer or supplier as an Associate, consultant, officer, or member of its board of directors, regardless of whether you receive any compensation or value for those services.

Do not divert Company opportunities. You may not take for yourself a business opportunity available to SpartanNash that you learned about in the course of your job or through the use of SpartanNash property or information.

In the normal course of business, Associates may receive samples, coupons and "leave-behinds" from existing and potential vendors. Category managers may only receive samples, coupons and leave-behinds in a quantity to sufficiently evaluate the marketability of the product. Residual samples will be accumulated within merchandising for donation to local nonprofit organizations. Excess samples of perishable product will be donated when possible, or otherwise disposed. The Chief Merchandising Officer is responsible for administration/oversight of such programs. No samples, coupons or gifts should be directed or sent to any Associate's home or residence.

#### **Don't Accept Gifts or Entertainment That Could Compromise Your Judgment**

**Gifts & Gratuities.** Neither you nor a relative should accept any gift, favor or entertainment from current or prospective SpartanNash customers or suppliers if it could compromise your judgment or reasonably be perceived as an attempt to compromise your independent and objective business judgment. You must never ask for a gift or favor of any kind from anyone you know is doing business with, or seeking to do business with, SpartanNash. You must not solicit, accept or approve the offer, solicitation or giving of any payment in the nature of an undisclosed commission, kickback or bribe in connection with obtaining or retaining business, a contract, an award or otherwise bestowing a special favor or advantage.

You may not accept a gift unless the value of the gift is less than \$100 (nominal value) and accepting the gift will not influence your business judgment.

You may not accept an invitation for meals and entertainment unless the giver is present at the event, and the value of the gift or entertainment is less than \$200. If the value is \$200 or more, you may only agree to attend if you receive permission in advance of the event. To get permission, you must fully disclose the details of the gift or entertainment in writing to the Chief Legal Officer. You must demonstrate

how attending the event will not influence your business judgment. Use the Gift/ Entertainment Disclosure Form found on Insite to make a request for approval.

You may not accept awards or prizes from a vendor or supplier valued at \$100 or greater, unless the prize is awarded randomly to a participant at an event.

*Events with travel included.* You may not accept an offer by a vendor or supplier to pay for your travel to attend an event unless you get advance written approval from the Executive Leadership Team member over your area and the Chief Legal Officer. Such trips and entertainment will be approved only if there is a direct business benefit. Use the Gift/Entertainment Disclosure Form found on Insite to make a request for approval.

*Special note for Associates working with government or military agencies.* You may not ask for or accept anything of value, including money, fees, commissions, discounts, credit, gifts or other compensation of any kind, from a SpartanNash supplier, vendor or subcontractor related to or supporting work related to a government contract. If you believe that a supplier, vendor or subcontractor seeks to provide such a “gift” to yourself or another SpartanNash Associate or a family member, you must immediately report this conduct to the Executive Vice President and Chief Legal Officer. This policy does not apply to gifts of a nominal value.

### **Solicitation of Gifts or Sponsorships**

You may not solicit gifts or sponsorships for any purpose or cause unless specifically approved in advance by a member of the Executive Leadership Team in connection with a Company-sponsored event or activity. However, you may purchase goods or services from vendors or service providers at the greater of ticket face value or current market price.

### **Protect SpartanNash Property**

You are responsible for protecting and ensuring the proper use of SpartanNash property that is under your control. Property includes cash, business plans, customer and supplier information, intellectual property and confidential or proprietary information (such as customer lists, business strategies, marketing strategies, photos of operations, etc.), as well as physical property.

If you are a supervisor or manager, you are responsible for setting up and maintaining good controls to protect property from loss or unauthorized use. You are not to engage in any misappropriation, theft or waste of SpartanNash property, and you are expected to report such actions on the part of any other person. More detailed information on the protection of Confidential and Proprietary Information is set forth below.

Company-furnished equipment, software and services, including computers, copy machines, internet access, telephone and e-mail systems, are to be used for legitimate business purposes. Since all SpartanNash communication systems are the property of SpartanNash and intended for business use, all communications on those systems, including e-mail and internet usage, are subject to review by authorized Company personnel at any time. You should have no expectation of personal privacy in your use of these systems. Also, in most cases, we do not own the software used by our systems, but we are licensed to use it. Copying software, except for backup purposes, may violate the license agreements and copyright laws, and is prohibited. We must also protect against damage to Company computer systems that come through “viruses” or defective software, therefore before installing any software, you must get approval from the Desktop Support Group.

