



CODE OF CONDUCT



CONTENTS

CEO MESSAGE

SIMPLY VALUES

INTRODUCTION

- 3** Why Do We Have a Code?
- 3** To Whom Does the Code Apply?
- 3** How Should We Use the Code?
- 3** When Do We Speak Up?
 - Speaking Up
 - Reporting Resources
 - Simply No Retaliation
- 5** How Do I Make Ethical Decisions?

IT'S SIMPLE: Respect One Another and the Community Around Us

- 7** Show Mutual Respect
- 8** Embrace a Diverse and Inclusive Workforce
- 9** Help Maintain Safety in our Workplace
- 10** Support Our Community and Protect Our Environment

IT'S SIMPLE: Conduct Our Business Honestly

- 12** Avoid Conflicts of Interest
- 13** Exchange Gifts & Participate in Entertainment Responsibly
- 14** Compete Fairly
- 15** Prevent Bribery & Corruption

IT'S SIMPLE: Be a Trusted Business Partner

- 17** Protect Our Assets
- 18** Safeguard Confidential Information
- 19** Communicate Responsibly
- 20** Demonstrate Accuracy and Transparency in Our Financial Reports and Records
- 21** Follow Insider Trading Rules

IT'S SIMPLE: Deliver Safe, Healthy, and High-Quality Products

- 23** Commit to Product Quality and Safety
- 24** Promote Our Products Truthfully

CONCLUSION

- 25** Recap Reporting Resources

CEO MESSAGE

At Simply Good Foods, we're on a mission to make food that works for you – that is radically nutritious and defyingly delicious. Better nutrition made easy so you can live well.

Together with our valued customers and supply chain partners, we understand that nothing is more important than delivering safe and high-quality products. We know we build and earn our reputation as a trusted brand only when we act in accordance with our values.

- **SIMPLY BOLD**
- **SIMPLY DELIVER**
- **SIMPLY LEARN & GROW**
- **SIMPLY TOGETHER**
- **SIMPLY KIND**

While all our values guide us in how we conduct our business each and every day, I want to focus on Simply Deliver in the context of this Code of Conduct. When we say “Simply Deliver,” we mean as an organization we believe in the power of delivering on promises and emphasize the importance of doing what you say you will do. Even so, it's more than what we say; it's how we do it that defines our integrity.

We have written this Code of Conduct to align with all our values and specifically to support each and every one of us as we Simply Deliver, which drives our dedication to ownership, accountability, blazing a new path and making no compromises – but also by doing it the right way – on behalf of Simply Good Foods. We expect everyone who works at Simply Good Foods or on our behalf to read this Code, to comply with it, and to raise any questions or concerns. In addition, we hope that everyone who reads this Code will use it as a reference when they face difficult decisions or are uncertain how to proceed. We also hope that you will see it as a reflection of who we are as a Company.

Thank you for joining Simply Good Foods in our commitment to Simply Good Conduct.



GEOFF E. TANNER

President & Chief Executive Officer

SIMPLY VALUES



SIMPLY BOLD

Fostering a culture of creativity, innovation, authenticity, and doing things differently is the key to our success. Our culture inspires the courage to take initiative, to pursue unconventional paths, to speak your mind openly, and to lead by example.



SIMPLY DELIVER

We believe in the power of delivering on promises and emphasize the importance of doing what you say you will do. Even so, it's more than we say; it's how we do it that defines our integrity. This value drives our dedication to ownership, accountability, blazing a new path and making no compromises.



SIMPLY LEARN & GROW

Curiosity is our guiding light. We champion curiosity as the catalyst for continuous learning, experimentation, reflection, feedback-driven adaptation, and a commitment to inspiring curiosity in others.



SIMPLY TOGETHER

A profound sense of belonging and community unifies us across locations and brands. We celebrate diversity, promote collaboration, and strive for shared success, underpinned by a commitment to serve our consumers, employees, and communities.



SIMPLY KIND

We believe honesty, candid communication, utmost respect, and genuine self-compassion fosters a culture that guides our actions, decisions, and interactions within our organization and in the communities we serve.

INTRODUCTION

WHY DO WE HAVE A CODE?

At Simply Good Foods, we're raising the bar on what food can be. We say no to the status quo, and we say yes to making better food. Food that offers robust nutrition, not hollow nutrition. Energy, not depletion. Enjoyment, not regret. Simply, we're on a mission to make food that works for our consumers — that is radically nutritious and defyingly delicious. Better nutrition made easy so our consumers can live well. We don't compromise, so they never have to. Customers and consumers trust us because of our commitment to our values, one of which is to **Simply Deliver with Integrity**.

