



**Nash Finch Company**  
Code of Business Conduct

**Effective:  
July 18, 2011**

# NASH FINCH COMPANY

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July 18, 2011

Dear Associate:

We at Nash Finch believe it is critical to conduct our business with integrity at all times. While we are a results-driven company and go about our work with a sense of urgency, we keep integrity and ethical conduct at the center of everything that we do. As a 125-year-old company, this is not new. It is who we are, and it is a key reason why Nash Finch is the respected and successful organization it is today.

Our Code of Business Conduct contains policies to guide all of us in upholding our shared commitment to integrity and ethical conduct. Every Nash Finch associate must comply with both the letter and the spirit of these policies. Please take the time to know and understand the Code, and refer to it often.

In most situations, it is clear whether a particular course of action is ethical. However, there may come a time when you are faced with a situation where the answer is less clear. If you are ever in doubt whether a decision or action is ethical, seek assistance from your supervisor or other resources listed in the Code.

Most importantly, always act with the utmost honesty and integrity in everything you do. With your help, I am confident that Nash Finch will continue to deserve the trust and respect of our customers, vendors, investors and associates.

Sincerely,

Alec C. Covington

President and Chief Executive Officer

# Code of Business Conduct

## Introduction

Nash Finch Company (“Nash Finch” or “Company”) is committed to conducting its business ethically and in compliance with applicable laws and regulations. As a member of the Nash Finch community, you are expected to uphold the highest standards of integrity and sound ethical judgment and obey applicable federal, state and local laws and regulations governing the conduct of our business and our financial reporting. This Code of Business Conduct is designed to provide guidance for recognizing and dealing with ethical issues, provide mechanisms for reporting unethical conduct, and help foster a culture of honesty and accountability.

## Who Must Follow Nash Finch Policies

All directors, officers and associates of Nash Finch and its subsidiaries are expected to understand the Code and apply it in the performance of their Nash Finch responsibilities. We expect that vendors and contractors with whom we do business will embrace values and standards similar to those reflected in the Code.

## Individual Responsibilities

As a person subject to the Code, you are expected to be honest, fair and trustworthy in all your Nash Finch activities and relationships, and to follow these basic obligations as well as any more specific ones prescribed in any other part of the Code:

- Review the Code and have a detailed understanding of the provisions that apply to your job.
- Seek assistance from your supervisor or other Nash Finch resources when you have questions about the application of the Code or applicable legal requirements. See the section below entitled “Reporting Concerns and Getting Advice.” **If in doubt, ask first.**
- Promptly raise any concerns that you or others may have about possible violations of the Code, or about requests or directions that you believe may violate the Code.
- Understand the options you have for raising or reporting concerns about possible violations of the Code. See the section below entitled “Reporting Concerns and Getting Advice.”
- If you report a possible violation of the Code and the matter is not resolved, raise the issue with one of the other contacts provided.
- Cooperate with any investigations into possible violations of the Code.

## Reporting Concerns and Getting Advice

The starting point for reporting possible violations or getting advice on ethics-related issues is usually your supervisor. If your supervisor cannot handle the problem, or if for any reason you feel uncomfortable reporting or discussing the matter with your supervisor, you may contact any level of management in accordance with the Nash Finch Open Door Policy. You may also contact a member

of the Nash Finch Legal Department, your human resources representative, or other Company managers whose expertise is in your area of concern. And you may always report concerns, anonymously if you wish, through the Ethics and Compliance Hotline. **The Hotline can be reached 24 hours a day, 7 days a week at 1-800-710-4848 or via the Internet at [www.nashfinch-ethics.com](http://www.nashfinch-ethics.com).** The Hotline is operated by an independent, professional service that is not part of Nash Finch.

All reports are taken seriously, each allegation is investigated, and appropriate corrective action will be taken in connection with any violation of the Code. Any report you make may be oral or in writing, and it may be anonymous. You are, however, encouraged to give your identity with the report to enable the Company to contact you if additional information is needed to conduct an appropriately thorough investigation. Every effort will be made to maintain confidentiality for those who report a concern or violation of the Code, but limited disclosure may be necessary in some cases to effectively conduct an investigation. If you choose to identify yourself, you will be provided with feedback when the investigation is completed.