### **Frequent Flyer / Loyalty Program Rewards**

Frequent flyer or traveler points or awards that you receive as a result of traveling on SpartanNash business are available for your personal use so long as decisions regarding your travel arrangements are dictated by what is in the best interests of the Company, and not influenced by your desire to accumulate such points or awards.

Special note for Associates working with government or military agencies. You may not ask for or accept anything of value, including money, fees, commissions, discounts, credit, gifts or other compensation of any kind, from a SpartanNash supplier, vendor or subcontractor related to or supporting work related to a government contract. If you believe that a supplier, vendor or subcontractor seeks to provide such a “gift” to yourself or another SpartanNash Associate or a family member, you must immediately report this conduct to the Executive Vice President and Chief Legal Officer. This policy does not apply to gifts of a nominal value.

### **Protect Confidential and Proprietary Information**

You must protect confidential and proprietary information you obtain or create in connection with your employment with or service to SpartanNash, and not at any time disclose confidential and proprietary information about SpartanNash to anyone who is not authorized to receive it or has no legitimate business need to know the information. Confidential information about SpartanNash should not be distributed to anyone outside the Company unless the Legal Department has been consulted and an appropriate confidentiality agreement has been put in place. Examples of such information include financial results and condition, customer lists, business strategies, marketing strategies, pricing/cost information, customer contracts and trade secrets.

You must take precautionary steps to prevent unauthorized disclosure of proprietary and confidential information, such as:

- Following the Company’s Information Technology Security Policies.
- Maintaining confidential records or documents in ways designed to minimize the risk that unauthorized persons might have access to them.
- Not discussing confidential information with people outside of SpartanNash, including your relatives.
- Not discussing confidential information in public places where the conversation might be overheard.

When your employment ends with SpartanNash, you must return all Company property, including confidential and proprietary information, to your manager or the Human Resources Department. You may not disclose or use any Company information with any third party.

### **Don’t Engage in Insider Trading**

You may not trade in SpartanNash stock if you have material inside information. For these purposes, information is considered “material” if a reasonable investor would consider it important in reaching an investment decision, or if the information would likely affect the market price of the Company’s securities when disclosed. This information may be positive or negative.

Examples of information that may be considered material include:

- Information concerning our quarterly or annual financial results;
- News of a significant acquisition or sale of assets;
- News of a pending or proposed merger or tender offer, or changes in management; or
- Significant changes in sales, or the acquisition or loss of a major customer.



You have a legal duty to maintain the confidentiality of information you obtain through your employment that relates to the value of SpartanNash stock or other securities. If you have information about SpartanNash that is not known to the investing public, and if that information is material, then you must not provide that information to anyone else until at least two business days after the information has been publicly disclosed by SpartanNash through the issuance of a press release or the filing of a report with the Securities and Exchange Commission. The same is true with regard to material information you learn about any company with which SpartanNash does business. This prohibition on trading while in possession of material, non-public (“inside”) information also extends to members of your household and to any brokerage account in which you have a beneficial or financial interest.

**Trading while in possession of inside information is not only against SpartanNash policies, but also violates U.S. Securities laws. Those laws also make it illegal to pass on inside information to any other person if you know or have reason to suspect that person will misuse the information by trading in securities.**

**In addition to this general prohibition, Directors and Associates whose duties regularly bring them into contact with confidential or proprietary information are considered “Corporate Insiders” and may only sell or buy SpartanNash stock and other securities during open window periods. The rules for trading by Corporate Insiders are set forth in the Company’s Insider Trading Policy.**

If you believe you may have come into possession of inside information of another company, you may not trade in the securities of the Company without first consulting with an attorney in the Legal Department.

## Our Relationships with Customers, Suppliers and Competitors

### **Deal Fairly**

You should always deal fairly with SpartanNash customers, suppliers and competitors. You may not take unfair advantage of anyone, whether through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice, nor may you participate in any scheme to defraud anyone out of money, property or services, even if the intent is to benefit SpartanNash.

This obligation to deal fairly also applies to statements or representations in any SpartanNash advertisement, promotion, literature or public announcement. If you have been authorized to make a statement or representation on behalf of SpartanNash, you must be sure that it is true and supported by proper documentation. If you have any questions regarding the accuracy of a representation or statement, consult your supervisor or business unit manager. If you have any questions regarding the applicability of any state or federal law to any advertisement, promotion or similar activity, consult with the Legal Department.

