



Supplier and Vendor Code of Conduct

INTRODUCTION

United Natural Foods Inc., together with its subsidiaries and affiliates (“UNFI”), is striving to build a food system that is ***better for our associates, our communities, and our world.*** We know we cannot do this work alone. We are eager to work with partners who support our commitment to economic, social, and environmental progress, and can help us increase transparency around our collective strengths and areas of opportunity.

This Supplier and Vendor Code of Conduct (“Code”) outlines our expectations of all suppliers and vendors (collectively, “Supplier” or “Suppliers”) that provide goods or services to UNFI, including goods for resale and for UNFI’s own use. This Code applies to activities in the locations where these goods are produced, where any related services are performed, and where the goods enter UNFI’s direct supply chain. We expect Suppliers to read, understand, and honor the same high standards of ethical behavior and excellence that we do.

For more information about UNFI’s approach, please visit BetterforAll.unfi.com.

BUSINESS WITH INTEGRITY

UNFI is dedicated to maintaining high standards of business ethics and to doing what is right, even when it's difficult. That means we expect all of our associates, at every level, to act with honesty and integrity in all of our business dealings, every day. We expect the same from Suppliers. ***This section of the Code covers our expectations around compliance with laws, anti-bribery and anti-corruption, conflicts of interest, and record keeping.***

Complying with Laws

Our commitment to ethical behavior starts with upholding all applicable laws in every country and jurisdiction in which we operate, including human rights, trade laws, and environmental compliance.

- At a minimum, Supplier must conduct its business in compliance with all applicable laws and regulations and comply with all terms within its UNFI contracts or purchase orders with UNFI.

Preventing Bribery and Corruption

Corruption deprives communities of important resources, destroys trust, undermines the law, and damages reputations. UNFI requires that all of its associates, at all levels, engage only in ethical and legal business practices and strictly prohibits offering or accepting improper incentives to win or maintain business or directing a third-party to do so on our behalf. We have a zero-tolerance policy for corruption, extortion, bribery and any other unlawful, unethical, and/or fraudulent activity as set forth in [UNFI's Global Anti-Corruption Policy](#).

- Supplier must not offer, give, promise, or authorize any improper payments of money or anything of value to government officials or employees, customers, UNFI associates, or any other persons for the purpose of exerting improper influence or to obtain or retain an improper benefit or advantage.
- Supplier must comply with all applicable international anticorruption laws and regulations that govern operations in the countries in which Supplier does business, including the United States Foreign Corrupt Practices Act and Canadian Corruption of Foreign Public Officials Act.

Avoiding Improper Influence and Conflicts of Interest

Conflicts of interest can cloud our judgment, threaten our credibility, and jeopardize trust. All UNFI representatives are prohibited from soliciting or accepting anything of excessive value from business partners. For more information on UNFI's Gifts and Entertainment Policy, please speak with your UNFI representative.

- Supplier must avoid situations or relationships that may involve an inappropriate conflict of interest in their dealings with UNFI. This includes any conduct likely, intending, or appearing to improperly influence any UNFI associate in the performance of his or her job, such as offering or providing cash payments, gifts, personal travel expenses, lodging, or other housing, or excessive meals or entertainment.



Keeping Accurate Books and Records

- Supplier must accurately maintain and report all business documentation required in the jurisdictions in which it conducts business.
- Supplier is expected to keep all records related to its business with UNFI in accordance with standard accounting practices, such as Generally Accepted Accounting Principles (GAAP) or International Financial Reporting Standards (IFRS), as applicable.

Promoting Fair Competition

Every person and organization should have a free, fair, and open opportunity to compete for business. We do not take unfair advantage of a person or entity through manipulation, collusion, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair or anti-competitive practices.

- Supplier must comply with all applicable anti-trust or anti-competition laws and regulations that govern the jurisdictions in which they conduct business.
- Supplier must not:
 - Ask UNFI to limit business with another company.
 - Offer or provide UNFI with competitively sensitive information related to UNFI's competitors, peers, or other third parties.

WE HAVE A ZERO-TOLERANCE POLICY FOR CORRUPTION, EXTORTION, BRIBERY AND ANY OTHER UNLAWFUL, UNETHICAL, AND/OR FRAUDULENT ACTIVITY AS SET FORTH IN UNFI'S GLOBAL ANTI-CORRUPTION POLICY.