This Code serves as our recipe for **simply good conduct**. The Code highlights our commitment to **Simply Deliver with Integrity** by setting forth our ethical obligations under the law, our expectations for how we conduct our business anywhere in the world, and by guiding our decisions when we face questions or situations where the right choice may not be obvious.

TO WHOM DOES THE CODE APPLY?

The Code applies to all of us at Simply Good Foods, including employees, officers, and members of our board of directors when they are acting in that capacity. We also expect that all individuals and organizations that partner with us or do business on our behalf will act in accordance with our values and our commitment to ethical conduct. Failure to comply with the Code will result in disciplinary action up to and including termination.

HOW SHOULD WE USE THE CODE?

We should use this Code as a resource to conduct ourselves ethically and in accordance with Simply Good Foods' purpose and values. When we need more information or additional detail on a specific topic, this Code will point us in the right direction. It includes information about Company policies and resources for more detail, guidance, and assistance.

WHEN DO WE SPEAK UP?

Speaking Up

We count on one another to have the courage to speak up if we have questions or concerns about potential ethical misconduct. This is a critical part of honoring our commitment to our values and simply good conduct.

We should all take pride in a culture that encourages speaking up. It's our responsibility and a requirement.

When we speak up, we enable Simply Good Foods to address concerns and help resolve issues early. The sooner we raise concerns, the sooner we can work to begin making things better.

Reporting Resources

If you have a question or a concern, there are many resources available to you at Simply Good Foods. Contact any one of the following Compliance Resources:

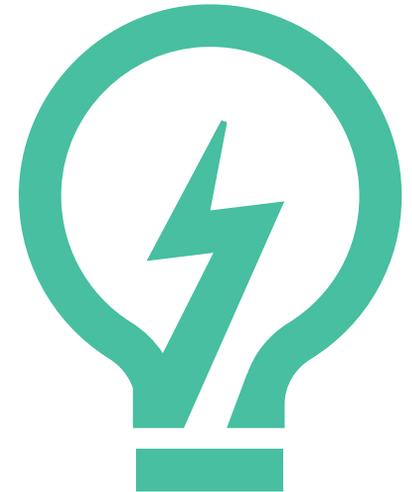
- Your direct supervisor or, if the conduct involves your direct supervisor, the next level above your direct supervisor
- The Human Resources Department
- The Compliance Officer by phone at (303) 620-8194 or email at ComplianceOfficer@simplygoodfoodsco.com

You may also report confidentially and/or anonymously by accessing the Simply Good Foods Ethics Line at www.simplygoodfoods.ethicspoint.com or by calling confidentially the Simply Good Foods Ethics Line at (877) 767-5285. The Simply Good Foods Ethics Line is staffed by professionals who do not work for the Company.

Simply No Retaliation

We simply will not tolerate retaliation here. Individuals who report concerns in good faith are never to be treated negatively.

If you feel that you are being treated differently because of a concern you raised or a question you asked, share this with one of your supervisors or one of your other Compliance Resources immediately.



RELATED POLICIES

Whistleblower Policy
Business Conduct Policy

HOW DO I MAKE ETHICAL DECISIONS?

There may be times when you face an ethical dilemma, and you do not feel certain about how to proceed. If this happens, remember that there are resources available to help you. But it can also be helpful to ask yourself a few questions to help guide your decision making.

Would it help to talk it through with a Compliance Resource?



This is always a good thing to do!

Would I feel comfortable sharing my decision with people who I respect?



Feeling comfortable sharing your decision indicates that you are probably doing the right thing.

Does it feel like the right thing to do?



If your answer is yes, that's a good sign that you are headed down the right path.

If my decision became public, would it reflect poorly on me or Simply Good Foods?



If you answer yes to this question, you need to pause and stop the behavior or seek guidance.

Could my decision violate any law or policy?



If you have even the slightest concern that your decision could violate the law or our policies, seek guidance immediately.

IT'S SIMPLE

Respect One Another and the Community Around Us

RELATED POLICIES

- Anti-Harassment Policy
- Workplace Violence Policy
- Health and Safety in the Workplace Policy
- Reasonable Accommodations Policy
- Equal Employment Opportunity & Anti-Discrimination Policy
- Vendor Code of Conduct

SHOW MUTUAL RESPECT

We treat one another respectfully and work together to create a culture where everyone feels like a welcome member of the Simply Good Foods team. We prohibit harassment and discrimination no matter where we work or whom we work with, and we expect this same commitment from all third parties who partner with us or work on our behalf.