Apart from reporting possible violations, you should be aware that various sections of this Code require that you obtain the approval of a specified level of management higher than your supervisor before you may engage in certain types of activities. You should read the Code carefully to be sure you are familiar with those situations.

### **Retaliation Prohibited**

Nash Finch will not tolerate any reprisal or retaliation against you for making a good faith report of a known or suspected violation of the law, this Code or any other Nash Finch policy. If you feel you have been retaliated against, you should immediately contact the General Counsel or your human resources representative. Nash Finch will take disciplinary action, up to and including termination of employment, against any associate who engages in any form of retaliation.

### **Leadership Responsibilities**

Members of Nash Finch management and members of the Board of Directors have responsibilities under the Code that go beyond those required of all associates. Company leaders are expected to lead by example and build and maintain a culture where ethical conduct is recognized, valued and exhibited by all associates. Management is also expected to:

- Monitor and enhance compliance programs, encourage associates to raise questions and concerns, and consider compliance issues in evaluating and rewarding associates.
- Prevent compliance problems by identifying compliance risks, and communicating to and educating associates on the requirements of Nash Finch policies and applicable law.
- Detect compliance problems by implementing appropriate control measures in business processes and ensuring that appropriate compliance reviews are conducted.
- Immediately convey to the General Counsel any complaints or concerns received from associates or other persons involving accounting, internal controls and audit matters.
- Immediately convey to appropriate members of management any other reports received regarding non-compliance with this Code.
- Respond to compliance problems by taking prompt corrective action to fix identified weaknesses in compliance measures, taking appropriate disciplinary action, consulting with

## **Penalties for Violations**

Violations of the Code and other Nash Finch policies will subject an associate to disciplinary action up to and including termination of employment. Conduct that may result in disciplinary action includes, but is not limited to:

- Authorizing, requesting or participating directly in any action that violates the Code.
- Deliberately failing to report a violation or withholding relevant and material information concerning a known violation.
- Failing to demonstrate the level of supervision or diligence necessary to prevent violations of the Code.
- Retaliating against any person who makes a report of a known or suspected violation of the Code.
- Failing to cooperate with investigations of possible violations of the Code.

## **Making Ethical Decisions**

Like most guidelines and codes of conduct, this Code cannot anticipate or specifically address every business or workplace situation that may arise. That being the case, it is important that when you are faced with a new or difficult business conduct situation, and you are considering a course of action, you use your best judgment and ask yourself these questions:

- Do I have all the facts?
- Is the course of action consistent with the spirit and letter of the Code and the Company's values?
- Does it seem unethical or improper?
- How would I feel if it (and my involvement in it) were reported on the front page of the newspaper?
- Have I discussed my questions and concerns with my supervisor?
- Have I sought help or guidance from other Company resources?

Always remember that if you are unsure of what to do in any situation, **ask for help before you act.**

## **Responsibilities to Nash Finch**

### **Avoid Conflicts of Interest**

Outside interests and activities, whether financial, business or community-related, should not be allowed to affect your job performance or loyalty to Nash Finch, or jeopardize Nash Finch's reputation. An actual or potential conflict of interest includes a relationship or transaction that may provide gain or benefit to you at the expense of or to the disadvantage of Nash Finch, or that may affect your objective judgment in determining what is in the best interest of Nash Finch. You must avoid any activities, interests or relationships that would interfere with your ability to act in the best interests of Nash Finch.

You must also avoid any activity, interest or relationship that might create, or even appear to create, a conflict of interest with the Company unless you fully disclose in writing in advance the activity, interest or relationship to the General Counsel (or in the case of the Chief Executive Officer or any non-associate director, to the Company's Chairman of the Board) and he or she provides written approval to engage in it. Copies of such approvals should be retained by both you and the Legal Department.

