

# SPROUTS™

FARMERS MARKET



# CODE OF CONDUCT AND ETHICS



**INTEGRITY • RESPONSIBILITY • HONESTY**

<b><i>A MESSAGE FROM SPROUTS' LEADERSHIP TEAM</i></b>	3
<b><i>OUR VALUES</i></b>	4
<b><i>WHY WE HAVE THIS CODE</i></b>	5
<b><i>THE BASICS</i></b>	
The Sprouts Team Member Handbook and Policies & Procedures	6
Who Must Adhere to this Code	7
Your Responsibilities	7
Additional Responsibilities for Management Team Members	8
Speak Up! Asking Questions or Reporting Violations of this Code	9
Non-Retaliation	11
Discipline for Violations	12
<b><i>INSIDE OUR WORKPLACE</i></b>	
Quality & Customer Service	13
Customer & Team Member Safety	13

## ***A MESSAGE FROM SPROUTS' LEADERSHIP TEAM***

Dear Fellow Sprouts Team Member,

Since opening our first store in Arizona in 2002, Sprouts Farmers Market has grown to become one of the country's leading natural and organic retailers. From the beginning, we have earned the trust and loyalty of our guests and team members because of our commitment to high standards in everything we do, everywhere we do business. Personal integrity and responsibility have been the foundation for the business values that set us apart from others – excellent customer service, superior store conditions and the best possible value for our guests, every day. Acting ethically and with honesty is essential to maintaining our reputation with our guests as a preferred shopping destination, with our team members as a great place to work, and with our communities and stakeholders as a responsible corporate citizen.

We expect our team members, regardless of level or role, to adhere to the highest standards of ethical business conduct when dealing

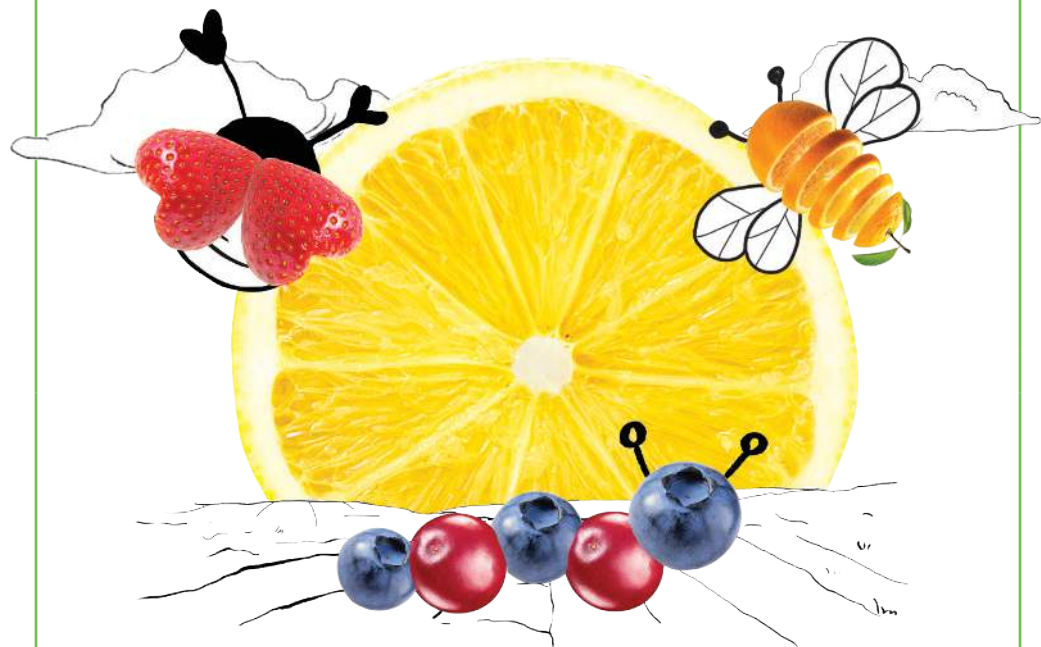
# OUR VALUES

## CARE

We care for each other, our customers and our planet.

