

Natural Grocers by Vitamin Cottage, Inc.
Form DEF 14A
January 18, 2019

Table of Contents

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 under §240.14a-12

**Natural
Grocers by
Vitamin
Cottage,
Inc.**
(Name of
Registrant
as Specified

In Its
Charter)

(Name of
Person(s)
Filing
Proxy
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(4) Date Filed:

Table of Contents

NATURAL GROCERS BY VITAMIN COTTAGE, INC.

12612 West Alameda Parkway

Lakewood, Colorado 80228

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

To Be Held on March 6, 2019

To the Stockholders of Natural Grocers by Vitamin Cottage, Inc.

You are cordially invited to attend the 2019 Annual Meeting of Stockholders (the “Annual Meeting”) of Natural Grocers by Vitamin Cottage, Inc., a Delaware corporation (the “Company”). The Annual Meeting will be held on Wednesday, March 6, 2019, at 1:00 p.m. local time, in our Home Office Auditorium located at 12612 West Alameda Parkway, Lakewood, Colorado 80228 for the following purposes:

1. To elect the two Class I director nominees named in the Proxy Statement accompanying this Notice to serve on our Board of Directors (our “Board”) for three-year terms ending at the 2022 Annual Meeting of Stockholders.
2. To ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for our fiscal year ending September 30, 2019.
3. To approve amendments to the Natural Grocers by Vitamin Cottage, Inc. 2012 Omnibus Incentive Plan to: (i) increase the aggregate number of shares of common stock reserved for issuance thereunder by 600,000 shares and (ii) extend its term by five years.
4. To transact such other business as may properly come before the Annual Meeting.

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These items of business are more fully described in the Proxy Statement accompanying this Notice. The record date for the Annual Meeting is January 11, 2019. Only stockholders of record at the close of business on that date may vote at the Annual Meeting or any adjournment thereof. We are furnishing our proxy materials to all of our stockholders over the Internet, consistent with the Securities and Exchange Commission rule permitting us to do so, rather than in paper form in order to reduce our environmental impact and lower the costs of printing and distributing our proxy materials. We mailed our Notice Regarding the Availability of Proxy Materials on January 18, 2019. You may access our Proxy Statement and Annual Report to Stockholders for the fiscal year ended September 30, 2018 at <http://www.astproxyportal.com/ast/18556/> by following the instructions found on the Notice Regarding the Availability of Proxy Materials mailed to you. Our Annual Report to Stockholders contains financial and other information about us, including our Annual Report on Form 10-K for the fiscal year ended September 30, 2018.

By Order of the Board

/s/ Heather Isely
Heather Isely
Corporate Secretary

Lakewood, Colorado

January 18, 2019

You are cordially invited to attend the Annual Meeting in person. Whether or not you expect to attend the Annual Meeting, please vote over the telephone or the Internet, as instructed in these materials, as promptly as possible in order to ensure your representation at the Annual Meeting. You may request paper copies of this Proxy Statement and the related proxy materials up to 14 days prior to the Annual Meeting by contacting our Corporate Secretary, Heather Isely, at 12612 West Alameda Parkway, Lakewood, Colorado 80228, and we will furnish the proxy materials to you within three business days. Even if you have voted by proxy, you may still vote in person if you attend the Annual Meeting.

Table of Contents

NATURAL GROCERS BY VITAMIN COTTAGE, INC.

12612 West Alameda Parkway

Lakewood, Colorado 80228

PROXY STATEMENT

For the Annual Meeting of Stockholders

To Be Held on March 6, 2019

Table of Contents

<u>PROPOSAL 1 - ELECTION OF CLASS I DIRECTORS</u>	5
<u>PROPOSAL 2 - RATIFICATION OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM</u>	6
<u>PROPOSAL 3 – APPROVAL OF AMENDMENTS TO NATURAL GROCERS BY VITAMIN COTTAGE, INC. 2012 OMNIBUS INCENTIVE PLAN</u>	7
<u>EXECUTIVE OFFICERS AND DIRECTORS</u>	12
<u>CORPORATE GOVERNANCE</u>	13
<u>SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT</u>	18
<u>SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE</u>	20
<u>EXECUTIVE COMPENSATION</u>	21
<u>DIRECTOR COMPENSATION</u>	29
<u>SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS</u>	30
<u>CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS</u>	30
<u>OTHER MATTERS</u>	32
<u>ANNEX A – NATURAL GROCERS BY VITAMIN COTTAGE, INC. 2012 OMNIBUS INCENTIVE PLAN, AS AMENDED</u>	A-1

Table of Contents

NATURAL GROCERS BY VITAMIN COTTAGE, INC.