The following are examples of situations that could present an actual or potential conflict of interest and therefore should not occur without full disclosure and prior approval:

- Investing in, or having some other type of business or financial relationship with a customer, supplier or competitor of Nash Finch. However, you are permitted to have an investment in one of those companies if (1) the company is publicly traded; (2) you own less than 1 % of that company's stock; **and** (3) your investment in that Company equals less than 25% of your investments. For example, if you have \$10,000 total in investments, if \$2,500 or more is invested in a single company that is a customer, supplier or competitor of Nash Finch, you must make full disclosure to and seek approval from the General Counsel prior to entering into any agreements, or accepting any benefits from that company.
- Directing Nash Finch business to a supplier, distributor or other contractor which employs, or is owned or controlled by a relative of yours.
- "Moonlighting" or engaging in an outside activity that interferes with your ability to do your regular job.
- Providing services to a competitor, customer or supplier as an associate, consultant, officer, or member of its board of directors.

Any situation that would present a conflict of interest if you were involved would probably also present a conflict if a relative of yours were involved. If you have any question whether a particular situation might constitute a conflict of interest, you should discuss the matter with your supervisor or seek advice from the General Counsel before you take any action.

When you disclose a potential conflict of interest prior to taking action, the appropriate supervisory authority may be able to structure the transaction so as to avoid a conflict. For example, if your spouse is employed by a vendor, specific rules may be established to insure there is no favoritism or other conflict when doing business with that vendor.

### **Don't Divert Corporate Opportunities**

You may not take for yourself a business opportunity available to Nash Finch that you learned about in the course of your job or through the use of Nash Finch property or information. One example would be purchasing a real estate parcel that Nash Finch may be interested in acquiring. More generally, you should not engage in any activity or become involved in any arrangement where you may obtain a financial or other benefit and thereby disadvantage Nash Finch. The same would be true if the benefit were diverted from Nash Finch to a relative of yours.

You may not retain for your personal use any samples or other free goods provided by any Nash Finch supplier or customer. Any such items you may receive must be turned over to the Company

and reported to an executive officer of the Company, who will determine the appropriate disposition of the items.

### **Don't Accept Gifts or Entertainment That Could Compromise Your Judgment**

Neither you nor a relative should accept any gift, favor or entertainment from current or prospective Nash Finch customers or suppliers if it could reasonably be perceived as an attempt to compromise your independent and objective business judgment. You must never ask for a gift or favor of any kind from anyone you know is doing business with, or seeking to do business with, Nash Finch.

Gifts and entertainment may be accepted when permitted under applicable law if they are associated with a business purpose, are appropriate regarding the time and place, and are either (1) non-cash gifts of nominal value (less than \$100), or (2) customary and reasonable meals and entertainment at which the giver is present, such as the occasional business meal or sporting event, and do not involve an overnight stay. If you are offered any other gift or entertainment, you must fully disclose in writing, in advance, the gift or entertainment to the General Counsel, and you may accept it only if you receive written approval from that officer to accept the gift or entertainment.

### **Don't Engage in Insider Trading**

If you have information about Nash Finch that is not known to the investing public, and if that information is material, then you must not buy or sell Nash Finch stock or provide that information to anyone else until at least two business days after the information has been publicly disclosed by Nash Finch through the issuance of a press release or the filing of a report with the Securities and Exchange Commission. The same is true with regard to material information you learn about any company with which Nash Finch does business. For these purposes, information is considered "material" if a reasonable investor would consider it important in reaching an investment decision, or if the information would likely affect the market price of the company's securities when disclosed. This prohibition on trading while in possession of material, non-public ("inside") information also extends to members of your household and to any brokerage account in which you have a beneficial or financial interest.

**Trading while in possession of inside information is not only against Nash Finch policies, but is also a violation of U.S. Securities laws. Those laws also make it illegal to pass on inside information to any other person if you know or have reason to suspect that that person will misuse the information by trading in securities. All associates should be familiar with the Company's "General Corporate Policy And Compliance Procedures On Insider Trading" published on the Nash Finch "Keys to Success" under Legal Department policies or available by contacting the Legal Department.**

**In addition to this general prohibition, directors and executives whose duties regularly bring them into contact with confidential or proprietary information are subject to additional limitations on when they can trade Nash Finch stock as described in the "Corporate Policy And Compliance Procedures For Corporate Insiders On Insider Trading, Section 16 And Rule 144" also published on the Nash Finch "Keys to Success" under Legal Department policies or available by contacting the Legal Department.**

If you believe you may have come into possession of inside information, you may not trade in the securities of the company involved without first consulting with an attorney in the Legal Department.

