

SPROUTS[®]
FARMERS MARKET

**CODE OF
CONDUCT**

AND ETHICS

TABLE OF CONTENTS

A MESSAGE FROM SPROUTS' LEADERSHIP TEAM	3
OUR PURPOSE AND OUR VALUES	4
WHY WE HAVE THIS CODE	5
THE BASICS	
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
INSIDE OUR WORKPLACE	
Quality & Customer Service	13
Customer & Team Member Safety	13
Team Member Privacy	14
Non-Discrimination & Harassment	15
Public Accommodation & Non-Discrimination	16
Professional Development	17
Conflicts of Interest	17
• Financial Interests & Other Employment	18
• Gifts & Entertainment	18
• Approval Procedures	21
• Doing Business with Family, Friends or Your Own Business	22
• Company Business Opportunities	22
• Financial Integrity	22
Record Retention	23
Money Laundering	24
Sprouts Assets	24
• Confidential Information	24
• Insider Trading Laws	25
• Intellectual Property	25
• Physical & Electronic Assets	25
• Imports & Exports	26
OUTSIDE OUR WORKPLACE	
Restrictive Trade Practices	27
Fair Dealing	27
Intentional Dishonesty	28
Anti-Corruption & Anti-Bribery	28
Compliance with Laws Regarding Child Labor, Anti-Slavery and Anti-Human Trafficking	29
SPEAKING ON BEHALF OF SPROUTS	
Media Inquiries & Speaking Opportunities	30
Social Media	31
IN OUR COMMUNITIES	
Environmental Compliance	32
Political Involvement	32
Community & Charitable Involvement	33
WAIVERS & LEGAL REMINDERS	33
CONTACT INFORMATION	34

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 largest and fastest growing specialty retailers of fresh, natural and organic food in the United States. From the beginning, we have earned the trust and loyalty of our customers 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 customers, every day. Acting ethically and with honesty is essential to maintaining our reputation with our customers 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 with fellow team members, customers, vendors or other third parties. This Code is intended to provide the information, resources and tools necessary to conduct ourselves in accordance with those standards.

We realize that no set of guidelines can cover every possible challenge we may encounter. We encourage you to keep these questions in mind when confronted with business decisions that have ethical repercussions:

- Is it legal? And does it comply with our Values - Care, Own It, Love Being Different?
- What if my actions on behalf of Sprouts were reported on the front page of the newspaper?
- What would my family, friends or neighbors say about my actions?
- Will there be any negative consequences for the health, safety, and well-being of my fellow team members at Sprouts?

Thank you for your commitment to conducting our business with integrity and helping people to live and eat better.

OUR PURPOSE AND OUR VALUES

OUR PURPOSE

As our Purpose continues to drive the Sprouts experience and success, we remain grounded and inspired by it every day. Our Purpose is why we exist. Every decision we make is anchored in our company Purpose: to Help People Live and Eat Better. Our Purpose is our DNA, and it is a big reason behind our success.

OUR
PURPOSE

**WE HELP
PEOPLE
LIVE & EAT
BETTER**

OUR VALUES

Every team member is responsible for bringing our Purpose to life in each decision they make and every action they take. Those decisions and actions are anchored in 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 customers 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 BASICS

Nothing in this code constitutes a contract of employment with any employee. All employment with the company is at will, meaning that either you or the company may terminate the employment relationship at any time and for any reason.

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 & 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 supervisor or Human Resources representative.

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

THIS CODE OFFERS A WAY FOR YOU TO:

- Share concerns about questionable activities
- Report possible acts of financial misconduct or other violations of our Code
- Ask for guidance on any business ethics-related issue

THE BASICS

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. 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.

As a Sprouts team member, you have a responsibility to:

- Act with integrity and honesty and in accordance with our Values of Care, Own It and Love Being Different.
- Comply with Sprouts' policies and all applicable laws and regulations wherever we do business.
- Know and follow the laws and policies that relate to your duties. It's good to have a basic understanding of issues covered by each policy.
- Ask for help from your supervisor or Human Resources representative, or contact legal@sprouts.com or the Sprouts Ethics Helpline when you have questions about this Code, other policies or regulations that may apply to your activities, or about whether particular circumstances may involve improper or illegal conduct.
- Cooperate with any company investigation into violations of our Code or any other Sprouts policy.

THE BASICS

“WHAT IF I’M NOT SURE IF A PARTICULAR ACTION IS A VIOLATION OF THE CODE?”