LABOR AND WORKER RIGHTS

All people deserve to be treated with dignity and respect. We prioritize fair labor practices to protect the physical, emotional, and financial needs and well-being of our associates and their families. We believe these are baseline thresholds that are relevant to all people. UNFI wants to work with Suppliers who likewise prioritize fair labor practices and make employment decisions for their workers that fully comply with all laws and regulations. ***This section of the Code covers our expectations around forced labor and slavery, anti-harassment and anti-discrimination, diversity and inclusion, fair compensation, and working hours.***

Maintaining Open Employment Standards

We believe it is critical that our business partners' practices are aligned with our stance on fair labor practices and human rights throughout our value chain, which includes a zero-tolerance policy for forced or trafficked labor.

- Supplier must not use forced labor of any kind.
- All work throughout Supplier's value chain must be voluntary, and Supplier's workers must be free to terminate their employment with reasonable notice.
- Supplier must comply with the minimum employment age defined by applicable law or by the ILO Convention Concerning Minimum Age for Admission to Employment C138.
- Supplier's workers should not be required to pay recruitment or hiring fees for their employment.

This Code aligns with the Core Conventions of the International Labour Organization (ILO), the ILO Declaration on Fundamental Principles and Rights at Work, and the UN Universal Declaration of Human Rights.

Building Equal and Inclusive Environments

We believe in, influence, and support a more inclusive food system. We seek to create a culture of belonging that embraces diversity and do not tolerate anyone being harassed or discriminated against because of any characteristic protected under applicable law. UNFI will assist or provide guidance to certified diverse suppliers as part of its continued participation in business opportunities with UNFI.

- Suppliers must maintain a workplace that is free from harassment and that complies with all applicable laws around discrimination.
- Supplier must treat UNFI's associates with respect and dignity and always be professional when interacting with UNFI.



- Supplier is encouraged to:
 - Promote equal opportunity for all its workers.
 - Promote diversity of identity and diversity of thought, which could include setting diversity targets.
 - Incorporate inclusion and belonging into its own operational policies and sourcing practices. This could include using certified Minority, Women, and other Diverse-Owned Business Enterprises (e.g., Veteran; Veteran Disabled; Service-Disabled Veteran; Disabled; Lesbian, Gay, Bisexual & Transgender, Queer owned business) as suppliers, sub-contractors, and vendors to the fullest extent consistent with the efficient performance of such contracts.

- Supplier must compensate its workers with wages and benefits that comply with the local and national laws and regulations of the jurisdictions in which they do business. Overtime hours must be paid at the legally mandated premium.

Empowering Freedom of Association and Right to Collective Bargaining

As noted in the ILO Constitution and the Universal Declaration of Human Rights, all people have the right to freedom of peaceful assembly and association. UNFI's own associates have the right to unionize and collectively bargain and we expect Supplier to have the same standards.

- Supplier must respect its workers' rights to join or not join a union.
- Supplier is expected to maintain constructive dialogue and negotiate in good faith with workers' representatives.
- Supplier must not harass or penalize workers or their representatives due to their affiliation or membership in a union group.

Nothing in this section or any other section in this Code is intended to create an employment, agency, or master-servant relationship between UNFI and employees of Supplier and, at all times, Supplier shall be solely and exclusively responsible for all of its decisions and actions regarding its employees, consultants, contractors and other service providers.

Compensating People Fairly



UNFI knows that contributing to people's long-term livelihood provides benefits not only to those individuals, but also their families and local communities. Healthy livelihood includes reasonable working hours and fair and competitive wages that provide economic stability.

- Supplier must ensure that working hours are consistent with local laws and regulations. If such local regulations do not address standard working hours, Supplier must ensure working hours are not excessive or unfair.

SAFETY AND SECURITY

People deserve to be kept safe – this will always be one of UNFI’s core values. We seek to demonstrate the interconnectedness of safety, human rights, and societal well-being by effectively instituting best practice safety standards. ***This section of the Code covers our expectations around workplace health and safety, product quality and safety, cybersecurity and data security, intellectual property, emergency preparedness, and incident response.***



Creating Safe and Healthy Workplaces

We expect Supplier to prioritize health and safety in everything they do, just as we strive to do.

