



OUR COMMITMENT TO INTEGRITY

UNFI Code of Conduct

UNFITM
BETTER FOOD. BETTER FUTURE.



A MESSAGE FROM STEVE SPINNER



Dear UNFI Associates,

We're pioneers on a mission to transform the world of food. Every day, UNFI's business success depends on each of us acting with integrity, putting safety at the forefront of everything we do, and treating each other with respect. By doing the right thing, we don't just avoid risk, we also achieve outstanding results we can all be proud of.

Our Code of Conduct helps us live our Company values and gives us the guidance we need to do the right thing. It's a crucial resource that helps us navigate difficult decisions and complex business relationships. You should rely on it, as I do, as an important resource.

At its core, the Code boils down to common sense—treat others with decency and respect, follow the law, and adhere to UNFI's policies, expectations and the requirements outlined in the Code. If you are ever uncertain about the right course, talk to your manager, supervisor, or a colleague or call the Ethics Hotline. Our culture is built on good decisions made through discussion with others, so you should never feel alone when faced with an ethical dilemma.

Speak up if you have a concern or see something that looks wrong. I am personally committed to fostering an environment where feedback is encouraged and issues and concerns are resolved appropriately. We do not tolerate retaliation for making a good-faith report.

No matter your role, we all share the same responsibility to uphold UNFI's values and high standards. We are dedicated to serving the well-being of our customers and the communities in which we operate to the best of our ability. This means our commitment to providing safe, high-quality food and a safe workplace will never be compromised. We will continue to deliver on our core value of moving Boxes In and Boxes Out—Safely, with every box, every drive, every day.

Together we will win as a team, delivering better food for a better future. Thank you for your hard work and dedication to living our mission and values.

Sincerely,

A handwritten signature in black ink that reads "Steve". The signature is fluid and cursive, with a large initial "S" and a long, sweeping underline.

Steve Spinner, Chief Executive Officer

TABLE OF CONTENTS

A MESSAGE FROM STEVE SPINNER	1
OUR MISSION AND VALUES	3
OUR COMMITMENT TO DOING THE RIGHT THING	4
Following the Code	5
Everyone’s Responsibilities	5
Leaders’ Additional Responsibilities	5
Responsibilities of Suppliers and Other Business Partners	6
Making Ethical Decisions.....	6
Speaking Up and Seeking Help.....	7
Zero Tolerance for Retaliation	8
OUR COMMITMENT TO OUR ASSOCIATES	9
Promoting a Safe and Secure Workplace.....	10
Preventing Harassment and Discrimination	13
Embracing Diversity and Inclusion	14
OUR COMMITMENT TO OUR CONSUMERS AND COMMUNITIES	15
Providing Safe and High-Quality Products	16
Protecting the Environment and Promoting Sustainability	17
Supporting Our Communities and Our Associates	18
Participating in the Political Process	19
OUR COMMITMENT TO OUR BUSINESS	20
Avoiding Conflicts of Interest	21
Giving and Receiving Gifts and Entertainment.....	24
Preventing Corruption and Bribery	26
Engaging in International Trade	28
Promoting Fair Competition	29
Building Strong Customer and Supplier Relationships.....	31
OUR COMMITMENT TO OUR STOCKHOLDERS	33
Keeping Accurate Books and Records	34
Safeguarding Company Assets	36
Protecting Confidential and Business Information	36
Preventing Insider Trading	37
Speaking on Behalf of the Company	39
Using Social Media	40
ASKING FOR GUIDANCE AND REPORTING A CONCERN	41
Waivers	41

OUR MISSION AND VALUES

OUR MISSION

Transform the world of food.

For our associates, our customers, our suppliers, and the families we all serve every day.

OUR VALUES

Feed the planet.



Better food comes from a healthy planet, and we do our part.



Find the sweet spot.

Be flexible and make change work.



Do the right thing.

Put safety and integrity at the forefront of everything we do.



Deliver together.

Empower each other and win as a team.



Making the World of Food a Better Place

Our brand signals that, together, we can make the world of food a better place by:

- Delivering better food to more people in more places.
- Providing better opportunities and support to our associates, customers, and suppliers.
- Rolling up our sleeves and doing the hard work with strong values to guide us.



Our Commitment to Doing the Right Thing

We commit to doing the right thing in our daily work by always acting with honesty and fairness and supporting our mission and values.

Following the Code

You are what you consistently do. Our Code of Conduct connects our shared values to the work you do each day.

The values we share are more than just ideas. They define who we are and what we stand for. When we live the principles of our Code, not only do we achieve outstanding performance, but we do it the right way. As part of UNFI, we are expected to know and follow our Code, our policies, and the law.

Integrity is when we do the right thing, every time, even when no one is looking.

Everyone's Responsibilities

We are all responsible for acting ethically and preserving UNFI's reputation.

Our Code applies to all associates and board members. Everyone at UNFI is required to act ethically and with integrity at all times. We also expect everyone who conducts business for UNFI, including contractors and consultants, to act consistently with the principles of our Code. Our reputation is on the line every day. By knowing and following our Code, you do your part to support UNFI's culture of always doing what's right.

There are references to policies throughout the Code. In most cases, there are specific policies relevant to you. For those situations where there are no separate policies, the principles of the Code will stand alone.

To uphold UNFI's mission and values:

- Follow the Code and do what is right every day.
- Act professionally and treat others with decency and respect.
- Work safely and speak up if others are not.
- Ask questions whenever you're not sure how to handle a situation.
- Speak up if you see or suspect someone is not following our Code, our policies, or the law.
- Cooperate with investigations into possible violations of the Code, our policies, or the law.
- Report any concerns of retaliation.

Leaders' Additional Responsibilities

Working in a supervisory role involves additional responsibilities.

It's not enough for you to act ethically and with integrity yourself. As a manager or a supervisor, you also have a responsibility to inspire others to follow your lead. We are a results-driven organization, but only when we achieve those results by doing the right thing and acting with integrity. To demonstrate supportive, ethical leadership:

- Be a role model by setting a strong example of doing the right thing and treating others with decency and respect.
- Always encourage open and respectful communication.
- Ensure those you supervise understand and follow our Code and our policies, and make sure they have the training and equipment to do their jobs safely.
- Hire and retain associates who share our values.
- Immediately report conduct that may be in violation of our Code, our policies, or the law. If you are not comfortable with how a report is handled, you should escalate your concerns.
- Seek guidance and assistance from your manager, supervisor, Human Resources, or the Ethics and Compliance Office.
- Never retaliate against anyone because they made a good-faith report or participated in an investigation of potential wrongdoing.

Responsibilities of Suppliers and Other Business Partners

We foster supplier relationships based on trust, fairness, and mutual respect.

We believe in doing business with suppliers and other third parties who share our values and approach to doing business. We expect these business partners to comply with the [UNFI Supplier and Vendor Code of Conduct](#). If you work with our suppliers, you also need to understand these requirements and hold our suppliers accountable for meeting them. You must report any incidents or behaviors by suppliers that fall short of the Supplier Code.

Making Ethical Decisions



Sometimes we face difficult situations where the right choice isn't clear. Be sure you can answer "yes" to these four questions:

- Is it legal?
- Is it consistent with UNFI's values, policies, and Code?
- Would you feel comfortable if this was a news headline?
- Will it advance UNFI's goals and enhance our reputation for doing the right thing?

Stay alert to warning signs. If you hear comments like these, take a step back and reevaluate the situation:

- "Don't worry about it. Who's going to know?"
- "Our competition does it so it must be okay."
- "We need to do whatever it takes."
- "We've always done it this way, and no one has gotten into trouble."



Speaking Up and Seeking Help

UNFI supports open, honest communication.

Our Code provides the principles and values everyone must follow, but it can't answer every question you might have. If you are unsure about how to handle a situation or about any requirement in the Code, it is important that you ask questions before taking action that may result in a violation. Asking questions and seeking guidance early can often prevent problems later.

