



TEAM MEMBER CODE OF CONDUCT

PASSION EXCELLENCE TEAMWORK HOSPITALITY

A MESSAGE FROM OUR CEO

Dear Team Members,

In 1982, The Fresh Market ("TFM") was founded with a vision to create a place for guests to experience grocery shopping in a new way. The founders, the Berry family, took their life savings and put it all into their dream of creating a fresh take on grocery shopping with a nod to the old-world charm of the local market. Since that time, we have made every effort to maintain a unique and extraordinary shopping environment for our guests, and a work culture that fosters the highest ethical standards, integrity and honesty for our team members.

TFM's Code of Conduct ("Code") is designed to support those efforts and guide our performance as we strive to live our values of **Passion**, **Excellence**, **Teamwork**, and **Hospitality**. It is every team member's responsibility to understand and act upon the Code as we conduct business each day. So, I ask that you read the Code, become familiar with its contents, and consider how the Code applies to your role at TFM.

It takes all of us to ensure TFM maintains a positive brand image as a trustworthy and ethical corporation in the communities in which we serve highlighting our commitment to the safe and fair treatment of our team members, as well as the delivery of impeccable service to our guests. I believe that every job is important and that every person makes a difference. Therefore, I thank you in advance for contributing to this endeavor and TFM's strong legacy.

Jason Potter, CEO

OUR VALUES

Passion

We're passionate about sharing our love of food and the way it brings people together. We enjoy working together and bring a positive energy, commitment and attitude to work every day.

Excellence

We strive for excellence in everything we do. We set high standards and clear goals, communicate openly and honestly and always honor our commitments.

Teamwork

We work together as one team—sharing a common vision, celebrating our successes together and recognizing that each team member is important.

Hospitality

We create a warm, welcoming, memorable experience for our guests with exceptional, personal service.



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ABOUT THE CODE

PURPOSE

TFM is built upon a foundation of strong company values and business practices. To maintain this foundation, TFM conducts business with a respect for the law and with a high expectation of ethics and responsibility. This Code sets forth the most important principles and standards that TFM seeks to uphold and should help guide your conduct in the course of our business. It is the heart and soul of TFM and paints a picture of how we see ourselves as team members of the Company, as well as our relationship with each other, our guests, vendors and the communities in which we operate. The Team Member Handbook, in turn, is intended to let you know what is expected of you at work, what you can expect from TFM, and how TFM's policies and procedures will be applied in the workplace. Please see the Team Member Handbook for additional information about those policies and procedures.

TEAM MEMBER RESPONSIBILITY

At TFM, we work together as one team – sharing a common vision and celebrating our successes together.

However, this value can only be realized if each team member, regardless of tenure or position in the Company, acts with the highest standards, integrity, and honesty. This means you must understand and follow all the policies, procedures, laws, and regulations that apply to your job and know where to go if you have questions or concerns. Violating the Code or any other TFM policy may result in disciplinary action, up to and including termination, and may be violations of law resulting in civil and criminal penalties for the team member, their supervisor and/or TFM. However, most problems can be avoided simply by using good judgment and asking for help when questions arise.



OBTAINING ADDITIONAL INFORMATION AND REPORTING CONCERNS

Many of the principles described in this Code are general in nature and serve as the basis for all other TFM policies and procedures. The Team Member Handbook and our other policies and procedures address certain topics in greater detail. You should consult the Team Member Handbook and these additional policies and procedures in the specific areas to which they apply, as needed.

Further, if you have questions about the Code or would like to report unethical or illegal behavior, we encourage you to speak with your supervisor using our Open Door Process which is outlined in the Team Member Handbook and in your break room so those concerns can be addressed promptly and directly with you. If, for any reason, you do not wish to discuss the situation with your supervisor, you may contact the Team Member Support Line at 833-TFM-4363. However, if you feel you are unable to utilize the above options, TFM also has an Integrity Hotline available to report concerns (which can be used anonymously) that is accessible by phone at 866-276-3796 or via the internet at www.thefreshmarket.com/integrity.



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NO RETALIATION

We take all matters of improper action or wrongdoing very seriously. Therefore, TFM will not take any adverse action against a team member who makes a good faith report of Code violations or cooperates in any investigation regarding matters addressed by this Code.

COMMITMENT TO EQUALITY AND SAFETY

EQUAL EMPLOYMENT OPPORTUNITY

Having a diverse workforce -- made up of team members who bring a wide variety of skills, abilities, experiences, and perspectives -- is essential to our success. We are committed to the principles of equal employment opportunity, inclusion, and respect. Employment decisions will be based on merit, qualifications, and abilities, and TFM does not discriminate in employment opportunities or practices on the basis of race, color, creed, religion, age, sex, gender, sexual orientation, gender identity or expression, pregnancy and related medical conditions, national origin, genetic information, uniformed service, veteran status, disability, or any other basis prohibited by federal or state law. We follow all laws regarding employment of immigrants and noncitizens and provide equal employment opportunity to everyone who is legally authorized to work in the United States. This policy of equal employment opportunity applies to all policies and procedures relating to recruitment and hiring, compensation and benefits, and all other terms and conditions of employment.

GUESTS AND TEAM MEMBER SAFETY

Safety is an important aspect of every part of TFM's business. Violations of law or TFM policies can hurt the health and safety of TFM's guests and team members, as well as TFM's reputation.



For guests, TFM strives to create a warm, welcoming, memorable experience with exceptional, personal service. Creating this experience also means providing high-quality, carefully curated, delicious product offerings that are safe for consumption. Keeping food safe and ensuring our other products are not harmful or dangerous to our guests is our utmost responsibility. All team members must be aware of and follow our procedures for safe food handling, labeling, storage, and preparation.