- Supplier is required to:
 - Provide its workers a safe, hygienic, and healthy work environment in compliance with all applicable laws and regulations.
 - Take adequate steps to prevent work-related accidents and injuries, including providing workers with workplace health and safety information, training, and adequate personal protective equipment.
- Supplier is expected to:
 - Regularly monitor the potential for exposure to safety hazards and occupational health risks and control these hazards through proper design, engineering and administrative controls.
 - Offer workers clear processes to request modifications or safety measures that meet specific ability or mobility needs.
- If measures are deemed inadequate, Supplier’s workers must have the right and practical ability to remove themselves from situations they believe could cause preventable injury or harm.



Providing Safe, High-Quality Products

We are committed to maintaining a best-in-class food safety program throughout our value chain and ensuring product packaging and labeling is informative, accurate, and not misleading. Just as we are committed to providing safe, high-quality products and services to our customers and communities across North America, we expect and rely upon Supplier to provide the same to us.

- Supplier must guarantee that all goods sold to UNFI are made in compliance with all applicable safety and labeling laws.
- Supplier must receive, store, handle, and transport products in a manner that consistently protects and maintains product safety and integrity.

Safeguarding Information and Intellectual Property

UNFI's confidential information and intellectual property – as well as that which is entrusted to us by our business partners – is as valuable to us as the products and services we offer.

- Supplier must comply with all applicable privacy and intellectual property laws. Information provided to an external partner must only be used for the purpose for which it was provided and permitted under its contracts.
- Supplier is expected to provide training or other protections to ensure its employees and subcontractors understand their personal responsibilities for protecting UNFI data and information.
- Supplier is responsible for the integrity of its own information technology system and for implementing commercially reasonable security processes, procedures, and best practices designed to prevent cyber breaches. Any damages incurred by UNFI to the extent resulting from Supplier's systems, or Supplier access to UNFI systems, shall be the responsibility of Supplier.

Preparing for and Responding to Emergencies, Disasters, and Incidents

UNFI is continuously improving its methods for business continuity and we expect Supplier to do the same. We believe that proactively building trusted relationships with our business partners is key to maintaining a resilient business in the face of unplanned incidents and disasters.

- Supplier is expected to identify and plan for potential emergency situations for operations supporting the UNFI business and to manage business continuity risk to ensure availability of critical goods and services to UNFI in the event of a crisis, disaster, or other serious disruption or business continuity event.
- Supplier is encouraged to develop, implement, test, and train its workers on its business continuity/disaster recovery plans and response systems in accordance with industry standards.

If a supplier experiences a cybersecurity incident which may have exposed UNFI confidential information, the supplier will report the incident promptly to the UNFI Cybersecurity team at cyber@unfi.com.

ENVIRONMENTAL PROTECTION

We are determined to leverage our place in the food system to mitigate environmental impacts throughout our value chain – from how the land used to grow food is managed to the way food is packaged and transported. We encourage all of our Suppliers to actively manage environmental risk, conserve natural resources, promote animal welfare, and protect the environment. ***This section of the Code covers our expectations around climate action, waste management, water and energy use, animal welfare, and deforestation.***

Taking Climate Action

As one of the first North American wholesale distributors with approved science-based targets, we are committed to accelerate our own emissions reduction initiatives, as well as support our Suppliers' ability to do the same. The vast majority of our greenhouse gas (GHG) emissions stem from our business partnerships, and we are committed to helping to decarbonize our supply chain and the food system.

- Supplier is encouraged to:
 - Introduce or scale more efficient practices.
 - Source lower-emission products, services, and partners.
 - Monitor its greenhouse gas (GHG) emissions and set reduction targets.
 - Take steps to acknowledge climate change risks in its business strategy and resilience plans.

UNFI commits to helping Suppliers achieve these goals by sharing resources and connections through the [Climate Action Hub](#).

Responsibly Using Resources

We seek to work with business partners in our value chain who responsibly use energy and prioritize renewable energy sources, serve as responsible water stewards, minimize waste sent to landfill, proactively manage wastewater, and demonstrate that they are actively working to reduce their overall environmental footprints.

- Supplier must comply with all applicable waste disposal and treatment laws and regulations, and have valid and current permits for the use and disposal of waste and water.



- Supplier is encouraged to:
 - Consider diversion of waste from landfill through source reduction, repurposing, and recycling efforts.
 - Identify methods to improve energy efficiency and minimize consumption.
 - Continuously monitor, evaluate, and improve its environmental performance.