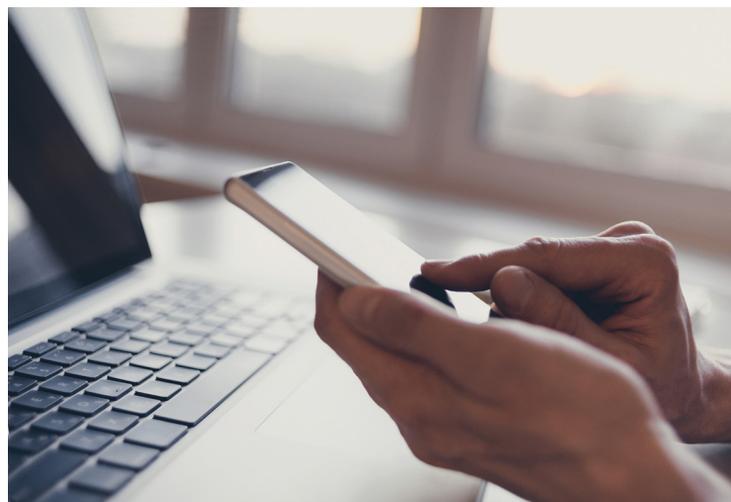
If you see or learn of suspected illegal or unethical conduct or a violation of our Code, report it promptly. Doing so helps us investigate and correct such behavior and prevents situations from escalating.

How to Ask Questions or Report Concerns

You can ask questions, raise concerns, or report a suspected violation by contacting:

- Your manager, supervisor, or another leader you trust.
- Human Resources.
- The Legal Department.
- The Ethics and Compliance Office/Chief Compliance Officer.
- The Ethics Hotline: 1-888-456-UNFI (8634) or www.lighthouse-services.com/unfi.

For more information about who to contact, see [Asking for Guidance and Reporting a Concern](#) at the end of the Code. All concerns will be taken seriously and investigated appropriately. Reports will be kept confidential to the extent possible, given the need for thorough investigation. If it's determined that our Code, our policies, or the law have been violated, those responsible for the violation or concealing it may be subject to discipline—up to and including dismissal.



Ethics Hotline

The Ethics Hotline is an option for reporting concerns. It is staffed by an outside, independent company and is available 24 hours a day, 365 days a year. When you make a report on the Hotline, you can decide to remain anonymous. If you remain anonymous, please provide as specific information as possible so the Company can conduct a thorough investigation. Check back periodically using your case number and password, as we may need more information. If you are unable to provide additional details, we might not be able to investigate fully and then we will not be able to completely address your concern or resolve the problem.

Contact the Hotline:

1-888-456-UNFI (8634) or
www.lighthouse-services.com/unfi



Zero Tolerance for Retaliation

Retaliatory actions and threats are violations of our Code and our values.

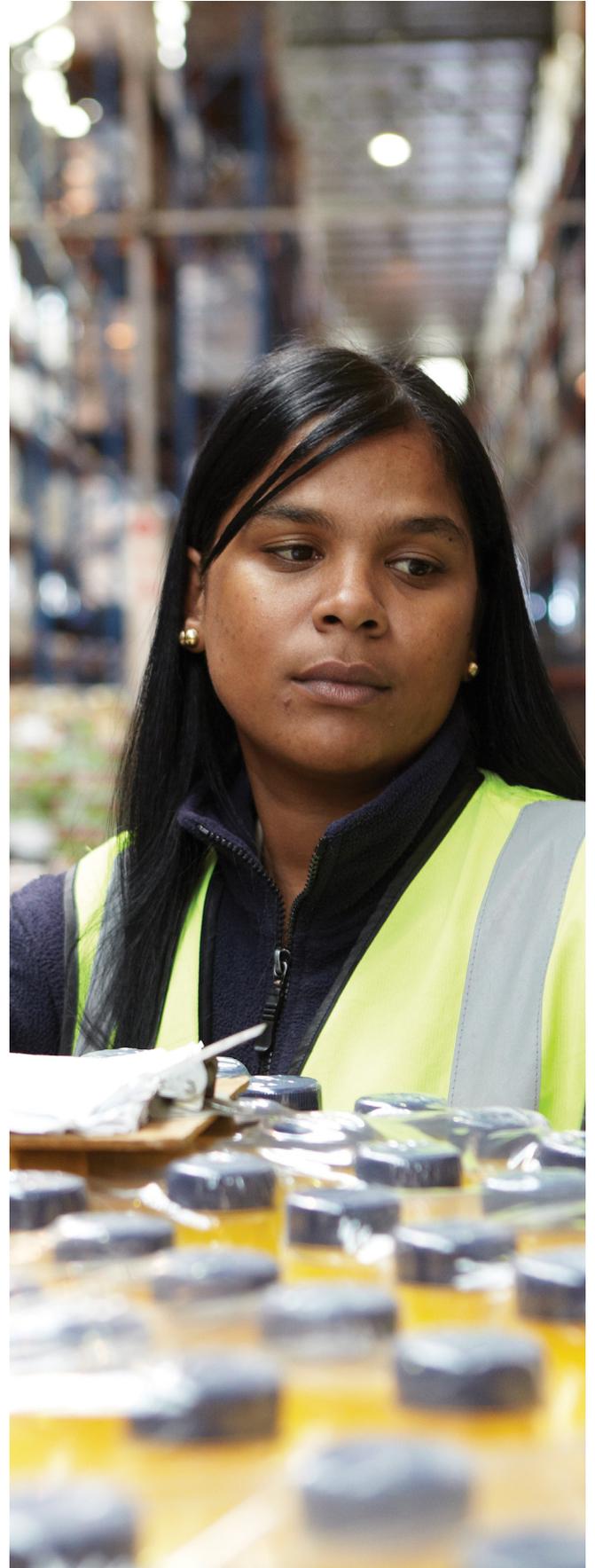
UNFI is committed to maintaining a culture where everyone feels comfortable raising concerns. Retaliation of any kind against anyone for a good-faith report of a potential violation of our Code, our policies, or the law is never tolerated. Retaliation against anyone who participates in investigations in good faith is also prohibited. If you feel you or another associate have been retaliated against, report it. Any concerns raised will be taken seriously, promptly investigated, and responded to appropriately.

Q&A

- Q:** What should I do if something doesn't seem right, but I'm afraid to say something because I worry that doing so may result in retaliation against me?
- A:** If you believe someone is violating our Code, our policies, or the law, you need to promptly report it. We encourage you to ask questions and report your concerns to your leader, but there are many other reporting options as noted in this Code. If you believe retaliation has occurred as a result of raising a concern in good faith, please report it to Human Resources or by contacting any of the reporting options listed.

For More Information

See the following:
[Ethics Hotline Reporting Policy](#)





Our Commitment to Our Associates

Providing a safe work environment is a foundational commitment that we make to you and all associates, contractors, and guests. At the end of the workday, we want every person to return safely home to their family. This commitment is an essential part of our mission and values.

Promoting a Safe and Secure Workplace

We have a responsibility to provide a safe work environment. We expect leaders to consider safe work practices in everything they do. We expect associates to work safely and to look out for the safety of those around them.

Safety in the Workplace

Doing what's right means keeping everyone safe every day and in every task—no matter how big or small.

Every associate has a responsibility for safety. You are the eyes and ears of our business, and your dedication and commitment are an important part of our safety culture. Accidents don't just happen. You can help prevent them if you work carefully and always make sure you have the training needed to do your job safely. Never sacrifice caution, good sense, or our safety standards in the name of productivity. It's not worth the risk to you and others, and it won't be tolerated.

UNFI's focus on safety extends to everyone, including associates, contractors, customers, business partners, guests, and our communities. Everyone's goal is to ensure no one gets hurt. By behaving responsibly in our daily work, following our safety standards, and watching out for others, we put safety first.

Alcohol and Drug Use

You must always perform your work free from the influence of alcohol and/or drugs that can create a safety hazard and affect your judgment. This includes not only illegal drugs, but also medication if it may affect your ability to do your job safely. Check with your doctor about any impact your medication might have on your ability to perform your job safely, and communicate any concerns to your supervisor, local safety contact, or Human Resources.

