



## WinCo Foods 401(k) Plan Summary

### Eligibility:

You are eligible for and may enter the Plan as soon as you become 19 years old or on your date of hire, whichever is later.

### Employee Contributions:

Eligible employees may defer up to 100% of their gross wages into the Plan as pre-tax, Roth after-tax, or a combination of the two into their account. Participant deferrals cannot exceed the maximum allowable dollar amount per year as determined by the IRS. If you will turn age 50 or over in the calendar year, the IRS allows you to make additional “catch-up” contributions. This limit is also determined by the IRS annually.

### Automatic Deferral Arrangement:

Eligible employees who have met their first year anniversary date of employment will be automatically enrolled into the Plan on the first of the month following their anniversary. Your initial contribution into the Plan will be a 2% pre-tax deferral, unless you already have an affirmative election in place (e.g. you have elected a different percentage or you elected not to participate).

The automatic deferral percentage of 2% will then increase by 1% each April 1 until you reach a deferral savings rate of 10%. This escalation will only apply to those participants who have been automatically defaulted for at least 12 months. If you have been automatically defaulted less than 12 months, your escalation will begin on the following April 1.

### Investment Options:

Participants may elect to invest their contributions among the available investment options in the Plan. To assist participants in building their asset allocation, pre-constructed portfolios based on your age are available. Information for each of the available investments can be found online at [www.newportgroup.com](http://www.newportgroup.com).

**Enroll on [www.newportgroup.com](http://www.newportgroup.com) or by calling 1-844-749-9981:**

Your enrollment and account management website is [www.newportgroup.com](http://www.newportgroup.com). You will be able to login to this website as soon as administratively feasible; this is typically a week after your first payday. Through this site, you can sign-up for the Plan. Once you’ve enrolled, the site lets you manage your account, perform transactions, and access educational materials.

<b>User Name</b>	This will be initially set as your Social Security number.
<b>Password</b>	This will be the numeric MMDDYYYY format of your date of birth. For example, if your date of birth is April 3, 1950 your initial Password will be 04031950.

Once you have logged on, simply follow the step-by-step instructions for enrolling in the Plan.

**Want help enrolling in the Plan? Updating your savings rate? Reviewing investment options?**

**Call 1-844-749-9981, Monday through Friday, 8:30 a.m. to 8 p.m. ET.**

# WinCo Holdings

An Employee Owned Company



WinCo Holdings, Inc.  
General Office: (208) 377-0110  
Fax: (208) 373-2311

P.O. Box 5756  
Boise, Idaho 83705

February 15, 2019

Dear Participant:

Saving is important to a secure future. WinCo Holdings, Inc. has chosen to sponsor the WinCo Foods 401(k) Plan ("Plan") to help you save and invest toward a financially stable retirement.

The plan provides several investment options that you can choose from, based on your personal financial goals. For many participants, the process of choosing among the many options can be a challenge. We prepared the enclosed notice to help you manage your account in terms that are simple to understand.

The first part of the notice describes how to manage your account. The second part contains information on the Plan's investment options. The notice also explains the expenses you may incur.

We will send you an updated notice very year. You may also see the current performance of your investments and obtain additional information about the Plan's investment options at [www.newportgroup.com](http://www.newportgroup.com)

If you have further questions about your account, please call the Participant Service Center at 1-844-749-9981. They are available to help you Monday through Friday from 8:30 to 8:00pm EST.

Sincerely,

WinCo Retirement Services

## WinCo Foods 401(k) Plan

### Annual Retirement Plan Disclosure Notice

February 15, 2019

A secure retirement depends on how much you save and how you choose to invest your savings. Your employer established the WinCo Foods 401(k) Plan (“Plan”) to make it easier for you to save and invest. This notice will detail the fees and expenses that may be applied to your account.

You may change how much you save or how your savings are invested by logging on to [www.newportgroup.com](http://www.newportgroup.com) or by calling us at 1-844-749-9981 during business hours, Monday through Friday from 8:30am to 8:00pm EST, to help you make your elections.

#### **PART I: RULES FOR DEFERRALS, INVESTMENTS AND TRANSFERS**

You may make or change a deferral election any time. You may make or change an investment election for future contributions to your account or transfer from one investment fund to another at any time. If you do not make an investment election, your deferrals will be invested as indicated in the table below. See Part II, Investments, for further information.

