



## Global Anti-Corruption Policy (Including Third-Party Intermediary Requirements)

This policy applies to associates in the following divisions:

- UNFI
- UNFI Canada
- Retail

### **Introduction**

UNFI (the “Company”) has a well-earned reputation for doing business with integrity. How we achieve business results is as important as the results themselves. We are committed to conducting all of our business ethically and in compliance with all applicable laws of the countries in which UNFI operates or does business. To accomplish this, and to help protect and promote the Company’s reputation for integrity both within and outside North America, the Company adopts this global zero tolerance Policy prohibiting improper payments or inducements to any persons (public or private). The Company requires that all of its officers, directors, associates, and all third parties acting for its benefit or on its behalf comply with this Policy and all applicable anti-bribery and anti-corruption laws, including, but not limited to, the U.S. Foreign Corrupt Practices Act (the “FCPA”) and the Canadian Corruption of Foreign Public Officials Act (the “CFPOA”).

### **Key Definitions**

For purposes of this Policy, the following terms are defined below:

**“Government” or “Government Entity”** means any (i) government, including any agency, bureau, instrumentality, or subdivision thereof, whether central, regional, provincial, or local, and any commercial entities that any government controls or owns (in whole or in part); (ii) publicly financed educational institution; (iii) international organization such as the International Red Cross, United Nations or the World Bank; and (iv) political party.

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**“Government Official”** means any employee or official of any Government or Government Entity, as defined above, a holder of or candidate for a public office, official of a political party, or member of a royal family.

**“Intermediary”** means any third party agent, distributor, reseller, consultant, representative, lobbyist, customs broker, freight forwarder, finder, promoter, professional service provider or any other vendor who, or which, is authorized to act in any way for the benefit or on behalf of the Company.

**“Covered Persons”** means collectively the Company, each of its Directors, officers, and associates, and all of the Company’s Intermediaries.

## **Policy**

This Policy applies to all Covered Persons, worldwide. The Company does not tolerate any form of bribery or corruption and it is a requirement that all Covered Persons comply with both the letter and the spirit of this Policy and all applicable anti-corruption laws.

### ***Overview Of Applicable Anti-Bribery/Anti-Corruption Laws & Prohibited Conduct***

Both the FCPA (U.S. law) and the CFPOA (Canadian law) prohibit the offering or providing (directly or through any Intermediary) of an inducement to foreign Government Officials to secure any business advantage or discretionary regulatory benefit. Violations of these laws can result in severe civil and/or criminal penalties, including imprisonment for individuals, and fines and other sanctions for individuals and/or the Company.

The FCPA and CFPOA both include two important elements: (1) anti-bribery provisions, which prohibit anyone from bribing Government Officials as described below; and (2) accounting provisions (applicable to public companies such as the Company), which impose strict record keeping obligations, including requirements to maintain accurate books and records and an effective system of internal controls.

In addition to the FCPA and CFPOA, there may be other anti-bribery or anti-corruption laws or regulations in U.S. or Canada state, province and/or local municipalities (or in other countries in which the Company conducts business), that prohibit offering, promising, or giving individuals in the private sector any inducements or reward to secure an improper business advantage. This Policy’s

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prohibitions against giving or receiving wrongful inducements applies to both public officials and private individuals. Local custom and practice is never a justification, excuse or defense to depart from this Policy. If you have questions about anti-corruption laws or regulations inside or outside the U.S. or Canada, contact the Chief Compliance Officer or the Legal Department.