Simply Deliver with Integrity:

- Be respectful and professional – always.
- Understand how to recognize harassment – and report any behavior that does not feel right.
- Make employment-related decisions based on an individual’s qualifications and experience and not on characteristics such as race, gender, gender identity, disability, age, or other protected characteristics.
- Understand that managers have additional responsibilities to act if they have concerns about harassment.

MAIN INGREDIENTS

Mutual Respect

Harassment and discrimination are unlawful behaviors that lead to a toxic work environment.

Harassment includes unwanted contact (verbal or physical) that is based on race, color, ancestry, national origin, gender (including gender identity), sex, sexual orientation, marital status, religion, age, disability, veteran status, or other characteristics protected by state or federal law. Conduct does not have to be sexual in nature to constitute harassment, but it can be.

Some examples of sexual harassment include:

- **Written Contact** (such as sexually suggestive notes, e-mail, and text messages)
- **Verbal Contact** (such as sexually suggestive comments or jokes about gender-specific traits or sexual propositions or asking questions about another employee’s sex life)
- **Physical Contact** (such as intentional touching against another’s body, clothing, or hair, impeding movement, making sexual gestures, assault, or coercing sexual intercourse)

- **Visual Contact** (such as leering or staring at another’s body, gesturing, displaying sexually suggestive objects, pictures, or computer screen savers)

Discrimination involves treating someone differently or unfairly based on certain legally protected characteristics, including those described above – for example, deciding not to hire someone because they are significantly older than the rest of the team.

IT’S GOOD FOR US

Mutual Respect

We all benefit when we treat one another with respect. Promoting a respectful workplace requires more than a commitment to our own professional behavior. It also requires us to encourage and expect this behavior from everyone around us.

EMBRACE A DIVERSE AND INCLUSIVE WORKFORCE

At Simply Good Foods, we understand that the strength of our team drives the success of our business. We each play a role in contributing to a workplace where everyone feels like they belong on the team. This requires us not only to be professional and respectful, but also to be inclusive when it comes to new and different ideas, experiences, and backgrounds.

Simply Deliver with Integrity:

- Welcome the opportunity to share and learn from different opinions and perspectives, knowing these make us a stronger team.
- Act inclusively towards others and never intentionally exclude others from normal workplace interactions or conversations.



MAIN INGREDIENTS

Diversity and Inclusion

Here are some simple ways to be inclusive.

- Introduce yourself to a new coworker or ask for input on a project from someone who often has an opinion that differs from yours.
- Seek input on an issue or dilemma from everyone on your team.
- Treat people the way they want to be treated, not the way you want to be treated.

- Use gender-neutral language when creating and sending communications to a broad group of people or when presenting to a group.

IT'S GOOD FOR US

Diversity and Inclusion

Part of being inclusive means admitting when we are wrong and acknowledging that something we see is wrong. When we take accountability for our own actions, point out when others are being offensive, and speak up if we believe someone is uncomfortable, we create an inclusive workplace – a place where everyone feels comfortable – and demonstrate our value of Simply Together.

HELP MAINTAIN SAFETY IN OUR WORKPLACE

Feeling safe at work is important to all of us at Simply Good Foods. When we come to work, we are all responsible for complying with workplace health and safety laws and regulations, as well as the Company's policies and controls. Part of our commitment to safety includes maintaining a workplace that is free from violence and weapons, as well as the misuse of drugs and alcohol.

Simply Deliver with Integrity:

- Never engage in intimidating or threatening behaviors and refuse to tolerate such behavior from anyone around you.
- Do not come to work or conduct work on behalf of Simply Good Foods if you are impaired by any substance, including drugs or alcohol.
- If you are at a social function, event, or conference where alcohol is permitted, act responsibly and in a way that does not endanger your safety or the safety of others.
- Report health and safety concerns immediately, whenever you have them.



MAIN INGREDIENTS

A Safe Workplace

To keep everyone safe, we are counting on you to report the following health and safety issues:

- Workplace injuries and illnesses
- Unsafe conditions or concerns
- Near misses or accidents that don't involve injury

IT'S GOOD FOR US

A Safe Workplace

Although we never expect violence to happen at our Company, we must be prepared to respond to safety concerns if they arise. Protecting one another is part of everyone's commitment to a safe workplace. We are counting on you to raise concerns if you ever see or experience suspicious behavior from a coworker or other individual in our workplace.

SUPPORT OUR COMMUNITY AND PROTECT OUR ENVIRONMENT

Empowering healthy lives goes beyond our commitment to create trusted brands that offer a variety of convenient, innovative, great-tasting, better-for-you products. It also includes a pledge to care for our communities and the environment. We comply with all environmental and labor laws that our apply to our business. Simply, we conduct our business in a way that respects the rights and dignity of all people and expect and encourage our business partners to do the same.

