

SpartanNash Co  
Form DEF 14A  
April 10, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the  
Securities Exchange Act of 1934 (Amendment No.     )

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12  
SpartanNash Company

(Name of Registrant as Specified in Its Charter)

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(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing party:

(4) Date filed:

SpartanNash Company

850 76th Street, S.W.

P.O. Box 8700

Grand Rapids, Michigan 49518-8700

(616) 878-2000

SpartanNash Company Notice of Annual Meeting and Proxy Statement

April 10, 2019

Dear SpartanNash Shareholder:

In 2018, SpartanNash made significant progress against key strategic initiatives, including sales growth, expansion of the customer base and execution of new programs with existing customers, diversification of sales channels and investment in our retail store base, all despite a challenging operating environment. Our accomplishments included:

• Increasing consolidated net sales by 1.3% over the prior year, to \$8.1 billion.

• Growing sales in the food distribution segment by 4.3% over the prior year, to \$4.0 billion.

• Increasing the quarterly cash dividend from \$0.165 to \$0.18 per common share. Returning \$45.9 million to shareholders through dividends and share repurchases.

Going forward, we will continue to focus on executing strategic initiatives that drive sales growth, improve margins, and ultimately deliver value to our shareholders. These initiatives include:

• Strengthening our management team, systems and supply chain operations, enabling us to grow with existing customers and build technology resources and infrastructure to improve our efficiency and provide a better experience to our customers in each of our business segments.

• Investing in our private brand programs, ranging from our partnership with the Defense Commissary Agency in the military segment to the private brand products sold in our corporate-owned retail stores and those of our independent retailers, including the Our Family® brand.

• Enhancing our corporate-owned retail store experience by aligning our marketing and merchandising strategies with consumer behavior. Significant investments in our brand positioning under the Family Fare banner will be executed in 2019 to support these objectives.

• Delivering value through the execution of our company-wide initiative, Project One Team, designed to transform our culture and empower associates at all levels to continuously drive sustainable improvements to business processes and results.

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On behalf of the Board of Directors, our leadership team, and all of our associates, I thank you for your continued support and investment in SpartanNash Company.

Sincerely,

David M. Staples

President and Chief Executive Officer

Your vote is important. Even if you plan to attend the meeting,

PLEASE SIGN, DATE AND RETURN THE ENCLOSED PROXY CARD PROMPTLY OR  
VOTE BY PHONE OR ONLINE.

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SPARTANNASH COMPANY

NOTICE OF ANNUAL MEETING OF SHAREHOLDERS

To our shareholders:

The 2019 Annual Meeting of Shareholders of SpartanNash Company will be held at the JW Marriott Hotel, 235 Louis Street NW, Grand Rapids, Michigan 49503, on Wednesday, May 22, 2019, at 9:00 a.m., Eastern Daylight Time. At the meeting, we will consider and vote on:

1. The election of directors from among the nominees identified in this proxy statement;
2. Advisory approval of the Company's executive compensation (the "say-on-pay" vote);
3. Ratification of the selection of Deloitte & Touche LLP as our independent auditors for the current fiscal year (the fiscal year ending December 28, 2019); and
4. Any other business that may properly come before the meeting.

Record date: You may vote if you were a shareholder of record on March 25, 2019.

If you plan to attend the meeting: Only shareholders of the Company, the holders of shareholder proxies, and invited guests may attend. If you are a shareholder of record, you must bring the admission ticket attached to your proxy card or your notice of availability of proxy materials to be admitted to the meeting. "Street name" shareholders must bring a copy of a brokerage statement reflecting stock ownership as of March 25, 2019. All attendees must present valid federal or state issued photo identification.

Important Notice Regarding the Availability of Proxy Materials: SpartanNash's Proxy Statement and annual report to shareholders for the fiscal year ended December 29, 2018 are currently available for viewing via online at [www.edocumentview.com/SPTN](http://www.edocumentview.com/SPTN).

The Notice of Annual Meeting and accompanying Proxy Statement, Proxy, and 2018 annual report to shareholders were first sent or made available to our shareholders on April 10, 2019.

Securities and Exchange Commission rules allow us to furnish our proxy statement and annual report to our shareholders on the Internet. We are pleased to take advantage of these rules and believe that they enable us to provide our shareholders with the information that they need, while lowering the cost of delivery and reducing the environmental impact of the documents related to our Annual Meeting. You may obtain electronic copies of all of our filings with the U.S. Securities and Exchange Commission in the "Investor Relations" section of our website, [www.spartannash.com](http://www.spartannash.com), by clicking the "SEC Filings" link.

We will not report on our results of operations at the meeting. Please visit the Investor Relations section of our website, [www.spartannash.com](http://www.spartannash.com), for information about our business and results of operations.

The Annual Meeting will be webcast live. Anyone may access the webcast by visiting the "Investor Relations" section of our website, [www.spartannash.com](http://www.spartannash.com), and following the links to the live webcast. It is important that your shares be represented at the Annual Meeting, regardless of how many shares you own. Please vote your shares using any of the means described in our proxy statement. Voting your shares prior to the meeting will not affect your right to vote in person if you attend.

BY ORDER OF THE BOARD OF DIRECTORS

Kathleen M. Mahoney  
Executive Vice President Chief Legal Officer and Secretary  
April 10, 2019

Your vote is important. Even if you plan to attend the meeting, PLEASE VOTE PROMPTLY BY PHONE OR ONLINE, OR BY SIGNING, DATING AND RETURNING A PROXY CARD. See the information in the “Questions and Answers” section of our proxy statement regarding how to vote by phone or online, obtain a printed proxy card, revoke a proxy, and vote in person.

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SpartanNash Company

ANNUAL MEETING OF SHAREHOLDERS

TO BE HELD May 22, 2019

PROXY STATEMENT

Dated April 10, 2019

## PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider. You should carefully read the entire proxy statement and the Company's annual report on Form 10-K before voting. We refer to the fiscal year ended December 29, 2018 as "2018," the fiscal year ended December 30, 2017 as "2017," and the fiscal year ended December 31, 2016 as "2016." We refer to SpartanNash Company as "SpartanNash," the "Company," "we," and "us."

### Annual Meeting of Shareholders

- Date and Time May 22, 2019; 9:00 a.m. Eastern Daylight Time
- Place JW Marriott Hotel  
235 Louis Street NW  
Grand Rapids, Michigan 49503
- Record Date March 25, 2019
- Voting Shareholders as of the close of business on the record date are entitled to vote. Each share of common stock is entitled to one vote for each director nominee and one vote for each of the proposals to be voted on.
- Admission The 2019 Annual Meeting Admission Ticket, notice of availability of proxy materials or brokerage statement and valid driver's license or other federal or state issued photo identification is required to enter the SpartanNash Annual Meeting.

