

UNITED NATURAL FOODS, INC.
CODE OF CONDUCT
A COMMITMENT TO INTEGRITY –
UNFI’s CODE OF CONDUCT

Dear UNFI Associate:

In the 1970’s, when UNFI first opened its doors to customers, we began building our foundation of service, quality and integrity. A lot has changed within our Company and the natural and organic products industry since then. Today, UNFI has grown into a multi-billion dollar company, and we are the leading independent national distributor of natural, organic and specialty foods and related products in the United States. But one thing at UNFI has not changed – our commitment to integrity and to the highest standards of ethical business conduct.

We have built a reputation for fairness in dealing with our customers, suppliers, business partners and associates. We conduct ourselves with respect, honor and integrity. It is a quality that truly defines us as a Company.

Our solid reputation has taken years to build, but it can be tarnished by a single misstep or careless indiscretion. To protect and preserve our reputation, it’s important that we each make a personal commitment to uphold certain standards of conduct and operate ethically at all times. That’s why we have instituted this “Code of Conduct,” which serves as a reminder of what is expected – and required – of each and every UNFI associate. While we have tried to present these policies in clear and simple terms, there will be occasions or situations that may not be directly addressed by the standards. If you have any questions, please ask for an explanation from your general manager or the office of the general counsel.

After you review the policies detailed in this booklet, we are asking each UNFI associate to sign the accompanying pledge as a personal commitment to uphold integrity within our Company.

By working together, we will preserve and strengthen our reputation of honesty and trust that has been the foundation of our Company from the beginning.

Sincerely,
Steven L. Spinner
President & CEO

INTRODUCTION

UNFI is committed to conducting business with honesty and in accordance with the highest moral and ethical standards. We maintain a statement of ethical and legal policy that governs our relationships with customers, competitors and our associates – our Code of Conduct. These policies are the standards of conduct that we embrace, and they apply to all associates, officers and directors of the Company and its subsidiaries.

The purpose of this Code of Conduct (the “Code”) is to promote the honest and ethical conduct of our directors and associates (collectively, the “associates”), including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; to promote full, fair, accurate, timely and understandable disclosure to periodic reports and documents that UNFI submits or files with the Securities and Exchange Commission (the “SEC”) and in other public communications made by UNFI; and to promote compliance with all applicable laws, rules and regulations that apply to the Company and its associates.

COMPLIANCE WITH THE CODE OF CONDUCT

IMPLEMENTATION AND ADMINISTRATION

The chief executive officer and the chief compliance officer of the Company as well as the chairman of the Nominating and Corporate Governance Committee have the primary responsibility to oversee compliance with these standards and procedures. The chief compliance officer may appoint one or more officers to assist in the general implementation and administration of these standards. Management-level personnel within UNFI and its subsidiaries also are responsible for compliance with these standards.

QUESTIONS AND INTERPRETATIONS

If you have questions about a situation regarding conduct, talk to your general manager or UNFI’s general counsel/chief compliance officer about the best course of action. Our general counsel should be consulted on questions concerning the interpretation and compliance with the standards of conduct in this Code of Conduct.

DUTY TO REPORT VIOLATION OF POLICY

All of us are responsible for promptly bringing any circumstances that may be violations of the Code of Conduct to the attention of the Company. This may include apparent or suspected violations involving UNFI’s financial reports and accounting or internal financial control policies and procedures. Failure to act on this responsibility may be as serious as the violation itself. UNFI’s policy does not allow retaliation for reports of misconduct by others made in good faith, and associates are expected to cooperate fully in internal investigations of alleged misconduct.

