

Code of Ethics and Business Conduct for Members of the Board of Directors

John B. Sanfilippo & Son, Inc.

The following Code of Ethics and Business Conduct (the “Code”) is applicable to the members of the Board of Directors (the “Board”) of John B. Sanfilippo & Son, Inc. (the “Company”). The Code is intended to focus the Board and each director on areas of ethical risk, provide guidance to directors to help them recognize ethical issues and business conduct issues and understand how to (among other things) report unethical conduct, monitor and support an ethical “tone at the top” and help foster a culture of honesty and accountability.

While covering a wide range of business practices and procedures, the standards contained in the Code cannot and do not cover every issue or concern that may arise, or every situation where ethical questions arise, but rather set forth key guiding principles and Company policies.

All of our directors must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well-intentioned actions that violate the law or this Code may result in negative consequences for the Company and for the individuals involved.

Directors should read and understand this Code in conjunction with the Company’s Corporate Governance Guidelines and any policies referenced herein or otherwise applicable to the Board or directors.

As used herein, the term “family member” means a director’s spouse, parents, children, siblings, mothers and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than domestic employees) who shares such director’s home.

A. Conflicts of Interest

A director must avoid conflicts of interest with the Company. A conflict of interest can occur when a director’s personal or business interests are adverse to the interests of the Company or when a director (or a director’s family member) receives an improper personal benefit as a result of the director’s position as a member of the Board. A director’s personal or business interests include the interests of the director’s family members or organizations with which the director or the director’s family members have a material relationship. Directors should also be mindful of, and seek to avoid, conduct which could reasonably be construed as creating an appearance of a conflict of interest with the director or the director’s family member.

It is difficult to describe all possible conflicts of interest, but some of the more common conflicts are listed below:

- The Company’s Relationship with Third Parties. Directors may not knowingly engage in any conduct or activities that are inconsistent with the Company’s best interests or that may disrupt or impair the Company’s relationship with any person or entity with which the Company has a business relationship or proposes to enter into a business relationship.

- Obligations to (or Material Financial Interests in) Other For-Profit Businesses. Directors should avoid serving on the board of directors, otherwise being engaged by, or holding a material financial interest in, another for-profit business that is in competition with the Company or otherwise pursuing objectives that are in conflict with the Company's interests. Before accepting service on the board of directors of (or otherwise being engaged by or holding a material financial interest in) any customer, supplier or vendor of the Company, directors must provide advance notice thereof to the Chair of the Board and the Chairperson of the Nominating and Governance Committee Board.
- Compensation Sources Other than the Company. Directors and their family members may not accept compensation (in any form) from any source other than the Company for services performed for the Company.
- Gifts. Directors and their family members may not accept gifts from persons or entities who deal with the Company in those cases where any such gift has more than a nominal value or where acceptance of the gift could create the appearance of a conflict of interest.
- Financial Matters. Directors and their family members may not accept any loans from the Company nor guarantees by the Company of any obligations of the director or such family members.

Any question about a director's actual or potential conflict of interest with the Company should be brought promptly to the attention of the Audit Committee and/or the Lead Independent Director, who will review the question and determine an appropriate course of action. It is expected that directors involved in any conflict or potential conflict situations will recuse themselves from any decision relating thereto.

B. Business Relationships with Directors

The Company maintains a Related Person Transactions Policy. Directors are subject to and must comply with the Related Person Transactions Policy.

C. Corporate Opportunities

A director is prohibited from:

- taking for himself or herself personally opportunities related to the Company's business that are discovered through the director's position as a member of the Board;
- using the director's position as a member of the Board or using the Company's property or information for personal gain; and
- competing with the Company for business opportunities, including opportunities for sales or purchases of products or services;

provided, however, that if the Company's disinterested directors determine that the Company will not pursue any such opportunity, a director may do so.

D. Maintaining Confidentiality

Directors should not disclose any Confidential Information of the Company to which they have access, including all non-public information relating to the Company, during or after their service as a director of the Company.

“Confidential Information” means all non-public information entrusted to or obtained by a director by reason of his or her position as a director of the Company.

A director may disclose certain Confidential Information if it is legally mandated or if the director has the authority from the Chief Financial Officer or General Counsel of the Company to do so. No director shall use Confidential Information for his or her own personal benefit or to benefit persons or entities outside the Company. Nothing herein, or in any other Company agreement or policy, shall limit a director’s right under applicable law to provide truthful information to any governmental authority, including any regulatory, judicial, administrative or other governmental authority or to participate in any whistleblower program pursuant to applicable law.

E. Compliance with Law, Rules, and Regulations; Fair Dealing

Directors should comply with all applicable laws, rules, and regulations. Directors are subject to and must comply with (among other things) the Company’s Insider Trading Policy and Anticorruption Policy. No director may take unfair advantage of the Company’s employees, customers, suppliers, or competitors through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

F. Prohibition on Retaliation

The Company does not tolerate acts of retaliation against any director of the Company who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

G. Public Relations

The Company values its relationships with those in the media, analysts, our stockholders and potential stockholders (collectively, “Outside Parties”) and endeavors to provide full and prompt disclosure of all material developments or events as required by law.

It is the policy of the Board that the non-management directors not have any direct contact with Outside Parties regarding the Company unless approved by the Chairman of the Board or the Lead Independent Director. Should any non-management director receive any inquiries from any Outside Party regarding the Company, such director should respond by explaining the policy and directing the Outside Party making the inquiry to contact the Chief Executive Officer or Chief Financial Officer of the Company.

H. Compliance Procedures; Waiver

Directors should promptly communicate any suspected violation of this Code, any situation that may reasonably be expected to involve a conflict of interest between a director and the Company, and any question about the interpretation of this Code to the Chief Financial Officer or General Counsel for prompt consideration. Waivers of this Code may only be made by the Nominating and Governance Committee and will be promptly disclosed in accordance with applicable legal and stock exchange requirements.

Adopted by the Board of the Company on January 30, 2024