### **Make Sure Company Records and Reports Are Accurate**

The records, information and reports maintained, used and produced by Nash Finch must be accurate, complete and reliable. You are responsible for the integrity of the records, information and reports that you prepare and that are under your control, including expense reports, vouchers, bills, payroll and service records, and reports to government agencies. You may not make or approve any disbursement of Company funds with the intent or knowledge that any portion of such disbursement will be used for any purpose other than that set forth in the documentation supporting such disbursement.

If you are part of the Nash Finch financial organization, you must ensure that no false or misleading entries are made in the Nash Finch accounting records, that all transactions are supported by accurate documentation in reasonable detail, and that all transactions are recorded in the proper account, in the proper accounting period and in accordance with applicable corporate policies and procedures. Financial statements must always be prepared in accordance with generally accepted accounting principles and other legal and regulatory requirements, and fairly present, in all material respects, the financial condition and results of Nash Finch. You must immediately report any deficiency in the Company's system of internal accounting controls to Internal Audit. If you are responsible in any way for Nash Finch's public communications, or provide information as part of that process, you should become familiar with the Company's system of disclosure controls and procedures and seek to ensure that all public communications are prepared consistently with those controls and procedures.

You are to manage and retain the Company's records and files for which you have responsibility in accordance with all applicable Company policies. You may not destroy, alter or dispose of any Company records and files that are potentially relevant to any violation of the law, any litigation, or any pending, threatened or foreseeable government investigation, audit or proceeding. If you have any questions about the retention of Company records or files, consult the Legal Department.

### **Protect Nash Finch Property**

You are responsible for protecting and ensuring the proper use of Nash Finch property that is under your control. If you are a supervisor or manager, this includes setting up and maintaining good controls to protect property from loss or unauthorized use. You are not to engage in any misappropriation, theft or waste of Nash Finch property, and you are expected to report such actions on the part of any other person. Property includes cash, business plans, customer and supplier information, and intellectual property, as well as physical property.

Company furnished equipment, software and services, including computers, copy machines, internet access, telephone and e-mail systems, are to be used for legitimate business purposes and in accordance with the requirements of the Nash Finch Associates' Handbook. Since all Nash Finch communication systems are the property of Nash Finch and intended for business use, all communications on those systems, including e-mail and internet usage, are subject to review by authorized Company personnel at any time. You should have no expectation of personal privacy in your use of these systems.

Your use of the Company e-mail system and Company provided internet access is also subject to the Company's specific Information Technology Security, E-Mail Usage and Internet usage Policies that are available on the Nash Finch "Keys to Success" under Information Technology policies or by contacting

Human Resources. The e-mail system is not be used for your personal gain or to support or advocate for non-Company related business or purposes.

Frequent flyer or traveler points or awards that you receive as a result of traveling on Nash Finch business are available for your personal use so long as decisions regarding your travel arrangements are dictated by what is in the best interests of the Company, and not influenced by your desire to accumulate such points or awards.

### **Protect Confidential and Proprietary Information**

You must protect confidential and proprietary information you obtain or create in connection with your employment with or service to Nash Finch, and not at any time disclose confidential and proprietary information about Nash Finch to anyone who is not authorized to receive it or has no legitimate business need to know the information. Confidential information about Nash Finch should not be distributed to anyone outside the Company unless the Legal Department has been consulted and an appropriate confidentiality agreement has been put in place. Examples of such information include customer lists, business strategies, marketing strategies, pricing/cost information, customer contracts, salary information and trade secrets.

You must take precautionary steps to prevent unauthorized disclosure of proprietary and confidential information, such as:

- Following the Company's Information Technology Security Policies.
- Maintaining confidential records or documents in ways designed to minimize the risk that unauthorized persons might have access to them.
- Not discussing confidential information with people outside of Nash Finch, including your relatives.
- Not discussing confidential information in public places where the conversation might be overheard.