**Wrongful Inducements** – No one subject to this Policy may ever, directly or indirectly: (A) pay or give, (B) offer or promise to pay or give, or (C) authorize anyone else to pay or give, money or anything else of value to any Government Official, or to any other person (including those in the private sector) in order to obtain, retain or direct business, to otherwise influence any act or decision by any Government Official or other person, or to secure any other improper business or regulatory advantage of any kind whatsoever. The term “anything of value” is interpreted very broadly, and includes non-cash items such as gifts, travel, meals, entertainment, services, use of vehicles, accommodations or valuable favors (*e.g.*, educational and employment opportunities for friends and relatives), etc. Even a gift of little monetary value is prohibited under this Policy if something is expected in return. Furthermore, no one subject to this Policy may ever solicit, request, agree to receive or accept, directly or indirectly, any financial or other advantage or anything of value that is (or may appear to be) related to inducing or rewarding improper performance.

**Corrupt Payments by Intermediaries Are Also Prohibited** – The FCPA and CFPOA prohibit anyone from providing improper inducements--irrespective of whether they are made directly by Company associates, or by an Intermediary. It is unlawful for the Company to make a payment to an Intermediary, while knowing that all or a portion of the payment will be offered, given, or promised, directly or indirectly to a Government Official. The term "knowing" includes conscious disregard, willful blindness, and deliberate ignorance, such that a person has the requisite knowledge when he or she is aware of a high probability of the existence of such circumstance.

**Facilitation Payments** – You may have heard about small “facilitation” or “expediting” payments made to accelerate routine governmental action that involves non-discretionary acts (*e.g.*, to expedite routine actions such as processing visas or permits, providing police protection, or mail or utility services). Although genuine facilitation payments are not prohibited by the FCPA, other laws the Company might be subject to do not have the same exceptions for facilitation payments. For these reasons, our Code of Conduct and this Policy prohibit offering or making any facilitation payments, unless you encounter a situation that presents an imminent and serious safety risk to you if a payment demand is not met. You should exercise your best

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judgment and contact the Company's Chief Compliance Officer as soon as possible to report the incident in any such circumstances.

### ***Gifts and Hospitality; Travel***

Promotional activities require special care to avoid any appearance that the Company is providing anyone with an improper benefit for the purpose of influencing them in their official duties. This section covers three separate types of expenses: (1) Gifts, meals, and entertainment; (2) travel and travel-related expenses; and (3) Company-sponsored events. All such expenses incurred must be accurately and completely recorded in Company books and records.

#### **Gifts, Meals, and Entertainment**

While gifts and hospitality (including transportation, housing, meals and entertainment) may be appropriate in certain situations, you must first obtain written approval from the Company's Chief Compliance Officer, before offering any gifts or hospitality to any Government Officials. See UNFI's Political Activities and Government Relations Policy for further guidance. See also UNFI's Gifts & Entertainment Policy for requirements relating to non-Government Officials.

To be considered for approval by the Chief Compliance Officer, any gift or hospitality must be:

- Reasonable in value, not lavish;
- Appropriate to the recipient's position and the circumstances;
- In accordance with customary local courtesies;
- Related to a legitimate business purpose;
- Permitted under applicable law;
- Occasional; and
- Not cash or a cash equivalent (*e.g.*, gift card)

In addition, the gift or hospitality may not be provided or offered with the intent to improperly influence the recipient in the performance of his/her official duties for the benefit of the Company.

If prior approval is obtained by the Chief Compliance Officer, it is also required to record all expenses relating to gifts, meals and entertainment in the correct accounts and in a manner that reflects the true nature of the transaction. Therefore, all expense reports and related

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documentation must clearly identify the recipient of a gift, meal or entertainment (including specifying he/she is a Government Official), who was present, and what the purpose was, in addition to other items specified by other Company policies.

### **Travel and Travel-Related Expenses**

Site visits, offsite meetings, and other business-related transactions that may involve the payment or reimbursement by the Company of travel and travel-related expenses (including, for example, transportation, lodging, meals, and incidental expenses) of individual Government Officials can also raise anti-corruption issues. Such occasions might include, for example, a visit to the Company's headquarters for a tour and meetings, a meeting at a neutral site to negotiate an agreement, or a meeting with Government Officials in a city other than their capital. Under this Policy, the primary purpose of the paid travel must be business related -- in other words, business-related travel must not be overshadowed by non-business related activities, such as trips to tourist attractions, or personal matters.