Simply Deliver with Integrity:

- Welcome the opportunity to share and learn from different opinions and perspectives, knowing these make us a stronger team.
- Act inclusively towards others and never intentionally exclude others from normal workplace interactions or conversations.



MAIN INGREDIENTS

Political Activity and Charitable Contributions

Simply Good Foods encourages employees to participate in the political process and to support charitable organizations on their personal time. As a Company, we do not support political parties or candidates for public office, nor do we reimburse employees for political contributions. The Company does from time to time back charitable interests, which employees are encouraged to support.

Remember:

- Keep your personal political activities separate from the work you do for Simply Good Foods.
- Be clear that your beliefs reflect your own beliefs and not those of the Company.
- Do not use Company time, facilities, or any other resources to support personal political or charitable interests.

IT'S GOOD FOR US

Protect the Environment

We honor our commitment to protect the environment when we choose to work with suppliers who share this goal. In selecting supply chain partners, we avoid sourcing materials, directly or indirectly, that contribute to deforestation of high conservation value areas, or interfere with the habitats of endangered species.

IT'S SIMPLE

Conduct Our Business Honestly

RELATED POLICIES

Conflict of Interest Policy
Anti-Bribery and FCPA Policy and Procedures
Receipt of Gifts and Entertainment Policy

AVOID CONFLICTS OF INTEREST

Conflicts of interests occur when personal relationships or interests interfere, or even appear to interfere, with the interests of Simply Good Foods. Conflicts of interest are problematic because they can prevent us from doing our jobs fairly, objectively, and free from inappropriate influences.

At Simply Good Foods, we need to make decisions that are in the best interest of the Company and not influenced by the potential for personal benefit.

Simply Deliver with Integrity:

- Avoid any interest that could influence your ability to do your best work.
- Do not engage with competitors or suppliers of Simply Good Foods outside of your work for the Company.
- Refrain from using Company resources for your own benefit.
- Do not use Company information or your job for personal gain that is not related to the Company's legitimate business interests.
- You are required to disclose any conflict or potential conflict to your direct supervisor or the Compliance Officer as soon as possible.

MAIN INGREDIENTS

Conflicts

Many relationships create conflicts of interest or the appearance of conflicts of interest. Disclosing those relationships is important and required. Here are some examples we must disclose:

- **Close Relationships:** You may not be in a direct supervisory relationship with, nor may you participate in the hiring or selection process involving, a relative, romantic partner, or close personal friend.

- **Financial Investments:** You may not own or attempt to do business with a company, organization, or individual that does business or is seeking to do business with Simply Good Foods. This includes owning stock in these entities.
- **Outside Employment:** If you have a second job, it must not affect your ability to complete your work objectively and effectively for Simply Good Foods.

Keep in mind that sometimes the interests of related parties can also create conflicts of interest. In general, this means anyone with whom you have a significant personal relationship that may be viewed as affecting your judgment regarding the Company's interactions related to that person – and any corporation, company, or other organization of which you are a board member, officer, partner, or owner.

IT'S GOOD FOR US

Disclose Conflicts or Potential Conflicts

Although we always want to avoid actual and potential conflicts of interest, many times employees and the Company can work together to evaluate and resolve potential conflicts. Disclosing conflicts of interest does not mean we can never pursue opportunities outside of our work at Simply Good Foods. Rather, it enables us to find solutions that work for individuals without placing the Company's interests at risk.

EXCHANGE GIFTS & PARTICIPATE IN ENTERTAINMENT RESPONSIBLY

When we use good judgment and act reasonably, exchanging gifts or participating in appropriate business entertainment with customers or other business partners can be a proper part of developing and maintaining business relationships. To be sure that we are exchanging gifts and participating in entertainment the right way, we must always do so in accordance with our policies and never in an attempt to gain an improper or unfair business advantage.

Simply Deliver with Integrity:

- Offer and accept gifts only if they are reasonable in value, given infrequently, and consistent with accepted business norms.
- Do not offer or accept cash or cash equivalents (such as gift cards).

- Participate in business entertainment only when there is an actual business purpose or objective to the event or outing. If we are providing the entertainment, a Simply Good Foods employee must attend, and if a vendor is providing the entertainment, the vendor needs to attend.
- Avoid any gifts and business entertainment that could be considered unlawful or would reflect poorly on the Company.
- Be aware of specific rules that apply when working with government contractors or public officials.