*When dealing with government contracts, you must not obtain procurement-sensitive information, including contractor bid or proposal information and source selection information, or disclose it to another party. If you receive or become aware of procurement-sensitive information from any source, you should immediately isolate the information and not further distribute it to anyone inside or outside the Company, then contact the Executive Vice President and Chief Legal Officer for further instruction. In addition, you should not have employment discussions or relationships with current and former government officials who were in the procurement offices related to our business.*

### **Don't Provide Gifts or Entertainment Meant to Compromise the Judgment of Others**

If providing a gift, entertainment or anything else of value could be seen by others as consideration for a business or official favor or an attempt to influence the recipient, the gift or entertainment should not be provided. In general, unless you have first obtained supervisory approval, you may not provide any gifts or entertainment on behalf of SpartanNash to customers, suppliers or others that you would not be able to accept yourself under the Code (that is, non-cash items associated with a business purpose, nominal in value and appropriate regarding the time and place) or that would violate the policies of the organization that the recipient is associated with.

*There are specific rules pertaining to government officials. You should refrain from offering "anything of value" to a government official or employee, or the employee of a prime contractor or high-tier subcontractor. This includes gifts, meals, entertainment, travel expenses or any other favor. Even a small gift or simple lunch may violate the law.*

*Never offer, give or attempt to offer or give any form of bribe, inducement or kickback. See "Comply with all Government Procurement Laws and Regulations" below for details.*

### **Choose Suppliers for Good Business Reasons**

SpartanNash selects products and services on the basis of price, quality, availability, terms and service through processes that are designed to be impartial, objective and free of outside influence. Suppliers and service providers are expected to comply with all applicable legal requirements in their business relationships – including any applicable government procurement regulations – and with any additional SpartanNash standards in their dealings with us, as well as with the SpartanNash Vendor Code of Conduct. You should be alert for and avoid any potential conflicts of interest in the course of identifying and selecting suppliers.



### **Comply with all Government Procurement Laws and Regulations**

If you are involved in doing business or are attempting to do business with federal, state or local governments, you must do so in accordance with all applicable laws, rules and regulations.

For example, you are prohibited from making false statements to the government (whether oral or written), providing false information to obtain business from a government agency, and from making a false claim for payment to the government.

Specific laws further restrict or prohibit the providing of gifts, entertainment or anything of value to government officials at the federal, state and local levels. As a result, you may not offer or give any gifts, entertainment or anything else of value to any government official (including the military), or pay, in whole or in part, for any business meals, travel or other expenses on behalf of a government official without the advance approval of the Legal Department.

You must also obtain written approval from the Legal Department prior to recruiting a government official as an Associate or a consultant to SpartanNash. Strict rules and regulations govern the recruitment and hiring of government officials, particularly where the official played an active role in the approval and award of contracts with SpartanNash.

### **Protect Customer and Supplier Information**

You must safeguard all confidential information that other parties share with us; do not disclose it to anyone who is not authorized to receive it or does not have a legitimate need to know it. Use the information only for the reasons for which it was gathered or supplied. You may only vary from this requirement with the consent of the party supplying the information, when required by applicable law or legal process, or authorized by the SpartanNash Legal Department. Any confidentiality or non-disclosure agreement you receive from an outside source must be reviewed by the Legal Department before it may be signed on behalf of the Company.

## Interactions with the Public and Government

### **Compliance with Antitrust and Trade Regulation Requirements**

SpartanNash is subject to complex laws designed to preserve full and fair competition among businesses and to protect consumers from unfair business arrangements and practices. The Company is committed to conducting its business in accordance with the letter and spirit of these laws.

In general, antitrust laws prohibit companies from acting in concert with other companies to injure competition (i.e. customers, consumers or suppliers), by agreeing on prices, output or methods of going to market, or to injure another competitor. They also prevent companies with market power from using that power to exclude companies from the marketplace. You should consult with the Legal Department whenever you have any questions about how to comply with these laws, or if you believe that SpartanNash is being injured by the anticompetitive activities of other companies. You should also avoid discussions, agreements or understandings – express or implied, formal or informal, oral or written – with persons outside the Company regarding matters such as:

- Arrangements with competitors to fix or control prices;
- Arrangements regarding bids, terms of sale, marketing practices or promotional programs;
- Coordinating actions that could injure competitors or suppliers;
- Coordinating with competitors to allocate customers or territories;
- Limitations on the production, distribution or sale of products for anticompetitive purposes;
- Refusing to do business with certain customers or suppliers; or
- Price discrimination.