PROCEDURES FOR REPORTING SUSPECTED VIOLATIONS

You can report suspected violations in a number of ways:

- Contacting our general counsel/chief compliance officer, or our chairman of the Nominating and Corporate Governance Committee of the Board of Directors
- Anonymously and confidentially calling UNFI’s hotline: 1-888-456-8634 **(888-456-UNFI)**

- Emailing:
 - The general counsel /chief compliance officer
 - The chairman of the Nominating and Corporate Governance Committee
- For accounting and auditing matters:
 - The chairman of the Audit Committee
- Writing:
 - UNFI
313 Iron Horse Way
Providence, RI 02908

INVESTIGATION OF REPORTED VIOLATIONS

If you have a complaint about a possible violation related to questionable accounting or auditing matters, you should contact the chief compliance officer or chairman of the Audit Committee for investigation. If your complaint relates to something other than accounting, you should contact UNFI's chief compliance officer for investigation and appropriate action.

If you suspect a director of violating our standards of conduct, your report should be made to the chairman of the Board of Directors (the "Board"), our presiding director who is an independent member of the board or the chairman of the Nominating and Corporate Governance Committee. The Board will determine whether an investigation should take place.

Any investigations will be conducted promptly. If the investigations are referred to the chairman of the Audit Committee, they will be conducted at his or her direction. If a violation has been determined to have occurred, appropriate disciplinary action will be taken.

SANCTIONS

Any associate who violates any of the standards of conduct in this Code of Conduct may face a variety of disciplinary actions, including termination and civil or criminal penalties, if appropriate.

Violations warranting disciplinary action, whether or not they are related to financial or accounting matters, will be reported by the chief compliance officer to the chairman of the Nominating and Corporate Governance Committee and to the Board of Directors.

WAIVERS

Waivers of the standards of conduct in the Code of Conduct for executive officers or directors may be made only by the Board of Directors. They should be promptly disclosed to shareholders as required by applicable law or stock exchange regulations. Waivers of the standards of conduct for any other associate may be made only by the Company's chief compliance officer. Any request for a waiver or notification of potential conflict (i.e. having a brother who owns a restaurant that also is a customer) can be made by contacting the Company's chief compliance officer.

AFFIRMATION BY DIRECTORS, OFFICERS AND ASSOCIATES

All associates will receive a copy of the Code of Conduct and will be required to acknowledge acceptance of its terms as a condition of employment. The signed acceptance will be kept in the associate's personnel file.

Periodically, each director, officer and associate will be required to review and renew his or her commitment to the spirit and letter of the Code of Conduct by signing a statement similar to the one at the end of this section.

POLICY REVIEW

The Nominating and Corporate Governance Committee will review the conduct policies contained in the Code of Conduct at least annually and may recommend amendments to the Board of Directors to promote and maintain the high legal, ethical and moral standards governing the business practices of the Company.

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COMPLIANCE WITH LAWS

COMPLYING WITH LAWS, GOVERNMENT REGULATIONS AND COMPANY POLICIES

UNFI requires its associates to comply fully with all applicable laws, rules and regulations of all levels of government. All associates, officers and directors are expected – and required – to perform their jobs and duties lawfully and in keeping with applicable UNFI policies, including the policies contained in this Code of Conduct. If it is difficult to determine which law, rule or regulation or policy is applicable, or if its interpretation is unclear, you should consult a member of UNFI's law department before taking action.

INSIDER TRADING

Directors, officers and associates are prohibited from purchasing or selling stock or other securities of any company if in possession of information unknown to the general public or other special knowledge about the business of the Company. The use of non-public information for personal financial benefit or "tipping" others who may benefit from that information is unethical and illegal.

Directors and certain officers (including executive officers) of UNFI are subject to additional restrictions and policies regarding personal trading of securities, including pre-clearance and reporting requirements. They also are responsible for understanding and complying with applicable Company policies.

The following policies cover some of the areas that have a significant potential for conflict:

Speculation in UNFI Securities and Misuse of Inside Information

1. Associates who know of any material fact about the Company, that has not been disclosed to the public (commonly known as "insider information"), are prohibited by law from taking advantage of any purchaser or seller of the Company's securities who is not privy to such information. Associates may not engage in any transaction in the Company's securities based upon such information until such information is disclosed to the public. In

addition, associates may not provide insider information to others. Misuse of insider information may result in civil and criminal penalties.