Safety While Driving

We will not compromise on safety, and our drivers play a crucial role in this commitment. Our trucks are on the road every day delivering products to customers in our communities. Whether you drive a UNFI truck, your own personal vehicle, or a rental car on Company business, you are expected to drive safely and in accordance with the law. If you ever have questions or are not clear on how to operate or drive in a safe manner, it is your responsibility to ask for clarification from your supervisor, local safety contact, or Human Resources.

Q&A

- Q:** During your morning pre-trip inspection you notice that your parking brake is not holding properly. You attempt to make adjustments but are unsuccessful in fixing it. There isn't another truck available for you to use. What should you do?
- A:** You should always note an identified deficiency on your pre-trip inspection and immediately communicate the concern to your supervisor or local safety contact. Management, as well as your mechanic, will assist in determining the nature of the defect, evaluate any safety concerns, and determine if the vehicle is safe to operate. Your safety and the safety of others should always be your first priority.

Safe Workplace Dos and Don'ts

Do:

- Stop work if you think a situation seems unsafe and immediately report the situation to your supervisor or local safety contact.
- Know and follow all Company policies related to safety (including food safety).
- Always make sure you have the training needed to perform the work safely.
- Ensure all facilities, equipment, and trucks are always in proper operating condition.
- Use equipment correctly and never bypass safety devices or procedures.
- Look out for yourself and your fellow associates. Speak up to your supervisor or local safety contact immediately if you notice any unsafe conditions or workplace hazards.
- Report injuries and incidents promptly.
- Play an active role in emergency drills and know what to do if a real emergency arises.
- Alert a supervisor or local safety contact if you believe a co-worker or contractor may be under the influence of drugs or alcohol or seems impaired.
- Immediately report any threats of violence impacting the workplace (including those made outside work and on social media).

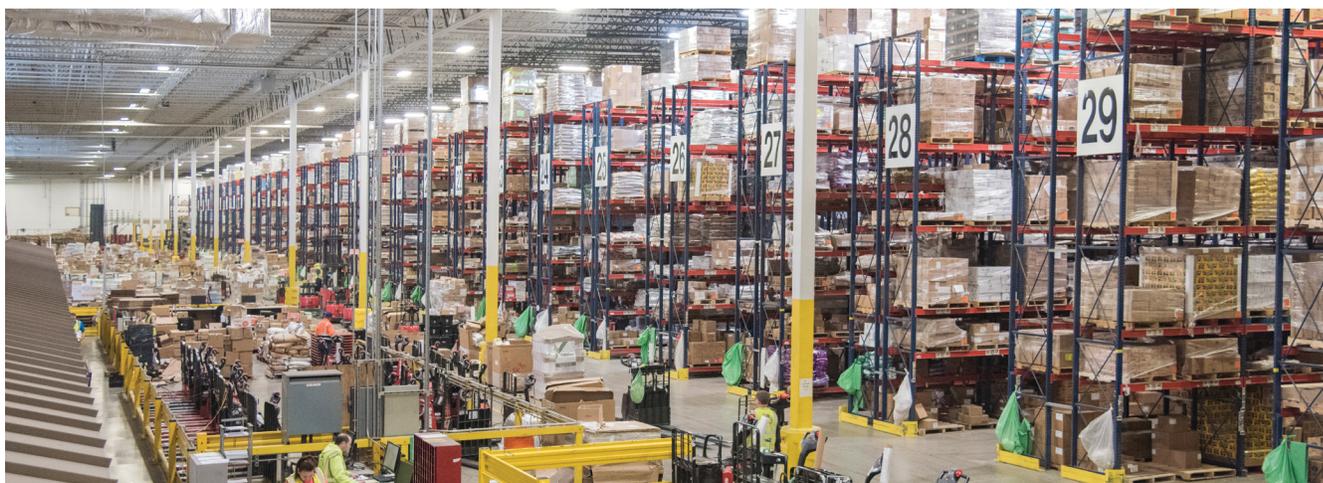
Don't:

- Disregard safety policies.
- Take on a job that you haven't been trained for or that you feel unsure about.
- Rush through your work—no goal or deadline is more important than safety.
- Take unnecessary risks in the workplace, or direct anyone else to do so.
- Bring weapons into UNFI buildings.
- Bring drugs onto UNFI property.
- Be under the influence of drugs or alcohol while at work.

Workplace Violence

Keeping our associates safe also means maintaining a workplace free from violence. Workplace violence includes both violence and the threat of violence. Examples include threats of bodily harm to others, harassment, intimidation, bullying, stalking, and acts that are intended to or result in others being in fear of potential violence.

We're committed to maintaining a positive and professional workplace where all associates feel safe. It's critical that you stay alert for potential issues and know what to do if a dangerous situation occurs. Immediately report any act or threat of violence you see or suspect. Your report may enable someone to get the help they need. If you or someone else is in immediate danger, call 911 first.



Q&A

- Q:** A co-worker hit a rack while operating her forklift and it appeared the rack was damaged. The co-worker did not stop and did not appear to notify anyone of the issue. What should I do?
- A:** You are responsible for your own safety as well as the safety of your co-workers. If you see a co-worker hit a rack and not report the issue, you must report the issue immediately to your manager, supervisor, or to any manager in the building.
- Q:** Sometimes I see safety hazards while working. Because I must hit production numbers to keep my job, is it okay to report these hazards on my break or after my shift ends?
- A:** No. Report safety issues right away even if doing so will cause a delay in production.
- Q:** After my co-worker came back from lunch, he had a strong odor of marijuana on him and his eyes were bloodshot. When I asked him about it, he told me to "mind my own business." He seemed to be in complete control and did not appear impaired.
- A:** If you suspect a co-worker may be under the influence of drugs or alcohol while at work, report the issue immediately to your manager, supervisor, or to any manager in the building.
- Q:** As I was coming into work today, I saw a UNFI truck next to me at a stoplight and it appeared the driver was looking down as if he/she was texting—what should I do?
- A:** You must report this to your manager, supervisor, and/or the Transportation Manager for the facility and provide as many details as you can, including the truck number, the location, and the time.



For More Information

See the following:

[Violence Free Workplace Policy](#)

[Discrimination and Harassment Free Workplace Policy](#)

[Weapons Free Workplace Policy](#)

[Drug and Alcohol-Free Workplace Policy](#)

[Social Media Policy](#)

Preventing Harassment and Discrimination

We do not tolerate any kind of harassment or discrimination at UNFI.

Our success depends on creating a work environment where each person feels valued. Always treat others with decency and respect. UNFI will not tolerate anyone being harassed or discriminated against because of any characteristic protected under applicable law (see Know More: Harassment). It is everyone's responsibility to recognize and report harassment and discrimination. If you believe you or someone else is being harassed or discriminated against, immediately report it through one or more of the reporting channels identified in [Asking for Guidance and Reporting a Concern](#).

Know More: Harassment

Harassment is a hostile or offensive comment, conduct, action, or gesture that you know or that you reasonably should know is unwelcome to others. It may be based on someone's race, color, religion, sex (including pregnancy, sexual orientation, or gender identity), national origin, ancestry, disability, age, genetic information (including family medical history), marital status, veteran or military status, or any other characteristic protected under applicable law. Harassment may include:

- Teasing, mocking, joking, stereotyping, and the use of epithets and slurs.
- Threatening, intimidating, or offensive acts.
- Behavior or actions that are degrading or show hostility towards an individual or group because of a protected characteristic.

Sexual harassment is a form of harassment and includes sexual advances, sexually related banter and jokes, and other conduct of a sexual nature that unreasonably interferes with another associate's work performance or creates an intimidating, hostile, or offensive working environment.

Conduct outside of the workplace (including on social media) may constitute harassment or discrimination if it could affect the work environment or another associate's work performance.

Q&A

- Q:** Recently, I witnessed David, a manager, talking with Sue, an associate in his department. David made comments about Sue's appearance and asked her on a date. Sue seemed uncomfortable and refused the date. Should I tell someone what I saw?
- A:** Yes, you should report what you observed through whatever method you feel comfortable, such as your manager, supervisor, Human Resources, or the Ethics and Compliance Office. See [Asking for Guidance and Reporting a Concern](#) at the end of the Code. UNFI doesn't tolerate harassment of any kind and wants to hear from you if you see or suspect such behavior.