Nash Finch also values the creativity and innovation of its associates. By virtue of your employment, you assign to Nash Finch, and Nash Finch owns, all rights of any kind, and any related intellectual property rights (such as copyrights or trademarks), that you may have in any work products or innovations relating to Nash Finch's business that you make or conceive during your employment with Nash Finch. This assignment does not apply to an invention created by you for which no equipment, supplies, facility or trade secret information of the Company was used and which was developed entirely on your own time, and (1) which does not relate (a) directly to the business of the Company or (b) to the Company's actual or demonstrably anticipated research or development, or (2) which does not result from any work performed by you for the Company.

## **Relationships with Customers, Suppliers and Competitors**

### **Deal Fairly**

You should always deal fairly with Nash Finch customers, suppliers and competitors. You may not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice, nor may you participate in any scheme to defraud anyone out of money, property or services, even if the intent is to benefit Nash Finch.

This obligation includes statements or representations in any Nash Finch advertisement, promotion, literature, or public announcement. If you make or authorize a statement or representation on behalf of Nash Finch, you must be sure that it is true and supported by proper documentation. If you have any questions regarding the accuracy of a representation or statement, consult your supervisor or business unit manager. If you have any questions regarding the applicability of any state or federal law to any advertisement, promotion, or similar activity, consult with the Legal Department.

### **Don't Provide Gifts or Entertainment Meant to Compromise the Judgment of Others**

If providing a gift, entertainment or anything else of value could be seen by others as consideration for a business or official favor or an attempt to influence the recipient, the gift or entertainment should not be provided. In general, unless you have first obtained supervisory approval, you may not provide any gifts or entertainment on behalf of Nash Finch to customers, suppliers or others that you would not be able to accept yourself under the Code (that is, non-cash items associated with a business purpose, nominal in value, and appropriate regarding the time and place) or that would violate the policies of the organization that the recipient is associated with.

Never offer, give, solicit or receive any form of bribe, inducement or kickback.

### **Choose Suppliers for Good Business Reasons**

Nash Finch selects products and services on the basis of price, quality, availability, terms and service through processes that are to be impartial, objective and free of outside influence. Suppliers and service providers are expected to comply with all applicable legal requirements in their business relationships, including any applicable government procurement regulations, and with any additional Nash Finch standards in their dealings with us. You should be alert for and avoid any potential conflicts of interest in the course of identifying and selecting suppliers.

### **Comply with all Government Procurement Laws and Regulations**

If you are involved in doing business or are attempting to do business with federal, state or local governments, you must do so in accordance with all applicable laws, rules and regulations. Specifically, you are prohibited from making false statements (whether oral or written) or providing false information to obtain business from a government official, and from making a false claim for payment to the government.

Specific laws further restrict or prohibit the providing of gifts, entertainment or anything of value to government officials at the federal, state and local levels. As a result, you may not offer or give any gifts, entertainment or anything else of value to any government official (including the military), or pay, in whole or in part, for any business meals, travel, or other expenses on behalf of a government

official without the advance approval of the Legal Department, and in consultation with Chief Executive Officer.

You must also obtain written approval from the Legal Department prior to recruiting a government official as an associate or a consultant to Nash Finch. Strict rules and regulations govern the recruitment and hiring of government officials, particularly where the official played an active role in the approval and award of contracts with Nash Finch.

### **Protect Customer and Supplier Information**

You must safeguard all confidential information that other parties share with us, not disclosing it to anyone who is not authorized to receive it or does not have a legitimate need to know it, and using it only for the reasons for which it was gathered or supplied. The only exceptions are when disclosure or other use is authorized by the party providing the information, by applicable law or legal process, or by appropriate Nash Finch authorities. Any confidentiality agreement you receive from an outside source must be reviewed by the Legal Department before it may be signed on behalf of the Company.

### **Interactions with the Public and Government**

#### **Compliance with Antitrust and Trade Regulation Requirements**

Nash Finch is subject to complex laws designed to preserve full and fair competition among businesses and to protect consumers from unfair business arrangements and practices, and the Company is committed to conducting its business in accordance with the letter and spirit of these laws.