Generally, a material fact is one that a prudent investor would consider in reaching a decision to buy or sell the security involved. Examples of material facts are: knowledge of significant new products or discoveries, unexpected changes in sales or earnings figures, major contracts and plans for stock splits, acquisitions or mergers.

Restrictions discussed in this section also apply to insider information relating to the Company's customers and suppliers.

Officers and members of the Company's Board of Directors may engage in transactions involving securities of the Company. Generally, such persons may be subject to civil liabilities, if they have both a purchase and sale of Company securities within a period of six calendar months.

Associates who have questions regarding the sale or purchase of the Company securities under circumstances where these laws and regulations might apply should consult with the Company's Chief Executive Officer, Chief Financial Officer or Corporate Controller.

2. Associates should not disclose data or information of a confidential nature concerning the Company or its products to anyone not employed by the Company, except where such information is disclosed in the course of an associate's normal business activities and the Company has obtained from the recipient a written undertaking to protect such confidential information from misuse or unauthorized disclosure. Disclosure of confidential information can be harmful to the Company and could be the basis for legal action against both the Company and the associate disclosing the information.
3. An associate should not acquire any interest in real estate or in any business, which he/she knows the Company to be interested in acquiring.
For more detailed information regarding UNFI's formal insider trading policy, you are encouraged to read the policy itself. A copy of this policy is available on the Company's Law Department Sharepoint site. Any questions about trading issues should be addressed to UNFI's general counsel.

EQUAL OPPORTUNITY EMPLOYMENT

UNFI is an equal opportunity employer and is committed to an environment free from any and all discrimination. UNFI does not discriminate against anyone, for any reason, to include on the basis of religion, political opinion, race, color, national origin, disability, gender, pregnancy, sexual orientation or veteran status.

FAIR COMPETITION AND DEALINGS

UNFI is committed to vigorous and fair competition. Derogatory remarks concerning UNFI's competitors will not be tolerated. No director, officer or associate should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other intentional unfair dealing practice. It is also important that all UNFI associates act in a manner that complies with

antitrust laws, including when dealing with current and prospective customers, as well as competitors (particularly with respect to pricing, sales terms, marketing territories, distribution methods and other competitively sensitive information). If you have any questions about how to properly comply with these laws when conducting day-to-day operations, please contact UNFI's chief compliance officer.

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CONFLICTS OF INTEREST

A conflict of interest arises when the judgment of an associate, officer or director, when acting on the Company's behalf, is or appears to be influenced by an actual or potential personal benefit for the associate, officer, director, member of his or her family or company he or she has an interest in. Therefore, all associates, officers and directors must avoid any investments, business interests or other associations that interfere with or influence – or even appear to interfere with or influence – their ability to act in UNFI's best interests. The improper benefits may be financial or non-financial, direct or indirect, through family connections, business relationships, and personal associations or otherwise. For purposes of these standards of conduct, "family members" include spouses, parents, children, step-parents, stepchildren, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone else who might share the same home.

- *Directors should refrain from voting upon any Company business transaction in which they have a personal interest in which the possibility of partiality of judgment exists by reason of their positions as an agent, owner, stockholder, officer, associate or member of the board of directors of another entity doing business with UNFI or in competition with UNFI. Directors should promptly disclose any outside business or financial interest that could influence the impartial discharge of their official Company responsibilities and duties by writing to the chairman of the Audit Committee. This includes any interest in another entity that, to their knowledge, does business with UNFI or is in competition with UNFI.*
- *Officers and other associates should refrain from participating in any transaction in which they will profit (directly or indirectly) from the transaction due to their position as agents, owners, stockholders, officers, associates or members of the board of directors of another entity doing business with UNFI or in competition with UNFI. Members of senior management and any associate shall promptly disclose, in writing, to their immediate supervisor, any outside business or financial interest that could influence the impartial discharge of their official Company responsibilities and duties. This includes any interest in another entity that, to their knowledge, does business with UNFI or is in competition with UNFI.*

These requirements generally exclude any interest that exists solely as a result of the ownership by a director, officer or associate of less than 1% of the outstanding publicly traded equity securities of a company. These requirements also exclude transactions where the rates or charges involved in the transaction are determined by competitive bids, or where the transaction involves the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.