For More Information

See the following:
[Discrimination and Harassment Free Workplace Policy](#)
[Ethics Hotline Reporting Policy](#)

Embracing Diversity and Inclusion

We value the variety of talents, backgrounds, and perspectives of our associates.

UNFI supports an inclusive work environment in which diversity is recognized, valued, and embraced.

Diversity is the quality of being different and unique at an individual or group level. We value diversity and respect the unique characteristics each associate brings to our Company. These differences inspire better thinking, creativity, and problem-solving. We deliver together by valuing the unique talents, experiences, and perspectives each of us brings to UNFI.

UNFI is committed to providing an environment that is inclusive and barrier-free. This includes ensuring an environment that is accessible to all and providing reasonable accommodations for applicants and associates with disabilities.

To embrace diversity and inclusion:

- Build teams with diversity in mind.
- Encourage input from all team members.
- Treat everyone with decency and respect.
- Avoid any words or actions that could be offensive or degrading to others.
- Never tolerate or excuse discrimination, harassment, or retaliation in any form and report it immediately if you witness or hear about it happening.

For More Information

See the following:

[Equal Employment Opportunity Policy](#)

[Disabilities & Reasonable Accommodations Policy](#)





Our Commitment to Our Consumers and Communities

We are committed to making a difference in the communities where we live and work.

Providing Safe and High-Quality Products

Everyone at UNFI is responsible for the safety and quality of the food and products we supply.

Our customers rely on us to deliver food and products that everyone can feel good about bringing home to their families. To meet these expectations, we work closely with our vendors and suppliers to source safe, high-quality products that are accurately labeled. We receive, store, handle, and transport these products in a manner that protects and maintains product safety and integrity. We act quickly to address any potential concerns. And we regularly review our product safety and quality policies and programs to reflect evolving scientific knowledge, consumer expectations, and the law.

It is everyone's responsibility to know and follow all Company policies related to food and product safety and quality. Immediately speak up if you have a question or see anything that could potentially impact the safety or quality of the products we supply.

Q&A

Q: I work in one of UNFI's distribution centers. I've recently noticed a lot of refrigerated products being staged on our nonrefrigerated dock for some time before being loaded on a trailer. I don't know if anyone is checking temperatures of the products and/or monitoring how long the products have been on the dock. Should I say something?

A: Yes. Protecting product safety and quality is everyone's responsibility, and you can't assume that someone else is on top of this. You should inform your manager, supervisor, your local food safety contact, or the Legal Department any time you become aware of a situation that has the potential to compromise the safety or quality of any product in our distribution centers or during transport. We expect everyone to demonstrate ownership, accountability, and commitment to product safety no matter what your role is at UNFI.





Protecting the Environment and Promoting Sustainability

Better food comes from a healthy planet, and we do our part.

At UNFI, we believe our business and the well-being of our customers depend on a healthy planet. All associates play an active role in doing what's right for people and the earth. This means not only following all applicable environmental laws, but also always working to improve our performance and lead by example.

UNFI reports annually to share what we've done for our communities and the environment and where we want to go in the future. You are expected to do your part to follow the law, advance UNFI's goals, conserve natural resources, reduce waste (including food waste), and recycle or reuse materials where appropriate. We all need to work together to reduce UNFI's environmental footprint.



For More Information

See the following:
[Social and Environmental Policy](#)

Supporting Our Communities and Our Associates

We care about and are committed to supporting the communities where we live and work.

The communities where we live and work are part of who we are as a company. UNFI believes that part of doing the right thing includes supporting these communities and helping those in need where we can. The UNFI Foundation gives grants to community nonprofits to create better food systems and support everyday health. These grants focus on:

- Increasing the supply of organic food.
- Providing hunger relief for vulnerable populations.
- Improving access to fresh, healthy food.
- Advancing childhood nutrition education.

UNFI also encourages all associates to make a difference in their communities by fundraising for and volunteering with their local Helping Hands team.

The UNFI Assist relief fund provides grants to our associates during times of hardship, including:

- Family illness or loss.
- Natural disaster.
- Loss of housing or transportation.



Participating in the Political Process

Associates should feel free to participate in the political process, but always keep your personal political activity separate from UNFI.

For some, participating in the political process can make a positive difference in our lives and communities. Associates are free to express their beliefs and support the political causes that are important to them. But to protect our brand and reputation, it is important that associates never use UNFI resources for these activities.

To engage ethically in political activities:

- Support political and civic causes on your own time, at your own expense, and in accordance with federal and state/provincial laws.
- Never use or loan UNFI resources to make direct or indirect contributions to candidates for office or political organizations.
- Never coerce other associates or business partners to participate in political conversations, actions, or campaigns.
- Always make it clear that your political views and statements are your own and not those of UNFI.
- Consult with the Ethics and Compliance Office before engaging in any lobbying activity.

Know More: Lobbying

Lobbying is any type of advocacy or activity aimed at influencing a government official. Federal and state/provincial laws, along with some local governments, have specific registration and reporting requirements for lobbying. To ensure compliance, you must consult with the Chief Compliance Officer before:

- Contacting any government official to advocate a position for or on behalf of UNFI.
- Entering into an agreement with a third party to assist UNFI with lobbying efforts.
- Retaining the services of current or former public officials with the intent to influence governmental decisions impacting business.
- Engaging in any other activity to influence a government official about a matter that might affect the business of UNFI. This includes legislation, agency rulemaking, procurement activity, or the award or terms of a government contract.



For More Information

See the following:

[Political Activities and Government Relations Policy](#)



Our Commitment to Our Business

We are dedicated to maintaining high standards of business ethics. That means we act with honesty and integrity in all our business dealings, every day.

Avoiding Conflicts of Interest

The business decisions we make must be free from conflicts of interest.

Conflicts of interest can cloud your judgment, threaten your credibility, and jeopardize trust. They may arise when your personal interests or activities interfere, or appear to interfere, with the interests of the Company. A conflict may also arise when your judgment could be influenced, or might appear as being influenced, by the possibility of personal benefit. Even if it's not intentional, the appearance of a conflict may be just as damaging to your reputation, and UNFI's reputation, as an actual conflict.

Avoid situations that could cause, or appear to cause, your personal activities to interfere with your objectivity at work. Conflicts can often be resolved through open and honest discussion. If an actual or perceived conflict of interest does arise, disclose it promptly to your manager, supervisor, Human Resources, or the Ethics and Compliance Office.

Some common examples that may be considered conflicts of interest and must be promptly disclosed are:

- Supervising, in a direct reporting relationship or within two levels of the reporting chain, a family member, close friend, or romantic partner.
- Being in any supervisory position and romantically involved with another UNFI associate.
- Having a romantic relationship with an employee in a decision-making capacity for a customer, supplier, or other third party doing business with UNFI.
- Performing services for a company that does business with, wants to do business with, or competes with UNFI.
- Engaging in any outside business activity that competes with any of UNFI's businesses.
- Having a second job that calls into question your ability to devote appropriate time and attention to your job responsibilities at UNFI.
- Having a financial interest in a company that does business with, wants to do business with, or competes with UNFI.
- Taking a business opportunity for yourself that you learned about through your work at UNFI.
- Receiving discounts or other perks from suppliers of UNFI that are not part of a published program that is broadly available to all associates.



Several additional areas that may also give rise to conflicts of interest include the acceptance of gifts and entertainment, the misuse of confidential information, and membership on certain boards. The Conflicts of Interest Policy and the Gifts and Entertainment Policy contain more information.

Is It a Conflict of Interest?

Ask yourself:

- Could my personal relationships influence my decisions?
- Am I using Company resources, relationships, or my position for personal gain?
- Could it appear to be a conflict of interest to someone else?
- Does it compete with UNFI's interests?
- Do I feel uncomfortable about this decision in any way?