##### **If You Were Born**

##### **You Will Default Into the Following Fund**

Between 1900 and 1959

Income Unitized Fund

Between 1960 and 1969

Conservative Unitized Fund

Between 1970 and 1979

Moderate Unitized Fund

Between 1980 and 1989

Mod Aggressive Unitized Fund

Between 1990 and 999

Aggressive Unitized Fund

Some funds impose restrictions on frequent trading, or other transfer restrictions. These restrictions are described further in the Investments section of this notice. Transfer requests submitted by 4:00 pm on days when the major stock exchanges are open for business will be reflected in your account based on the value of the investment options you select at market close (4:00 pm Eastern Time). Transfers requested after 4:00 pm, on the weekends or on holidays will be reflected based on the value of investment options as of the close of the next trading day.

**Voting Rights:** Voting rights on shareholder matters affecting mutual fund owners are retained by the trustee or the named fiduciary to the Plan. See your summary plan description for further details.

#### **PART II: INVESTMENT PERFORMANCE**

You are responsible for making and monitoring the investments in your account. (The Plan is intended to meet the rules of ERISA Section 404(c).) This section of the notice will help you compare the investment options available to you. You may find additional information such as prospectuses, updated performance information and expense information at [www.newportgroup.com](http://www.newportgroup.com), or for a free paper copy of the information you can call 1-844-749-9981.

##### Understanding Performance Information

The Variable Return Investments table below focuses on investment options that do not have a fixed or stated rate of return. The chart shows how the funds have performed over time and allows you to compare them with an appropriate benchmark for the same time periods.

Past performance does not guarantee how the investment option will perform in the future. Your investment in these options could lose money. Information about an investment option's principal risks is available on [www.newportgroup.com](http://www.newportgroup.com) under "Investments".

A "benchmark" is an index based on the investment performance of a group of stocks or bonds that represent a certain investment classification. For example, the Dow Jones Industrial Average is an index showing the investment performance of 30 large company stocks. The benchmark for a fund offered under the Plan helps measure how well the fund is performing. Note that a "benchmark" is not a mutual fund that you can purchase through the plan.

For additional investment information please visit: [www.newportgroup.com](http://www.newportgroup.com)

Variable Return Investments  
Performance as of 12/31/2018

<u>Investment</u>	<u>Average Annual Total Return</u>			
<u>Name of Fund</u>	<u>1 yr.</u>	<u>5 yr.</u>	<u>10 yr.</u>	<u>Since Inception</u>
<b>MONEY MARKET-TAXABLE</b>				
Blackrock Retirement Res Money I (MRRXX) (4/1/1982)	1.11%	0.27%	0.17%	3.89%
ICE BofAML 3-Month US Treasury Bill Index	1.87%	0.63%	0.37%	N/A
<b>ULTRASHORT BOND</b>				
Federated Ultrashort Bond A (FULAX) (10/14/2002)	1.14%	0.71%	1.82%	1.60%
Morningstar US Shrt Core Bd TR USD	1.46%	1.17%	1.80%	3.37%
<b>INTERMEDIATE GOVERNMENT</b>				
Pgim Government Income A (PGVAX) (1/22/1990)	0.11%	1.76%	3.09%	5.08%
Morningstar US Inter Gov Bd TR USD	1.44%	1.95%	2.41%	4.49%
<b>INTERMEDIATE-TERM BOND</b>				
Blackrock Total Return Inv A (MDHGX) (9/24/2007)	-1.21%	2.66%	5.14%	3.65%
Morningstar US Core Bd TR USD	-0.01%	2.64%	3.43%	4.69%
<b>HIGH YIELD BOND</b>				
Lord Abbett High Yield R4 (LHYSX) (6/30/2015)	-5.17%	3.77%	10.53%	3.29%
ICE BofA ML U.S. High Yield Master II Index	-2.26%	3.82%	10.99%	N/A
<b>EMERGING MARKETS BOND</b>				
Goldman Sachs Emerging Markets Dbt A (GSDAX) (8/29/2003)	-7.87%	3.34%	8.38%	7.50%
Morningstar EM Composite Bd TR USD	-2.81%	4.10%	7.78%	6.67%
<b>ALLOCATION--85%+ EQUITY</b>				
Hotchkis & Wiley Value Opps A (HWAAX) (12/31/2002)	-11.19%	4.93%	16.64%	11.13%
Morningstar Agg Tgt Risk TR USD	-8.17%	5.01%	10.61%	6.25%
<b>LARGE VALUE</b>				
Columbia Disciplined Value A (RLCAX) (8/1/2008)	-9.32%	6.08%	11.72%	6.93%
Morningstar US Large Val TR USD	-5.90%	6.76%	10.17%	6.42%
<b>LARGE GROWTH</b>				
Ab Growth A (AGRFX) (9/4/1990)	3.69%	11.58%	15.16%	9.95%
Virtus Silvant Large-Cap Growth Stk A (STCIX) (6/9/1992)	-0.83%	7.37%	13.41%	8.05%
Morningstar US Large Growth TR USD	2.94%	11.10%	15.92%	5.33%
<b>MID-CAP GROWTH</b>				
Blackrock Mid-Cap Growth Equity Inv A (BMGAX) (12/27/1996)	2.56%	9.83%	15.69%	8.83%
T. Rowe Price New Horizons (PRNHX) (6/3/1960)	4.04%	10.33%	19.33%	11.48%
Morningstar US Mid Core TR USD	-11.20%	6.46%	14.43%	8.91%
<b>SMALL VALUE</b>				
Hotchkis & Wiley Small Cap Value A (HWSAX) (10/6/2000)	-15.11%	2.00%	15.28%	10.86%
Wells Fargo Special Small Cap Value A (ESPAX) (5/7/1993)	-13.72%	4.82%	11.94%	10.59%
Morningstar US Small Val TR USD	-16.61%	3.06%	12.47%	9.06%
<b>FOREIGN LARGE VALUE</b>				
Templeton Foreign A (TEMFY) (10/5/1982)	-15.00%	-1.64%	7.01%	9.57%