CORPORATE OPPORTUNITIES

The Company's directors, officers and associates are expected to advance UNFI in its business operations when the opportunity arises. We may not take advantage of corporate opportunities that are discovered through our employment or the use of corporate property, information or position. We also cannot compete against UNFI.

While officers and associates are expected to work full-time for UNFI exclusively, exceptions may be permitted that allow an associate to work elsewhere at the same time if it will not interfere with the performance of his or her assigned UNFI duties and responsibilities and will not violate any policy set forth in the Code of Conduct or any other Company policy.

Questions related to whether you can engage in other employment shall be directed to the chief compliance officer. You will be required to make a written disclosure of the details of your proposed outside employment and must advise your direct supervisor of any material changes in your outside employment.

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CONFIDENTIALITY

No director, officer or associate of UNFI should give, disclose or provide access to any confidential or proprietary information concerning UNFI or any of its suppliers or customers that is owned, obtained, possessed or developed by UNFI or through such person's position with the Company. An exception is granted for disclosure as may be required by law, after consulting with UNFI's general counsel. Confidential or proprietary information includes, but is not limited to: personnel files and records, customer lists, trade secrets, proposed or contemplated Company investments, financial records and other internally generated Company studies and reports of a confidential nature.

RELEASE OF INFORMATION

References and verifications of employment should be referred to the applicable human resources department. Confidential information regarding customers should not be communicated to other customers or to other UNFI departments that do not have the need to know.

SAFEGUARDING COMPANY INFORMATION, ASSETS AND PROPERTY

Associates, officers and directors must protect the Company's information, assets and property and ensure their efficient use. UNFI associates can use Company information, assets or property only for legitimate business purposes. Any suspected fraud or theft of Company information, assets or property must be reported for investigation immediately.

COMPUTER SYSTEM CONFIDENTIALITY AND SECURITY

All computer system data created and stored for UNFI and its customers should be treated as confidential information and protected. Every officer and associate must comply with UNFI's POL 101 Information Technology Acceptable Use Policy. As most UNFI software is protected by copyright, no computer software licensed to the Company should be copied or duplicated by any officer or associate without express written approval of the chief

information officer or his or her delegate of UNFI. No officer or associate shall use software or any UNFI asset in his or her job that is not licensed to or owned by UNFI. UNFI requires its officers and associates to obey the copyright laws that pertain to licensed software, as violation of these laws can lead to serious civil and criminal liability.

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GIFTS AND FAVORS

GIVING GIFTS

To avoid possible conflicts of interest – and because it potentially could be illegal to give something of value to a customer or supplier in connection with the transaction of business with our Company – directors, officers, associates and their family members are not permitted to give gifts (either from themselves or others) to any existing or prospective customer or supplier, except as provided in these standards of conduct. A gift includes anything of monetary value. **All such gifts are prohibited except:**

- Unsolicited gifts given at holiday time or on special occasions that create no sense of obligation on the part of the customer or supplier, provided that the retail value of the gift does not exceed \$100 (unless a higher-value gift specifically is approved in writing by the associate’s immediate supervisor or by UNFI’s chief compliance officer or, in the case of an executive officer or director, by the chief executive officer.
- Gifts clearly not attributable to any Company business relationship, such as gifts given because of kinship, marriage or social relationships.
- Meals, entertainment, transportation and lodging or other expenses paid for on behalf of a customer or supplier that are neither designed nor intended to create a sense of personal or corporate obligation on the part of the recipient and the purpose of which is to promote bona fide business discussions or to foster better business relationships. All such expenses shall be subject to UNFI’s policy of approval of expenses.
- Reasonable honorarium given for services rendered to UNFI by a representative of a customer or supplier, provided that any cash or other monetary honorarium be paid to the organization by which such representative is employed or to a charity of his or her choice.

RECEIVING GIFTS

Likewise, no director, officer, associate or their family members may receive a gift from any existing or prospective customer, supplier or other business acquaintance that does not meet the criteria applicable to “Giving Gifts,” as noted above.