### Meeting Agenda

- Election of directors from among those named in this proxy statement.
- Advisory approval of the Company's executive compensation as disclosed in this proxy statement.
- Ratification of the selection of Deloitte & Touche LLP as our independent auditors for the fiscal year ending December 28, 2019.



•Transact any other business that may properly come before the meeting.

Voting Matters and Vote Recommendations

The Board of Directors recommends that you vote FOR the election of each nominee, FOR approval of the Company's executive compensation, and FOR the ratification of the selection of Deloitte & Touche LLP.

Quorum and Vote Required

The presence in person or by properly executed proxy of the holders of a majority of all issued and outstanding shares of SpartanNash common stock entitled to vote at the meeting is necessary for a quorum. We will count toward a quorum any shares that are present or represented by proxy, including abstentions and shares represented by a broker non-vote on any matter.

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PROXY SUMMARY (cont'd)

A plurality of the shares voting is required to elect directors. This means that, if there are more nominees than positions to be filled, the nominees who receive the most votes will be elected to the open director positions. Abstentions, broker non-votes and other shares that are not voted in person or by proxy will not be included in the vote count to determine if a plurality of shares voted in favor of each nominee. A director-nominee receiving a greater number of votes “withheld” than votes “for” election is required to offer promptly his or her resignation to the Nominating and Corporate Governance Committee upon certification of the shareholder vote.

The other proposals set forth in this proxy statement will be approved if a majority of the shares that are voted on the proposal at the meeting are voted in favor of approval. Abstentions, broker non-votes and other shares that are not voted on a proposal in person or by proxy will not be included in the vote count to determine if a majority of shares voted on the proposal voted in favor of approval. The outcome of the advisory vote to approve executive compensation will not be binding on the Company, but the Compensation Committee and the Board of Directors will consider the voting results when making future compensation decisions.

We do not know of any other matters to be presented at the meeting. Generally, any other proposal to be voted on at the meeting would be approved if a majority of the shares that are voted on the proposal at the meeting are voted in favor of the proposal. Abstentions, broker non-votes and other shares that are not voted on the proposal in person or by proxy would not be included in the vote count to determine if a majority of shares voted on the proposal voted in favor of each such proposal.

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## PROXY SUMMARY (cont'd)

## Board of Directors

The following table provides summary information about our directors during fiscal 2018. During fiscal 2018, each director attended at least 75% of the meetings of the Board and each committee on which he or she was a member.

Name	Occupation	Independent <sup>(1)</sup>	Committee Memberships		
			AC	CC	NCGC
M. Shân Atkins	Independent Business Executive and Retired Retail and Consumer Executive		C, F		M
Dennis Eidson	Chairman of the Board				
Mickey Foret <sup>(2)</sup>	Retired Executive Vice President and Chief Financial Officer of Northwest Airlines, Inc. and Retired Chairman and Chief Executive Officer of Northwest Airlines Cargo, Inc.		F		M
Frank M. Gambino	Professor of Marketing and the Director of the Food & Consumer Packaged Goods Marketing Program at Western Michigan University			M	
Douglas A. Hacker	Lead Independent Director			M	M
Yvonne R. Jackson	Independent Business Executive President, Principal and Co-Founder of BeecherJackson			C	M
Matthew Mannelly	Retired CEO of Prestige Brands		M		
Elizabeth A. Nickels	Independent Business Executive and Former Chief Financial Officer of Herman Miller, Inc. and Former		F		M

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Chief Financial Officer of Universal

Forest Products, Inc.

Timothy O'Donovan <sup>(2)</sup>	Retired Chairman of the Board and Chief Executive Officer of Wolverine World Wide, Inc.	M	M
Major General (Ret.)	Managing Partner of Proctor & Boone	M	
Hawthorne L. Proctor	Consulting LLC and Senior Logistic Consultant of Intelligent Decisions, Inc.		
David M. Staples	Chief Executive Officer of SpartanNash		
Gregg A. Tanner <sup>(4)</sup>	Retired CEO of Dean Foods	M	
William R. Voss	Managing Director of Lake Pacific Partners, LLC	M	C

AC Audit Committee  
 CC Compensation Committee  
 NCGC Nominating and Corporate Governance Committee  
 C Chair  
 M Member  
 F Member and Financial Expert

- (1) Independent under Nasdaq independence standards for directors generally and for each Committee on which the director serves.
- (2) Mr. Foret concluded his board service on May 23, 2018. Until that time, he served as Chair of the Audit Committee.
- (3) Mr. O'Donovan concluded his board service on May 23, 2018. Until that time he served as Lead Independent Director.
- (4) Mr. Tanner passed away on January 24, 2019.

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## PROXY SUMMARY (cont'd)

### Corporate Governance Highlights

The Board believes that effective corporate governance should reinforce a culture of corporate integrity, foster the Company's pursuit of profitable growth and ensure quality and continuity of corporate leadership. Highlights of our governance practices include:

Annual election of all directors

Any director who fails to achieve a majority vote "for" must offer his or her resignation

No supermajority requirements for shareholder voting

Lead Independent Director (Douglas Hacker)

Policy against hedging and pledging of our securities

Clawback policy for the recovery of incentive compensation

Annual say-on-pay vote

At least two-thirds of the board must be independent directors (currently 8 out of 10 directors are independent)

Board reflects diverse viewpoints, backgrounds, skills, experiences and expertise

Directors may not serve on more than three other public company boards of directors without prior approval of the Nominating and Corporate Governance Committee (management directors limited to one outside public company board)

### Executive Compensation Advisory Vote

We are asking our shareholders to approve on an advisory basis our named executive officer compensation for 2018 (the "say-on-pay" proposal). The Board recommends a FOR vote because it believes that our compensation policies and practices are effective in achieving the Company's goal of attracting, motivating, rewarding and retaining the senior management talent required to achieve our corporate objectives and increase shareholder value through long-term profitable growth. The Board believes that executive compensation is appropriately tied to corporate performance, as 80% of our CEO's 2018 target total direct compensation (salary, annual bonus opportunity, and long-term incentive opportunity) is at-risk, and our other named executive officers have nearly 65% of their 2018 target total direct compensation at risk.

### Executive Compensation Highlights

Key accomplishments in 2018 included:

• Consolidated net sales increased 1.3% over the prior year, to \$8.1 billion.

• Food distribution segment sales increased 4.3% over the prior year, to \$4.0 billion.

• Increased quarterly cash dividend from \$0.165 per common share to \$0.18 per common share.

• The Company returned \$20.0 million to shareholders through share repurchases.

### Executive Compensation Results

The Company fell short of objectives with respect to key performance measures under both the annual cash incentive and the long term cash incentive plans. Due to the correlation between pay and performance in the Company's incentive plans, the Company paid less incentive compensation under these programs (as reported in the Summary

Compensation Table) in 2018 compared to 2017.

Shareholder Outreach

During 2018 our executive leadership team actively sought out engagement with our investors to discuss our Company, our governance practices, and other topics of importance to investors. Our Board of Directors believes that Company management should proactively seek productive dialogue with our shareholders.