If you answered "yes" to any of these questions, it is probably a conflict of interest. Contact Human Resources or the Ethics and Compliance Office for guidance.

Disclosing Conflicts of Interest

You are required to disclose all potential conflicts of interest. Depending on your role in the Company, you may be required to complete an annual conflicts of interest disclosure. New conflicts, or changes in existing conflicts, must be disclosed promptly. You must implement any conflict resolution recommendations identified by your manager, supervisor, Human Resources, or the Ethics and Compliance Office.

To disclose a conflict of interest, or if you are unsure whether a conflict may exist, you should:

- Notify your manager, supervisor, Human Resources, or the Ethics and Compliance Office.
- Fill out and submit a Conflict of Interest Disclosure form to the Ethics and Compliance Office.

Board of Directors' Obligation To Avoid Conflicts of Interest

Conflicts of interest issues as they relate to members of UNFI's Board of Directors are defined and addressed in accordance with the Board's separate Conflicts of Interest Policy.



Q&A

Q: I am a supervisor and am dating an associate. Why do I need to disclose that relationship if he doesn't report to me and, in fact, doesn't even work in my department? I would rather keep this relationship private.

A: Even when associates in a romantic relationship are in different reporting channels and/or departments, we still need to ensure that such relationships will not disrupt or impact our workplace. We respect associates' desire for privacy and will share the information disclosed only with those who need to know in order to assess whether the relationship poses a conflict of interest.

Q: My brother works for a vendor that we're evaluating to provide IT services. I am part of the team in charge of selecting the vendor. What should I do?

A: This situation could create a conflict, and it may be necessary for you to remove yourself from the selection process. You should disclose it to your manager or supervisor immediately and complete a Conflict of Interest Disclosure form so that the Ethics and Compliance Office can determine next steps.

Q: I am currently working on a request for proposals. One of the bidders offered me tickets to a sold-out concert. Can I accept the tickets?

A: This needs to be carefully considered. Because you are in an active bidding situation, the offer creates the perception of a conflict of interest, if not an actual one. You should discuss this with your manager.

For More Information

See the following:

[Conflict of Interest Policy](#)

[Conflict of Interest Disclosure Form](#)

[Gifts and Entertainment Policy](#)

[Working with Relatives and Romantic Partners Policy](#)



Giving and Receiving Gifts and Entertainment

We must avoid the appearance of improper influence when considering whether to offer or accept gifts and entertainment.

Gifts, meals, entertainment, and other courtesies can help strengthen business relationships and, as a result, can add value to UNFI. But giving or receiving inappropriate gifts can affect your judgment, creating a conflict of interest—and negatively impacting our reputation.

Our choice of suppliers, vendors, and business partners must be based on objective factors like cost, quality, value, service, and the ability to deliver. Gifts of more than modest value can seem like a bribe. Never solicit gifts or entertainment and always refuse any gift that doesn't comply with our Code, our policies, or the law.

Gifts are generally goods and services, but they can be any item of value. For example, when the person offering a meal or entertainment is not attending the event, it is considered a gift. Even a meal or entertainment that is shared with the third party can be excessive or too extravagant.

You should not offer or accept a gift unless it meets all of the following:

- A modest (less than \$75) gift at holiday time or for a special occasion that creates no sense of obligation. If you receive something above this value, it should be returned to the sender, distributed for broad consumption by team members at UNFI, or turned over to the UNFI Foundation for donation or use in an associate raffle.
- A promotional item that displays the third party's name or logo and is modest in value.
- Unsolicited and infrequent (not more than \$150 annually from the same third party).
- Not cash or a cash equivalent (e.g., a gift card).
- Not a bribe or payoff.
- Not designed or perceived to influence the performance of job duties.

Entertainment includes events such as meals, concerts, or sporting events. You should not accept entertainment unless it meets all of the following:

- Both the person offering and the person accepting attend.
- Related to a legitimate business purpose.
- In an appropriate setting.
- Valued at \$125 or less. See the Gifts and Entertainment Policy for approval required before attending events with a value over \$125.
- Unsolicited and infrequent.
- Not a bribe or payoff.
- Not designed or perceived to influence the performance of job duties.





Know More: What's Appropriate?

UNFI relies on you to use your best judgment. Here are some examples of appropriate and inappropriate gifts and invitations.

Acceptable gifts and entertainment can include:

- Promotional items of modest value, like hats, pens, calendars, coffee cups, and similar items.
- Wedding or shower gifts valued at less than \$75.
- Dinner with a third party after a business meeting if it is unsolicited, infrequent, and related to a legitimate business purpose.
- An unsolicited and infrequent invitation to a sporting event attended by both parties. See the Gifts and Entertainment Policy for approval required before attending events with a value over \$350.
- Gift basket given at holiday time and valued at less than \$75.
- Prizes that are randomly awarded through raffles or contests sponsored by an industry organization and valued at less than \$500, unless approved by the Chief Compliance Officer.

Unacceptable gifts and entertainment can include:

- A gift card to a restaurant.
- Lavish or extravagant gifts or invitations.
- Events, trips, or even meals if there's no clear business purpose for them.
- Tickets to an event not attended by both parties.
- Personal travel or lodging accommodations, such as the use of a vacation home.
- Anything of value given to or received from a government official or employee without prior approval from the Chief Compliance Officer.

Q&A

Q: A supplier I work with frequently has offered my spouse and I a pair of tickets to a sporting event. We were talking about the game, and he said he'd be thrilled if I accepted them. I'd love to take them. Can I accept?

A: No. This is unacceptable as either entertainment or a gift. Allowable entertainment requires both the person offering and the person accepting to attend. Allowable gifts require that the gift be given for a special occasion and not exceed \$75. You should politely refuse and explain that our policy prohibits accepting the tickets.

Q: I was invited to an industry conference sponsored and paid for by one of our major suppliers. It will be held at a resort in Arizona and the supplier will pay all expenses, including travel. The purpose of the conference is to demonstrate the supplier's new line of products. May I attend this conference?

A: Discuss the situation with your manager or supervisor. If there is a business purpose and benefit to UNFI, then attendance is permitted. Unless all conference attendees' travel expenses are being paid by the supplier, UNFI should pay all expenses. If there is no business purpose or benefit to UNFI, you should not attend no matter who pays the expenses.

For More Information

See the following:

[Gifts and Entertainment Policy](#)

Preventing Corruption and Bribery

Never offer or accept improper incentives to win or maintain business. There's no need to, because our commitment to integrity gives us a competitive edge that few can match.

Corruption has serious consequences for companies and individuals alike. It deprives communities of important resources, destroys trust, undermines the law, and will damage our reputation. UNFI abides by anti-corruption laws everywhere we do business, even if others don't. Live our value of integrity by always taking a stand against corruption and doing business the right way.

To prevent bribery and corruption:

- Never directly or indirectly offer, promise, or give anything of value to anyone to gain a business advantage. This includes directing or allowing a third party to do so on our behalf.
- Comply with the Gifts and Entertainment Policy in the giving and accepting of gifts or entertainment. Inappropriate gifts and entertainment are a red flag of an improper purpose.
- Never give anything of value to a government official unless approved in advance by the Chief Compliance Officer.
- Comply with all anti-bribery laws where UNFI does business, such as the United States Foreign Corrupt Practices Act. Other countries have anti-bribery or anti-corruption laws that may also apply to our business transactions.
- Accurately record all payments to ensure UNFI funds are never used unlawfully.
- Never offer or accept bribes, kickbacks, or facilitation payments, even in places where they aren't prohibited by law.
- Comply with applicable federal, state/provincial, and local laws and regulations about offering business courtesies to government personnel.

If you're unsure as to whether a payment or incentive is improper, notify the Legal Department or the Ethics and Compliance Office. See [Giving and Receiving Gifts and Entertainment](#).

Know More: Conducting Business with Governments

Giving anything of value to government officials or employees of state-owned entities is never okay. Receiving items of value from them is also unacceptable. Much stricter bribery and corruption rules and laws apply to doing business with governments. Specific laws designed to protect public funds apply to any products and services that are paid for by government entities. If you have any questions about doing business with governments, contact the Ethics and Compliance Office.