Similarly, the laws or regulations of a Government Official's country will, in most cases, contain provisions that govern the payment or reimbursement of expenses incurred by the official. Even where the local laws permit the Company to pay their expenses, there may be legal requirements applicable to the handling, accounting, and reporting of such payments. These laws and regulations must also be considered when planning Company-paid travel. Every situation must be evaluated separately, taking into account all relevant facts and circumstances.

Expenses paid for Company-paid travel for any Government Officials should mirror Company travel policies for Company associates (see UNFI's Travel & Expense policies) and are subject to the additional considerations below:

- All requests for hosting such travel are subject to prior written approval from the Chief Compliance Officer. In addition, a visit of any Government Official requires the prior written approval of the visitor's supervisor authorizing him or her to accept Company-paid travel and/or related expenses.
- The Company does not pay travel or related expenses for spouses or other family members. Any such travel must occur at the traveler's expense.
- The Company pays only for travel expenses incurred during the traveler's direct travel to and from the location of the Company event, including incidental and local transportation associated with the Government Official's participation in meetings or

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other business-related activities with Company associates. Thus, for example, the Company may reasonably pay for a standard car (use of extravagant transportation should be avoided) to transport the traveler to and from relevant Company sites, but may not reasonably pay for an official to have a car available for a long weekend of sightseeing.

- Lodging expenses paid for by the Company should include only accommodation costs (including reasonable expenditures for meals) actually incurred in or incidental to lodging in business class hotels and only during the period of the particular meeting, facility visit, seminar, or event or en route to those activities.
- Payments to cover expenses should be paid directly to vendors (*i.e.*, airlines, hotels, car rental companies) and not to the Government Official or any other traveler. Where direct payment is not possible, reimbursement is contingent upon the Government Official's provision of authentic and complete receipts for the expenses for which reimbursement is requested, and, wherever possible, should be paid to the Government Official's government instead of the individual.
- Payments by cash or check are strictly prohibited unless explicitly required by contractual terms approved in advance by the Chief Compliance Officer. In such cases, a signed receipt must be obtained from the recipient.
- Cash advances, per diems, stipends or spending money of any kind may never be provided and are strictly prohibited.

### **Company-Sponsored Events**

Company associates must also exercise caution when inviting Government Officials to attend Company-sponsored events, such as sporting events featuring the Company name. These special events frequently involve more elaborate hospitality than the routine business entertainment above discussed. They may extend over several days, and often involve a significant expense to cover gifts, travel, and lodging for individuals. Therefore, official participation in these events requires careful planning and analysis to ensure consistency with all applicable laws, including the FCPA, the CFPOA, the Company's Code of Conduct, and other Company policies.

Many countries impose restrictions on their public officials' participation in these events. These restrictions must be examined prior to any invitation being extended, and must be strictly followed. Before inviting Government Officials to any company-sponsored events, pre-approval must be obtained from the Chief Compliance Officer. The goodwill engendered by the

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Company's sponsorship of such events can be quickly eliminated by one action that appears inappropriate.

### ***Third Party Intermediaries: Due Diligence and Legal Review***

The most effective step the Company can take to protect itself from liability for improper payments made by Intermediaries who may have contacts with Government Officials (or private individuals being influenced) is to choose its Intermediaries very carefully, and to identify in advance any red flags that a proposed relationship may raise. Thus, the Company has adopted important due diligence procedures designed to screen proposed business relationships with Intermediaries in its international business, where the risk of impropriety is higher. All Intermediaries who are proposed to act on behalf or for the benefit of the Company outside the United States or Canada are subject to the Company's Intermediary due diligence procedures, as implemented by the Chief Compliance Officer and his or her designee(s).