12612 West Alameda Parkway

Lakewood, Colorado 80228

PROXY STATEMENT

For the Annual Meeting of Stockholders

To Be Held on March 6, 2019

Except where the context otherwise requires or where otherwise indicated, all references herein to “we,” “us,” “our,” “Natural Grocers” and the “Company” refer collectively to Natural Grocers by Vitamin Cottage, Inc., a Delaware corporation, and its consolidated subsidiaries.

Why did I receive a notice regarding the availability of proxy materials on the Internet?

Under rules adopted by the United States Securities and Exchange Commission (the “SEC”), we are furnishing proxy materials to many of our stockholders on the Internet, rather than mailing printed copies of those materials to each stockholder. We sent a Notice of Internet Availability of Proxy Materials (the “Notice”) on January 18, 2019 to our stockholders of record as of the close of business on January 11, 2019 (the “Record Date”) in connection with the solicitation of proxies by Natural Grocers by Vitamin Cottage, Inc., for use at the Company’s 2019 Annual Meeting of Stockholders or at any adjournments or postponements thereof (the “Annual Meeting”). All stockholders have the ability to access our proxy materials on the Internet or to request a printed set of the proxy materials. You will not receive a printed copy of the proxy materials unless you request one. Instructions on how to access the proxy materials over the Internet or to request a printed copy may be found in the Notice.

When and where will the Annual Meeting be held?

The Annual Meeting will be held on March 6, 2019, at 1:00 p.m. local time, in our Home Office Auditorium located at 12612 West Alameda Parkway, Lakewood, Colorado 80228. Directions to the Annual Meeting may be found at <http://investors.naturalgrocers.com/proxy notices>.

What are the purposes of the Annual Meeting?

The purposes of the Annual Meeting are to:

elect the two Class I director nominees named herein to serve on our Board of Directors (our “Board”) for three-year terms ending at the 2022 Annual Meeting of Stockholders;

ratify the appointment of KPMG LLP as the Company’s independent registered public accounting firm for our fiscal year ending September 30, 2019;

approve amendments to the Natural Grocers by Vitamin Cottage, Inc. 2012 Omnibus Incentive Plan (the “2012 Plan”) to: (i) increase the aggregate number of shares of the Company’s common stock, \$0.001 par value per share (“Common Stock”), reserved for issuance thereunder by 600,000 shares and (ii) extend the term of the 2012 Plan by five years; and

conduct any other business properly brought before the Annual Meeting.

Who may vote at the Annual Meeting?

Only stockholders of record at the close of business on the Record Date will be entitled to receive notice of, and to vote at, the Annual Meeting. As of the Record Date, 22,405,123 shares of Common Stock were issued and outstanding (excludes 105,156 shares of Common Stock held in treasury as of the Record Date). Stockholders are entitled to one vote for each share of Common Stock held as of the Record Date on any proposal presented at the Annual Meeting.

Table of Contents

How do I vote?

Stockholders of Record. If your shares are registered directly in your name with our transfer agent, American Stock Transfer & Trust Company, LLC (“AST”), you are considered a stockholder of record with respect to those shares, and the Notice has been sent directly to you. Please carefully consider the information contained in this Proxy Statement. Whether or not you plan to attend the Annual Meeting, we urge you to follow the instructions provided to you regarding how to vote so that we can be assured of having a quorum present at the Annual Meeting and so that your shares may be voted in accordance with your wishes even if you later decide not to attend the Annual Meeting. You may vote on the Internet at www.voteproxy.com by using the procedures and instructions described in the Notice. You may also vote by telephone by calling 1-800-PROXIES (1-800-776-9437) in the United States or 1-718-921-8500 in foreign countries. You will need a touch tone telephone to vote by phone. Both Internet and telephone voting provide easy-to-follow instructions and have procedures designed to authenticate your identity and permit you to confirm that your voting instructions are accurately reflected. You may vote by mail by completing and mailing in a paper proxy card, which you must request by following the instructions contained in the Notice. If you attend the Annual Meeting, you may vote in person even if you have previously voted by phone or via the Internet or returned a proxy card by mail, and your in-person vote will supersede any vote previously cast.

Street Name Holders. If, like many stockholders of the Company, you hold your shares in “street name” through a broker, bank or other nominee rather than directly in your own name, you are considered the beneficial owner of those shares, and the Notice is being forwarded to you by your broker, bank or other nominee. Please carefully consider the information contained in this Proxy Statement and, whether or not you plan to attend the Annual Meeting, vote by one of the methods permitted by your bank or broker so that we can be assured of having a quorum present at the Annual Meeting and so that your shares may be voted in accordance with your wishes even if you later decide not to attend the Annual Meeting. Street name holders must follow voting instructions from their banks or brokers and may be able to vote by Internet or telephone if their banks or brokers make those methods available. If you are a street name holder and you wish to cast a vote in person at the Annual Meeting, you must contact your bank or broker to vote or obtain a proxy to vote your shares at the Annual Meeting.