An associate must immediately report in writing to his or her immediate supervisor (with a copy to UNFI’s chief compliance officer) if he or she is offered or receives anything of value that is an attempt to improperly influence the performance of his or her duties. If this occurs at the executive officer or director level, reports should be made to the chairman of the Nominating and Corporate Governance Committee with a copy going to the Company’s chief compliance officer and chief executive officer. Prohibited gifts or gifts that create a sense of obligation should be returned to the donor promptly.

No director, officer or associate should knowingly cause the violation of the policy of any other company or organization, private or governmental, relating to the giving or receiving of gifts.

PAYMENTS TO CUSTOMERS OR SUPPLIERS, GOVERNMENT OFFICIALS OR AGENTS OR OTHERS

All bribes and kickbacks are strictly prohibited, as are other payments that are in violation of any applicable law, rule or regulation. This policy extends not only to direct payments, but also to indirect payments made in any form through consultants or third parties.

POLITICAL CONTRIBUTIONS

Company funds cannot be used to make contributions *directly or indirectly* to candidates for political office or to political organizations. Directors, officers and associates may contribute personally to the candidates or party of their choice, but UNFI associates cannot be reimbursed or compensated for any such personal contributions. UNFI encourages all associates to participate individually in political and civic activities of their choice.

APPLICATION OF THE FOREIGN CORRUPT PRACTICES ACT

UNFI requires full compliance with the Foreign Corrupt Practices Act (the “FCPA”) by all of its associates, consultants, agents, distributors, and resellers. The anti-bribery and corrupt payment provisions of the FCPA make illegal any corrupt offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to any foreign official, or any foreign political party, candidate or official, for the purpose of:

- Influencing any act, or failure to act, in the official capacity of that foreign official or party
- Inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone.

All UNFI associates, whether located in the United States or abroad, are responsible for FCPA compliance and the procedures to ensure FCPA compliance. All managers and supervisory personnel are expected to monitor continued compliance with the FCPA to ensure compliance with the highest moral, ethical and professional standards of the company.

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CONTRACT PRACTICES

INTEGRITY OF CONTRACTS

The integrity of a contract between UNFI and a supplier or customer must be maintained. Rebates and other earned income from suppliers will be processed and claimed in accordance with applicable contracts or pursuant to mutually agreed-upon trade practices or as otherwise authorized by the supplier. Fictitious billings or inflated invoices will not be used to claim rebates for products sold, invoiced or delivered.

PURCHASING FROM SECONDARY-SOURCE SUPPLIERS

Products stocked by the Company are sometimes offered for sale to the Company by sources other than the original manufacturer. These sources (secondary-source suppliers) are not considered usual and customary sources of supply. All secondary-source purchasing shall be transacted from a list of approved secondary-source suppliers by the appropriate inventory manager, under supervision of the warehouse manager.

FREE GOODS

Free goods are defined as products offered to UNFI from a third party for something other than direct monetary payment. Any transaction involving the receipt of free goods by UNFI must be authorized by the national vice president of marketing and must serve a clear and legitimate Company business purpose and must not result in personal gain by any person.

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ACCOUNTING AND DISCLOSURE MATTERS

COMPANY RECORDS

Company business records must be prepared accurately and reliably at all times. In order to meet this obligation, we will prepare our financial statements and records in accordance with generally accepted accounting principles.

- Maintain a system of internal accounting controls that will provide reasonable assurances to management that transactions are properly recorded
- Maintain books and records that accurately and fairly reflect the Company's operations and transactions
- Prohibit the establishment of any undisclosed or unrecorded funds or assets
- Maintain a system of internal controls that will provide reasonable assurances to management that material information about the Company is made known to management, particularly during the periods in which the Company's periodic reports are being prepared

All assets, liabilities, income and expenses of UNFI should be properly recorded in the Company's books and records. There will be no disbursements or receipts of corporate funds outside of UNFI's established system of accountability. Records are to be kept in accordance with the Company's internal controls at all times, fully and accurately reflecting all transactions. No unrecorded fund or asset may be maintained. No false or misleading entry, record or report may be made or permitted to go uncorrected.