RED FLAGS: How to Identify When Third Parties Are Making Inappropriate Bribes or Receiving Kickbacks

It is a red flag if the third party:

- Does not disclose relationships or interests regarding government officials.
- Conceals the true identity of in-country representatives or agents.
- Mainly relies on political or government contacts to promote UNFI's interests.
- Is based in a country that has a reputation for corruption and bribery.
- Over-invoices or submits false invoices.
- Enters vague, nonspecific, or incorrect descriptions of payments.
- Requests that commissions be paid in the third-party country, directly to the third party, or in cash.
- Refuses to follow our policies or anti-bribery laws, or fails to certify compliance with UNFI's anti-corruption requirements.

Q&A

Q: A foreign customs official detains imported products due to incorrect paperwork but offers to release the goods for a payment. You are told this is customary in the country. Is this allowed?

A: No. You must fix the paperwork. Providing money to a government official could be considered a bribe and may violate local and U.S. laws.

Q: We have been talking with a prospective customer in a new market we have been trying to get into for years without success. The CEO of the prospective customer said that she has a lot of connections in this market because her brother is a high-level government official and can introduce our products to many customers, including government customers. Are there any concerns with moving forward with this customer?

A: Yes. The CEO's close relationship with a government official and the fact that the prospective customer may do business with government entities are both red flags that need to be investigated to ensure we are not giving or receiving anything of value to or from government officials to gain an improper business advantage. Contact the Legal Department so that appropriate due diligence can be conducted before proceeding any further.

Q: While reviewing an invoice from one of our long-standing freight forwarder vendors, I noticed a couple of charges I have not seen before from this or any other freight forwarder vendor, including a "consultant fee" and "handling fee." When I asked the vendor about this, I was told that it is customary in the country in which these products were shipped to pay fees to customs officials to process and release the products more quickly. The fees were less than \$50 combined. Should I authorize payment?

A: No. Authorizing payments made by a third party to a government official, including customs officials, could be considered a bribe and may violate local and/or U.S. laws. Contact the Legal Department to investigate further.

For More Information

See the following:

[Anti-Corruption Policy](#)

[Gifts and Entertainment Policy](#)

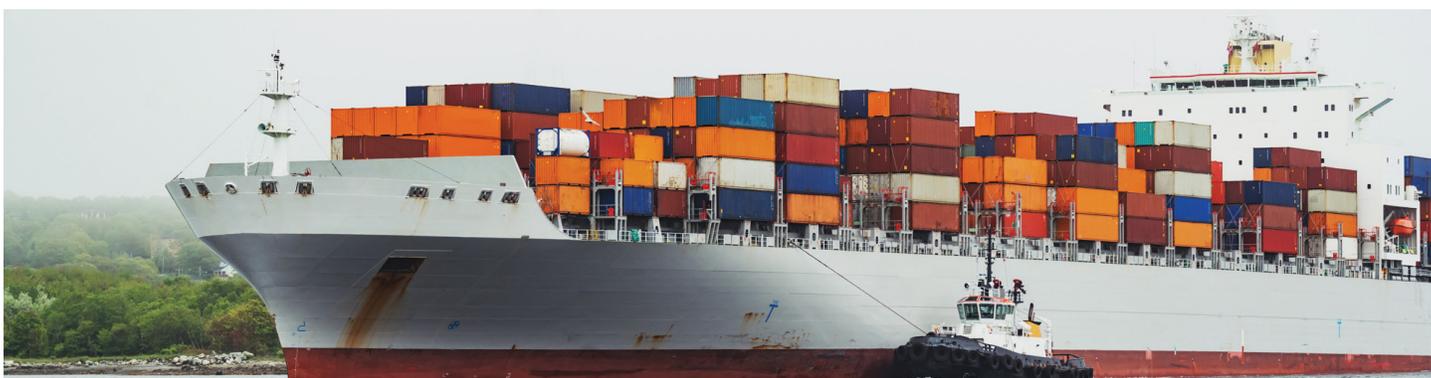
[Travel and Expense Policy](#)

Engaging in International Trade

In the global marketplace, we act responsibly and with integrity. We respect all laws governing importing, exporting, and other international transactions.

UNFI's ethical standards apply equally to our domestic and international business. When the marketplace is robust and fair, companies succeed based on their merits.

We must follow anti-boycott laws, which make it illegal for us to participate in boycotts not approved by the U.S. government or other governments in countries where we operate. Inform the Legal Department immediately if you are ever requested to participate in boycotts against certain people or countries.



Know More: Export, Import, and Trade Sanctions

An **export** occurs when a product, technology, or piece of information is shipped to another country.

An **import** occurs when goods are brought from a foreign or external source into another country.

Export and import activities are subject to various laws and regulations such as submitting certain documentation and paying duties and taxes. If you work in importing or exporting, you must understand and follow the laws and regulations that apply to this work.

With imported or exported goods, we also need to be aware of and follow any applicable trade restrictions or sanctions. **Trade sanctions** can limit or bar our ability to do business with certain countries, entities, or individuals thought to be involved in terrorism, arms proliferation, or drug trafficking.

Q&A

- Q:** I'm investigating new international markets. How can I find out where I am and am not permitted to do business?
- A:** Contact the Legal Department for information on countries and persons affected by U.S. or other relevant country trade restrictions. Depending on the market, there may be additional due diligence required before you can start doing business in that market.

For More Information

See the following:

[Export, Import and Trade Laws Compliance Policy](#)

Promoting Fair Competition

We compete vigorously, fairly, and legally for all our business.

We welcome free and open competition. Our core strengths—our products and world-class customer service—are our competitive advantage. We never engage in unethical or illegal business practices. That includes taking unfair advantage of anyone or any business through manipulation, collusion, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair or anti-competitive practices.

The violation of antitrust laws can have serious consequences and lead to severe penalties, both civil and criminal, for the associates involved and UNFI.

Fair Competition Dos and Don'ts

Do:

- Honor all agreements.
- Make only factually accurate and truthful claims about our competitors' products and services, and our own.
- Understand and follow antitrust and fair competition laws in all places where we operate.
- Treat all customers, suppliers, contractors, and agents fairly.
- Contact the Ethics and Compliance Office or the Legal Department if you're unsure whether an action you are considering is permissible.

Don't:

- Make agreements with our competitors that limit competition.
- Discuss prices, costs, margins, promotions, territories, customers, suppliers, or any other confidential information with competitors.
- Engage in discussions with competitors regarding dividing markets, regions, or customers.
- Make false claims or advertise false information about competitors.
- Describe our products and services in a misleading way.
- Use illegal or questionable means to obtain information UNFI should not possess.
- Assist others in violating antitrust laws.





Competitive Intelligence

Collecting information about competitors is known as competitive intelligence. Gathering competitive intelligence is a legitimate business practice. However, if not done properly, it can raise legal and ethical issues.

To uphold Company values and the law, you can collect competitive intelligence by:

- Obtaining information from public sources.
- Gathering public information from customers, brokers, and suppliers.

When you receive competitive intelligence, you should always identify the source and the date it was received to avoid potential confusion.

You should never:

- Encourage anyone to give you confidential information they are not authorized to share.
- Seek proprietary information about other companies from job applicants or UNFI associates who previously worked elsewhere.
- Misrepresent yourself or use deceptive means to secure information.
- Request or receive (intentionally or through analysis of material sent to UNFI in error) a competitor's confidential information, such as strategic plans, or price or cost of products or services of our competitors.

Q&A

Q: We just hired someone who used to work for one of our competitors. Is it okay if I ask her about any new private label products her company may have been developing before she left?

A: No. It's never appropriate to ask former employees of competitors to disclose confidential business information. We have a responsibility to gather competitive information ethically.

Q: A supplier inadvertently sent me the holiday promotional plans of one of our major competitors by copying me on an email in error. Can I use this information in developing our promotional planning?

A: No, this information is a competitor's confidential information. You should delete the email and inform the supplier of the error and that you have deleted the email.