Check the Code for an answer. If you are still not sure, consider whether you would want the action or comments on behalf of Sprouts or decision to be published on the front page of your local newspaper. If the answer is no, you should probably refrain from the action. When in doubt, please contact your supervisor, your Human Resources representative, the Sprouts Ethics Helpline, or email your questions to legal@sprouts.com.

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 Policies & Procedures.
- Promote an open-door policy, be a good listener and work to earn the trust of your fellow team members.
- Never ignore or “sweep under the rug” any ethical conduct issue. Address in a timely manner and seek guidance if necessary.
- When an ethics issue comes to your attention, immediately contact your supervisor, Human Resources representative, the Sprouts Ethics Helpline or legal@sprouts.com.
- Never retaliate against anyone for raising an ethics issue in good faith, assisting in an investigation, or participating in any proceeding relating to an alleged violation of this Code or any applicable law or regulation.

THE BASICS

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 team members' health, safety and well-being. 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, company policy or applicable law 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:

- Talk with your supervisor or Human Resources representative. Since they may be your closest link to an issue, they can act as a good resource to resolve any potential problems.
- If you believe your immediate supervisor is involved in the problem, discuss the issue with the next level of management who is not involved, or management outside your department.
- Open a case in Service Now
- Report the issue using the Sprouts Ethics Helpline.
- Report the issue to **legal@sprouts.com**.

The Sprouts Ethics Helpline is a unique communications system operated by an independent, third-party company that is designed to make it as convenient and comfortable as possible to send questions, concerns and comments to the company's senior management on a confidential basis. The Ethics Helpline can also be used to ask questions or report concerns involving the company's accounting, auditing, financial reporting or internal controls.

THE BASICS

Team members can send a message or make a toll-free call to the Ethics Helpline message system anytime, day or night. 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**

or you can call the Helpline directly:

1-855-748-5773



THE BASICS

Reports of potential concerns, violations or other 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.

“WHAT IF I REPORTED A CONCERN BUT NEVER HEARD ANYTHING ABOUT IT?”

Consider whether the matter was reported anonymously. If so, to the extent that outcomes can be reported, there may not be a mechanism for getting back to the person who made the anonymous report. Also, all matters will be investigated appropriately, but it may not be appropriate for the outcome to be shared in light of privacy and confidentiality issues.

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. If you believe you are being retaliated against, then you are required to report it immediately.



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, by simply using good judgment and seeking guidance when questions arise, you 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.

“I HAVE AN ISSUE I’D LIKE TO DISCUSS WITH SOMEONE IN HUMAN RESOURCES, BUT MY SUPERVISOR TOLD ME THAT I SHOULD DISCUSS ALL ISSUES WITH HER FIRST. IS THAT RIGHT?”

It's a good idea to talk to your supervisor first. But if you feel uncomfortable doing so, you are free to contact another member of management, your Human Resources representative or the Ethics Helpline.

INSIDE OUR WORKPLACE

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 stores. Team members must be mindful of any scenarios that may put the health, safety or well-being of our customers, team members, suppliers, vendors or visitors at risk.

This requires that team members:

- Adhere to applicable federal, state and local safety laws
- Follow company protocol for on-site spills or accidents
- Provide a sanitary environment
- Notify management of potentially dangerous situations
- Stay aware of out-of-code products or product recalls
- Remain familiar with other procedures concerning safety

Our commitment to the safety and well-being of our team members and our customers means our business is conducted free from the influence of any substance that could impair job performance. Team members may not sell, possess, distribute, use or purchase illegal drugs—or sell, transfer or distribute prescription drugs—on company premises or while engaged in any Sprouts business activity. Team members must never work while impaired by alcohol or drugs. Please refer to our Team Member Handbook for additional information on our drug-free work environment.

Team members are not permitted to bring or possess any weapons while on Sprouts' premises.

INSIDE OUR WORKPLACE

TEAM MEMBER PRIVACY

Sprouts is committed to protecting employee privacy by maintaining the confidentiality of team members' personal information. Sprouts maintains procedures to restrict access to personnel records and other records containing personally identifiable information.

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, workstations and property brought onto any Sprouts site.

INSIDE OUR WORKPLACE

NON-DISCRIMINATION & HARASSMENT

Our team members are the cornerstone of our success. Sprouts loves being different and 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 and culture of belonging. 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, 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 the workplace, is unacceptable and will not be tolerated.