<i>Morningstar Gbl Mkts xUS GR USD</i>	-13.74%	1.99%	7.93%	5.31%
<b>FOREIGN LARGE GROWTH</b>				
Invesco International Growth A (AIEX) (4/7/1992)	-15.34%	0.03%	6.80%	6.74%
<i>Morningstar Gbl Mkts xUS GR USD</i>	-13.74%	1.99%	7.93%	5.31%
<b>FOREIGN SMALL/MID VALUE</b>				
Goldman Sachs Intl Sm Cp Insights A (GICAX) (9/28/2007)	-19.14%	2.39%	10.94%	3.42%
<i>Morningstar Gbl Mkts xUS GR USD</i>	-13.74%	1.99%	7.93%	5.31%
<b>FOREIGN SMALL/MID GROWTH</b>				
Mfs International New Discovery A (MIDAX) (10/9/1997)	-10.66%	3.26%	10.95%	10.29%
<i>Morningstar Gbl Mkts xUS GR USD</i>	-13.74%	1.99%	7.93%	5.31%
<b>DIVERSIFIED EMERGING MKTS</b>				
Aberdeen Emerging Markets A (GEGAX) (5/21/2012)	-15.10%	0.54%	9.00%	2.02%
<i>Morningstar EM GR USD</i>	-13.16%	2.51%	9.26%	8.51%
<b>GLOBAL REAL ESTATE</b>				
Virtus Duff & Phelps Glb RI Estt Secs A (VGSAX) (3/2/2009)	-4.91%	6.80%	N/A	15.56%
<i>Morningstar US Real Estate TR USD</i>	-4.16%	7.62%	11.87%	10.13%
<b>COMMODITIES BROAD BASKET</b>				
Dws Enhanced Commodity Strategy A (SKNRX) (2/14/2005)	-11.89%	-5.27%	-0.45%	-1.38%
<i>Morningstar Lng-Only Cmdty TR USD</i>	-10.98%	-10.53%	-2.09%	4.34%

### PART III: HOW EXPENSES AFFECT YOUR INVESTMENTS

The cumulative effect of fees and other expenses can substantially reduce the growth of your retirement savings. Visit the Department of Labor’s Web site for an example showing the long-term effects of fees and expenses at <https://www.dol.gov/sites/default/files/ebsa/about-ebsa/our-activities/resource-center/publications/a-look-at-401k-plan-fees.pdf>. Fees and expenses are only one of several factors that you should consider when making investment decisions. You may also want to think about whether an investment in a particular option, along with your other investments, will help you achieve your financial goals.

Mutual funds may charge one or more types of fees. These fees are stated in the fund’s prospectus. Examples of fees commonly charged are:

**Operating Expenses.** Operating expenses are the actual operating expenses for the fund. These are paid indirectly from your investment in the fund. The amount is expressed as a percentage (known as the “expense ratio”) and in the chart below as a dollar amount for every \$1,000 invested. For example, if the operating expense is .50%, the cost for every \$1,000 invested is \$5 per year (.005 x 1,000). Investment results shown for a fund include the operating expenses.