If a competitor, customer or supplier is engaging in such discussions or conduct, or any similar kind of discussion, you should inform such person that you cannot discuss such matters, leave the discussion or meeting and inform the Legal Department of such discussion or conduct.

### **Anti-Bribery**

SpartanNash and its Associates are subject to laws that forbid giving or offering to give anything of value to anyone or any entity when doing so is intended to influence an official act or decision to award or retain business. SpartanNash is committed to conducting its business in accordance with both the letter and spirit of these laws. SpartanNash strictly prohibits Associates or anyone acting on its behalf from giving any payment or benefit to any person or entity, whether public or private, in order to obtain or retain a business or other advantage from any public or private third party. Likewise, SpartanNash strictly prohibits Associates or anyone acting on its behalf from receiving or otherwise accepting any payment or benefit from any person or entity, whether public or private, in order to obtain or retain a business or other advantage from any public or private third party.

You should consult the Legal Department whenever you have any questions about how to comply with these requirements, or if you believe SpartanNash is being injured by any other company's failure to comply with anti-bribery laws.

### **Making Charitable Contributions**

SpartanNash is committed to being a responsible corporate citizen in the communities in which it conducts business and participates in various humanitarian and charitable endeavors. This participation



may include charitable contributions of Company funds or products, as well as utilizing Associate time and Company resources on a community project. Only the Chief Executive Officer or Associates to whom he has delegated authority may authorize these actions in the Company's name.

### **Interactions with the Public and Government**

While SpartanNash encourages you to participate in and support community and charitable activities, it expects that you will do so on your own time, using your own resources and not claiming to do so as a representative of SpartanNash unless you are authorized by the Company to act in that capacity.

### **Political Activities and Contributions**

SpartanNash encourages you to exercise your right to vote in all local, state and federal elections and to be active in the political process. If and to the extent you participate in the political process, you must do so as an individual and not as a representative of SpartanNash. SpartanNash itself cannot make contributions to candidates for federal office, and under the laws of many states, SpartanNash is subject to significant restrictions on its ability to make political contributions. As a result:

- Any proposed political contribution or expense to be made or incurred by SpartanNash must be approved in advance by the Chief Legal Officer.
- Any political contribution that you personally make must not be included on any expense report you submit, nor may you in any other way seek to be reimbursed by SpartanNash for such a contribution. This includes the cost of a political fundraising dinner, even if business is discussed there.
- Any political activity in which you choose to participate as an individual must not involve the use of any SpartanNash property, facilities or time during working hours by you or any SpartanNash Associate. This includes:
  1. Using Company administrative time to send invitations for political fundraising events,
  2. Using the Company telephone to make politically motivated solicitations,
  3. Allowing any candidate to use any Company facilities, such as meeting rooms, for political campaign purposes, or
  4. Loaning any Company property to anyone for use in connection with a political campaign.

As required by law, all political contributions made to state legislators will be made through the Company's political action committee (PAC) or by individual contributions. These would include fundraiser requests and campaign contributions. These requests will be directed through the PAC Treasurer.

You should consult with the Legal Department before agreeing to do anything that could be construed as involving SpartanNash in political activity on the federal, state or local level, or in any foreign country. All legislative and government-related requests must be reviewed by SpartanNash's Communications Department. These include memberships in legislative coalitions, sponsorships, contributions for special events and support for specific legislative or regulatory initiatives. Requests in amounts over \$5,000 must be reviewed by the Chief Executive Officer.

### **Civic Engagement Activities**

SpartanNash encourages you to exercise your right to be civically engaged. If and to the extent you participate in the engagement, you must do so as an individual and not as a representative of SpartanNash.

Periodically, SpartanNash will engage in various charitable and/or awareness campaigns. Associates are encouraged to participate in SpartanNash-sanctioned campaigns and must refrain from engaging in non-sanctioned or independent advocacy in/on store property, and/or during company time.

## **Lobbying Activities**

While you are free to participate as an individual in political and government processes, you should not engage in lobbying activities on behalf of SpartanNash or represent that you are engaging in such activities as SpartanNash's representative. Lobbying activities on behalf of SpartanNash require the approval of the Chief Executive Officer and the Chief Legal Officer.

## **Government Investigations**

SpartanNash may receive requests for information or facility visits in connection with government investigations. It is important that such requests be directed to the correct departments within the Company to ensure appropriate cooperation.

Our Legal Department will coordinate our response to these requests. If you are contacted by any government agency, including a request for information or a facility visit, contact the Legal Department for assistance. You do not need to contact the Legal Department for assistance with routine matters involving government agencies. If in doubt as to whether a matter involving a government agency is routine, contact the Legal Department.