MAIN INGREDIENTS

Gifts

Ask yourself these questions to help determine whether a gift or entertainment is appropriate:

- Does the gift or entertainment seem “over the top?”
- Is there a legitimate business purpose?
- If this gift or entertainment became public, would it reflect poorly on the Company?
- Is there an active procurement process underway?
- Does the recipient’s policy allow it?

IT’S GOOD FOR US

Be Fair and Objective

Building collegial relationships, exchanging gifts, and participating in business entertainment can be OK. But only if it’s done right. Fair and objective decision making is critical to our Company’s reputation for integrity. Remember, if you are unsure, you can always seek guidance from one of the Compliance Resources.

COMPETE FAIRLY

At Simply Good Foods, we compete fairly and abide by applicable global laws designed to protect our customers from unfair competition. To maintain our reputation as a trusted business partner, it is essential that we understand and comply with competition laws, such as the U.S. antitrust laws.

Simply Deliver with Integrity:

- Do not enter into agreements or discuss or share sensitive information with competitors without the prior written approval of the Legal Department.
- Treat customers fairly, and do not discriminate between customers on the basis of price or other terms or conditions.
- Do not disparage our competitors in an attempt to win business.
- Be careful at trade association meetings and avoid any conversation or discussion that relates in any way to our pricing, customers, territories, or other business operations.



MAIN INGREDIENTS

Fair Competition

Never discuss the following topics with competitors:

- Prices, bids, or bidding practices
- Costs, production levels, selling strategies, terms, or conditions of sale
- Market shares
- Customer lists

Never make agreements with competitors such as those which:

- Address pricing, pricing practices, bids, bidding practices, terms of sale, or marketing practices
- Coordinate or allocate bids
- Divide customers, markets, or territories
- Attempt to control a customer's resale price

IT'S GOOD FOR US

Play Fair

We have an obligation to play fair. This includes how we collect information about our competitors. We use only ethical means to obtain information about our competitors and never misrepresent ourselves. If we become aware of information about our competitors that was not meant for us or has not been made public, we must report it to the Compliance Officer immediately.

PREVENT BRIBERY & CORRUPTION

At our Company, we commit to a culture that is free from corrupt behavior. We will not tolerate bribery in our business – anywhere or anytime. We comply with the many laws around the world prohibiting bribery and corruption, and we work with third parties who share our commitment to these principles.

Simply Deliver with Integrity:

- Do not offer anything of value in an attempt to influence a favorable business action.
- Never try to hide or conceal a payment.
- Record all payments and transactions correctly, truthfully, and in compliance with Company policies and procedures.
- Oversee the work of third parties carefully – being sure to monitor that those who work on our behalf uphold our ethical standards.
- Comply with specific rules when working with government officials or employees.



MAIN INGREDIENTS

IT'S GOOD FOR US

Bribery and Corruption

A bribe can occur when someone gives or promises another person something of value in return for preferential treatment. Bribes often come in forms other than cash. Some examples of bribes include:

- Offers of discounts or refunds
- Offers to provide referrals or future job references
- Offers to make charitable donations
- Offers to use vacation homes or personal property

Choose Good Business Partners

We choose our business partners carefully and engage third parties who work in alignment with our values and standards. The actions of our business partners can reflect on our reputation as an ethical company, and we can be held responsible for their behavior. If we have concerns about any organization or individual working on the Company's behalf, we need to speak up.

Here are some suspicious behaviors to look out for:

- Failing to comply with our policies
- Suspicious payment or accounting terms or arrangements
- Over-invoicing or invoices that are missing critical pieces of information or don't make sense

IT'S SIMPLE

Be a Trusted Business Partner

RELATED POLICIES

Confidential Information Policy
IT Resources and Communications Systems Policy
Regulation FD Policy
Insider Trading Policy

PROTECT OUR ASSETS

Everyone at Simply Good Foods benefits when we use our assets efficiently. Our assets include anything that belongs to the Company, including our funds, information, communications systems, and physical property. Carelessness, theft, and waste have a direct effect on our success as a business. We must all use our Company's assets with the same care with which we would use our own personal assets.

Simply Deliver with Integrity:

- Use Simply Good Foods' assets primarily for business purposes, making sure that personal use of Simply Good Foods assets is limited, reasonable, and does not interfere with your job responsibilities.
- Protect any devices that contain information about Simply Good Foods or that connect to our systems.
- Demonstrate good judgment when incurring expenses on behalf of Simply Good Foods.
- Protect our intellectual property and contact one of your Compliance Resources if you have concerns about unethical or unauthorized use of our intellectual property or other assets.