**Shareholder Fees.** Some funds charge an additional amount when you buy or redeem shares in a fund. Purchase fees include sales loads, sales charges, deferred sales charges and redemption fees (charged if you sell within a short time of buying), exchange fees, account fees, purchase fees, transfer or withdrawal fees, surrender charges, contract maintenance fees and mortality and expense charge. Investment results for a fund do not include shareholder fees.

The Fees and Expenses table shows fee and expense information for the investment options listed in prior tables.

Fees and Expenses  
as of 12/31/2018

<u>Investment</u>	<u>Expenses / Restrictions</u>			
	<u>Operating Expense Rate</u>	<u>Operating Expense per \$1000</u>	<u>Redemption Fees Percent</u>	<u>Shareholder Restrictions</u>
<u>Name of Fund</u>			<u>Duration</u>	
<b>MONEY MARKET-TAXABLE</b>				
Blackrock Retirement Res Money I (MRRXX)	0.76%	\$7.60	N/A	N/A

(4/1/1982)

**ULTRASHORT BOND**

Federated Ultrashort Bond A (FULAX) (10/14/2002) 0.93% \$9.30 N/A N/A

**INTERMEDIATE GOVERNMENT**

Pgim Government Income A (PGVAX) (1/22/1990) 1.03% \$10.30 N/A N/A

**INTERMEDIATE-TERM BOND**

Blackrock Total Return Inv A (MDHGX) 0.79% \$7.90 N/A N/A

(9/24/2007)

**HIGH YIELD BOND**

Lord Abbett High Yield R4 (LHYSX) (6/30/2015) 0.94% \$9.40 N/A N/A

**EMERGING MARKETS BOND**

Goldman Sachs Emerging Markets Dbt A (GSDAX) 1.19% \$11.90 2.00% 30 Days

(8/29/2003)

**ALLOCATION--85%+ EQUITY**

Hotchkis & Wiley Value Opps A (HWAAX) 1.22% \$12.20 N/A N/A You will be blocked from transfer exchange purchases for a consecutive 30-day period following one transfer exchange sale.

(12/31/2002)

**LARGE VALUE**

Columbia Disciplined Value A (RLCAX) (8/1/2008) 1.15% \$11.50 1.00% 15 Days You will be blocked from transfer exchange purchases for a consecutive 15-day period following one transfer exchange sale.

**LARGE GROWTH**

Ab Growth A (AGRFX) (9/4/1990) 1.20% \$12.00 N/A N/A

Virtus Silvant Large-Cap Growth Stk A (STCIX) 1.23% \$12.30 N/A N/A

(6/9/1992)

**MID-CAP GROWTH**

Blackrock Mid-Cap Growth Equity Inv A (BMGAX) 1.05% \$10.50 N/A N/A

(12/27/1996)

T. Rowe Price New Horizons (PRNHX) (6/3/1960) 0.78% \$7.80 N/A N/A You will be blocked from transfer exchange purchases for a consecutive 30-day period following one transfer exchange sale.

**SMALL VALUE**

Hotchkis & Wiley Small Cap Value A (HWSAX) 1.27% \$12.70 N/A N/A You will be blocked from transfer exchange purchases for a consecutive 30-day period following one transfer exchange sale.

(10/6/2000)

Wells Fargo Special Small Cap Value A (ESPAX) 1.31% \$13.10 N/A N/A

(5/7/1993)

**FOREIGN LARGE VALUE**

Templeton Foreign A (TEMTX) (10/5/1982) 1.10% \$11.00 N/A N/A

**FOREIGN LARGE GROWTH**

Invesco International Growth A (AIEX) (4/7/1992) 1.32% \$13.20 N/A N/A

**FOREIGN SMALL/MID VALUE**

Goldman Sachs Intl Sm Cp Insights A (GICAX) 1.29% \$12.90 N/A N/A

(9/28/2007)

**FOREIGN SMALL/MID GROWTH**

Mfs International New Discovery A (MIDAX) 1.30% \$13.00 N/A N/A

(10/9/1997)

**DIVERSIFIED EMERGING MKTS**

Aberdeen Emerging Markets A (GEGAX) (5/21/2012) 1.58% \$15.80 N/A N/A

**GLOBAL REAL ESTATE**

Virtus Duff & Phelps Glb Rl Estt Secs A (VGSAX) 1.40% \$14.00 N/A N/A

(3/2/2009)

**COMMODITIES BROAD BASKET**

Dws Enhanced Commodity Strategy A (SKNRX) 1.33% \$13.30 N/A N/A

(2/14/2005)

## PART IV: ADMINISTRATIVE FEES AND EXPENSES

Certain plan expenses may be charged to your Plan account.