How can I revoke a previously submitted proxy?

Any proxy given pursuant to this solicitation may be revoked by the person giving it at any time before it is voted. Proxies may be revoked by: (a) filing with the Corporate Secretary of the Company, before the taking of the vote at the Annual Meeting, a written notice of revocation that is dated later than the proxy; (b) properly casting a new vote via the Internet or by telephone at any time before the closure of the Internet or telephone voting facilities; (c) completing a later-dated proxy and delivering it to the Corporate Secretary of the Company before the taking of the vote at the Annual Meeting; or (d) attending the Annual Meeting and voting in person (although attendance at the Annual Meeting will not in and of itself constitute a revocation of a proxy). If you are a street name holder, you must contact your brokerage firm or bank to change your vote or obtain a proxy to vote your shares if you wish to cast your vote in person at the Annual Meeting. Any written notice of revocation or subsequent proxy should be delivered to Natural Grocers by Vitamin Cottage, Inc., 12612 West Alameda Parkway, Lakewood, Colorado 80228, Attention:

Heather Isely, Corporate Secretary, before the taking of the vote at the Annual Meeting.

Who is paying for this proxy solicitation?

We will pay for the entire cost of soliciting proxies. In addition to these proxy materials, our directors, executive officers and employees may also solicit proxies in person, by telephone or by other means of communication. Directors, executive officers and employees will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy materials to beneficial owners.

How many shares must be present at the Annual Meeting?

The representation in person or by proxy of the holders of at least a majority of the voting power of the outstanding shares of Common Stock entitled to vote on the business properly brought before the Annual Meeting is necessary to constitute a quorum for the transaction of business. Abstentions and broker “non-votes” are counted as present or represented for purposes of determining the presence or absence of a quorum for the Annual Meeting. A broker “non-vote” occurs when the entity holding shares in street name has not received voting instructions from the beneficial owner and either chooses not to vote those shares on a routine matter at the stockholders meeting or is not permitted to vote those shares on a non-routine matter.

Table of Contents

How many votes are required to approve each proposal?

For Proposal 1, the election of Class I directors, directors are elected by a plurality of the votes cast, either in person or represented by proxy. Therefore, the two Class I director nominees who receive the greatest number of affirmative votes will be elected as directors. Cumulative voting by stockholders is not permitted in the election of directors.

For Proposal 2, the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for the fiscal year ending September 30, 2019 ("fiscal 2019"), the affirmative vote of a majority of the shares present, in person or represented by proxy, and voting on such matter is required for approval. While we are seeking stockholder approval as a matter of good corporate governance, we are not required to do so. If the appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2019 is not ratified by the stockholders, our audit committee will consider the adverse vote as a direction to consider appointing another independent registered public accounting firm for the next fiscal year. However, because of the difficulty in making any change in our independent registered public accounting firm so long after the beginning of the current fiscal year, the appointment for fiscal 2019 will stand unless the audit committee finds other good reason for making a change.

For Proposal 3, the vote to approve amendments to the 2012 Plan, the affirmative vote of a majority of the shares present, in person or represented by proxy, and voting on such matter is required for approval.

The vote on each matter submitted to stockholders will be tabulated separately. AST will act as inspector of election and tabulate the votes.

How will executed proxies or shares held in street name be voted?

All properly executed proxies submitted in time to be counted at the Annual Meeting will be voted at the Annual Meeting. Where a choice has been specified on the proxy with respect to the foregoing matters, the shares represented by the proxy will be voted in accordance with the specifications.

If you hold your shares in street name, you will receive instructions from your bank, broker or other nominee describing how to vote your shares. If you do not instruct your bank, broker or other nominee how to vote your shares, it may vote your shares as it decides as to each matter for which it has discretionary authority under the rules of the New York Stock Exchange ("NYSE").

There are also non-discretionary matters for which banks, brokers and other nominees do not have discretionary authority to vote unless they receive timely instructions from you. When a bank, broker or other nominee does not have discretion to vote on a particular matter, you have not given timely instructions on how the bank, broker or other nominee should vote your shares, and the bank, broker or other nominee indicates it does not have authority to vote such shares on its proxy, a “broker non-vote” results. Although any broker non-vote would be counted as present at the Annual Meeting for purposes of determining a quorum, it would be treated as not entitled to vote with respect to non-discretionary matters.