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## ELECTION OF DIRECTORS

The Board of Directors proposes that the following individuals be elected as directors of SpartanNash for a one-year term expiring at the 2020 Annual Meeting:

M. Shân Atkins

Dennis Eidson

Frank M. Gambino

Douglas A. Hacker

Yvonne R. Jackson

Matthew Mannelly

Elizabeth A. Nickels

Hawthorne L. Proctor

David M. Staples

William R. Voss

Biographical information concerning the nominees appears below under the heading “The Board of Directors.” The persons named as proxies on the proxy card intend to vote for the election of each of the nominees. The proposed nominees are willing to be elected and to serve as directors. If any nominee becomes unable to serve or is otherwise unavailable for election, which we do not anticipate, the incumbent Board of Directors may select a substitute nominee. If a substitute nominee is selected, the shares represented by your proxy card will be voted for the election of the substitute nominee, unless you give other instructions. If a substitute is not selected, all proxies will be voted for the election of the remaining nominees. Proxies will not be voted for more than eleven nominees.

Your Board of Directors recommends that you vote FOR election of all nominees as directors.

ADVISORY (NON-BINDING) APPROVAL OF THE COMPENSATION OF NAMED EXECUTIVE OFFICERS

As required under Section 14A of the Securities Exchange Act of 1934, shareholders may cast an advisory vote on the compensation of the Company's named executive officers as disclosed in this proxy statement pursuant to the SEC's compensation disclosure rules. At the Company's 2017 Annual Meeting, shareholders voted in favor of advisory approval of named executive officer compensation on an annual basis. The next shareholder vote regarding the frequency of advisory approval of named executive officer compensation will occur at the 2023 Annual Meeting.

As described in more detail in the "Executive Compensation" section of this proxy statement, the Company has designed its executive compensation programs to attract, motivate, reward and retain the senior management talent to manage the Company to achieve our corporate objectives and increase shareholder value through long-term profitable growth. We believe our compensation programs are focused on pay-for-performance principles and are strongly aligned with the long-term interests of our shareholders. For these reasons, and the reasons discussed in the "Compensation Discussion and Analysis" section of this proxy statement, we are asking our shareholders to vote "FOR" the adoption of the following resolution:

"RESOLVED, that the shareholders of SpartanNash Company (the "Company") approve, on an advisory basis, the compensation of the Company's named executive officers, as disclosed in the Company's proxy statement for the 2019 annual meeting under the heading entitled "Executive Compensation."

This vote is not intended to address any specific item of compensation, but rather the overall compensation of our named executive officers and the philosophy and programs described in this proxy statement.

The vote is not binding on the Company, the Board of Directors or the Compensation Committee. However, the Board of Directors and Compensation Committee value the opinions of our shareholders and will take the results of the vote into consideration when making future decisions regarding executive compensation.

Your Board of Directors recommends that you vote FOR approval of the compensation of the Company's named executive officers.



## RATIFICATION OF SELECTION OF INDEPENDENT AUDITORS

SpartanNash's Audit Committee has approved the selection of Deloitte & Touche LLP ("Deloitte") as the Company's independent auditors to audit the financial statements and internal controls of SpartanNash and its subsidiaries for the fiscal year ending December 28, 2019, and to perform such other appropriate accounting services as may be approved by the Audit Committee. The Audit Committee and the Board of Directors propose and recommend that shareholders ratify the selection of Deloitte to serve as the Company's independent auditors for 2019.

The Audit Committee evaluates the independence of the auditors at least annually. Deloitte has provided written affirmation that they are independent under all applicable standards, and the Audit Committee believes that Deloitte has effective internal monitoring of their independence. The Company and Deloitte have complied with SEC requirements on audit partner rotation. The lead audit partner was most recently rotated for the fiscal year ending December 29, 2018.

Independence is not the sole factor in the selection of the Company's independent auditor. The Audit Committee also considers price, quality of service and knowledge of SpartanNash and the Company's industry when selecting its auditor.

More information concerning the relationship of the Company with its independent auditors appears below under the headings "Audit Committee," "Independent Auditors," and "Audit Committee Report."

If the shareholders do not ratify the selection of Deloitte, the Audit Committee will consider a change in auditors for the next year.

Representatives of Deloitte are expected to be present at the Annual Meeting, will have the opportunity to make a statement if they desire to do so, and are expected to be available to respond to appropriate questions from shareholders.

Your Audit Committee and Board of Directors recommend that you vote FOR ratification of the selection of Deloitte & Touche LLP as our independent auditors for the fiscal year ending December 28, 2019.

## CORPORATE GOVERNANCE PRINCIPLES

SpartanNash is committed to developing and implementing principles of corporate governance to help the Board fulfill its responsibilities to shareholders and to provide a framework for overseeing the management of the Company. The Board has adopted a written Corporate Governance Policy. The Policy is designed to communicate our fundamental governance principles and to provide management, associates, and shareholders with insight to the Board's ethical standards, expectations for conducting business, and decision-making processes.

More information regarding the Company's corporate governance, including a copy of our Corporate Governance Policy, is available in the "Investor Relations — Corporate Governance" section of our website, [www.spartannash.com](http://www.spartannash.com).

## Director Independence

SpartanNash's Corporate Governance Policy requires that at least two-thirds of the directors must be independent. Eight of our ten current directors are independent under Nasdaq Marketplace Rules.

## Director Tenure

The Board of Directors considers the length of service of a director when determining whether he or she is "independent" under applicable rules.

Because the merger of Nash Finch and Spartan Stores in 2013 (the "Merger") fundamentally transformed each constituent company and created a new, larger, and more complex organization, the Board believes it is appropriate to measure director tenure by reference to service to the combined company. The table below presents the approximate tenure of each non-management director and the average for the Board, measured with respect to the combined companies, and the "registrant."

## Director Tenure

Director	Years of Service to SpartanNash Company*	Years of Service to "Registrant"***
M. Shân Atkins	5.4	15.8
Frank Gambino	5.4	15.8
Doug Hacker	5.4	5.4
Yvonne Jackson	5.4	8.5
Matthew Mannelly	1.1	1.1
Elizabeth Nickels	5.4	18.8
Hawthorne L. Proctor	5.4	5.4

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William Voss	5.4	5.4
Average	4.9	9.5

\* Since the merger of Spartan Stores and Nash Finch on November 19, 2013 through the date of this proxy statement.

\*\* Service only to SpartanNash Company (f/k/a Spartan Stores, Inc.), which is the “registrant” for SEC reporting purposes.

The Board engages in self-evaluation annually, using two processes in alternate years. In one year, the Board evaluates and assesses Committee performance and overall Board performance. In alternate years, the Board conducts a peer review process of individual directors. The Board believes that these processes help promote a culture of objective and robust discussion and deliberation.

