

## **SPROUTS FARMERS MARKET, INC.**

### **CODE OF ETHICS FOR DIRECTORS**

Sprouts Farmers Market, Inc. (the "Company") is committed to the highest standards of ethical business conduct and complying with applicable laws, rules and regulations. In furtherance of this commitment, the Board of Directors (the "Board") has adopted this Code of Ethics (the "Code") as a set of guidelines pursuant to which our directors should perform their duties. The Code is intended to deter wrongdoing, promote adherence to the standards set forth below and provide guidance to help directors recognize and deal with ethical issues.

The business of the Company is managed under the direction of the Board and the various committees thereof. The basic responsibility of the directors is to exercise their business judgment in fulfilling their responsibilities in a manner that they reasonably believe to be in the best interests of the Company and its stockholders. Directors are expected to exercise high standards of integrity, commitment and independence of thought and judgment, while dedicating sufficient time, energy and attention to the diligent performance of their duties and responsibilities as directors. However, the Board is not expected to assume an active role in the day-to-day management and operations of the Company.

#### Conflicts of Interest

In carrying out their duties and responsibilities, directors should endeavor to act with honesty and integrity, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. A conflict of interest may arise when a director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her service on the Board. While the Code does not attempt to describe all possible conflicts of interest that could develop, conflicts of interest include: (i) receiving loans or guarantees of obligations as a result of one's service on the Board; (ii) accepting bribes, kickbacks or any other improper payments for services relating to the conduct of the business of the Company; and (iii) accepting, or having a member of a director's immediate family accept, a gift from persons or entities that deal with the Company, in cases where the gift is being made in order to influence the director's actions as a member of the Board, or where acceptance of the gift could otherwise reasonably create the appearance of a conflict of interest. A conflict of interest also occurs when a director's or a director's immediate family member's personal interest interferes, has the potential to interfere, or appears to interfere materially with the interests or business of the Company or the director's ability to fulfill his or her duties and responsibilities as a member of the Board. A director should disclose to the Board any transaction or relationship that the director reasonably believes could give rise to an actual or apparent conflict of interest with the Company. Directors involved in any conflict or potential conflict situations shall recuse themselves from any decision relating thereto.

#### Corporate Opportunities

In carrying out their duties and responsibilities, directors should endeavor to advance the legitimate interests of the Company when the opportunity to do so arises. Directors should avoid: (i) taking for themselves personally opportunities that are discovered in performing their duties as a director; (ii) using Company property or information, or their position as directors, for personal gain; and (iii) competing with the Company, in each of the foregoing cases, to the material detriment to the Company. Whether any of the foregoing actions is to the material detriment of the Company will be determined by the Board based on all relevant facts and circumstances, including in the case of clause (i) above, whether the Company has previously declined to pursue such proposed opportunity for its own benefit.

## Confidentiality

Directors should observe the confidentiality of information that they acquire in performing their duties and responsibilities, except where disclosure is approved by the Company or legally mandated. Confidential information includes, but is not limited to, all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Financial information, as well as information about the Company's prospects, strategic plans or potential transactions, is particularly sensitive and should under all circumstances be considered confidential except where disclosure is approved by the Company or the information has already been publicly disseminated.

## Protection and Proper Use of Company Assets

In carrying out their duties and responsibilities, directors should responsibly use the Company's assets and resources. Company assets, such as information, materials, supplies, intellectual property, facilities, software and other assets owned or leased by the Company, or that are otherwise in the Company's possession, should be used only for legitimate business purposes of the Company.

## Fair Dealing

In carrying out their duties and responsibilities (including, among others, the appointment of officers of the Company and other senior management personnel and the establishment of Company policies), directors should promote fair dealing by the Company and its team members and agents with customers, suppliers, competitors and team members.

## Compliance with Laws

In carrying out their duties and responsibilities, directors should endeavor to comply with applicable governmental laws, rules and regulations and Company policies. Directors shall also endeavor to cause the Company to comply with applicable governmental laws, rules and regulations. In addition, each director shall promptly bring to the attention of the Chief Legal Officer or the Chairman of the Board, as appropriate, any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof.

## Encouraging the Reporting of Illegal or Unethical Behavior

Directors should endeavor to cause the Company to proactively promote ethical behavior and to encourage team members to report evidence of illegal or unethical behavior to appropriate Company personnel.

## Personal Loans to Executive Officers or Directors

The federal securities laws prohibit the Company from, directly or indirectly (including through subsidiaries), (i) extending or arranging for the extension of personal loans to its directors or executive officers and (ii) renewing or materially modifying existing loans to such persons. Directors shall not seek or facilitate personal loans from the Company in contravention of the foregoing.

## Compliance

Directors are expected to adhere to the Code. Each director shall promptly report to the Board any information he or she may have concerning evidence of a material violation of the Code. Suspected violations will be investigated at the direction of the Board. The Board shall determine appropriate actions to be taken in the event of violations of the Code by any director. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code.

Any waiver of this Code may only be made by the Board. To the extent required by the federal securities laws or the rules of the NASDAQ Global Select Market, the Company will appropriately disclose any substantive amendment to, and any waiver of, any provision of the Code.

Questions regarding the application or interpretation of this Code should be directed to Brandon F. Lombardi, Chief Legal Officer and Corporate Secretary.