## **Communications with the Public**

SpartanNash's policy is that all communications to the public, including financial information and news releases, be accurate and timely and communicated only by the Communications Department, by a person specifically designated by the Chief Executive Officer, or in the case of communications concerning financial matters, by the Chief Executive Officer or Chief Financial Officer.

If you receive an inquiry from the press or any other outside source regarding a Company matter, you must refer the inquiry to the Communications Department or, if it involves financial matters, to the Chief Financial Officer.

## **Providing Safe Products**

The food industry is one of the most regulated industries in the United States. SpartanNash is committed to providing food and food-related products of the highest quality to its customers, and to complying with all of the laws, rules and regulations regarding the packaging, labeling, quality and safety of its products. It is your responsibility to report to your supervisor, other members of management, Vice President, Environmental Health and Safety or Chief Legal Officer any violations of such laws, rules and regulations or any activity, practice or process which could threaten or sacrifice the quality of the Company's products.

## **Protecting the Environment**

SpartanNash is dedicated to conducting its business in a manner that is sensitive to the environment, conserves our nation's natural resources and is compliant with applicable federal and state environmental laws. It is the Company's policy to conduct environmental risk assessments as early as possible in connection with the purchase or sale of real estate, the design and construction of store or distribution facilities, and the acquisition or divestiture of a business to minimize the exposure of the Company to potential liability. You should familiarize yourself with the practices and procedures developed by SpartanNash to manage the environmental risks that affect your area of responsibility, proactively address such issues, and report any violations of environmental laws, rules and regulations to your supervisor, other members of management, the Vice President, Environmental Health and Safety, or the Chief Legal Officer.

## Compliance Procedures

### **Compliance Committee**

The Compliance Committee is responsible for the (i) overseeing compliance with this Code of Conduct, (ii) establishing procedures to train Associates on the ethical principles, Company policies and laws which influence an Associate's job responsibilities, and (iii) discussing potential ethical or legal issues within the Committee or with other members of management as deemed necessary.

The Compliance Committee consists of the Compliance Officer and designated functional leaders. The Compliance Officer to provide quarterly reports of Compliance Committee activity to the Chief Legal Officer, the Executive Leadership team and other key stakeholders.

### **Day-to-Day Administration of the Code**

The Legal Department shall be responsible for the day-to-day administration of this Code.

### **Certification of Compliance**

On an annual basis, the Compliance Officer, under direction of the Chief Legal Officer will request a Certificate of Compliance from Associates at the level of director and above, and others as identified by the Compliance Committee. This Certificate of Compliance requires each of the selected Associates to report any non-compliance with this Code (whether personally or by another) of which he or she has knowledge.

### **Dealing with Reports of Non-Compliance**

Each report of non-compliance (whether through the certification process, Ethics Line or otherwise) will promptly be communicated to the appropriate persons within SpartanNash, who will arrange for an appropriate investigation into the matters reported. Such investigations may involve whichever internal or external resources the Compliance Officer, Chief Legal Officer or other Company authorities may direct. After diligent inquiry, the Executive Vice President and Chief Legal Officer will provide a report on the results of the Certificate of Compliance to the Audit Committee.

Any matter involving accounting, internal controls and audit matters must be reported to the Chief Legal Officer and the Vice President, Internal Audit, who will make a preliminary assessment of the nature and materiality of the matter. Any such matter deemed potentially material will promptly be reported to the Chair of the Audit Committee, and the Audit Committee will thereafter oversee the handling of the matter, including directing an appropriate investigation and response. The Chief Legal Officer will cause an appropriate investigation to be made into other matters involving accounting, internal controls and audit matters.

If the Chief Legal Officer or other investigating authority concludes that the investigation of any matter (other than those referred to the Chair of the Audit Committee) has substantiated the report of non-compliance, he or she shall report the results of the investigation to the appropriate level of management for a determination of the disciplinary action, if any, to be taken in response to such non-compliance. Results of such investigations shall also be reported to the Compliance Committee.

The Chief Legal Officer will provide a quarterly report to the Audit Committee regarding all accounting, internal controls and audit matters that are not immediately reported to the Chair of the Audit Committee, including analytics and the results of any investigation and the disposition of any such matter. The Audit Committee retains final responsibility and authority for the investigation and handling of any concerns or complaints relating to accounting, internal controls and auditing matters.

The quarterly report shall also include the results of the investigation and disposition of any other matter involving material non-compliance with this Code.