Raising Animal Welfare Standards

As a purchaser of animal products, we are committed to ensuring that the products we sell comply with local, state, and federal regulations pertaining to the farming and processing of animals. We also encourage suppliers to take further actions consistent with [UNFI's Animal Welfare Position Statement](#), including alignment with the Five Freedoms. We believe that following industry-accepted standards is a first step towards ensuring that animals are raised, transported and processed as humanely as possible. UNFI will recognize and promote Suppliers who are making progress in their treatment of animals.

- Supplier is expected to follow industry-accepted animal welfare standards.
- By end of calendar year 2024, all fresh meat and egg suppliers must have a passing third-party animal welfare audit on file with UNFI. Any audit failures should include non-compliance resolution and re-audit to ensure a successful audit result within an agreed upon timeline. Unless otherwise specifically noted, acceptable audit standards include industry-established standards.
- UNFI will not purchase seafood sourced from illegal fisheries.
- UNFI engages regularly with suppliers to discuss important topics. Animal welfare will be a topic discussed during supplier business reviews.

Mitigating Deforestation

We rely on strong agricultural systems to grow the food we provide to communities across the country. UNFI is determined to do our part to protect the world's forests and natural ecosystems and to contribute to no deforestation across our primary deforestation-linked commodities, which include beef and palm.

- Upon request, Supplier is expected to share relevant sourcing information to improve traceability into our supply chain and to ensure progress against our no-deforestation commitment as set forth in [UNFI's Deforestation Policy](#).
- Supplier is also encouraged to set its own zero deforestation commitments.

ADOPTION AND EXECUTION

We believe strong management systems help us drive progress in our industry. Supplier's adoption of this Code and the policies herein is an essential part of our effort to gain greater transparency about the practices that make up our value chain. ***This section of the Code covers our expectations around Supplier compliance, consequences of violation, and complaint procedures.***

Adhering to this Code

We hope to elevate our collective accountability and instill a sense of continuous improvement through adherence to this Code.

- A signed supplier agreement, acceptance of a purchase order, and/or provision of merchandise to UNFI constitutes acceptance of the standards in this Code and serves as Supplier's continuing affirmation of compliance.
- Supplier is expected to self-monitor adherence to the Code and maintain processes for compliance.
- Upon request by UNFI, Supplier is expected to disclose in reasonable detail and discuss the elements of how it meets compliance with this Code.
- UNFI may, in its discretion, require Supplier to provide third-party audits and/or certifications relating to discrete compliance topics, including child labor, forced labor, seafood sustainability, social responsibility, food safety, or other specific topics.

UNFI plans to periodically review and enhance the standards of this Code, so we encourage Supplier to seek out opportunities to elevate its own standards and practices beyond those outlined herein.

UNFI accepts the Accountability Framework's definition of deforestation as the loss of natural forest, legally or illegally, as a result of conversion to agriculture or other non-forest land use, conversion to a tree plantation, or severe and sustained degradation.

Responding to Violations

UNFI has mechanisms in place that help us maintain intentional progress and we are eager to work with our partners to improve their own practices.

- If a violation of the requirements of the Code is identified, Supplier is required to inform UNFI as soon as practical, investigate, and if appropriate, create an internal corrective action plan.
- UNFI has the right, in its sole discretion to terminate its relationship with Supplier without liability depending on the severity of non-compliance, Supplier's failure to provide any requested third-party audits and/or certifications, Supplier's failure to cooperate with an investigation, and/or Supplier's failure to develop and implement effective corrective action within an agreed-upon timeframe.

Maintaining Complaint Procedures

UNFI is committed to maintaining a culture where everyone feels empowered and comfortable to raise concerns.

- Supplier must have or create internal mechanisms for handling reports of workplace grievances, as well as a means to review and address reports of actual or suspected violations of this Code or the standards as described.
- Such mechanisms should protect worker whistleblower confidentiality and prohibit retaliation. UNFI does not tolerate retaliation in any form.

**UNFI IS COMMITTED
TO MAINTAINING
A CULTURE WHERE
EVERYONE FEELS
EMPOWERED
& COMFORTABLE
TO RAISE CONCERNS.**



Suspected violations of this Code may be reported to UNFI's Ethics & Compliance Office by telephone at 952-828-4230, email at ethics.compliance@unfi.com, or mail at: Ethics & Compliance Office, 313 Iron Horse Way, Providence, RI 02908.