

Schnucks Corporate Responsibility/Ethical Business Conduct for Vendors

Schnucks is committed to pursuing environmental and green initiatives. Schnucks requests that, whenever practicable and reasonable, its law firms and vendors consider the environment before printing documents, use electronic means for the transmission/filing of documentation, and use technology in lieu of travel in making appearances.

Schnucks encourages good relationships with our product suppliers, vendors, and professional service providers (collectively “product and service suppliers”). Much of our reputation for integrity and fairplay comes from the manner in which we deal with our product and service providers. Therefore, it is our policy to deal fairly but firmly with product and service providers—showing them the same courtesy and consideration we would expect them to show us.

Product and service suppliers are treated as partners in affording our customers a broad assortment of quality products and services at the lowest cost. We foster mutually beneficial business relationships with our suppliers, work together to promote efficiencies and demand fair and equal pricing, terms and products with all forms of consumer outlets. In addition, the Company regularly engages the service of vendors, lawyers, consultants and other professionals. Payments that include fees and commissions are an integral part of business activity. While selection for performance of a specific service may involve a degree of subjectivity, the choice is always be predicated on quality, competence, competitive price and service, business relationships and evidence that our vendors adhere to the same standards of integrity demanded by our Business Conduct Policy.

Product and service suppliers must be dealt with at arm’s length. All business with product and service suppliers must be free of favoritism. A conflict of interest arises in dealing with product and service suppliers when a Schnucks teammate could potentially base decisions to do business with a supplier on personal gain. Because of this, Schnucks wants to make sure that teammates are not in a position to be improperly influenced by a supplier. Below are guidelines to make sure Schnucks teammates are not put in a conflict situation.

1. GIFTS, ENTERTAINMENT AND OTHER GRATUITIES

Teammates must not solicit or accept gifts, entertainment or other gratuities intended to or that appear to influence business decisions. Solicitation of gifts is never authorized under any circumstance. Gifts, entertainment and gratuities should only be accepted if disclosed and approved by a teammate’s facility/business unit manager. For corporate teammates, gifts, entertainment or gratuities must be approved at the manager level or above.

Entertainment, meals and/or refreshments may be accepted if: (1) provided in the course of a meeting or other occasion, the purpose of which is to hold bona fide business discussions; (2) of reasonable value; and (3) would have been paid by the Company as a reasonable business expense, had they not been paid for by a third party. A teammate may otherwise accept a very modest gift, including entertainment, meals and/or refreshments, in the interest of maintaining a good relationship with a vendor. However, for store teammates, all gifts over \$50.00 must be reported by the Store Manager to the Division Manager, who will determine final disposition of the gift. For teammates at non-store facilities, all gifts over \$50.00 must be reported to a teammate’s supervisor, who will determine final disposition of the gift. All gifts over \$100.00 must be reported to your manager or the Manager of Human Resources, who will determine final disposition of the gift. No gift of an approximate value of more than \$500.00 can be accepted. Teammates should, if offered such sized gifts, politely explain that Company Policy prohibits such gifts. Such circumstances should be viewed as they would if all of the details were to be made completely public. Any questions with regard to these rules should be timely referred to the Legal Department. Cash

and cash equivalents—including gift certificates and gift cards—must never be offered to teammates or accepted, regardless of amount. Teammates must reject any offer of payment of cash, cash equivalents, from a vendor.

All payments from a vendor must be handled and accounted for through the Company's receivables/payables system. Management is responsible for enforcing the provisions of this Policy and should use good judgment in a manner that would be favorably viewed by senior management. Any questions regarding the appropriateness of gifts must be directed to the Compliance Officer.

A. BUSINESS TRIPS

From time to time, invitations are offered to attend special events that usually involve similar offers to large numbers of people from the retail food business. In other instances, a supplier may sponsor an outing or meeting. Teammates receiving such invitations must discuss the matter with a Strategy Team member. Consideration should be given to whether such attendance, if approved, is viewed as personal or whether it would advance the interests of the Company. In the latter case, reimbursement of expenses would be appropriate. If the invitation involves air travel or overnight stays, Schnucks teammates must obtain the advance approval of a Strategy Team member in order to accept the invitation.

B. PREMIUMS AND PRIZES

Every effort will be made to request that promotional allowances be given directly to Schnucks in the form of reduced cost or cash. Authorized promotions from our merchandising departments should be in writing and state the qualifications for the premium and specifically name the teammate who receives the premium. Authorized promotions must be approved by the appropriate merchandising Vice President. Schnucks teammates may not benefit personally from any purchase of goods or services for the Company nor derive any personal gain from transactions made on behalf of the Company. Premiums awarded by suppliers are considered property of the Company. Any premium received by any teammate must be turned over to the Company. These premiums will then be handled in accordance with accepted Company practice. Any store displays having an intrinsic value (for example, an ice chest) that are supplied and left by a vendor and all other items received from a vendor (such as items bearing the vendor's logo, large volumes of trinkets or excess promotional items) should be surrendered to the Store Manager. If the value of such display items or other items is greater than \$50.00, the Store Manager must consult his or her Division Manager, who may consult the Legal Department where appropriate, for final disposition of the item. Prizes that a teammate or any member of a teammate's family receives as a result of trade convention drawings or lotteries held by companies or vendors related to your area of responsibility must be reported and turned in to the Company. Teammates may retain only those prizes won through a Company-approved promotion or contest in which teammates have been informed in advance by the Company that teammates are eligible for the prize.