## OWN IT

We work as a team to deliver excellence in all we do and celebrate our success.



## LOVE BEING DIFFERENT

Our diverse team members and products create a unique experience for our customers.



# WHY WE HAVE THIS CODE

Interacting with our guests and providing them with products and service they trust is a privilege that we must never take for granted. Our continued success depends upon a commitment to conduct ourselves with integrity, honesty and in compliance with the law. This Code is a reflection of that commitment and provides you with tools and guidance to work ethically and responsibly. Sprouts, in its discretion, may amend, supplement and interpret this Code of Conduct and Ethics as appropriate to ensure a culture of ethical conduct and legal compliance.



## ***THE SPROUTS TEAM MEMBER HANDBOOK AND POLICIES & PROCEDURES***

This Code, the Sprouts Team Member Handbook (referred to as the “Handbook”) and the Sprouts Policies & Procedures (contained on The Vine) work together. This Code is the foundation upon which the more detailed policies and procedures are created. The Handbook and Policies & Procedures discuss in more detail our policies relating to team member benefits, leaves of absence, timekeeping and work hours, our drug-free work environment, and other matters we believe are essential to our unique culture of valuing team members. You should use this Code and your good judgment to guide your behavior. If you are ever unsure of the proper course of action or have questions, contact your Human Resources representative.

***AT SPROUTS, WE DO WHAT'S RIGHT AND TAKE RESPONSIBILITY FOR OUR ACTIONS TO PROTECT OUR TEAM MEMBERS AND GUESTS.***

## ***WHO MUST ADHERE TO THIS CODE***

This Code applies to all our team members at all levels. All vendors, suppliers, third-party consultants, agents and partners are equally expected to adhere to this Code in all their dealings with or on behalf of our company. From top to bottom, we all have a duty to abide by the standards set forth in this Code.

## ***YOUR RESPONSIBILITIES***

Complying with the legal and other various requirements that govern our activities is vital to advancing our reputation. The responsibility to drive compliance doesn't just belong to Sprouts' Legal department or other specific teams within the company. It belongs to you! Every team member, in every part of the company, plays a role in compliance; from the team member at our Store Support Office making sure our prices are accurate, to the team member at the distribution center staying current on the training requirements for her job. All team members help Sprouts comply with our regulatory obligations.

---

## ***ADDITIONAL RESPONSIBILITIES FOR MANAGEMENT TEAM MEMBERS***

If you are a supervisor, you have a greater level of responsibility. As a member of management, you are responsible for creating an environment that encourages compliance with our Code. You should:

- Lead by example, and encourage your team members to act with integrity at all times and to ask questions concerning our Code, the Handbook or any Policies & Procedures.
- Promote an open door policy, be a good listener and work to earn the trust of your co-workers.
- Never ignore or “sweep under the rug” any ethical conduct issue. Address the matter timely and seek guidance if necessary.
- When an ethics issue comes to your attention, contact your supervisor, Human Resources representative, the Sprouts Ethics Helpline or [\*\*legal@sprouts.com\*\*](mailto:legal@sprouts.com).
-



## ***SPEAK UP! ASKING QUESTIONS OR REPORTING VIOLATIONS OF THIS CODE***

One of our greatest assets is our reputation. You have the right and responsibility to protect our company from conduct that can threaten our reputation and our future growth. Sprouts is committed to open, free and effective channels of communication. We have an open door at Sprouts - no team member should feel uncomfortable about coming forward to report a problem. You should promptly report any problem that you believe may constitute a violation of this Code or other company policy so the problem can be resolved before more serious consequences develop.

Sprouts provides a variety of resources you can use to raise a question or concern. If you do not feel comfortable handling the situation yourself, or if you believe the misconduct involves a legal issue, you should pursue one of the following courses of action:

- o rEM-. .(p). (o r )-(m)/m((:-,(i ( r . )Tj/) ((e) )Tc)El) . .