MAIN INGREDIENTS

IT Resources and Communication Systems

Our IT resources and communications systems are critical to how our business functions, and it is important that we do whatever we can to protect them. When using the Company's IT resources and communications systems, be sure to:

- Follow IT security guidelines, including but not limited to the creation, format, and scheduled changes of passwords
- Use our systems appropriately and primarily for business purposes

- Never send anything inappropriate through our systems or use our systems for any unlawful purpose
- Understand that Simply Good Foods owns and monitors its systems and maintains the right to monitor our use of them for purposes of protecting Company systems and data
- Be aware of phishing or other attempts to gain unauthorized access to our systems and data

IT'S GOOD FOR US

Use Our Assets Responsibly

Our financial assets, information assets, and physical assets enable all of us to function successfully and efficiently as a business. When we use Company assets responsibly, we further Simply Good Foods' purpose.

SAFEGUARD CONFIDENTIAL AND PRIVATE INFORMATION

As part of our business, we have access to confidential information about Simply Good Foods and many third parties with whom we work. Confidential information is often critical to the success of our business, and we all have the responsibility to understand how to identify it and how to keep it safe. In our work, we may also have access to private and sensitive information about one another. As individuals, we expect that our personal and private information will be used lawfully and appropriately. We are all counting on one another to safeguard personal information by complying with all applicable data privacy laws and procedures.

Simply Deliver with Integrity:

- Know how to recognize confidential information and treat it carefully, in accordance with our policies.

- Discuss and share confidential information about our business and business partners carefully and responsibly. This means sharing it inside the Company only with those who have a need to know and outside of the Company only with appropriate permission.
- Secure all confidential and sensitive information and confirm that it is out of sight when not in use.
- Access and use personal information and data only for the purpose for which we originally gathered it.

MAIN INGREDIENTS

Confidential and Private Information

Confidential information and private information are both important concepts – and they both require careful protection.

When we talk about confidential information, we are referring to information about the Company or one of our business partners that is not yet publicly available including, for example, marketing plans, executive level changes, and product specifications. We need to keep this information safe and not share it outside of the Company without permission.

Private information includes data that identifies an individual. This type of information is subject to multiple data protection laws around the globe. We need to use and access personal information only for its intended purpose and not share it with anyone who does not have a need to review or access it.

IT'S GOOD FOR US

Protect Confidential Information

When we safeguard the Company's information, we protect our competitive advantage and move Simply Good Foods forward. When we protect the confidential information of our business partners, we extend them the respect to which they are entitled. When we protect the private information of one another and our customers, we maintain our reputation as a trusted partner. When we protect our own intellectual property, and the intellectual property of third parties we work with, we protect the economic value of what we – and they – create.

COMMUNICATE RESPONSIBLY

Our customers, consumers, business partners, and investors make decisions based on the information we share about Simply Good Foods. They trust us to communicate consistently, truthfully, and transparently about our business. To honor our commitment to clear and accurate messaging, Simply Good Foods has designated certain individuals to speak on the Company's behalf. But we also rely on one another to protect confidential information about our Company and to demonstrate good judgment whenever we communicate about Simply Good Foods.

Simply Deliver with Integrity:

- Speak to the public on behalf of Simply Good Foods only if you have permission to do so.
- Be responsible and professional whenever you communicate – don't say, write, or post something on social media that could reflect poorly on you or the Company.
- Contact one of your Compliance Resources if you receive any questions from the public or the media about our business.

MAIN INGREDIENTS

Social Media

Social media can be a great tool to promote Simply Good Foods, our products, and our commitment to empowering healthy lives. But if we don't demonstrate common sense and good judgment when we use social media, it can also be harmful to ourselves, our Company, and others. It is important that those who view content on social media can distinguish between personal and corporate communications.

People whose job it is to produce and post social media on behalf of Simply Good Foods must be clear that their statements are made on the company's behalf. They do this by including an official company or brand logo in their profile or posts. Those of us who post on social media outside of our job responsibilities, must keep in mind that we are personally responsible for what we post online:

- Be clear that your posts represent your personal views and not the views of Simply Good Foods.

- Be aware that how you use social media can reflect on all of us, even if you post content that has nothing to do with Simply Good Foods or your work for the Company.
- Never share confidential information about Simply Good Foods or any of the third parties with whom we work.

IT'S GOOD FOR US

Communicate Truthfully and Consistently

Our communications reflect who we are at Simply Good Foods, and it's important to represent ourselves in the most positive light. When we share information truthfully and consistently, we establish ourselves as a trustworthy business partner and preserve our reputation as a Company worthy of our customers' business and our consumers' buying decisions.