For More Information

See the following:

[Antitrust Compliance Policy](#)

Building Strong Customer and Supplier Relationships

Building strong customer and supplier relationships, strengthened by our values, is essential to meeting our Company goals.

We build and maintain the trust and confidence of our customers, suppliers, and other business partners by communicating honestly, respecting information entrusted to us, and standing behind our commitments.

Customer Relationships

By following strong ethical principles, we form relationships with customers that are built on trust. In your interactions with UNFI customers, be respectful and put the customers' needs first. We should strive to not only meet customer expectations but to exceed them.

Customer trust begins with excellence in food safety and quality in the products we supply every day. For the protection of our customers and communities, associates must exercise the highest care in the procurement, storage, and transportation of our products, and must know and follow UNFI's food safety policies and processes. We never knowingly sell or distribute any item that is contaminated or mislabeled.

In your interactions with UNFI customers, always:

- Communicate honestly.
- Make only those commitments we can stand behind.
- Respect and protect confidential information.
- Comply with other sections of this Code regarding fair competition, conflicts of interest, and gifts and entertainment.

Supplier Relationships

Just as we provide safe, quality products and services to our customers, we expect and rely upon our suppliers to provide the same to us. Although we recognize that our suppliers are independent companies, their actions may still impact and reflect upon UNFI. Therefore, we expect our suppliers, vendors, service providers, and other third-party business partners to comply with the [UNFI Supplier and Vendor Code of Conduct](#) and uphold the same high standards of ethical behavior and product excellence that we do.

We are committed to maintaining our core food safety values throughout our supply chain and ensuring product packaging and labeling is informative, accurate, and in compliance with applicable laws. When you select business partners, ensure that they have procedures in place to comply with our product safety standards, including our food safety and recall policies. Only choose to work with business partners who support our commitment to economic, social, and environmental practices that strengthen our business and our communities.



Anti-Money Laundering

It is important to stay alert for signs of potential money laundering or other illegal activity.

Money laundering is a process that criminals, terrorists, and others use to move funds gained from illegal activity through legitimate businesses to make the funds appear legitimate. Use good judgment and pay close attention when working with customers and third parties, especially if the transaction involves cash payments. Always know who's behind every transaction and only conduct business with reputable third parties. Be alert for and report to the Ethics and Compliance Office any signs of potential money laundering or other illegal activities.

RED FLAGS: Money Laundering and Illegal Activities of Others

Be alert to the following activities:

- A customer's or supplier's offer to pay in cash or overpayments followed by request for refunds.
- A customer or supplier providing false information or being reluctant to provide complete information.
- Unusual requests about where to direct payments (including any rebates or market support).
- Directions that a payment be broken into small amounts to avoid reporting thresholds.
- Unusual fund transfers to or from countries unrelated to the transaction.
- The purchase of products or a larger volume purchase that appears to be inconsistent with a customer's normal ordering pattern, without any legitimate business reason.
- Suspicious or unusual requests by a customer or supplier that could result in a violation of regulatory requirements such as import, licensing, or accounting rules.

Contact the Ethics and Compliance Office if you encounter these or any other unusual requests.





Our Commitment to Our Stockholders

Stockholders have invested their trust and money in UNFI. It is our responsibility to maintain that trust.

Keeping Accurate Books and Records

We maintain the integrity and accuracy of our records and manage them effectively.

UNFI has a responsibility to provide our stockholders with fair and truthful financial reporting of how we are doing as a Company. We are committed to providing complete, accurate, timely, and understandable disclosures. Accurate records also help us make sound decisions, drive efficiency, and keep the confidence of our stakeholders. We all play a role in ensuring that our records are accurate. All information we submit must be accurate, honest, and complete. This includes personnel records, time reporting, travel and expense records, and safety records.

To ensure the integrity of records and reports:

- Make sure all transactions are properly recorded in the internal accounting systems.
- Keep records easily accessible and maintained in an organized and secure environment.
- Ensure you are authorized to approve or sign an invoice, document, or agreement before doing so.
- Follow UNFI's records retention policy and all applicable laws.
- Never conceal any information necessary for the preparation of accurate financial statements.
- Provide complete and accurate records and reports if they are requested in connection with an audit or investigation.
- Never alter or falsify information on any record or document.

If anyone ever asks you to falsify a financial record, or if you become aware of any violation of our accounting standards or inaccuracy in our financial records, report it immediately to the Ethics and Compliance Office.



Know More: Records Management

You should retain records needed to support tax, financial, and legal obligations. Always follow records retention policies and securely dispose of records that are no longer needed. Remember to never dispose of records that may be relevant to an investigation or subject to a litigation hold.

Know More: Fraudulent Activities

The following are examples of prohibited conduct:

- Accelerating the recognition of revenues and delaying the recognition of expenses when not permitted by accounting rules.
- Extending the depreciation period of a fixed asset to delay recognition when not permitted by accounting rules.
- Capitalizing expenses when policy calls for them to be expensed.
- Counting nonexistent inventory, which reduces the cost of goods sold.
- Circumventing established internal controls, authority, or approved levels.



Q&A

Q: We are under pressure to meet our targets for the quarter. A big product shipment is ready for the scheduled delivery, but the customer has delayed the order for two days, so the shipment now falls in the next quarter. Since we are ready to ship and the delay is not our fault, my manager says we can include the shipment in this quarter's sales figures. Is there a problem with that?

A: Yes. This would create a false accounting record. Not only would this misrepresent UNFI's financial position to investors, it would be an act of financial reporting fraud, exposing the Company to potential legal action. The right thing to do is record the shipment for next quarter when it is actually shipped.

Q: I received a vendor invoice for an amount that exceeds my authority limit. Can I split the amount into two separate payments that I am able to authorize?

A: No. Splitting an invoice into separate payments to meet an authorization level is considered a circumvention of our internal controls. If the vendor payment amount exceeds your authorization level, the next-level approver in your management chain will need to approve the expense.

Q: I have noticed one of my co-workers regularly clocks out and then completes the selection of some customer orders. I believe he is doing this to increase his productivity rate and gain more incentives. His actions don't seem to be hurting anyone and may be helping our overall distribution center's productivity rates. Should I report this?

A: Yes. Working off the clock results in inaccurate time recording and could result in trouble for UNFI under applicable employment laws. It is also important to the Company that everyone is paid for all the time they work. We are a results-driven organization, but we expect associates to achieve those results by acting with integrity and doing the right thing always. In this case, doing the right thing means following our policies on recording time and raising concerns when you see something that doesn't seem right.

For More Information

See the following:

[Records Retention Policy](#)

[Travel and Expense Policy](#)

Safeguarding Company Assets

We safeguard our electronic, financial, and physical assets. These assets advance UNFI's business and make us successful.

Our assets include everything that our Company owns or uses to conduct business. Each of us is entrusted with the care of these assets, so be proactive in safeguarding them from loss, damage, theft, and improper use. Safeguarding Company assets means using them appropriately. Occasional personal use of assets such as phones, computers, email, and the Internet is permitted, but make sure your use doesn't interfere with work and doesn't violate our Code, our policies, or the law. The equipment and systems you use, and the information on them, are the property of UNFI, and there is no right of privacy when using them.

Protecting Confidential and Business Information

We protect the confidential information of UNFI and our customers, associates, and business partners.

The confidential information of UNFI is as valuable as the products and services we offer. The same goes for the confidential information entrusted to us by our associates, customers, and business partners. No matter what area of UNFI you work in, you have access to information that could affect UNFI or our associates, customers, and business partners if it falls into the wrong hands or is handled inappropriately.

UNFI seeks to protect the networks, systems, devices, and information in our possession. Cyber security and privacy incidents can occur when you move too fast and don't see the warning signs. We all share the responsibility to protect UNFI's confidential information, intellectual property, and systems.