---

# THE BASICS

Team members can send a message or make a toll-free call to the Ethics Helpline message system anytime night or day, and reports can be made confidentially and anonymously, although you are encouraged to provide your name to facilitate investigation and follow-up.

## ***SPROUTS ETHICS HELPLINE***

To access the Sprouts Ethics Helpline, please visit us online at **[speakoutsprouts.ethicspoint.com](http://speakoutsprouts.ethicspoint.com)** or you can call the Helpline directly:

**1-855-748-5773**



Reports of potential misconduct will be taken seriously and investigated promptly and thoroughly. Except where disclosure is required to investigate a report or by applicable law or legal process, all reports will be kept confidential to the extent reasonably possible.

## ***NON-RETALIATION***

Sprouts will not tolerate any form of retaliation against a team member for making a good faith report of a violation of this Code or cooperating in investigations relating to Code violations. We want you to be free to raise issues without fear of retaliation, secure in the knowledge that you did the right thing coming forward. Neither your supervisor nor the company will take any action against you for reporting suspected misconduct in good faith.



# THE BASICS

## **DISCIPLINE FOR VIOLATIONS**

Violations of this Code, the Handbook, or applicable laws and regulations are subject to disciplinary action, which can include reprimand, probation, suspension or termination, as well as legal action if appropriate. However, simply using good judgment and seeking guidance when questions arise can easily avoid most problems. It is your responsibility to raise questions, make appropriate disclosures and bring potential problems to the company's attention. We require all team members to report actual or suspected Code violations. If a team member voluntarily reports that they were involved in a violation, such self-reporting may be considered when determining the appropriate disciplinary action to be taken.



## ***QUALITY & CUSTOMER SERVICE***

We are recognized as a provider of high-quality natural and organic foods in a clean, pleasant and customer-service oriented shopping environment. Each of us has a responsibility to maintain our reputation for quality products and excellent customer service. That means being proud, courteous, knowledgeable and passionate about providing the best possible experience to all of our customers.

## ***CUSTOMER & TEAM MEMBER SAFETY***

It is our responsibility to ensure that each and every customer has a safe and pleasant experience when they visit our markets. Team members must be mindful of any scenarios that may put our customers, team members, suppliers, vendors or visitors at risk.

This requires that team members:

- Adhere to applicable federal, state and local safety laws
-

## **TEAM MEMBER PRIVACY**

Sprouts is committed to protecting employee privacy by maintaining the confidentiality of team members' personal information. Access to personnel records and other records containing personally identifiable information is restricted to Sprouts team members and agents who have appropriate authorization and a business need to know that information. Confidential team member information should never be disclosed outside the company without proper authorization. If you learn of any unauthorized disclosure of team members' personal information, you should report it immediately to your Human Resources representative or the Legal department.

However, team members should not expect privacy in the workplace. Sprouts reserves the right, subject to applicable legal restrictions, to access and review all communications, records and information created at work or on company resources, including computers and other electronic devices, and to review the contents of all vehicles, offices, desks, work stations and property brought onto any Sprouts site.



## ***NON-DISCRIMINATION & HARASSMENT***

Our team members are the cornerstone of our success. Sprouts is committed to providing a work environment in which every team member has the opportunity to grow, develop and contribute fully to our collective success. Accordingly, we will not tolerate unlawful discrimination and harassment based on race, religion, color, creed, national origin, ancestry, ethnicity, age, sex, pregnancy, childbirth, breast feeding and medical conditions related to pregnancy, familial status, sexual orientation, gender identity or expression, lack of conformity to gender stereotypes, disability, marital status, citizenship, status as victims of domestic violence or sexual assault or stalking, military and veteran's status, whistleblowers, or any other basis protected by applicable law. Discrimination and harassment, whether caused by a team member, customer, vendor or supplier, in the workplace or any functions related to pr

## ***PROFESSIONAL DEVELOPMENT***

We are committed to offering opportunities for team members to develop and advance professionally, in a manner consistent with their abilities. We pride ourselves on offering opportunities to all team members, recognizing individuals for their experience, performance, training, work history and potential. Any decisions related to hiring, evaluating performance, promoting, disciplining or terminating team members are made fairly, with discretion and respect.