C. SAMPLES

Samples and advertising or promotional materials that are reasonable to the time and circumstances are permitted. Surplus samples should be accumulated for donation to a charitable organization or to others assisting in the product evaluation. If you are unsure, you should always check with your supervisor. Making the surplus samples available to your co-workers would also be appropriate.

2. COMPLIANCE WITH LAWS

It is the policy of Schnucks that teammates must observe and comply with all laws and regulations applicable to operation(s) performed on behalf of the company and to attend to the affairs of the Company

in accordance with the highest ethical standards. Schnucks teammates who become aware of a violation or potential violation by the Company of any law or regulation, or any breach of these requirements of the Business Conduct Policy must report the same to the teammate's manager, the Manager of Human Resources, the Teammate Hotline at (314) 994-4357 ext. 1 / 1(800) 829-9901 ext. 4357 ext.1, or to any member of management. Vendors of Schnucks may anonymously report any perceived violations of the law or ethical violations to the Schnucks ethics hotline at 1-833-670-0007 or online at www.lighthouse-services.com/schnucks.

A. ANTI-TRUST LAWS

It is Schnucks policy that teammates must strictly comply with Anti-trust laws. In general, Anti-trust laws are intended to preserve and promote fair and honest competition. Anti-trust laws prohibit competitors from making any agreements restricting or limiting competition between themselves. This prohibition applies whether the agreement is oral or written, explicit or implicit, formal or informal. The prohibition applies no matter where or how the unlawful agreement is entered—whether via a business meeting, over the telephone, or in a restaurant. It is the Company's policy to strictly comply with the Anti-trust laws. To this end, teammates are prohibited from entering into arrangements with Schnucks competitors to set or control prices, rates, trade practices or marketing policies. Teammates must avoid any situation in which it might even appear that Schnucks has entered into such an arrangement. Vendors are prohibited from assisting any Schnucks teammate in violating Anti-trust laws.

B. GOVERNMENT PAYMENTS

No Schnucks teammate or vendor may make or offer to make direct or indirect payments—either money or items of value—to officials of any government, at any level, to persuade that person to favor the Company. Any payments made to government must be for a legitimate business purpose and must be made to the official office or agency of government and not to any employee of any government office agency in their private capacity.

It is Schnucks' policy to strictly comply with all applicable anti-corruption laws, including, but not limited to, the Foreign Corrupt Practice Act ("FCPA"). The FCPA is a U.S. Federal Statute that generally makes it illegal for any officer, director, employee, agent, or stockholder acting on behalf of a United States based company, to corruptly offer to pay, promise to pay, or authorize the payment directly or indirectly, of "anything of value" (money, goods, services, etc.) to a foreign official for the purpose of obtaining or retaining business. In short, United States companies, their employees and their business partners and representatives may not attempt to bribe foreign government officials for the benefit of the Company. Therefore, no Schnucks teammate or vendor may play any part in any action designed to make such illegal offers or payments to foreign government officials. This includes helping to provide money or facilitating payments made by other teammates, partners, or agents operating on behalf of the Company overseas. Many other countries around the world have laws similar to FCPA, including the United Kingdom and Canada and depending where a Company teammate or agent may be, those laws may well also apply. All teammates are required to conduct themselves in such a way so as not to violate any anti-corruption laws in any country where the Company may be operating. Schnucks vendors are prohibited from assisting any Schnucks teammate in violating any applicable anti-corruption law. Suspected violations should be reported to the Schnucks ethics hotline at 1-833-670-0007 or online at www.lighthouse-services.com/schnucks.

C. ACCOUNTING PRACTICES

Schnucks follows accepted accounting rules and controls. The books of account, budgets, projections and evaluations, expense accounts and other similar papers must be accurate. No false or misleading entries

may be made in the Company's books or records for any reason. No undisclosed or unrecorded account or fund may be established for any purpose. The Company must carefully and properly account for all assets and expenses. No payment of Company funds will be approved or made without adequate supporting documentation or for any use contrary to this Policy. Expense reports must be honest, accurate and complete in all respects when submitted. No intentional, misleading or self-serving manipulation of any company record, program or document will be tolerated. Schnucks vendors are prohibited from participating in any activity that would result in a violation of Schnucks' accounting practices.