



Code of Conduct

March 2018



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Message from our Chief Human Resources Officer

Our code ... the SpartanNash right way ... Everyday!

If you've ever competed in a sport or played a musical instrument, you know there are 'rules.' Like training, discipline, tempo, and time clocks. Fields, positions, penalties, and points. There are also rules of conduct, like never putting yourself before the team, shaving strokes or time, skipping practice, or taking cheap shots. Without such rules, it doesn't matter if you are playing a pick-up game in an empty lot, appearing in your first elementary school concert, performing at Carnegie Hall, or battling for the Lombardi trophy at the Super Bowl—integrity, harmony, and victory will be fleeting.

At SpartanNash, we refer to such 'rules' as our Code of Conduct.

Each and every day, and in each and every function and facility, we must hold ourselves to the highest standards of ethical behavior and corporate compliance in order to realize our potential as a customer-focused industry leader, and best place to work.

Our integrity, reputation, and customers' trust depend on our consistent execution and hunger for excellence.

Collectively, our core values of Customer Focus, Innovation, Patriotism, Teamwork, Integrity, Respect, Accountability, and Celebration & Fun frame how we conduct business with our co-workers, customers, communities, shareholders, suppliers, vendors, regulatory agencies, and competitors.

Yet, to truly bring our mission to life – *to leverage our expertise in food distribution and retail to develop, activate and provide impactful solutions that exceed expectations for associates, customers and partners* – we must be prepared to respond when ethical dilemmas arise. And they will.

The SpartanNash Code of Conduct is designed to help you better understand the policies and principles that drive our business – and our ultimate success. It will help you make ethical, compliant decisions, or guide you to those who can assist with the right course of action. We also expect you to ask for help if you are in doubt.

As a member of the SpartanNash community, I am asking that you read and refer to our Code of Conduct to ensure your daily actions and decisions proudly reflect the values, vision and mission of our exceptional organization. I also pledge our uncompromising support when you need it.

Thank you for the vital role you play in our company's success while conducting yourself at the highest level of integrity.



Yvonne Trupiano
EVP and Chief Human Resources and Corporate Affairs and Communications Officer
SpartanNash

Core Values



Mission

To leverage our expertise in food distribution and retail to develop, activate and provide impactful solutions that exceed expectations for associates, customers and partners.

Vision

A best-in-class business that feels local, where relationships matter.

Our Values

SpartanNash has a set of core values. These values are more than just words on a piece of paper. They serve as a guide to how we make decisions, how we treat each other and how we conduct our business. Our core values define who we are, what we stand for and what differentiates us from our competitors. Remember, as associates we must know our values, in order to live our values. Our SpartanNash core values are:

I PRACTICE

Integrity: We approach relationships with honesty and transparency to continually earn trust and confidence.

Patriotism: We care deeply for those who defend our freedom and protect our families.

Respect: We believe that valuing each other's talent and diverse perspective fosters a fair and inclusive atmosphere for growth and success.

Accountability: We act with ownership and responsibility, honoring commitments every time.

Customer Focus: We believe in "customer first", anticipating needs and exceeding expectations in all interactions, both internal and external.

Teamwork: We overcome challenges better together, with stronger thinking and more creative approaches.

Innovation: We drive ourselves and each other to challenge convention and turn problems into possibilities.

CElebration and Fun: We take time to celebrate team and individual achievements, incorporating fun into our work.

We expect that all of our associates are able to honestly say **"I PRACTICE our values every day!"**



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 for our government contracts.

Who Must Follow SpartanNash’s Code of Conduct?

All SpartanNash’s Board of Directors members, officers, and associates, including those working for its 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 values and standards as those reflected in the Code.

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 and Asset Protection, or the Executive Vice President 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; consulting with the Senior Vice President, Chief Human Resources Officer, Executive Vice President Chief Legal Officer or Vice President, Internal Audit and Asset Protection; and making appropriate disclosure to 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 have a detailed understanding 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 with the SpartanNash’s Ethics Line at 1-800-710-4848 or spartannash-ethics.com.
- Cooperate with any investigations into possible violations of the Code.