#### The Board of Directors’ Role in Risk Oversight

Management of risk is the direct responsibility of the Company’s senior leadership team. The Board of Directors is responsible for overseeing the Company’s risk management and risk mitigation. In its oversight of the Company’s risk-management process, the Board seeks to ensure that the Company is informed and deliberate in its risk-taking. The Company’s primary mechanisms for risk management are the Company’s enterprise risk management program (“ERM”), its internal audit program, strategic review sessions held between the Board and management, and the Company’s external audit by an independent accounting firm.

## CORPORATE GOVERNANCE PRINCIPLES (cont'd)

The Board of Directors continuously analyzes the Company's strategic plan and objectives with management. As part of this process, the Board and management identify and assess strategic risks attendant to initiatives such as acquisitions and divestitures, major investments, financings and capital commitments.

The Board implements its risk oversight function both as a whole and through Committees, which meet regularly and report back to the full Board. In particular:

- The Audit Committee oversees risks related to the Company's financial statements, the financial reporting process, accounting and legal matters. The Audit Committee oversees the Company's internal audit and ethics programs, including the Company's Code of Conduct. On a regular basis, the Audit Committee members meet independently with the Company's head of internal audit and representatives of the independent auditing firm; and the Company's Chief Financial Officer, Chief Accounting Officer and Legal Department.

- The Compensation Committee evaluates the risks and rewards associated with the Company's compensation philosophy and programs. The Compensation Committee reviews and approves compensation programs with features that mitigate risk without impairing the overall incentive nature of the compensation. The Compensation Committee also reviews senior leadership succession planning.

- The Nominating and Corporate Governance Committee regularly reviews the Company's governance structure and practices to promote the long-term interests of shareholders.

### Board Leadership Structure

The Nominating and Corporate Governance Committee and the Board of Directors periodically evaluate the leadership structure of the Board of Directors in light of a variety of factors that the Board considers important, including the Company's current Board composition, the experience and skills of our management team, continuity of leadership, and other factors.

The Board of Directors, upon the recommendation of the Nominating and Corporate Governance Committee, has determined that at this time it is in the best interests of the Company and its shareholders to separate the roles of Chief Executive Officer and Chairman of the Board in recognition of the differences between the two roles. The Chief Executive Officer is responsible for setting the strategic direction for the Company and the day to day leadership and performance of the Company, while the Chairman of the Board provides guidance to the Chief Executive Officer and sets the agenda for Board meetings and presides over meetings of the full Board.

The Company believes that continuity of leadership promotes long-term strategic thinking, stability, and helps preserve institutional knowledge. Therefore, for the past two CEO successions, the outgoing CEO has served as Chairman of the Board. This has allowed the Chairman to draw upon his experience as CEO to provide guidance to and share knowledge with the current CEO.

The Board has elected a Lead Independent Director from among the independent directors. Presently, the Lead Independent Director is Douglas A. Hacker. The role of the Lead Independent Director is to aid and assist the Chairman and the rest of the Board in assuring effective corporate governance in managing the affairs of the Board and the Company.

### Committee Charters

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The Board has appointed three chartered committees: the Audit Committee, the Compensation Committee, and the Nominating and Corporate Governance Committee. The Board has approved a written committee charter for each of these committees. The charters define basic principles regarding each committee's organization, purpose, authority and responsibilities. The charters for the Audit, Compensation, and Nominating and Corporate Governance Committees are available in the "Investor Relations — Corporate Governance" section of our website, [www.spartannash.com](http://www.spartannash.com).

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## CORPORATE GOVERNANCE PRINCIPLES (cont'd)

### Director Attendance

Each director is expected to make every effort to personally attend every Board meeting and every meeting of each Committee on which he or she serves as a member.

SpartanNash's Board of Directors held four meetings during 2018. In 2018, each director attended at least 75% of the meetings of the Board of Directors and the committees on which he or she served. The Board is scheduled to meet at least quarterly and may meet more frequently. Independent directors meet in executive sessions, without the presence of management, at each regularly scheduled Board meeting.

Directors are also expected to attend the Annual Meeting in person unless compelling personal circumstances prevent attendance. All of the Company's directors then in office attended the 2018 Annual Meeting.

### Hedging and Pledging Prohibited

The Board has adopted a policy that prohibits an executive officer or director of the Company from purchasing any financial instrument or entering into any transaction that is designed to hedge or offset any decrease in the market value of the Company's common stock or other equity securities (including, but not limited to, prepaid variable forward contracts, equity swaps, collars, or exchange funds).

In addition, the Company's executive officers and directors are not permitted to pledge, or otherwise encumber shares of the Company's common stock or other equity securities as collateral for indebtedness. This prohibition includes, but is not limited to, holding such shares in a margin account. A copy of the Company's Policy on Hedging and Pledging Company Stock is available in the "Investor Relations" section of our corporate website, [www.spartannash.com](http://www.spartannash.com).

### Majority Voting Policy

Under the Company's Corporate Governance Policy, it will be presumed that any director who receives a greater number of votes "withheld" than votes "for" such election in an uncontested election at an Annual Meeting (a "Majority Withheld Vote") does not have the full confidence of the shareholders. A director receiving a Majority Withheld Vote is required to offer his or her resignation from the Board to the Nominating and Corporate Governance Committee upon certification of the shareholder vote. The resignation will be effective if and when accepted by the Nominating and Corporate Governance Committee.

### Change in Employment Status

A director who experiences a material change in his or her employment status is expected to promptly offer his or her resignation as a director to the Nominating and Corporate Governance Committee. The Committee will promptly consider and vote upon acceptance or rejection of the director's offer to resign (excluding the affected director from consideration of and voting on acceptance of the resignation).

### Other Board Memberships

Executive officers of the Company must notify the Nominating and Corporate Governance Committee before serving as a member of the board of directors of any other business organization. The Nominating and Corporate Governance Committee reviews the Chief Executive Officer's membership on external boards of directors at least annually. The Chief Executive Officer may not serve on the board of directors of more than one business organization not affiliated with the Company without the prior review and approval of the Nominating and Corporate Governance Committee. The Committee may limit the directorships for any other executive officer if it believes that they will interfere with the executive officer's responsibilities to the Company. Non-management directors may not serve on more than three other public company boards without the prior review and approval of the Nominating and Corporate Governance Committee.

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## CORPORATE GOVERNANCE PRINCIPLES (cont'd)

### Code of Conduct

The Audit Committee has approved a Code of Conduct (the “Code”) that articulates the Company’s standards regarding business ethics and expectations. The Code applies to all associates, officers, and members of the Board of Directors. The Code establishes guidelines to help the Company conduct our business with honesty and integrity and in compliance with applicable law. The Code requires all associates of the Company to report promptly any violations of the Code. Associates may report violations through reporting systems on a confidential and anonymous basis. The Code is available in the “Investor Relations — Corporate Governance” section of our website, [www.spartannash.com](http://www.spartannash.com).