In general, the antitrust laws prohibit companies from acting in concert with other companies to injure competition, by agreeing on prices, output or methods of going to market, or to injure another competitor. They also prevent companies with market power from using that power to exclude companies from the marketplace. You should consult with the Legal Department whenever you have any questions about how to comply with these laws, or if you believe that Nash Finch is being injured by the anticompetitive activities of other companies. You should also avoid discussions, agreements or understandings – express or implied, formal or informal, oral or written – with persons outside the Company regarding matters such as:

- Arrangements with competitors to fix or control prices;
- Coordinating actions that could injure competitors;
- Coordinating with competitors to allocate customers or territories;
- Limitations on the production, distribution or sale of products for anticompetitive purposes;
- Refusing to do business with certain customers or suppliers; and
- Price discrimination.

If a competitor, customer or supplier is engaging in such discussions or conduct, or any similar kind of discussion, you should inform such person that you cannot discuss such matters, leave the discussion or meeting, and inform the Legal Department of such discussion or conduct.

### **Anti-Bribery**

Nash Finch and its associates are subject to laws that forbid giving or offering to give anything of value to anyone or any entity when doing so is intended to influence an official act or decision to award or retain business. Nash Finch is committed to conducting its business in accordance with

both the letter and spirit of these laws. Nash Finch strictly prohibits associates or anyone acting on its behalf from giving any payment or benefit to any person or entity, whether public or private, in order to obtain or retain a business or other advantage from any public or private third party. Likewise, Nash Finch strictly prohibits associates or anyone acting its behalf from receiving or otherwise accepting any payment or benefit from any person or entity, whether public or private, in order to obtain or retain a business or other advantage from any public or private third party.

You should consult the Legal Department whenever you have any questions about how to comply with these requirements, or if you believe Nash Finch is being injured by any other company's failure to comply with anti-bribery laws.

### **Making Charitable Contributions**

Nash Finch is committed to being a responsible corporate citizen in the communities in which it conducts business, and participates in various humanitarian and charitable endeavors. This participation may include charitable contributions of Company funds or products, as well as utilizing associate time and Company resources on a community project. Only the Chief Executive Officer or associates to whom he has delegated authority may authorize these actions in the Company's name. Charitable contributions by the NFC Foundation are made in accordance with the charter of the Foundation and the directions of its board of directors.

While Nash Finch encourages you to participate in and support community and charitable activities, it expects that you will do so on your own time, using your own resources and not claiming to do so as a representative of Nash Finch unless you are authorized by the Company to act in that capacity.

### **Political Activities and Contributions**

Nash Finch encourages you to exercise your right to vote in all local, state and federal elections and to be active in the political process. If and to the extent you participate in the political process, you must do so as an individual and not as a representative of Nash Finch. Nash Finch itself cannot make contributions to candidates for federal office, and under the laws of many states, Nash Finch is subject to significant restrictions on its ability to make political contributions. As a result:

- Any proposed political contribution or expense to be made or incurred by Nash Finch must be approved in advance by the General Counsel.
- Any political contribution that you personally may desire to make must not be included on any expense report you submit, nor may you in any other way seek to be reimbursed by Nash Finch for such a contribution. This includes the cost of a political fund-raising dinner, even if business is discussed there.
- Any political activity in which you choose to participate as an individual must not involve the use of any Nash Finch property, facilities, or time during working hours of any Nash Finch associates. This includes (a) using Company administrative time to send invitations for political fund-raising events, (b) using the Company telephone to make politically motivated solicitations, (c) allowing any candidate to use any Company facilities, such as meeting rooms, for political campaign purposes, or (d) to loan any Company property to anyone for use in connection with a political campaign.

You should consult with the Legal Department before agreeing to do anything that could be construed as involving Nash Finch in political activity on the federal, state, or local level, or in any foreign country.

### **Lobbying Activities**

While you are free to participate as an individual in political and government processes, you should not engage in lobbying activities on behalf of Nash Finch or represent that you are engaging in such activities as Nash Finch's representative. Lobbying activities on behalf of Nash Finch require the approval of the Chief Executive Officer and the General Counsel.

### **Government Investigations**

Nash Finch may receive requests for information or facility visits in connection with government investigations. It is important that such requests be directed to the correct departments within the Company to ensure appropriate cooperation, and the Legal Department will coordinate our response to these requests. If you are contacted by any government agency, including a request for information or a facility visit, contact the Legal Department for assistance. You do not need to contact the Legal Department for assistance with routine matters involving government agencies. If in doubt as to whether a matter involving a government agency is routine, contact the Legal Department.