For more detailed information on our anti-discrimination and anti-harassment policies, please see The Vine (under Policies & Procedures).



"I OVERHEARD A CO-WORKER USE INSULTING LANGUAGE ABOUT SOMEONE ON OUR TEAM. WHAT SHOULD I DO?"

Disrespectful language that threatens our team members' health, safety, well-being, or that violates our EEO policy does not fit in the workplace. If you feel comfortable doing so, say something to your co-worker to express your concern. Regardless, you are required to speak to your supervisor, your Human Resources representative or call the Sprouts Ethics Helpline. Sprouts also requires reporting of any and all harassing or discriminatory comments or conduct.

INSIDE OUR WORKPLACE

PUBLIC ACCOMMODATION & NON-DISCRIMINATION

Sprouts is committed to providing the best possible service to our customers. It is our expectation that every customer will be treated with dignity and respect regardless of their race, religion, color, creed, national origin, ancestry, ethnicity, age, sex, pregnancy, familial status, sexual orientation, gender identity or expression, disability, marital status, citizenship, military and veteran's status, or any other basis protected by applicable law. Any conduct by team members resulting in a denial or refusal of the full and equal enjoyment of our stores and services, or conduct discouraging a reasonable customer from visiting our stores, is prohibited.

For more detailed information on our public accommodation and nondiscrimination policy, please see The Vine (under Policies & Procedures).



INSIDE OUR WORKPLACE

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

Each of us has an obligation to make objective decisions based on what is best for Sprouts with respect to competitors and suppliers. That means we must avoid conflicts of interest that include outside interests with a competitor or supplier and/or having a significant financial interest with one of these organizations.

It is impossible to list all of the situations that could present a conflict of interest, but the following sections outline some of the more common possibilities. It is important that you are familiar with these situations, recognize a potential conflict when you see one and take the appropriate action. Questions about potential conflicts of interest and disclosure of these situations as they arise should be directed to your supervisor, Human Resources representative or the Ethics Helpline.

INSIDE OUR WORKPLACE

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 can present a conflict. A “competitor” is someone engaged in the ownership or operation of any retail supermarket or food store, or other retail outlet associated with healthy groceries. 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 are employed by an entity 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 are considering starting your own business, taking a second job or investing in a company, talk to your supervisor to make sure there is no conflict.

GIFTS & ENTERTAINMENT

Gifts or hospitality from vendors or suppliers can be a common business practice in our industry, and one that can contribute to goodwill, product education and long-term relationships. But accepting certain gifts and entertainment from vendors or suppliers can cause a conflict of interest (or the appearance of a conflict) between personal interests and professional responsibility. That’s why we have developed these guidelines to govern the acceptance of gifts, entertainment or other forms of compensation from suppliers, potential suppliers, vendors or vendor representatives, landlords, competitors or other third parties that you may receive in your capacity as a Sprouts team member.

INSIDE OUR WORKPLACE

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 from a vendor or supplier as long as the total value does not exceed \$100. Receipt of gifts over \$100 are subject to the Company's approval procedures described below. Entertainment over \$100 must also be conducted in the "ordinary course of business" as described below.



INSIDE OUR WORKPLACE

- **Entertainment that has a clear business purpose:** Good working relationships are important to our business, but use good judgment. The exchange of customary business courtesies between suppliers or vendors and team members, including entertainment, transportation or meals provided in the “ordinary course of business,” is permitted when based on a clear business purpose. To be considered a clear business purpose, generally the sponsoring supplier or vendor must be present. Participation in entertainment activities is subject to the Company’s approval procedures described below. Excessive entertainment of any sort from a vendor or supplier is not acceptable. Excessive entertainment is an amount of money spent that is not customary in the area where the entertainment is occurring or for the type of event or entertainment that is taking place.
- **Gift baskets:** Gift baskets may be accepted from vendors or suppliers 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 products is acceptable. Promotional items, such as those bearing a vendor’s logo, up to a total value of \$100, are also permitted. Receipt of promotional items over \$100 are subject to the Company’s approval procedures described below. Team members are prohibited from receiving any samples or gifts at home from a vendor or supplier – all samples and gifts must be sent to their primary work location.
- **Discounts:** Team members are prohibited from buying products directly from any Sprouts vendor at a discounted rate not available to all team members.
- **Trips:** With prior approval, you may accept a vendor-paid trip made for valid business purposes, such as education, training and networking. The vendor may pay for all expenses including airfare, accommodations and meals, subject to the approval procedures described below.