## ***CONFLICTS OF INTEREST***

We pride ourselves on providing our guests with value for their dollars. To deliver on expectations of quality products at the best possible prices, each of us has an obligation to make objective decisions based on what is best for Sprouts without regard for personal gain. That means we must avoid conflicts of interest, which are financial, business or other relationships that might be opposed to the interests of the company or might cause a conflict with the



## ***FINANCIAL INTERESTS & OTHER EMPLOYMENT***

As a representative of Sprouts, you have a responsibility to make sure your personal financial activities do not conflict with your responsibilities to the company. A financial conflict of interest can arise when your judgment could be influenced (or might appear as being influenced) by the possibility of personal financial gain.

Owning, working for or having a material financial interest in a competitor (a “competitor” is someone engaged in the ownership or operation of any retail supermarket or food store, or other retail outlet associated with natural foods) can present a conflict. Having a financial interest in a vendor or receiving personal compensation from a vendor, if you have a direct or indirect involvement in the company’s business with that vendor, could also create a conflict.

A conflict can also arise if you work for a company that has no association with Sprouts but your work interferes with the time, talent and energy you bring to the work you do for Sprouts. If you

## ***WHAT IS A "GIFT"?***

A gift is anything of value. It includes tangible items such as products or tickets to sporting events, but also intangible items such as discounts, favors, special privileges and benefits that are not available to the general public.

From time to time, you may be offered gifts from a person that does business with Sprouts or wants to do business with Sprouts. Use the following information to guide your decision-making and ask for help if you are ever unsure of the proper course of action. Note that our policies apply whether you are personally offered a gift or if a gift is offered for the benefit of your department.

- **Gifts worth \$100 or less:** In general, you may accept a gift as long as the total value does not exceed \$100. Anytime you receive a gift that has a value of over \$100, you should return the gift or turn it over to Sprouts through your supervisor

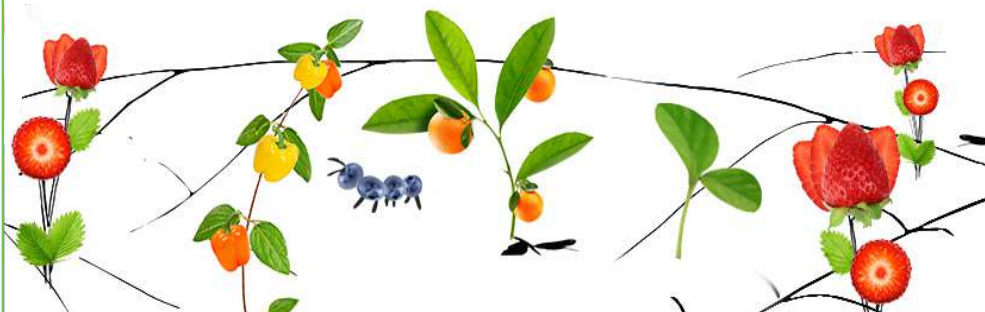
- **Entertainment that has a clear business purpose:** Good working relationships are important to our business, but use good judgment and be careful to avoid even the perception of something improper. The exchange of customary business courtesies between suppliers or vendors and team members, including transportation or meals provided in the “ordinary course of business,” is permitted when based on a clear business purpose. Excessive entertainment of any sort is not acceptable. Excessive entertainment is an amount of money spent that is not customary in the area where the entertainment is occurring.
- **Gift baskets:** Gift baskets may be accepted within reason, but they must be made available for sharing with other team members in your store or location.
- **Samples and promotional items:** A reasonable amount of samples of new products, reformulated products and existing

## ***DOING BUSINESS WITH FAMILY, FRIENDS OR YOUR OWN BUSINESS***

Team members should not use their positions at Sprouts for personal gain. Even if you work to remain objective in your business dealings, the fact that you share a personal relationship or financial interest with someone with whom the company does business can create the appearance of a conflict. As a result, you are prohibited from doing business on behalf of Sprouts with a member of your immediate family or a company in which you or a member of your family has a financial interest (defined as any paid relationship or arrangement – such as an employee, consultant, finder, representative, agent, etc.).