### **Communications with the Public**

Nash Finch's policy is that all communications to the public, including financial information and news releases, be accurate and timely and communicated only by the Public Relations Department, by a person specifically designated by the Chief Executive Officer or, in the case of communications concerning financial matters, by the Chief Executive Officer, Chief Financial Officer or Controller. If you receive an inquiry from the press or any other outside source regarding a Company matter, you must refer the inquiry to the Public Relations Department or, if it involves financial matters, to the Chief Financial Officer or Controller.

### **Providing Safe Products**

The food industry is one of the most regulated industries in the United States. Nash Finch is committed to providing food and food-related products of the highest quality to its customers, and to complying with all of the laws, rules and regulations regarding the packaging, labeling, quality and safety of its products. It is your responsibility to report to your supervisor, other members of management or the General Counsel any violations of such laws, rules and regulations or any activity, practice or process which could threaten or sacrifice the quality of the Company's products.

### **Protecting the Environment**

Nash Finch is dedicated to conducting its business in a manner that is sensitive to the environment, conserves our nation's natural resources, and is compliant with applicable federal and state environmental laws. It is the Company's policy to conduct environmental risk assessments as early as possible in connection with the purchase or sale of real estate, the design and construction of store or distribution facilities, and the acquisition or divestiture of a business to minimize the exposure of the Company to potential liability. You should familiarize yourself with the practices and procedures developed by Nash Finch to manage the environmental risks that affect your area of responsibility,

proactively address such issues, and report any violations of environmental laws, rules and regulations to your supervisor, other members of management or the General Counsel.

## **Workplace Responsibilities**

### **Alcohol and Drug-Free Environment**

Improper use of alcohol or drugs adversely affects job performance and may present increased risk for the safety of others. Nash Finch associates may not work or report to work while impaired by alcohol, illegal drugs or controlled substances. Associates are prohibited from possessing, distributing, selling or using any illegal drugs or controlled substances while on company business or premises. Of course, associates working in our pharmacies or associates otherwise involved in the distribution of controlled substances to our pharmacies or our customers are permitted to handle those substances in the normal course of business, as permitted by law. Associates may not consume alcohol at any time when it may impair the ability to perform job duties, endanger others, or reflect adversely on the reputation of Nash Finch. The consumption of alcohol during normal business hours is prohibited. You are not precluded by this policy from using prescription drugs (in accordance with the prescribed dosage) or over-the-counter medications if they do not prevent you from being able to safely perform all of the essential functions of your job, nor are you precluded from buying alcohol at Nash Finch retail stores if you are of legal age.

You must notify your supervisor or human resources representative of any criminal conviction for a drug or alcohol law violation occurring at work. The notice must be given to Nash Finch no later than five (5) days after the conviction. For more information on this subject, refer to the Nash Finch Drug-Free Workplace Policy.

### **Workplace Safety**

Nash Finch strongly believes in providing a safe and healthy working environment for its associates as well as for visitors on the premises. To accomplish this objective, the Company will take necessary steps to comply with or exceed applicable federal and state laws and regulations concerning associate safety. At the same time, you must be aware of the safety rules and procedures that apply to your workplace, diligently follow the rules, and encourage others to do the same. You should immediately report any unsafe situations or acts to your supervisor or human resources representative.

Consistent with this commitment to workplace safety, you must not bring onto Nash Finch property or into any Nash Finch vehicle any weapons, firearms, ammunition, explosives or incendiary devices. Nash Finch will not tolerate acts or threats of violence, intimidation, harassment or coercion in the workplace. You should immediately report any behavior that threatens the safety of people or property, or has the potential to become violent, to your supervisor, human resources representative or security.

### **Fair Employment Practices**

Nash Finch firmly believes that a work environment that promotes the principle of equality of opportunity, values diversity of thought and experience, and is free of all forms of improper employment discrimination is essential to having a productive and efficient work force. As a result, the Company is committed to providing equal employment opportunities to all associates and qualified applicants, without regard to their age, race, color, religion, gender, national origin,

disability, sexual orientation, marital or veteran status, or status with respect to public assistance, and to complying with applicable labor and employment laws wherever it operates.