### Succession Planning

Under our Corporate Governance Policy, the Board of Directors maintains and periodically reviews a succession plan for the Company’s Chief Executive Officer and such other executive officers as it deems appropriate to manage the continuity of leadership in the execution of the Company’s business strategies. The succession plans are based upon recommendations of the Compensation Committee.

### Board and Management Communication

SpartanNash is committed to open and effective communication between the Board and management. Directors are encouraged to consult with any SpartanNash manager or associate and may visit Company facilities without the approval or presence of corporate management. The Board is required to dedicate a substantial portion of at least one meeting per year to discussions with management regarding the Company’s strategic plan.

### Director Education

SpartanNash encourages all of its directors to attend continuing education programs so that they may stay abreast of developments in corporate governance and best practices and further develop their expertise. The Board of Directors expects that each director will attend periodically an appropriate continuing director education program.

### Nominee Qualifications and the Nominations Process

There are no specific or minimum qualifications or criteria for nomination for election or appointment to the Board of Directors. The Nominating and Corporate Governance Committee identifies and evaluates nominees for director on a case-by-case basis, regardless of who recommended the nominee, and has no written procedures for doing so. The Board has identified certain qualifications, attributes and skills that should be represented on the Board as a whole. These are discussed beginning on page 18.

The Nominating and Corporate Governance Committee may engage and pay fees to third party search firms to assist in identifying possible nominees for director and providing information to assist the Committee in the evaluation of possible nominees.

The Board of Directors expects that there would be no material difference in the manner in which the Nominating and Corporate Governance Committee would evaluate a nominee for director that was recommended by a shareholder.



## Board Diversity

The Board of Directors believes that SpartanNash and its shareholders are best served by having a Board of Directors that brings a diversity of education, experience, skills, and perspective to Board meetings. The Board of Directors may consider factors and characteristics that are pertinent to diversity, such as race and gender, when evaluating nominees to stand for election or re-election to the Board. Currently:

- Two of our directors are African-American; and
- Three of our directors are women.

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CORPORATE GOVERNANCE PRINCIPLES (cont'd)

Shareholder Communications with Directors

Shareholders who wish to send communications to SpartanNash's Board of Directors may do so by sending them in care of the Secretary at the address set forth on the Notice of Meeting included in this proxy statement. Communications may be addressed either to specified individual directors or the entire Board. The Secretary has the discretion to screen communications that are unrelated to the business or governance of SpartanNash, or otherwise inappropriate. The Secretary will, however, compile all shareholder communications which are not forwarded and such communications will be available to any director. A copy of our Shareholder Communication Policy can be found in the "Investor Relations—Corporate Governance" section of our website, [www.spartannash.com](http://www.spartannash.com).

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## CORPORATE RESPONSIBILITY

### Corporate Responsibility

SpartanNash understands that its business decisions, products and operations have a direct impact on the environment and on communities, customers and associates. The Company's social responsibility and environmental sustainability programs together make up the broader SpartanNash Corporate Responsibility commitment.

The SpartanNash Corporate Responsibility vision states the Company will engage in business practices that promote in a fiscally responsible manner the long-term well-being of the environment, the communities and customers that it serves, and SpartanNash and its associates.

The Company developed a Corporate Responsibility strategic dashboard in 2017. This dashboard guides corporate responsibility efforts, and the Company believes it has made progress in each of five focus areas — cultivating local relationships and product development, advancing diversity and inclusion, volunteering, minimizing waste and reducing energy consumption.

For more information, including a copy of the Company's Corporate Responsibility Report, please visit [www.spartannash.com/corp-responsibility/](http://www.spartannash.com/corp-responsibility/).

## THE BOARD OF DIRECTORS

### General

All directors elected at this year's Annual Meeting will serve a one-year term, expiring at the 2020 Annual Meeting.

The biographies of each of the nominees below contain information regarding the person's service as a director, business experience, director positions held currently or at any time during the last five years, and the experiences, qualifications, attributes or skills that caused the Nominating and Corporate Governance Committee and the Board to determine that the person should continue to serve as a director for the Company. Except as otherwise indicated, each of these persons has had the same principal position and employment for over five years.

### Nominees for Directors

M. Shân Atkins (age 62) has been a director of SpartanNash since 2003. She is an independent business executive with extensive experience in finance, private investment, and retail strategy. Ms. Atkins is a director of Darden Restaurants, Inc., an owner and operator of full service restaurants, where she serves on the Audit and Nominating/Governance Committees; SunOpta, Inc., a manufacturer of natural and organic beverages and snacks, where she chairs the Compensation Committee and serves on the Nominating/Governance Committee; and LSC Communications, a leading printer of books, magazines and catalogs, where she serves on the Human Resources and Corporate Responsibility/Governance Committees. She was previously a director of The Pep Boys — Manny, Moe and Jack, until 2015, Tim Hortons, Inc. until 2014, and Shoppers Drug Mart until 2012. Ms. Atkins also serves as chair of the Audit Committee and a member of the Compensation Committee at True Value Company, a retailer-owned hardware cooperative. Ms. Atkins previously served as a partner in the global consumer and retail practice at Bain & Company, an executive with Sears Roebuck & Company, and an accountant with Price Waterhouse. She has been a member of the Canadian Institute of Chartered Accountants since 1981 and is also certified public accountant. She is a fellow of the National Association of Corporate Directors and a frequent speaker on corporate governance topics in the US and Canada. Ms. Atkins' qualifications to serve on the Board of Directors include her expertise in finance and accounting, her extensive experience as a director of other publicly traded corporations, and her experience in developing and executing strategic plans for major retail organizations.

Dennis Eidson (age 65) has been a director of SpartanNash since October 2007. Mr. Eidson served as Chief Executive Officer of SpartanNash from October 2008 until his retirement in May 2017, and as President of SpartanNash from October 2007 to August 2016, Chief Operating Officer from February 2007 to October 2008, and our Executive Vice President Marketing and Merchandising from March 2003 to February 2007. Prior to joining SpartanNash, Mr. Eidson served as the Divisional President and Chief Executive Officer of A&P's Midwest region from October 2000 to July 2002, as the Executive Vice President Sales and Merchandising of A&P's Midwest region from March 2000 to October 2000, and as the Vice President of Merchandising of A&P's Farmer Jack division from June 1997 to March 2000. Mr. Eidson brings valuable insight and knowledge to the Board due to his service as President and Chief Executive Officer. Mr. Eidson also provides the benefit of his years of service in the grocery retail and distribution industry, including his executive experience at A&P.