INSIDE OUR WORKPLACE

“A VENDOR WANTS TO TAKE ME OUT FOR A NICE DINNER. IS THIS OK?”

Generally, yes. But you must first receive appropriate approval for this dinner and excessive entertainment is prohibited. If a vendor is taking you to dinner in an area or to a restaurant where the normal per person dinner is \$75, the dinner could be excessive entertainment if it costs significantly more than the norm.

APPROVAL PROCEDURES

To ensure your compliance with these provisions of the Code, all gifts and vendor-sponsored entertainment and travel with a value of over \$100 that you receive in your capacity as a Sprouts team member must be pre-approved by a vice president or executive leadership team member. Requests for approval of gifts and sponsored entertainment and travel must be submitted via a request form available on The Vine (under Policies & Procedures). These requests will be reported to and monitored by the Chief Human Resources Officer.



INSIDE OUR WORKPLACE

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, representative, agent, etc.).

COMPANY BUSINESS OPPORTUNITIES

You should not take for yourself opportunities related to the business of Sprouts or opportunities that you discover through your position with Sprouts or through the use of Sprouts' property or information.

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 financial reporting to make responsible business decisions. All financial books, records and accounts must accurately and completely reflect financial transactions and events. They must conform to generally accepted accounting principles and to our company's system of internal controls.

INSIDE OUR WORKPLACE

All team members must comply with company policies, procedures and controls designed to promote accurate and complete recordkeeping. Regardless of your level of responsibility within the company, you have a responsibility to be accurate, complete and honest in what you report and record, which could include accounting records, time cards, expense reports, invoices, payroll records, safety records, business records, performance evaluations, etc. No company document or record may be falsified for any reason, and no undisclosed or unrecorded accounts of company funds or assets may be established for any purpose.

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 information that may be relevant to current or threatened litigation or subject to a legal hold until you are authorized in writing to do so by the Legal department.

INSIDE OUR WORKPLACE

MONEY LAUNDERING

Sprouts will not be a party to any agreement or action that violates the money laundering laws of the United States or any country where our suppliers or customers conduct business. Where questionable financial transactions involving transfer of cash or cash equivalents are requested, prior review and approval by the Chief Financial Officer or the Chief Legal Officer is required.

SPROUTS ASSETS

Our assets - confidential information (as defined below), physical assets, corporate 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. 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 that is maintained as confidential by Sprouts that you may be exposed to as part of your job and can relate to strategic business or marketing plans; store or company operating results; new store development plans; vendor lists; cost, pricing, or service strategies; non-public sales, earnings or other financial information; and information related to divestitures, mergers and acquisitions. You may not disclose or discuss confidential company information with third parties or anyone else who does not have a legitimate need to know the information. If you are unsure whether information is confidential, contact your supervisor or the Legal department.

INSIDE OUR WORKPLACE

INSIDER TRADING LAWS

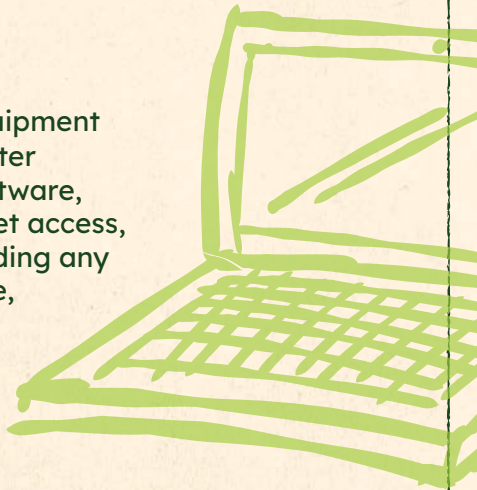
As a Sprouts team member, you may have access to proprietary material, non-public information about Sprouts or a third-party business partner that, if disclosed, could impact the value of publicly traded securities, including the company's stock. If so, you are subject to our Insider Trading Policy, which specifies, among other things, that you are prohibited by law from disclosing or trading our stock based on such "inside information."

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 unlawfully infringe on Sprouts' logos, brand names, taglines, slogans or other trademarks. Team members should consult The Vine (under Policies & Procedures) for information about additional policies on confidentiality and company IP.