## ***COMPANY BUSINESS OPPORTUNITIES***

You should not take for yourself opportunities related to the



## ***RESTRICTIVE TRADE PRACTICES***

Team members are required to comply with antitrust and competition laws. Federal and state antitrust laws govern the relationships between competitors and are generally designed to maintain and promote competition in the marketplace. In general, you must avoid agreements, understandings or plans with competitors that limit or restrict competition, including price fixing and allocation of markets. Antitrust laws are complex, so please seek help from the Legal department or contact the Ethics Helpline if you have any questions.

## ***FAIR DEALING***

You should always deal fairly and ethically with our suppliers, vendors, competitors and other team members. You should be fair and ethical in purchasing decisions, while putting the company's interests first and seeking to obtain the maximum value for the money spent consistent with company policies. You should not take unfair advantage of anyone through

## ***INTENTIONAL DISHONESTY***

Striving for excellence means operating our business with high integrity, and avoiding deceptive, dishonest or fraudulent activities. Fraudulent actions are not only unethical, but may also be a violation of law. You should manage your particular area of business with as much transparency as possible.

Acts of fraud or dishonesty are more likely to occur in environments with insufficient controls and unrealistic expectations. You should encourage a work environment that supports the contributions of your fellow team members, and is based on our company's values and ethics.

## ***ANTI-CORRUPTION & ANTI-BRIBERY***

We believe in fair, free and open markets, and in promoting good government. We do not tolerate, permit or engage in bribery, corruption or unethical practices of any kind. Bribery



## ***COMPLIANCE WITH LAWS REGARDING CHILD LABOR, ANTI-SLAVERY AND ANTI-HUMAN TRAFFICKING***

We expect our team members, consultants, contractors and suppliers to comply with all laws and regulations prohibiting child labor, slavery or human trafficking in the jurisdictions where we or they operate. In particular, we are committed to eradicating the potential for slavery and human trafficking in our supply chain and we will not do business with any individual or company whom we are aware is engaged in child labor, slavery or human trafficking.

## ***FINANCIAL INTEGRITY***

Accurate and complete recordkeeping and reporting of financial information is essential to the successful operation of our company and our ability to meet our legal and regulatory obligations. Additionally, management requires honest, accurate and transparent reporting to make responsible business decisions.

All team members are expected to cooperate fully with Sprouts' internal and external auditors. You must not directly or indirectly take any action to coerce, manipulate, mislead or fraudulently influence any auditor engaged in the performance of an investigation, audit or review of our company's financial statements.

If you see or suspect financial misconduct, or have questions or concerns about the company's accounting, auditing, financial reporting or internal controls, you should notify your supervisor immediately and call the Ethics Helpline.

## ***RECORD RETENTION***

Business records are company assets and are subject to our records management and retention policy, which is available on The Vine. This policy is designed to ensure that we maintain the records we need to meet our legal, tax and regulatory requirements and securely dispose of records that are no longer needed. In particular, you should never dispose of



## ***SPROUTS ASSETS***

Our assets – information, physical assets, financial data or intellectual property – are essential to operating our company successfully. We all have a responsibility to our stakeholders to use company property and assets for company business, and not allow them to be used for any type of personal gain. You are responsible for maintaining company property under your control and should take reasonable steps to protect it from theft, misuse, loss, damage or sabotage.

## ***CONFIDENTIAL INFORMATION***

The operations, activities and business affairs of Sprouts and its business partners must be kept confidential to the greatest extent possible. Confidential information is one of our company's most valuable assets. Confidential information is non-public information you may be exposed to as part of your job and can relate to strategic business or marketing plans; store operating results; new store development plans; vendor lists; cost, pricing, or service strategies; non-public sales, earnings or other financial

## ***INSIDER TRADING LAWS CONTD.***

You cannot share it with the media, financial analysts, competitors or other third parties, including friends and family. Disclosure of such inside information may result in individual criminal and civil liability and disciplinary action by Sprouts. If you have questions about our Insider Trading Policy or whether information has been made public, you should contact the Legal department.