THE BOARD OF DIRECTORS (cont'd)

Dr. Frank M. Gambino (age 65) has been a director of SpartanNash since 2003. Dr. Gambino is a Professor of Marketing and the Director of the Food & Consumer Packaged Goods Marketing Program at Western Michigan University. He has been on the WMU faculty since 1984. Prior to joining WMU, he had over 15 years of experience in the retail food industry. Dr. Gambino remains active within the food and consumer packaged goods industries at both the national and regional level. He is a frequent speaker, trainer and consultant to a diverse group of industry organizations. Currently, he serves on the Retail Site Development Committee for Wakefern Food Corporation (a grocery retailer cooperative). Dr. Gambino is the current Chair of the Food Industry University Coalition for the National Grocers Association and a member of the Higher Education Council for the Category Management Association. Dr. Gambino's qualifications to serve on the Board of Directors include his knowledge and expertise in the food industry.

Douglas A. Hacker (age 63) has been a Director of SpartanNash since November 2013 and was a director of Nash Finch from 2005 until the Merger. Mr. Hacker is currently an independent business executive and formerly served as Executive Vice President, Strategy for UAL Corporation, an airline holding company, from December 2002 to May 2006. Prior to that position, he served with UAL Corporation as President, UAL Loyalty Services from September 2001 to December 2002, and as Executive Vice President and Chief Financial Officer from July 1999 to September 2001. Mr. Hacker also serves as a director and member of the Compensation Committee of Aircastle Limited, a commercial aircraft leasing company, and Travelport Worldwide Ltd., where he chairs the Compensation Committee and serves on the Audit Committee. The Company believes that Mr. Hacker's extensive experience in financial and operating management, including his prior service as Executive Vice President, Strategy, and his service as Chief Financial Officer of a major airline, in addition to his depth of knowledge in executive compensation give him the qualifications and skills to serve as a Director.

Yvonne R. Jackson (age 69) has been a director of SpartanNash since her appointment to the Board in October 2010. Ms. Jackson is President and Principal of BeecherJackson, Inc., a human resources management consulting firm that she co-founded in 2006. From 2002 to 2005, she served as Senior Vice President, Corporate Human Resources of Pfizer, Inc. From 2006 to 2012, Ms. Jackson served as a director of Winn-Dixie Stores, Inc., a regional grocery retailer, including service as chairperson of Winn Dixie's Compensation Committee. Ms. Jackson is a former director and member of the Compensation and Nominating and Corporate Governance Committees of Best Buy Co., Inc. Ms. Jackson has over 30 years of experience in human resources, including experience as the most senior human resources executive. Her experience enables her to assist the Board in its deliberations regarding succession planning, compensation and benefits, change management, talent management, organizational management and diversity strategies.

THE BOARD OF DIRECTORS (cont'd)

Matthew Mannelly (age 61) has been a director of SpartanNash since February 27, 2018. Mr. Mannelly is the retired CEO of Prestige Brands, Inc., a distributor of healthcare and household cleaning products, a position he held from 2009 to 2015. He also served on the board of directors of Prestige Brands. Before that, he was the CEO of Cannondale Bicycle Corporation from 2003 to 2008, and also served as a director of Performance Sports Group from 2015 to 2017. Mr. Mannelly also served as President, Americas for Paxar Corporation, Chief Marketing Officer for the United States Olympic Committee, and Global Director, Retail Development for NIKE, Inc. Mr. Mannelly's qualifications as a director include his extensive experience in marketing and his executive leadership of consumer product and consumer goods companies.

Elizabeth A. Nickels (age 56) has been a director of SpartanNash since 2000. Ms. Nickels is an accomplished senior executive and board member with extensive leadership experience in both emerging and mature business segments. Ms. Nickels served as Executive Director of Herman Miller Foundation from 2012 to 2014. From February 2000 to May 2012, Ms. Nickels served as an executive at Herman Miller, Inc., an office furniture manufacturing company. Ms. Nickels served as Chief Financial Officer of Herman Miller from February 2000 to August 2007 and President of Herman Miller Healthcare from 2007 to 2012. Since October 2015, Ms. Nickels has served as a director of Principal Funds, a leading provider of mutual funds. Ms. Nickels served as a director of PetSmart, Inc. from November 2013 to March 2015, and was a director for Charlotte Russe, a clothing retailer, from November 2013 to April 2016. Ms. Nickels has practiced as a certified public accountant and maintains her registration as a C.P.A. Ms. Nickels' qualifications to serve as a director of SpartanNash include her wealth of experience and knowledge of business, finance and accounting matters gained through nineteen years of executive experience with publicly traded companies.

Major General (Ret.) Hawthorne L. Proctor (age 72) has been a Director of the Company since the Merger, and served as a director of Nash Finch since 2007. Major General (Ret.) Proctor currently serves as Managing Partner of Proctor & Boone LLC Consulting, and Senior Logistics Consultant in the Department of Defense Business Group of Intelligent Decisions, Inc., where he has worked since 2006. Major General (Ret.) Proctor served for nearly 35 years in the United States Army, where he performed with distinction in numerous senior logistics management roles including Commander, Defense Personnel Support Center and later Commander, Defense Supply Center, Philadelphia, 46th Quartermaster General of the United States Army, and J3, or Chief Operating Officer (COO) Defense Logistics Agency. The Company believes that Major General (Ret.) Proctor's extensive service with the military as a logistician, and his prior leadership of a \$3.2 billion enterprise that provided food, clothing and medical supplies to Department of Defense organizations give him the qualifications and skills to serve as a Director.

THE BOARD OF DIRECTORS (cont'd)

David M. Staples (age 56) has been a director of the Company since his appointment to the board in March 2017. He has served as CEO since May 2017 and President since August 2016. Prior to his promotion to CEO, Mr. Staples served in executive positions of increasing responsibility since joining SpartanNash in 2000, including Chief Operating Officer, Chief Financial Officer, Executive Vice President, and Vice President Finance. From December 1998 to January 2000, Mr. Staples served as Divisional Vice President Strategic Planning and Reporting of Kmart Corporation and from June 1997 to December 1998 he served as Divisional Vice President Accounting Operations. In appointing Mr. Staples to the Board of Directors, the Board considered his extensive experience with the Company in executive roles and his financial expertise.

William R. Voss (age 65) has served as a director of the Company since the Merger. From 2006 until the Merger, Mr. Voss was the Chairman of the Nash Finch Board of Directors. Mr. Voss has served for more than 10 years as Managing Director of Lake Pacific Partners, LLC, a private equity investment firm specializing in consumer products and services. He previously served as Chairman and Chief Executive Officer of Natural Nutrition Group, Inc., a food processor; as Chief Executive Officer of McCain Foods, Inc.; and as President and a Director of Pilgrim's Pride Corporation. The Company believes that Mr. Voss' extensive experience as an entrepreneur, executive, consultant, investor and director in the consumer products industry, as well as his experience serving as Chairman, President and Director of Fortune 500 companies, gives him the qualifications and skills to serve as a Director.