### ***Political and Charitable Contributions and Sponsorships***

Political and charitable contributions and sponsorships can amount to bribery if undertaken with "corrupt" intent. No such political or charitable contributions or sponsorships may be used as a subterfuge for bribery. All political and charitable contributions and sponsorships outside the U.S. or Canada must be approved in advance and in writing by the Chief Compliance Officer. See UNFI's Political Activities and Government Relations Policy for further guidance on political contributions.

### ***Books, Records, and Internal Controls***

The Company must ensure it maintains accurate books, records and financial reporting, including for gift and entertainment expenses. Accordingly, the Company prohibits:

- Making false, misleading or incomplete entries in the Company's books, records and other business documents;
- Entering any transaction that requires or contemplates the making of false or fictitious records, in whole or in part;
- Establishing any undisclosed or unrecorded funds or accounts (e.g., "off the books" accounts) for any purpose; and
- Circumventing or evading, or attempting to circumvent or evade, the Company's internal accounting controls.

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The above requirements apply to all transactions regardless of financial materiality. To comply with these requirements, all Company associates must without exception follow the Company's financial reporting requirements, including all internal controls related to maintenance of books and records and financial reporting. Company personnel should never agree to requests for false invoices or for payment of expenses that are unusual, excessive, inadequately described, insufficiently documented or otherwise raise questions under this policy on accounts and recordkeeping. Moreover, all associates must fully comply with all requirements and Company policies applicable to the preparation and submission of expense reports. Consult the Chief Compliance Officer if you have any questions or concerns regarding these requirements.

### **Summary Guidance**

#### ***How to Protect Against Violations: Do's and Don'ts***

- Provide all requested information to allow the Office of Ethics and Compliance to conduct risk-based due diligence on Intermediaries;
- Obtain pre-approvals, where required;
- When in doubt, ask;
- Follow the Company's policies on acceptable behavior, including but not limited to the Code of Conduct;
- Do not ignore rumors or concerns about "red flags" suggesting potential wrongdoing; immediately report your concerns to through one of the reporting methods listed below;
- Record and document all payments and all other dispositions of company assets; and
- Remember the need to also comply with the requirements of local (*i.e.*, non-U.S. or Canada) law.

#### ***How to Respond to a Request for an Improper Payment***

If you receive a request for an improper payment or other benefit:

- Immediately refuse to make the payment; explain that the Company does not make such payments. Always object to improper payments, even if your objection will affect the outcome.
- If an Intermediary is involved, explain that they are not authorized to make the payment on the Company's behalf, instruct them not to do so and explain that the Company cannot continue to do business with them if they make the payment.

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- Be clear that your refusals are absolute and final, and do not come with a “wink and a nod”.
- Immediately report the request to the Chief Compliance Officer; wait for the instructions on next steps.

### **Violations of Policy**

A violation of this policy will result in disciplinary action against those involved, up to and including termination of employment, and reporting of those persons to relevant regulatory and criminal authorities.

### **Reporting Concerns and Seeking Guidance**

Contact the Ethics and Compliance Office at [ethics.compliance@unfi.com](mailto:ethics.compliance@unfi.com) or (952) 828-4230 if you have questions about this policy or how it applies to specific situations.

If you have information about a possible violation of this Policy you should report it to the Office of Ethics & Compliance or through one of the following methods:

- Contact your immediate manager;
- Contact your local Human Resources Department or a higher level of management within your organization;
- Refer the matter to the Chief Legal Officer & General Counsel; or
- Submit report through UNFI’s Ethics Hotline at 1-888-456-UNFI (8634) or <https://www.lighthouse-services.com/unfi>.

Your report will be investigated as appropriate. The failure to report known or reasonably perceived violations of this policy, is itself, a violation of this policy and subjects the non-reporting associate to discipline, including possible termination of employment.

### **No Retaliation**

UNFI prohibits retaliation against associates who, in good faith, report such conduct, pursue claims, or cooperate in investigations. If you believe someone has violated the no retaliation policy, you should immediately report it through any of the methods listed above.

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