PHYSICAL & ELECTRONIC ASSETS

Company assets also include the equipment and supplies you use and the computer resources you access. Hardware, software, email, voicemail, intranet and internet access, computer files and programs - including any information you create, send, receive, download or store on company assets - are company property, and we reserve the right to monitor their use, where permitted by law.



INSIDE OUR WORKPLACE

IMPORTS & EXPORTS

All team members must comply with the applicable international trade laws and regulations that 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.

OUTSIDE OUR WORKPLACE

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 manipulation, concealment, abuse of confidential information, falsification, misrepresentation of material facts or any other practice involving intentional unfair dealing.

“MY MANAGER TOLD ME TO MARKDOWN SEVERAL ITEMS TO ZERO, BUT LEAVE THEM ON THE SHELVES TO SELL BECAUSE IT WILL ‘HELP OUR INVENTORY.’ IS THIS OK?”

No. Not only is this dishonest, but it could also affect the store's profitability. If you're being instructed to do something that may be unethical or illegal, contact your Human Resources representative or the Ethics Helpline.

OUTSIDE OUR WORKPLACE

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 that 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 of public officials is illegal. We are prohibited from paying, promising, offering or authorizing a payment, directly or indirectly, of money or anything of value to a government official or political party on behalf of Sprouts for the purpose of influencing an act or decision in order to obtain or retain business or secure an improper advantage.

No illegal or improper payments may be made to employees of the company's suppliers or vendors. Payments to consultants, distributors, agents or other intermediaries must be at prevailing customary rates and for actual, legitimate products or services provided. Violations of this policy can result in lawsuits, fines and, in some cases, imprisonment.

OUTSIDE OUR WORKPLACE

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

We are committed to respecting the rights of all rights holders in our operations and supply chain. This includes our stores, distribution centers, offices and other facilities as well as our business partners.

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 engaged in child labor, slavery or human trafficking.

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 the Public Relations department. If you receive any media inquiries to speak or provide comment on behalf of Sprouts, no matter how insignificant they may seem, reach out to media@sprouts.com for guidance. If you are asked to speak or provide comment on behalf of Sprouts, please do not respond to media directly – the team will facilitate contact on your behalf.

To ensure the health, safety, and well-being of our team members and customers, a request to film in a store must be approved and vetted through media@sprouts.com.

All external speaking opportunities (trade shows, conferences, colleges, associations) where you will be speaking and/or acting on behalf of Sprouts must be approved through media@sprouts.com before agreeing to the opportunity. Public Relations may assist with developing and/or approving content. This does not include external meetings that are a normal course of business or local community events at the store level.

SPEAKING ON BEHALF OF SPROUTS

SOCIAL MEDIA

Collaborative online discussion forums (e.g., Facebook, Twitter/X, LinkedIn, Instagram, TikTok) 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 does not violate the Company's EEO policies and ensures the health, safety and well-being of our team members.

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 this Code and other company policies, and should not use blogs or social media sites to unlawfully harass, threaten, slander or discriminate against co-workers, supervisors, customers, vendors or suppliers, or anyone doing business with us that violates our EEO policies or the law.



IN OUR COMMUNITIES

ENVIRONMENTAL COMPLIANCE

We are committed to protecting and preserving our environment and natural resources and ensuring that any environmental 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 other team members in any way that infringes on their right to decide freely on political issues or political candidates. Company property, assets, email and other materials with the Sprouts logo or branding must not be used for any political purpose. Solicitation and distribution of materials also must comply with company policies.

Sprouts prohibits the use of corporate funds for contributions or payments to any political candidate or holder of political office.

No contributions, gifts or payments may be made on behalf of Sprouts to any lobbying organization without prior approval of the Legal department.

IN OUR COMMUNITIES

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. Make sure your involvement in these activities is not prohibited by other company policies, and do not use without specific authorization any company funds or resources to help or promote any cause.

WAIVERS

Waivers of this Code will be granted only in exceptional circumstances. For team members, the provisions of this Code may only be waived by the Legal department. When executive officers or members of our Board of Directors seek waivers, only the Company's Board of Directors (or a committee of the Board) may grant them, and they will be publicly disclosed when required by law. Waiver requests must include the relevant details and facts supporting the request.

LEGAL REMINDERS

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.

CONTACT INFORMATION

HUMAN RESOURCES

855-814-8016

hrsupport@sprouts.com

SPROUTS ETHICS HELPLINE

855-748-5773

speakoutsprouts.ethicspoint.com

LEGAL DEPARTMENT

legal@sprouts.com