THE BOARD OF DIRECTORS (cont'd)

Qualifications, Attributes, Skills and Experience to be Represented on the Board as a Whole

The Company's core businesses include distributing grocery products to a diverse group of independent and chain retailers, its corporate owned retail stores, and military commissaries and exchanges. Grocery retailing and food distribution is a highly competitive and dynamic business. Accordingly, the Board of Directors believes that at least some of our directors should have experience or specific knowledge in retail or distribution industries at the executive level. The Board believes that directors with experience or in-depth knowledge of the grocery or food industries are uniquely qualified to inform the Board's deliberations regarding business strategy. The Board has also found it valuable to have a member with specific knowledge and experience with military distribution and logistics. Because merchandising and marketing is central to our business, the Board believes that merchandising and marketing experience should be represented on the Board. In addition, the Board believes that its membership should include directors who have:

- a high degree of financial expertise;
- experience with human resources matters;
- strategic planning skills; and
- relevant business experience as a chief executive officer or equivalent.

Board Committees

SpartanNash's Board has three standing committees:

- the Audit Committee;
- the Compensation Committee; and
- the Nominating and Corporate Governance Committee.

	Meetings Held in 2018
Full Board of Directors	4
Audit Committee	7
Compensation Committee	5
Nominating and Corporate Governance Committee	4

Audit Committee. The Board of Directors has established the Audit Committee to assist the Board in fulfilling its fiduciary responsibilities with respect to accounting, auditing, financial reporting, internal controls and legal compliance. The Audit Committee oversees management and the independent auditors in the Company's accounting and financial reporting processes and audits of the Company's financial statements. The Audit Committee serves as a focal point for communication among the Board, the independent auditors, the internal auditors and management with regard to accounting, reporting, and internal controls.

The Audit Committee operates under a charter adopted by the Board of Directors. A copy of the Audit Committee Charter is available in the "Investor Relations — Corporate Governance" section of our website, [www.spartannash.com](http://www.spartannash.com).

The Board of Directors has determined that Audit Committee members M. Shân Atkins, and Elizabeth A. Nickels are Audit Committee financial experts, as that term is defined in Item 401(h)(2) of Securities and Exchange Commission

Regulation S-K. Under SEC regulations, a person who is determined to be an Audit Committee financial expert will not be deemed an expert for any other purpose, including without limitation for purposes of Section 11 of the Securities Act of 1933, as a result of being designated or identified as an Audit Committee financial expert, and the designation or identification of a person as an Audit Committee financial expert does not impose on such person any duties, obligations or liability that are greater than the duties, obligations and liability imposed on such person as a member of the Audit Committee and Board of Directors in the absence of such designation or identification or affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

Each member of the Audit Committee is independent, as that term is defined in Rule 5605(a)(2) of the Nasdaq Listing Rules and Rule 10A-3 under the Securities Exchange Act of 1934.

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THE BOARD OF DIRECTORS (cont'd)

Compensation Committee. The Board of Directors has established the Compensation Committee to assist the Board of Directors in fulfilling its responsibilities relating to compensation of the Company's executive officers and the Company's compensation and benefit programs and policies. The Compensation Committee operates under a charter adopted by the Board of Directors. A copy of the Compensation Committee Charter is available in the "Investor Relations — Corporate Governance" section of our website, [www.spartannash.com](http://www.spartannash.com).

Each member of the Compensation Committee is independent, as that term is defined in Rule 5605(a)(2) of the Nasdaq Listing Rules and Rule 10C-1 under the Securities Exchange Act of 1934.

Processes and Procedures. The Compensation Committee reviews executive compensation on a continuous basis each year, with the most comprehensive reviews typically taking place following year-end. The Committee reviews executive performance, current compensation levels, and compensation benchmarking data and analysis (please see the Compensation Discussion and Analysis section of this Proxy Statement for information about benchmarking analysis). The Committee reviews this information in the context of the Company's performance and financial results. At the conclusion of this review, the Compensation Committee grants share-based awards if appropriate, establishes goals and objectives for the then-current year, and may adjust executive salaries. The Compensation Committee's decision-making process is explained in more detail in the Compensation Discussion and Analysis section of this proxy statement.

Consultants and Advisors. The Compensation Committee is authorized to engage consultants, advisors and legal counsel at the expense of the Company. The Compensation Committee Charter requires that any consultant engaged for the purpose of determining the compensation of executive officers must be engaged directly by the Committee and report to the Compensation Committee. The Compensation Committee has authority to approve contracts with and payment of fees and other compensation of consultants, advisors and legal counsel.

Prior to engaging or receiving advice from any compensation consultant or advisor, the Committee reviews the independence of the proposed consultant or advisor, taking into account the following factors:

- The advisor's provision of other services to the Company;
- The amount of fees received from the Company by the advisor, as a percentage of the advisor's total revenue;
- The advisor's policies and procedures that are designed to prevent conflicts of interest;
- Any business or personal relationship between the advisor and a member of the Committee or any executive officer of the Company;
- The advisor's ownership of any Company stock; and
- Any other factors identified by applicable securities exchange listing standards.

Participation by Management. The Company's compensation philosophy and the administration of its various compensation plans are determined by the independent directors of the Compensation Committee. Company policy and Nasdaq rules prohibit participation by the Chief Executive Officer in the process of determining his or her own compensation. The Company's executive officers and Human Resources associates serve as resources to the Compensation Committee and provide advice, information, analysis and documentation to the Compensation Committee upon request. The Compensation Committee may delegate to the Chief Executive Officer authority to recommend the amount or form of compensation paid to other executive officers and associates subordinate to the Chief Executive Officer, subject to such limitations as the Compensation Committee may require. The Compensation

Committee will not delegate to executive officers its authority to approve awards of stock options or other stock compensation.

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THE BOARD OF DIRECTORS (cont'd)

Share-based Award Policy. The Board of Directors has adopted a Policy Regarding Stock Option Grants and other share-based Awards which provides:

• Share-based awards will not be back-dated.

• The exercise price for all share-based awards will be based on the market value of SpartanNash common stock on the effective date of award;

• The Company will not time its release of material non-public information for the purpose of affecting the value of executive compensation, or time the grant of compensation awards to take advantage of material non-public information; and

• Only the Board of Directors or the Compensation Committee, which consists entirely of independent directors, will approve share-based awards. This authority may not be delegated to executive officers or associates.

A copy of the Policy Regarding Stock Option Grants and other Share-based Awards is available in the “Investor Relations — Corporate Governance” section of our website, [www.spartannash.com](http://www.spartannash.com).

Nominating and Corporate Governance Committee. The Board of Directors has established the Nominating and Corporate Governance Committee to assist the Board of Directors in fulfilling its responsibilities by providing independent director oversight of nominations for election to the Board of Directors and leadership in the Company’s corporate governance.

The Nominating and Corporate Governance Committee has the powers, authority and responsibilities specified in its charter or delegated to the committee by the Board of Directors. A copy of the Nominating and Corporate Governance Committee Charter is available in the “Investor Relations — Corporate Governance” section of our website, [www.spartannash.com](http://www.spartannash.com).