## ***INTELLECTUAL PROPERTY***

Intellectual property (IP) includes patents, copyrights, trademarks and trade secrets. The Sprouts trademark and trade name are among our most valuable assets. The presentation, use and protection of our trademark and trade name are extremely important to our company. Respect the laws regarding copyrights, trademarks, rights of publicity and third-party rights. Do not infringe on Sprouts' logos, brand names, taglines, slogans or other trademarks. Team members should consult The Vine (under

## ***IMPORTS & EXPORTS***

All team members must comply with the applicable international trade laws and regulations which restrict the import and export of products Sprouts purchases and sells. These restrictions are based not only on the nature of the product, but also on the country of origin or destination. Country-specific embargoes are in place in certain countries. No team member may participate or assist in the import or export of goods or services from or to a country, its citizens or residents subject to an embargo. Any questions concerning trade restrictions or requests for current lists of embargoes, should be referred to the Legal department.

## ***SPEAKING ON BEHALF OF SPROUTS***

### ***MEDIA INQUIRIES & SPEAKING OPPORTUNITIES***

No team member may speak to the media on behalf of Sprouts without explicit permission from Communications. If you receive any media inquiries, no matt.. .BDC -ive

---

---

---

## ***SOCIAL MEDIA***

Collaborative online discussion forums (e.g., Facebook, Twitter, LinkedIn, Instagram) can be highly effective tools for sharing ideas and photos, and exchanging information of all kinds. Sprouts is committed to using these electronic communications to promote visibility and maintain communications with current and prospective team members, customers, business partners, vendors and suppliers, affiliates and subsidiaries, and the general public. We are also concerned with ensuring that the use of such communications serves the company's need to maintain our brand identity, integrity and reputation.

Team members are encouraged to use social media responsibly and to use sound judgment when interacting on social platforms. You may share your enthusiasm about our company, but may not speak on behalf of Sprouts. You should use online tools in a way that is consistent with company policies, and should not use blogs or social media sites to harass, threaten, slander or discriminate

## ***ENVIRONMENTAL COMPLIANCE***

We are committed to protecting and preserving our environment and natural resources, and ensuring that any impact we make in our neighborhoods is a positive one. Accordingly, we expect all team members to comply with federal, state and local environmental regulations, including but not limited to laws relating to disposal of waste. Our policy is to conduct our business in a socially responsible and ethical manner that protects the environment in which customers, team members and communities are located.

## ***POLITICAL INVOLVEMENT***

Team members are encouraged to actively participate in the political process as private citizens. When participating in political activities as a private citizen, it must be made clear that the opinions you express are personal and not presented on behalf of Sprouts. Political activities as a private citizen must not take place on work time, and you must not pressure

## ***COMMUNITY & CHARITABLE INVOLVEMENT***

We want to foster good relations within the communities in which we operate. As a company, Sprouts donates large amounts to charitable organizations, and our team members are very active in their communities. You are encouraged to participate in community and charitable organizations and local activities that address the needs of your community. This includes not only donating your own money, but getting involved with professional, charitable, not-for-profit, religious or civic organizations, as long



---

## ***LEGAL REMINDER***

Keep in mind that this Code provides an overview of the responsibilities of all team members, along with a summary of certain important policies. Sprouts policies may be modified in the company's sole discretion, without notice, at any time consistent with applicable law.

***HUMAN RESOURCES***

855-814-8016

[hrsupport@sprouts.com](mailto:hrsupport@sprouts.com)

---

***SPROUTS ETHICS HELPLINE***

855-748-5773

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

---

***LEGAL DEPARTMENT***

602-682-1534

[legal@sprouts.com](mailto:legal@sprouts.com)