*General Administration.* The Plan hires outside professionals to provide recordkeeping, custodial, trust, administration and other services such as legal, accounting, and investment advice.

The average annual fees the plan pays for general administration expenses for each participant are estimated to be:

Recordkeeping/Administration	\$52
Trust/Custody	\$0

Some of the Plan's general administration expenses are paid from the operating expenses of the Plan's investment funds. Only those fees **not covered** by the operating expenses of the Plan's investment funds will be deducted from your account.

General administration expenses remaining after payment from the Plan's investment funds are deducted from your account based on the value of your account compared to the value of all participants in the Plan.

Your share of general administration expenses are deducted from your account and will be shown on your quarterly statement. The fees shown on the statement are the fees incurred by your account in the preceding quarter.

*Individual Expenses.* Your account may incur charges for transactions that you request. The fees for these services are deducted from your account when the transaction occurs. Transactions you requested during the quarter will appear on your next quarterly statement along with all associated fees.

Distribution Fee	\$50.00 per payment
Hardship Review and Validation	\$75.00 per occurrence (includes distribution fee)
QDRO - Account Split Calculation and Posting	\$150.00 per hour
QDRO - Review and Validation	\$475.00 per occurrence
Redemption Fee	See Fund Prospectuses
Postage	All Postage is billed at cost
Distribution fee – Unclaimed Check	\$60.00 per occurrence (includes \$20.00 stop payment fee and \$40.00 escheatment fee)
Reissue/Lost Account	

Effective April 1, 2019, terminated employees will be required to pay the per participant record keeping expense themselves (approximately \$50 annually). No action is required on your part to pay this fee; it will be automatically deducted from your plan account each quarter. The fee will be assessed to your account shortly after the close of each quarterly statement reporting period (March 31st, June 30th, September 30th and December 31st). The first deduction you will see from your account will occur in early July 2019.

**Please visit [www.newportgroup.com](http://www.newportgroup.com) to review current investment performance and expense information. You can also review each fund's prospectus and fund fact sheet to learn more about the fund's issuer, the fund's objectives, its principal strategies and risks and portfolio turnover. In order to obtain a paper copy of this notice please call the Participant Service Center at 1-844-749-9981.**

**For a Glossary of Terms, please visit [www.newportgroup.com](http://www.newportgroup.com) (Support > FAQs > Launch Knowledge Base) and enter Participant Fee Disclosure.**

**NOTICE REGARDING ELECTRONIC DELIVERY OF BENEFIT STATEMENTS**  
**MARCH 1, 2019**

As a participant in the **WinCo Foods 401(k) Plan** (or as a beneficiary of or alternate payee with respect to a Plan participant), you are entitled to receive a benefit statement on a periodic basis.

Benefit statements will be provided electronically and available on the Newport Group website ([www.newportgroup.com](http://www.newportgroup.com)). An annual, printed statement, will be mailed to you once per year each April. This statement will cover the period of April 1st of the prior calendar year through March 31st of the current calendar year.

The benefit statement includes important information regarding the Plan, including:

- Your total account balance under the Plan
- Your vested interest in your account balance
- The value of any investment options in which assets of your account are invested
- If you have the right to direct the investment of your account, information regarding (i) any restrictions on those rights, (ii) the importance of diversifying your investments, and (iii) the availability of investment information provided by the Department of Labor on its website.

The information required to be included in your benefit statement is available continuously through a secure website maintained by the Plan's third party service provider. To access that information, point your browser to [www.newportgroup.com](http://www.newportgroup.com), then enter your User Name and Password. (If you have forgotten your User Name and Password, you may click on the help links located at the login screen, or you may contact the Participant Service Center at **1-844-749-9981**.) Once you are logged in, your most recent benefit statement can be viewed by selecting *Statements* from the *My Dashboard* screen. You will be notified by email each time a new benefit statement has been posted to the website. If you would prefer to receive a paper copy of your benefit statement, please contact the Participant Service Center at **1-844-749-9981**. The paper copy will be provided to you, free of charge.