For team members, our safety policies and programs are designed to promote safety in our stores and the Store Support Center. Team members are responsible for observing all safety and health rules, practices, and laws that apply to their jobs, and for taking precautions necessary to protect themselves, co-workers, and visitors. Further, we are committed to promoting and providing all team members with an environment free of violence, drugs, and alcohol.

Ultimately, always be alert to the crucial importance of the safety of all products that we sell and the conditions of our stores and Store Support Center, as well as the overall safety of our guests and fellow team members, and report any concerns using one of the methods outlined above in the "Obtaining Additional Information and Reporting Concerns" section of this Code.



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FOLLOWING THE LAW

Violations of the law can harm TFM's business and potentially subject TFM and our team members to prosecution and liability. TFM is committed to following all applicable laws, rules, regulations, and policies, and requires the same of all team members. This commitment helps maintain our reputation for honesty, quality, and integrity and includes each of the following important responsibilities:

ETHICAL CONDUCT AND FAIR DEALING

At TFM, we strive for excellence in everything we do by setting high standards and clear goals. We are committed to treating each other with respect and dignity and providing a safe, fair, and predictable working environment. Therefore, it is important that every team member always deal fairly with others, engage in honest and ethical conduct, act with integrity, and exercise their best independent judgment. Ethical conduct also includes acting professionally and treating guests, other team members, suppliers and other business partners, competitors, and government officials with honesty, fairness, and courtesy. TFM team members should neither seek nor take inappropriate personal advantage of job-related situations.

COMPETITION

Our policy is to compete vigorously and successfully in today's competitive business climate while always following any applicable antitrust, competition, and fair dealing laws. These are complex laws established for the benefit of consumers to help promote free and fair competition among businesses, as well as protect the public and businesses like TFM from unfair trade practices. There are almost no circumstances allowed by law to enter into agreements with competitors to (i) rig bids, (ii) fix prices, terms of sale or production output, or (iii) divide markets or guests. In addition, attempts to discriminate in prices or terms of sale among our guests, or to otherwise restrict the freedom of our guests to find the best price during their shopping experience, may sometimes be illegal. Legal issues may also arise if we refuse to deal with certain guests or competitors. TFM looks to team members to help the Company remain competitive in ways that are not in violation of any laws.



GOVERNMENT AGENCIES AND OFFICIALS

No team member may offer or provide anything of value or any other benefit to government agencies and officials in order to influence or encourage action in a business relationship or to secure an improper advantage. Further, to ensure we are following all federal and state laws and regulations, governmental agencies may request on-site inspections, to review company files or records, or our submission of other information. In the event of this type of request, team members should immediately notify management, who should then contact the appropriate department at the Store Support Center.



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WORKING WITH INTEGRITY

CONFLICTS OF INTEREST

At TFM, we want team members to enjoy working together and bring positive energy, commitment, and attitude to their work every day. This passion to work as a team can be impacted if any team member's personal, social or financial interests, duties, obligations or activities, or those of a team member's immediate family are, or may be, in conflict or incompatible with TFM's interests. Conflicts of interest can also arise when a team member (or an immediate family member) receives improper personal benefits as a result of their position with TFM. Please speak with your supervisor if you have questions or concerns about a possible conflict of interest.

EMPLOYMENT WITH COMPETITORS

To prevent certain types of conflicts of interest, team members who are in a department manager position or above in a store, or a manager position or above in the Store Support Center, may not work for a competitor while employed by TFM.

CONFIDENTIALITY

Confidential information includes all non-public information that team members have access to as part of their job responsibilities that might be of use to competitors, or harmful to TFM, our suppliers or guests, if disclosed. This information includes financial data, contract terms, business strategies, and confidential personal information about our guests and team members. Team members must maintain the confidentiality of all confidential information, except when disclosure is authorized by TFM or required by applicable law. This obligation continues even after a team member leaves TFM. Similarly, TFM respects the confidentiality obligations team members may have from prior employment, and team members should not reveal confidential information obtained during that employment. Team members should also guard against unintentional disclosure of confidential information and take special care not to store such information where unauthorized personnel can access it, and otherwise follow TFM policies and procedures regarding information security.

GIFTS

Gifts (whether they be meals, gift baskets, trips, etc.) can create goodwill in our business relationships but can sometimes make it hard to be objective about the person or business entity providing them. TFM's choice of suppliers, vendors, and partners must be based on objective factors like cost, quality, value, service, and ability to deliver. We must avoid even the appearance of making business decisions based on gifts received through these relationships. Giving or accepting gifts valued at up to \$75.00 is acceptable. However, if you receive a gift valued at more than \$75.00, the gift should be declined, or you may speak with your supervisor for additional guidance.





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RECORDKEEPING AND RETENTION

All persons who keep TFM business records must do so accurately and truthfully, and all business records should be factual, objective, and professional. Except to the extent a TFM policy or applicable law requires retention, team members should regularly dispose of documents and records that are no longer needed. These guidelines apply to electronic documents and records in electronic or hard copy form.

FINAL THOUGHTS

As a reminder, this Code serves as a guide for team members in their representation of TFM and commitment to ethical and lawful business practices. This Code is not a contract of employment and may be revised from time to time at TFM's discretion. By following this Code, you are also committing to honoring TFM's values of **Passion**, **Excellence**, **Teamwork**, and **Hospitality**. Finally, if at any time you have questions about this Code or would like to report unethical or illegal behavior, we encourage you to reach out by:

- Speaking with your supervisor using our Open Door Process;
- Contacting the Team Member Support Line at 833-TFM-4363; or
- Contacting the Integrity Hotline at 866-276-3796 or www.thefreshmarket.com/integrity if you feel you are unable to use the above options.