Under the Corporate Governance Policy, if the chair of the Board is also the current or former Chief Executive Officer of SpartanNash, the Board will elect a Lead Independent Director from among the directors who are independent under Nasdaq Listing Rule 5605(a)(2). The responsibilities and authority of the Lead Independent Director are described in this proxy statement under the caption “Board Leadership Structure.”

Each member of the Nominating and Corporate Governance Committee is “independent” as that term is defined in Rule 5605(a)(2) of the Nasdaq rules.

## INDEPENDENT AUDITORS

## Independent Auditors' Fees

The aggregate fees billed by Deloitte & Touche LLP to SpartanNash and its subsidiaries for 2018 and 2017 are as follows:

	2018	2017
Audit Fees <sup>(1)</sup>	\$ 922,000	\$ 875,000
Audit-Related Fees <sup>(2)</sup>	298,000	226,625
Tax Fees <sup>(3)</sup>	380,850	170,000
All Other Fees	—	—

<sup>(1)</sup> Audit services consist of the annual audit, reviews of quarterly reports on Form 10-Q and consultations.

<sup>(2)</sup> Audit-related fees consists principally of services related to due diligence related to mergers and acquisitions, accounting consultations and audits in connection with acquisitions, and other consultations not arising as part of the audit.

<sup>(3)</sup> Permissible tax services include tax compliance, tax planning and tax advice that do not impair the independence of the auditors and that are consistent with the SEC's rules on auditor independence. Tax compliance and preparation fees account for \$175,850 and \$100,000 of the total tax fees for 2018 and 2017, respectively.

Deloitte did not provide any services to SpartanNash or its subsidiaries related to financial information systems design and implementation during the past two years.

## Audit Committee Approval Policies

The Audit Committee Charter sets forth the policy and procedures for the approval by the Audit Committee of all services provided by Deloitte. The charter requires that the Audit Committee pre-approve all services provided by the independent auditors, including audit-related services and non-audit services. The charter allows the Audit Committee to delegate to one or more members of the Audit Committee the authority to approve the independent auditors' services. The decisions of any Audit Committee member to whom authority is delegated to pre-approve services are reported to the full Audit Committee. The charter also provides that the Audit Committee has authority and responsibility to approve and authorize payment of the independent auditors' fees. Finally, the charter sets forth certain services that the independent auditors are prohibited from providing to SpartanNash or its subsidiaries. All of the services described above were approved by the Audit Committee. None of the audit-related fees or tax fees were approved by the Audit Committee pursuant to the de minimus exception set forth in Section 10A(i)(1)(B) of the Securities Exchange Act of 1934, although the Audit Committee Charter allows such approval.



## AUDIT COMMITTEE REPORT

The Board of Directors has appointed the Audit Committee to assist the Board in fulfilling its fiduciary responsibilities with respect to accounting, auditing, financial reporting, internal controls, and legal compliance. The Committee oversees management and the independent public accounting firm in the Company's accounting and financial reporting processes and audits of the Company's financial statements. The Committee serves as a focal point for communication among the Board, the independent public accounting firm, the internal auditors and management with regard to accounting, reporting, and internal controls.

The Committee acts under a charter which has been adopted by the Board of Directors and is available on the Company's website at [www.spartannash.com](http://www.spartannash.com). The Audit Committee reviews the adequacy of the charter at least annually. The Board of Directors annually reviews the standards for independence for audit committee members under the Nasdaq Listing Rules and has determined that each member of the Audit Committee is independent. The Board of Directors has also determined that three members of the Audit Committee are audit committee financial experts under Securities and Exchange Commission rules.

Management of the Company is responsible for the preparation, presentation and integrity of the Company's financial statements, the Company's accounting and financial reporting, the Company's disclosure controls and internal control over financial reporting, and procedures designed to assure compliance with accounting standards and applicable laws and regulations. The independent public accountants are responsible for auditing the Company's financial statements, expressing an opinion as to their conformity with generally accepted accounting principles, and providing an attestation report on the effectiveness of the Company's internal control over financial reporting.

The Audit Committee has reviewed, and discussed with management and the independent accountants, the Company's audited financial statements for the fiscal year ended December 29, 2018, management's assessment of the effectiveness of the Company's internal control over financial reporting, and the independent accountants' attestation report on the Company's internal control over financial reporting. The Audit Committee has discussed with the independent accountants the matters required to be discussed under applicable auditing standards. The Audit Committee has received the written disclosures and the letter from the independent accountants required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent accountant's communications with the Audit Committee concerning independence and has discussed with the independent accountants their independence. This included consideration of the compatibility of non-audit services with the accountants' independence.

Based on the reviews and discussions described above, the Audit Committee has recommended to the Board of Directors that the audited financial statements be included in SpartanNash's report on Form 10-K for the period ended December 29, 2018.

Respectfully submitted,

M. Shân Atkins, Chair

Dr. Frank M. Gambino

Matthew Mannelly



Elizabeth A. Nickels

Hawthorne L. Proctor

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## OWNERSHIP OF SPARTANNASH STOCK

The following table sets forth the number of shares of SpartanNash common stock reported to be beneficially owned by each person or group which is known to the Company to be a beneficial owner of 5% or more of SpartanNash's outstanding shares of common stock as of December 29, 2018, and each of our directors and nominees for director, each executive officer named in the Summary Compensation Table below and all directors, nominees for director and executive officers of SpartanNash as a group are deemed to have beneficially owned as of December 29, 2018. Information reported with respect to beneficial owners other than SpartanNash nominees, directors, and officers is based entirely on the most recent Schedule 13-G or amendment filed by the listed party as of March 25, 2019, and the Company assumes no responsibility for such reports. Ownership of less than 1% of the outstanding shares of common stock is indicated by asterisk.

Name of Beneficial Owner	Sole Voting Power	Sole Dispositive Power	Shared Voting or Dispositive Power	Total Beneficial Ownership	Percent of Class <sup>(1)(2)</sup>
<b>5% Owners</b>					
BlackRock Inc. <sup>(3)</sup>	5,265,618	5,384,860	—	5,384,860	15.0 %
Dimensional Fund Advisors LP <sup>(4)</sup>	2,896,982	3,024,151	—	3,024,151	8.4 %
The Vanguard Group <sup>(5)</sup>	35,102	2,341,184	36,467	2,377,651	6.6 %
<b>Nominees, Directors, and Officers</b>					
M. Shân Atkins	43,363	43,363	—	43,363	*
Dennis Eidson	203,859	203,859	2,400	206,259	*
Dr. Frank M. Gambino	40,454	40,454	—	40,454	*
Douglas A. Hacker	31,265	31,265	—	31,265	*
Yvonne R. Jackson	28,295	28,295	—	28,295	*
Kathleen M. Mahoney	50,394	50,394	—	50,394	*
Matthew Mannelly	6,262	6,262	—	6,262	*