Protecting Information Dos and Don'ts

Do:

- Be alert to phishing scams and use caution when opening emails and their attachments or clicking on links within emails.
- Properly secure UNFI equipment, whether you're inside or outside the workplace.
- Store or save information and/or documents in a location only accessible to those who need to access it for business reasons.
- Log off computer applications that contain sensitive information when not in use.
- Share confidential information only with associates or third parties who need the information to do their jobs.
- Use secure means when sending confidential information outside UNFI.

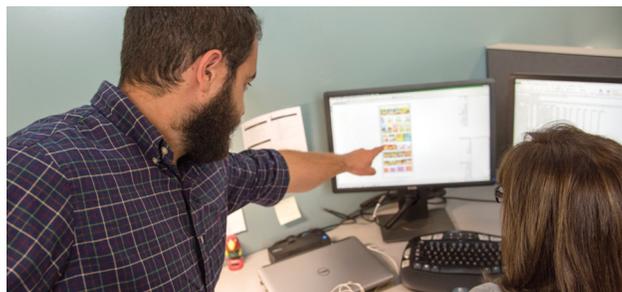
Don't

- Share passwords with anyone else—not even your manager, supervisor, or other higher levels of management.
- Discuss confidential information in areas where others may be listening.
- Make confidential information visible to others or susceptible to theft (such as when working on a laptop during a flight or accessing an unsecured Wi-Fi network).

Know More: Confidential Information

Confidential or other restricted information can be in hard copy or electronic format. Examples include:

- Non-public financial information, including sales performance, strategic pricing, costs, and promotion strategies.
- Customer or supplier quotes, bids, contracts, or proposals.
- New product and marketing plans.
- Information concerning potential acquisitions, mergers, and sales of current business interests.
- Personally identifiable information (PII), Payment Card Industry (PCI), or Protected Health Information (PHI) belonging to our associates, customers, and business partners. Some examples include:
 - Driver's license or passport numbers.
 - Credit card information.
 - Social security or other government ID numbers.
 - Dates of birth.
 - Medical information.



For More Information

See the following:

[IT Acceptable Use Policy](#)

[Information Security Policy](#)

[Technology Security Policy](#)

Preventing Insider Trading

We never use or share material non-public information about UNFI or any other organization for the purpose of buying or selling securities.

In the course of your work, you may receive information about UNFI, our customers, or our business partners that isn't publicly available and that may be highly sensitive. We uphold our integrity by never using this information for personal gain. Insider trading occurs when someone buys or sells a company's stock or other securities while in possession of material non-public information about the company.

Many types of information could be material. Some common examples are provided on the next page. Information is non-public until it has been widely published and enough time has passed for investors to evaluate the information.



Know More: Insider Trading and Material Non-Public Information

Insider trading is when someone uses material non-public information for personal gain or reveals inside information to others for their personal advantage. Insider trading is a serious crime punishable by significant fines and even imprisonment.

Information is considered material non-public information if a reasonable investor would consider it important when making a decision to buy, sell, or hold stock or other securities. Information is considered non-public if it is not publicly known or available.

Know More: Material Non-Public Information Can Include Information About:

- Upcoming mergers, acquisitions, or divestitures.
- Financial results.
- Internal financial information, budgets, or forecasts.
- Substantial unbudgeted costs.
- New customer relationships.
- Substantial food safety issues or recalls.
- Changes in executive leadership.
- Data or privacy breaches.
- Threatened major litigations or investigations.

Trading a company's securities while you possess material non-public information about that company is a serious violation of the law. Such conduct could have severe consequences for UNFI and the individuals involved.

To prevent insider trading and market abuse, *never*:

- Buy or sell the stock or other securities of UNFI, our suppliers, our customers, or any other company if you have material non-public information about that company.
- Buy or sell shares of a company until material non-public information you know about the relevant company or its securities becomes widely available and investors have had a chance to evaluate it.
- Discuss inside information with anyone internally at UNFI who doesn't have a need to know for their job responsibilities.
- "Tip" or disclose material non-public information to any other person (including family members) if that information could be used by that person for his or her direct or indirect profit by trading in the securities.

Q&A

Q: I am friendly with Susan, an account manager at ABC Company. ABC Company has been trying to become a supplier of UNFI for two years and just landed a major supply contract, which has not yet been announced. Can I buy stock in ABC Company or recommend to my parents that they buy stock in ABC Company?

A: No. You have material non-public information about ABC Company. You cannot buy stock in ABC Company or "tip" by telling any other person about ABC Company's contract with UNFI or make recommendations about trading in ABC Company's stock. Trading in ABC Company stock or tipping would be a violation of UNFI's policies and U.S. securities laws.

Q: I know UNFI is about to announce a major transaction tomorrow morning. It's great news for the Company's future. Can I buy UNFI stock tomorrow after the announcement?

A: No. This news is material non-public information until it has been made widely available and enough time has passed for investors to evaluate the information (usually at least three full trading days).

For More Information

See the following:

[Insider Trading Policy](#)

Speaking on Behalf of the Company

We communicate accurately and transparently about UNFI to investors and the general public.

The public deserves to receive only clear, accurate, and consistent information. UNFI's reputation depends on it. You should decline to speak on UNFI's behalf regarding our Company, associates, customers, or suppliers unless you are specifically authorized to do so. For more information about where to refer any requests for information or media inquiries, see [Asking for Guidance and Reporting a Concern](#) at the end of the Code.

For More Information

See the following:

[External Communications Policy](#)



Using Social Media

Consider UNFI's reputation when sharing information or opinions on social media.

Social media is a powerful communication and information-gathering tool that has positive and negative aspects. Be aware that your words can be taken out of context, distorted, or misunderstood. You should use social media in a responsible way even if you are off-duty, using your own personal device, or posting anonymously.

Before posting, remember:

- Do not disclose UNFI's confidential information.
- If you discuss UNFI on social media, make it clear you are not speaking on behalf of the Company unless you are authorized to do so.
- Do not post inappropriate or unacceptable content.
- Be respectful of others and do not post any content about the Company, co-workers, customers, suppliers, or vendors that is threatening or harassing, or that wouldn't be acceptable in the workplace.
- Use good judgment and, when in doubt, ask for clarification or authorization from your manager, supervisor, or Human Resources.

Examples of Unacceptable Social Media Activity

The following examples of social media activity are inappropriate and unacceptable under any circumstances:

- Threatening or intimidating content or images.
- Racist slurs or images or other content that shows hostility towards others because of their race, color, national origin, or religious beliefs or practice.
- Sexual content or images or making unwelcome sexual advances.
- Mocking or disparaging another individual because of a disability or medical condition.

For More Information

See the following:

[Social Media Policy](#)



Asking for Guidance and Reporting a Concern

UNFI is committed to creating an environment where associates feel comfortable asking for help and raising concerns. If you have a question or if you observe or suspect something improper or unethical, speak up.

Depending on your concern, you should first contact your manager or supervisor. He or she will probably be best suited to resolve problems within your business unit and provide valuable insights or perspectives on the issue.

If you are not comfortable seeking guidance from or reporting the matter to your manager or supervisor for any reason, contact one of the following resources:

- Your Human Resources representative.
- Chief Compliance Officer at: **952-828-4159**.
- Legal Department at: **952-828-4229**.
- Ethics and Compliance Office at:
ethics.compliance@unfi.com or **(952) 828-4230**.
- Ethics Hotline at 1-888-456-UNFI (8634) or
www.lighthouse-services.com/unfi.

If you would like to voice a concern regarding accounting, internal controls, fraud, or audit matters that you do not believe have been handled appropriately through other internal resources, you can make a report to the Head of Internal Audit at: **(401) 528-8634 x 32480** and/or to the Audit Committee of the Board of Directors.

To refer any requests for information or media inquiries, contact Communications and Media Relations at **communications@unfi.com; 952-828-4558** or **952-903-1645**.

No matter how you choose to report a violation or voice a concern, UNFI prohibits retaliation for speaking up in good faith.

Waivers

Waivers of this Code will be granted only in exceptional circumstances after review by the Chief Compliance Officer. Any waiver applicable to our executive officers or directors may be made only by UNFI's Board of Directors (or a committee of the Board) and will be promptly disclosed to stockholders, as required.





© 2019 UNFI