DEMONSTRATE ACCURACY AND TRANSPARENCY IN OUR FINANCIAL REPORTS AND RECORDS

Our investors and security holders, our customers, and the public at large rely on us to report and maintain certain information about our Company (including financial results) accurately, completely, in a timely manner, and in accordance with the law. This requires us to manage our records responsibly. To comply with all reporting and records requirements, we have appropriate controls, policies, and procedures in place and follow them accordingly.

Simply Deliver with Integrity:

- Comply with all policies that govern how we report information and retain records, including our accounting and financial reporting and our record retention policies.
- Record all expenses and costs accurately and honestly.

- Cooperate with internal and external auditors whenever applicable.
- Report any errors or concerns regarding financial entries as soon as possible.
- Pay close attention to any specific instructions from the Legal Department relating to records that pertain to litigation or investigations.

MAIN INGREDIENTS

Our Records

We are required to maintain all records responsibly – not just the Company’s financial statements.

All of the records we maintain must be accurate and complete, including:

- expense reports
- information about our products
- employee data
- information about our suppliers
- trade promotion programs

IT’S GOOD FOR US

Recognize and Report Fraud

Fraud happens when someone tries to hide or misstate information in order to profit personally or to attain an unjust benefit for someone else – or even for the Company. Our hope is that fraud will never happen at Simply Good Foods, but we need to understand how to recognize it and help stop it if it does occur. If you have concerns about fraud or something about an expense report or transaction does not seem right, contact one of your Compliance Resources as soon as possible.

FOLLOW INSIDER TRAINING RULES

Insider trading takes place when someone who has material, non-public information about a company buys or sells that company's securities and stands to benefit from information they have that the market does not. Insider trading is unfair, and it is also illegal. All of us at Simply Good Foods must comply with the laws that prohibit insider trading and understand that it is unlawful to buy or sell securities based on inside information. It is also against the law and Company policy to share information or provide a "tip" to another person who may trade on that information.

Simply Deliver with Integrity:

- Know how to recognize inside information.
- Never trade stock based on material, non-public information, whether that information relates to Simply Good Foods or to any third party with whom we work.
- Never provide information to another individual so that they can make a trade based on that information.
- Protect all confidential information that may be considered inside information.



MAIN INGREDIENTS

Insider Trading

Material, non-public information includes information which, if made public, could affect a company's stock price. Material, non-public information can relate to almost any aspect of a company's business and operations, including:

- changes in senior management
- financial information
- potential merger or acquisition transactions and target companies
- marketing or product strategies

IT'S GOOD FOR US

Handle Inside Information Appropriately

From time to time, we may be trusted with inside information during our work for Simply Good Foods. We Simply Deliver with integrity when we handle inside information properly and don't share it outside the business.

IT'S SIMPLE

Deliver Safe, Healthy, and High-Quality Products

**RELATED
POLICIES**

Business Conduct Policy
Social Media Guidelines

COMMIT TO PRODUCT QUALITY AND SAFETY

The satisfaction of our customers and the health and well-being of our consumers depends on the safety and quality of our products – nothing is more important. Committing to safety and product quality is critical to our trusted brands. No matter what role we play at Simply Good Foods, we are all responsible for honoring this commitment and choosing to work only with companies who share in this value.

Simply Deliver with Integrity:

- Keep product safety and quality at the top of your mind in any work you conduct behalf of Simply Good Foods.
- Comply with all quality control standards and regulations that apply to our products.
- Choose responsible suppliers who follow “good manufacturing practices.”
- Report any concerns about unsafe or poor-quality products or conditions immediately.



MAIN INGREDIENTS

Quality and Safety with Our Suppliers

We rely on our supply chain partners to uphold our commitment to product quality and safety.

We work with partners who:

- supply reliable and high-quality products, ingredients, and materials that meet all applicable quality and food safety standards
- maintain vigorous food-safety and quality control systems
- provide documentation related to food safety and supply chain traceability

IT'S GOOD FOR US

Prioritize Safety and Quality

The safety and quality of our products, including those that are manufactured by third parties, remain our top priority. We should consider the safety and quality of our products at all times – whether we work in quality control or not. Preserving the safety and quality of our products is what earns the trust of our customers and consumers and maintains our reputation as trusted brands.

PROMOTE OUR PRODUCTS TRUTHFULLY

We understand that consumers rely on the product information that we share as they make healthy decisions about their nutrition. Our reputation for trusted brands depends upon our commitment to marketing and promoting our products truthfully and transparently.

Simply Deliver with Integrity:

- Market and promote our brands truthfully and accurately.
- Comply with all laws, regulations, and policies that apply to our marketing practices.