Ethics and Our Culture of Compliance - continued

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 when you are faced with a new or difficult business conduct situation, and you are considering a course of action, you use your best judgment.

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

The starting point for reporting possible violations under this Code or seeking advice on ethical questions you may have is usually your supervisor. 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.



Connect...and discuss an issue

- Human Resources Representatives
- Internal Audit 616-878-2893
- Legal 616-878-8711
- Director of Compliance 952-844-1177



Call SpartanNash’s Ethics Line

Available 24 hours a day, seven (7) days a week on a confidential basis, at 1-800-710-4848.



Click to file a report

spartannash-ethics.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 if necessary be anonymous. You are, however, encouraged to give your identity with the report to enable the Company to contact you should additional information be needed to conduct an

Ethics and Our Culture of Compliance - continued

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 choose 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:

- Senior Vice President, Chief Human Resources Officer
- Your Human Resources representative
- Director of Compliance

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.





Fair Employment Practices and Workplace Respect

SpartanNash firmly believes that a work environment that promotes the principle of equality of opportunity, values diversity of thought and experience, and is free of all forms of improper employment discrimination is essential to having a work environment that is fully aligned with our company values. As a result, the Company is committed to providing equal employment opportunities to all associates and qualified applicants, without regard to:

- Age
- Color
- Religion
- National origin
- Sexual orientation
- Marital status
- Sex
- status with respect to public assistance;
- Race
- Creed
- Gender
- Gender Identity
- Disability
- Veteran status
- Pregnancy

or other protected status or characteristics, under local, state, or federal law and complying with applicable labor and employment laws wherever it operates.

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 anti-harassment policy for a complete description of your rights and obligations under that policy.



Our Workplace - continued

Included in the forms of harassment prohibited by the anti-harassment 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 as well as others. You may not work or report to work while impaired by alcohol, illegal drugs or controlled substances. 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 immediate 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. Consuming alcohol during business hours is prohibited, except at company authorized events, functions or settings. There may be certain times or places that are designated as acceptable to consume alcohol,

such as events with customers and work-related social events. An authorized Company event, function, or setting must be approved by someone on the Executive Management Team. It is the expectation that even during those events, you must not become impaired in your ability to properly represent the Company, endanger others or reflect adversely on the reputation of SpartanNash.

Safe and Violence Free Workplace

SpartanNash strongly believes in providing a safe and healthy work environment for its associates and visitors to its premises. 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 of Risk Management.

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). Also, you are strictly prohibited from bringing or carrying onto SpartanNash property or in SpartanNash vehicles any weapons, firearms, ammunitions, explosives or incendiary devices. The only exception is if you are in a security position that requires as a part of your job you carry a weapon or firearm. 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. Additional, you must safely store and secure the firearm.

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 employee(s) involved.



Our Responsibilities to SpartanNash - continued

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 Director of Compliance or Executive Vice President 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% of that company's stock; and (3) your investment in that company equals less than 25% 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. Directors and Category Managers are limited to 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 charitable organizations. Excess samples of perishable product will be donated when possible, otherwise disposed. The Vice President Center Store Merchandising and Vice President Fresh Merchandise are 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, approve, or tolerate 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.

Our Responsibilities to SpartanNash - continued



Gifts and entertainment may be accepted when permitted under applicable law if they are appropriate regarding the time and place, and are either (1) non-cash gifts of nominal value (less than \$100), or (2) customary and reasonable meals and entertainment at which the giver is present, such as the occasional business meal or sporting event. Some vendors or suppliers offer awards or prizes for contests. These items are sometimes known as premiums, incentives, or awards. They are considered gifts and the rules about gifts apply. However, excessive business lunches with outside supplier or the same individual on a regular basis may be considered a conflict of interest. If you are offered a gift that has a value of \$100 or more, or a meal or entertainment (such as a concert or sporting event) with the giver present and of a value that is more than \$200 you must get permission to accept before the event. To get permission, you fully disclose the details in writing, of the gift or entertainment to the Senior Vice President Chief Human Resources Officer. The gift should meet the other basic requirements stated above. Use the Gift Disclosure Form found in SpartanNash InSite or from your human resource representative.

