

Sprouts Farmers Market, Inc.

Nominating and Corporate Governance Committee Charter

Introduction

This Nominating and Corporate Governance Committee Charter (the “Charter”) establishes the purpose, membership, responsibilities, meetings and procedures, and authority of the Nominating and Corporate Governance Committee (the “Committee”) of the Board of Directors (the “Board”) of Sprouts Farmers Market, Inc. (the “Company”).

Purpose

The general purpose of this Committee is to assist the Board in selecting director nominees and in fulfilling its responsibilities with respect to corporate governance.

Membership

The Committee shall be comprised of at least three members of the Board. Committee members must meet the definition of “independent director” under Rule 5605(a)(2) of the NASDAQ Marketplace Rules. The foregoing shall be subject to all applicable “phase-in” provisions.

Committee members shall be appointed, and may be removed, with or without cause, by the Board. The Board shall appoint one member as Chairman of the Committee (the “Chairman”). Members shall serve on the Committee until such member’s successor is duly elected or until such member’s resignation or removal.

Responsibilities

The Committee shall be responsible for carrying out the activities forth below. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in this Charter.

The business of the Company is managed under the direction of the Board and the various committees thereof, including the Committee. The basic responsibility of the Committee is to exercise its business judgment in carrying out the responsibilities described in this Charter in a manner the Committee members reasonably believe to be in the best interest of the Company and its stockholders. The Committee is not expected to assume an active role in the day-to-day operation or management of the Company.

In this context and in accordance with its stated purpose and compliance obligations, the Committee shall have the following responsibilities:

Nominating

- developing and annually assessing relevant criteria and qualifications to be utilized in selecting nominees for Board membership;
- identifying, recruiting, evaluating, and screening candidates for Board membership, including any candidates recommended by the Company’s stockholders pursuant to the procedures described in the Company’s annual proxy statement;
- selecting, or recommending that the Board select, the director nominees for the next annual meeting of stockholders or special meeting of stockholders at which one or more directors are to be elected;
- recommending to the Board director nominees to fill vacancies on the Board, as necessary;

- reviewing, assessing, and recommending nominees for membership on, and chairmanship of, the various committees of the Board;
- evaluating, and when appropriate recommending, changes to the size of the Board or its various committees; and
- when and if appropriate, considering and recommending the removal of a director for cause, in accordance with the applicable provisions of the Company's Certificate of Incorporation, Bylaws and the Corporate Governance Guidelines.

The Committee shall identify candidates without regard to any candidate's race, color, disability, gender, national origin, religion or creed.

Corporate Governance

- reviewing, developing and recommending to the Board the adoption or amendment of the Company's corporate governance policies;
- implementing and overseeing compliance with the Company's corporate governance policies;
- making necessary recommendations to the Board concerning the Company's Certificate of Incorporation, Bylaws, Committee Charters, or other matters related to corporate governance; and
- overseeing the evaluation of the Board and management and making appropriate recommendations to improve performance.

Compliance

- annually reviewing the adequacy of this Charter and submitting any recommended changes to the Board for its consideration;
- annually reviewing the performance of this Committee and providing the Board with any recommendations for changes in procedures or policies governing the Committee; and
- reporting to the Board regularly on its actions and deliberations.

Meetings and Procedures

The Committee shall meet as often as is determined necessary by the Committee or the Chairman. The Chairman will provide an agenda for the meeting and have the authority to invite non-Committee members to participate in the meeting, including outside counsel, management, or other advisors. The Committee is governed by the same rules regarding meetings by telephone or other similar communications equipment, action by written consent and notice and waiver of notice requirements as are applicable to the Board. A majority of the members of the Committee shall constitute a quorum. Minutes of each meeting shall be recorded at the direction of the Chairman.

Advisors

The Committee shall have unrestricted access to funding, documents, personnel and management as necessary to discharge its responsibilities. The Committee shall have the sole authority to retain and terminate any such firm to be used to identify director candidates, including the sole authority to approve the search firm's fees and other retention terms. The Committee may retain and terminate other independent legal, financial or other advisors as it may deem necessary. The Company shall provide the Committee with the resources necessary to carry out its purposes, including funds sufficient, as determined by the Committee, for the retention of advisors (including consulting firms and independent legal, financial or other advisors) and payment of administrative expenses.

Delegation

In fulfilling its responsibilities, the Committee is authorized to delegate any or all of its responsibilities to a subcommittee or subcommittees of the Committee. While acting within the scope of the powers and responsibilities delegated to it, any subcommittee of the Committee shall have and may exercise all the powers and authority of the Committee and the Board.