Nash Finch administers its employment policies and practices on a nondiscriminatory basis in all matters relating to hiring, pay, promotions, benefits and conditions of employment.

### **Preventing Harassment and Intimidation**

Nash Finch is committed to providing a work environment that is free from any conduct which can be considered harassing, coercive or intimidating. Under its Harassment Policy, Nash Finch absolutely prohibits harassment on the basis of race, color, creed, religion, gender, national origin, age, disability, sexual orientation, status with respect to public assistance, marital or veteran status or any other characteristic protected by federal, state or local law.

You should consult the Nash Finch Harassment Policy for complete descriptions of your rights and obligations under that policy. Included in the forms of harassment prohibited by the Harassment Policy is sexual harassment. Sexual harassment can include unwelcome sexual advances, requests for sexual favors, unsolicited physical contact, propositions, unwelcome flirtations, or other offensive verbal or physical conduct of a sexual nature.

If you feel harassed, coerced or intimidated by another associate, manager, supervisor or third party, or if you observe or receive a complaint regarding such behavior, you must immediately report it. In reporting, you may bypass any level of management, and may go directly to Human Resources or to the Ethics and Compliance Hotline. All complaints received concerning harassment will be handled with as much confidentiality as careful investigation and appropriate action will permit.

### **Compliance Procedures**

#### **Compliance Committee**

The Board of Directors has instructed the Chief Executive Officer to establish a Compliance Committee to (i) monitor compliance with this Code of Business Conduct, (ii) establish procedures to train associates on the ethical principles, Company policies and laws which influence an associate's job responsibilities, (iii) submit an annual report to the Audit Committee on the results of the Business Conduct Compliance Program, and (iv) discuss potential ethical or legal issues within the Committee or with other members of management as deemed necessary.

The Compliance Committee consists of the Chief Financial Officer and the General Counsel of the Company, and one or more other members of management appointed by the Chief Executive Officer. Currently, these additional members are the Senior Vice President – Human Resources and Vice President– Internal Audit.

#### **Compliance Officer**

The General Counsel shall be responsible for the day-to-day administration of this Code.

#### **Certification of Compliance**

On an annual basis, the General Counsel will submit a Certificate of Compliance to all executive and operating officers and such other members of Nash Finch management as may be identified by the Compliance Committee. This Certificate of Compliance requires each of the selected associates to

report any noncompliance with this Code (whether personally or by another) of which he or she has knowledge.

### **Dealing with Reports of Non-Compliance**

Each report of noncompliance (whether through the certification process, Ethics and Compliance Hotline or otherwise) will promptly be communicated to the appropriate persons within Nash Finch, who will arrange for an appropriate investigation into the matters reported. Such investigations may involve whichever internal or external resources the General Counsel or other Company authorities may direct.

Any matter involving accounting, internal controls and audit matters must be reported to the General Counsel, who will make a preliminary assessment of the nature and materiality of the matter. Any such matter deemed potentially material or involving an associate subject to the Code of Ethics for Senior Financial Management will promptly be reported to the Chairman of the Audit and Finance Committee, and the Audit and Finance Committee will thereafter oversee the handling of the matter, including directing an appropriate investigation and response. The General Counsel will cause an appropriate investigation to be made into other matters involving accounting, internal controls and audit matters.

If the General Counsel or other investigating authority concludes that the investigation of any matter (other than those referred to the Chairman of the Audit and Finance Committee) has substantiated the report of non-compliance, he or she shall report the results of the investigation to the appropriate level of management for a determination of the disciplinary action, if any, to be taken in response to such non-compliance. Results of such investigations shall also be reported to the Compliance Committee.

The General Counsel will provide a quarterly report to the Audit and Finance Committee regarding all accounting, internal controls and audit matters that are not immediately reported to the Chairman of the Audit and Finance Committee, including the results of any investigation and the disposition of any such matter. The Audit and Finance Committee retains final responsibility and authority for the investigation and handling of any concerns or complaints relating to accounting, internal controls and auditing matters. The quarterly report shall also include the results of the investigation and disposition of any other matter involving material non-compliance with this Code.