Events with travel included. If you are invited to attend an event that include travel (airfare, transportation, accommodations), from any supplier, vendor, retailer or outside business interest, you must get advance written approval from the Senior Vice President Chief Human Resources Officer. Such trips and entertainment may be approved if there is a direct business benefit. Use the Gift Disclosure Form found in SpartanNash Insite, to make a request for approval.

Our Responsibilities to SpartanNash - continued

Solicitation of Gifts or Sponsorships. You may not solicit gifts or sponsorships for any purpose or cause unless specifically approved in advance by an Executive Vice President as 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.

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 Director of Compliance. This policy does not apply to gifts of a token or nominal value.

Protect SpartanNash Property

You are responsible for protecting and ensuring the proper use of SpartanNash property that is under your control. If you are a supervisor or manager, this includes 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, see more detail regarding the protection of Confidential and Proprietary Information below, and you are expected to report such actions on the part of any other person. Property includes cash,

business plans, customer and supplier information, intellectual property, and confidential or proprietary information (such as customer lists, business strategies, marketing strategies, etc...), as well as physical property.

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 are 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.



Our Responsibilities to SpartanNash - continued

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 your Human Resources department. You may not disclose or use any Company information with any third party.

Do not Engage in Insider Trading

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 buy or sell SpartanNash stock or other securities or 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. 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. 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. 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.



Our Responsibilities to SpartanNash - continued

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 executives whose duties regularly bring them into contact with confidential or proprietary information are subject to additional limitations on when they can trade SpartanNash stock and other securities, which are set forth in the Company's Securities Compliance Manual for Directors and Officers.

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 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 includes 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.

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 and not further distribute it to anyone inside or outside the company, then contact the Director of Compliance 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).

Do not 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 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. You should be alert for and avoid any potential conflicts of interest in the course of identifying and selecting suppliers.



Our Relationships with Customers, Suppliers and Competitors - continued

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, not disclosing it to anyone who is not authorized to receive it or does not have a legitimate need to know it, and using it only for the reasons for which it was gathered or supplied. The only exceptions are when disclosure or other use is authorized by the party providing the information, by applicable law or legal process, or by appropriate SpartanNash authorities. Any confidentiality 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, the 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.



Interactions with the Public and Government - continued

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.

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 Executive Vice President 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 fund raising 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 of any SpartanNash associates. This includes (a) using Company administrative time to send invitations for political fund raising events, (b) using the Company telephone to make politically motivated solicitations, (c) allowing any candidate to use any Company facilities, such as meeting rooms, for political campaign purposes, or (d) to loan any Company property to anyone for use in connection with a political campaign.

Interactions with the Public and Government - continued

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 fund-raiser 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 Government Affairs personnel. 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.

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 Executive Vice President 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 Corporate Affairs and 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 Corporate Affairs and 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, Risk Management or the Executive Vice President 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, Risk Management, or the Executive Vice President Chief Legal Officer.



Compliance Procedures

Compliance Committee

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

The Compliance Committee consists of the Chief Financial Officer, the Chief Legal Officer, Chief Human Resources Officer and the Vice President, Assistant General Council of the Company, and one or more other members of management appointed by the Chief Executive Officer. These additional members may include the Vice President of Risk Management, and Vice President of Internal Audit and Asset Protection.

Day to Day Administration of the Code

The Director of Compliance shall be responsible for the day-to-day administration of this Code.

Certification of Compliance

On an annual basis, the Chief Legal Officer will request a Certificate of Compliance from associates at the level of manager 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 Chief Legal Officer or other Company authorities may direct. After diligent inquiry, the 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, 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 Chairman 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 Chairman 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 Chairman 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.



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