MAIN INGREDIENTS

Promotional Materials

Our marketing materials must be:

- Truthful, accurate, and not intended to mislead the consumer
- Consistent with the product's approved labeling
- In compliance with our internal review procedures

IT'S GOOD FOR US

Be Transparent

We want consumers to choose our products because they like how they taste and like how they make them feel. Transparency around nutritional information is critical to maintaining the trust of our consumers. Our success with our customers depends on it.

CONCLUSION

It's Simple: we are counting on one another to Simply Deliver with Integrity, to follow this Code, and to ask questions or raise concerns if they arise. Remember, there are many resources available to you.

If you have questions or need guidance, you may speak to, write to, or otherwise contact any of the following resources:

- Your direct supervisor or, if the conduct involves your direct supervisor, the next level above your direct supervisor
- The Human Resources Department
- The Compliance Officer by email at ComplianceOfficer@simplygoodfoodsco.com or telephone at (303) 620-8194
- Reporting confidentially by accessing the Simply Good Foods Ethics Line at You may also report confidentially and/or anonymously by accessing the Simply Good Foods Ethics Line at www.simplygoodfoods.ethicspoint.com or by calling confidentially the Simply Good Foods Ethics Line at (877) 767-5285. The Simply Good Foods Ethics Line is staffed by professionals who do not work for the Company.





CODE OF CONDUCT

**Additional Provisions for Chief Executive Officer
and Senior Financial Officers**



PROVISIONS FOR CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

The CEO and all senior financial officers, including the CFO and principal accounting officer, are bound by the provisions set forth in the Simply Good Foods Company's Code of Conduct (the Code). In addition to the Code, the CEO and senior financial officers are subject to the following additional specific policies:

- 1.** Act with honesty and integrity, avoiding actual or apparent conflicts between personal, private interests and the interests of the Simply Good Foods Company (the Company), including receiving improper personal benefits as a result of his or her position.
- 2.** Disclose to the CEO and the Board any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest.
- 3.** Perform responsibilities with a view to causing periodic reports and documents filed with or submitted to the SEC and all other public communications made by the Company to contain information that is accurate, complete, fair, objective, relevant, timely and understandable, including full review of all annual and quarterly reports.
- 4.** Comply with laws, rules and regulations of federal, state and local governments applicable to the Company and with the rules and regulations of private and public regulatory agencies having jurisdiction over the Company.
- 5.** Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting or omitting material facts or allowing independent judgment to be compromised or subordinated.
- 6.** Respect the confidentiality of information acquired in the course of performance of his or her responsibilities except when authorized or otherwise legally obligated to disclose any such information; not use confidential information acquired in the course of performing his or her responsibilities for personal advantage.
- 7.** Share knowledge and maintain skills important and relevant to the needs of the Company, its stockholders and other constituencies and the general public.
- 8.** Proactively promote ethical behavior among subordinates and peers in his or her work environment and community.
- 9.** Use and control all corporate assets and resources employed by or entrusted to him or her in a responsible manner.
- 10.** Not use corporate information, corporate assets, corporate opportunities or his or her position with the Company for personal gain; not compete directly or indirectly with the Company, subject to the Company's certificate of incorporation in effect from time to time and to any other fiduciary or contractual obligations such officer may have.
- 11.** Comply in all respects with the Code.
- 12.** Advance the Company's legitimate interests when the opportunity arises.

The Board will investigate any reported violations and will oversee an appropriate response, including corrective action and preventative measures. Any officer who violates the Code will face appropriate, case specific disciplinary action, which may include demotion or discharge.

Any waiver (defined below) or an implicit waiver (defined below) from a provision of the Code for the principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions or any amendment (as defined below) to the Code is required to be disclosed in a current report on Form 8-K filed with the SEC. In lieu of filing a current report on Form 8-K to report any such waivers or amendments, the Company may provide such information on a website and if it keeps such information on the website for at least 12 months and discloses the website address as well as any intention to provide such disclosures in this manner in its most recently filed Annual Report on Form 10-K.

A “waiver” means the approval by the Company’s Board of Directors of a material departure from a provision of the Code. An “implicit waiver” means the Company’s failure to take action within a reasonable period of time regarding a material departure from a provision of the Code that has been made known to an executive officer of the Company. An “amendment” means any amendment to this Code other than minor technical, administrative or other non-substantive amendments hereto.

It is not the Company’s intention to grant or to permit waivers from the requirements of this Code. The Company expects full compliance with this Code.

It is the policy of the Company that each officer covered by this Code shall acknowledge and certify to the foregoing annually and file a copy of such certification with the Chairman of the Board.