All reports, vouchers, bills, payroll and service, measurement and performance records and other essential data must be prepared carefully and honestly.

DEALING WITH AUDITORS

No associate, officer or director should take any action to fraudulently influence, coerce, manipulate or mislead UNFI's independent auditors for the purpose of rendering our financial statements materially misleading; nor should any associate, officer or director conceal any information necessary for the preparation of accurate financial statements.

DISCLOSURE POLICY

It is UNFI's policy to provide full, fair, accurate, timely and understandable disclosure in all documents required to be filed with or submitted to the Securities and Exchange Commission and in all other public communications. UNFI expects all associates, officers and directors to act in a manner that supports this policy.

It is the responsibility of each senior executive and financial officer promptly to bring to the attention of the internal working group responsible for the review of the Company's periodic SEC reports (the "Disclosure Committee") any information of which he or she

may become aware that materially affects the disclosures made by the Company in its public communications. Each senior executive and financial officer also shall bring promptly to the attention of the Disclosure Committee any information he or she may have concerning (a) significant deficiencies and material weaknesses in the design or operation of internal controls over financial reporting that could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other associates who have a significant role in the Company's financial reporting, disclosures or internal controls.

SPECIAL ETHICS OBLIGATIONS FOR ASSOCIATES WITH FINANCIAL REPORTING RESPONSIBILITIES

As a public company it is of critical importance that UNFI's filings with the Securities and Exchange Commission be accurate and timely. Depending on their position with the Company, associates may be called upon to provide information to assure that the Company's public reports are complete, fair and understandable. UNFI expects all of its personnel to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to the Company's public disclosure requirements.

The Finance Department bears a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of UNFI. The Chief Executive Officer, Chief Financial Officer and Finance Department personnel have a special role both to adhere to these principles themselves and also to ensure that a culture exists throughout the Company as a whole that ensures the fair and timely reporting of UNFI's financial results and condition.

Because of this special role, the Chief Executive Officer, Chief Financial Officer and all the members of UNFI's Finance Department are bound by the following Financial Officer Code of Ethics, and by accepting the Code of Ethics, each agrees that he or she will:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Provide information that is accurate, complete, objective, relevant, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that UNFI files with, or submits to, government agencies and in other public communications.
- Comply with rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of one's work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of one's work will not be used for personal advantage.
- Share knowledge and maintain skills important and relevant to stakeholders' needs.
- Proactively promote and be an example of ethical behavior as a responsible partner among peers, in the work environment and the community.
- Achieve responsible use of and control over all assets and resources employed or entrusted.

- Promptly report to the Director of Internal Audit and/or the Chairman of the Audit Committee any conduct that the individual believes to be a violation of law or business ethics or of any provision of the Code of Ethics, including any transaction or relationship that reasonably could be expected to give rise to such a conflict.

ETHICS AND COMPLIANCE HOTLINE REPORTING

The Company employs the services of The Network for Ethics and Compliance Hotline reporting. This affords associates a confidential option to report illegal or unethical activities that may cause loss or harm to the Company or its associates. The hotline is accessible 24 hours a day, 365 days a year, and helps the Company comply with the appropriate Sarbanes-Oxley legislation and Federal Sentencing Guidelines.

The Company’s Ethics Hotline national telephone number is:
Tel: 1-888-456-8634 **(888-456-UNFI)**

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ASSOCIATE PLEDGE

A Commitment to Integrity

UNFI’S Code of Conduct and its policies govern our ethical business practices. We require that each associate read these policies and acknowledge, in writing, that he or she has received a copy.

United Natural Foods’ Code of Conduct

I acknowledge that I have received and read the standards of conduct contained in United Natural Foods’ Code of Conduct and understand my obligation to comply with these principles, policies and standards of conduct.

Signature: _____

Print Name: _____

Date: _____

Title: _____

Location: _____