Abstentions occur when stockholders are present at the Annual Meeting but fail to vote or voluntarily withhold their vote for any of the matters upon which stockholders are voting. Abstentions will be counted as present at the Annual Meeting for purposes of determining the presence of a quorum. Abstentions will have no effect on the outcome of the votes on any of the proposals.

If your shares are held in street name and you do not give voting instructions, the record holder, pursuant to Rule 452 of the NYSE, will not be permitted to vote your shares with respect to Proposal 1 (the election of directors) or Proposal 3 (the vote to approve amendments to the 2012 Plan), and your shares will be considered “broker non-votes” with respect to such proposals. Broker non-votes will have no effect on the outcome of Proposal 1 and will have the effect of a vote against Proposal 3. If your shares are held in street name and you do not give voting instructions, the record holder will nevertheless be entitled to vote your shares with respect to Proposal 2 (the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal 2019) in the discretion of the record holder.

Is there other business to come before the Annual Meeting?

Aside from the election of directors, the ratification of the appointment of KPMG LLP as the Company’s independent registered public accounting firm for fiscal 2019 and the vote to approve amendments to the 2012 Plan, the Board knows of no other matters to be presented at the Annual Meeting. If any other matter should be presented at the Annual Meeting upon which a vote properly may be taken, shares represented by all proxies received by the Board will be voted with respect thereto in accordance with the judgment of the persons named as attorneys-in-fact in the proxies.

Table of Contents

How does the Board recommend that I vote?

The Board unanimously recommends that you vote FOR the election of the two Class I director nominees, FOR ratification of the appointment of KPMG LLP and FOR approval of the amendments to the 2012 Plan.

When are stockholder proposals due for next year's Annual Meeting?

Pursuant to the various rules promulgated by the SEC, to be considered for inclusion in next year's proxy materials, you must follow the procedures set forth in Rule 14a-8 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and your proposal must be submitted in writing by September 20, 2019 to our Corporate Secretary at 12612 West Alameda Parkway, Lakewood, Colorado 80228. In addition to the requirements of the Exchange Act, if you wish to submit a nomination or proposal to be properly brought before the 2020 Annual Meeting of Stockholders that is not to be included in next year's proxy materials, you must comply with the advance notice provisions of our bylaws by giving timely notice in proper written form to our Corporate Secretary not less than 90 days nor more than 120 days prior to the anniversary of the 2019 Annual Meeting. The anniversary of the 2019 Annual Meeting will be March 6, 2020. Thus, you must submit such nomination or proposal no later than December 6, 2019 and no earlier than November 6, 2019.

How can I find out the results of the voting at the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. In addition, final voting results will be published in a Current Report on Form 8-K that we expect to file with the SEC within four business days after the Annual Meeting. If final voting results are not available to us in time to file a Current Report on Form 8-K within four business days after the Annual Meeting, we intend to file a Current Report on Form 8-K to publish preliminary results and, within four business days after the final results are known to us, file an additional Current Report on Form 8-K to publish the final results.

Table of Contents**PROPOSAL 1 - ELECTION OF CLASS I DIRECTORS**

Our Board currently consists of seven members. Our amended and restated certificate of incorporation and bylaws divide our Board into three classes. One class is elected each year for a term of three years.

Our bylaws provide that our Board will consist of a number of directors to be fixed from time to time by a resolution of the Board but shall consist of no less than one director and no more than nine directors. Any increase or decrease in the number of directors must be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors.

The following table sets forth the class of which each member of the Board is a member, the year in which he or she first became a director, and whether or not he or she is considered “independent,” under the rules of the NYSE. The sections of this Proxy Statement below entitled “Executive Officers and Directors” and “Corporate Governance” provide additional information about the Board and its committees and our corporate governance.

Class	Director’s Name and Year First Became a Director	Independent?
Class I (term expires 2019)	Elizabeth Isely (2012)	No
	Richard Hallé (2012)	Yes
Class II (term expires 2020)	Zephyr Isely (2012)	No
	Michael T. Campbell (2012)	Yes
Class III (term expires 2021)	Heather Isely (2012)	No
	Kemper Isely (2012)	No
	Edward Cerkovnik (2013)	Yes

Election of Two Class I Directors

The terms of our two Class I directors will expire at the Annual Meeting. Accordingly, Ms. Elizabeth Isely and Mr. Richard Hallé are standing for re-election to the Board as Class I directors.

The Board has nominated Ms. Isely, and recommended that Ms. Isely be re-elected to the Board as a Class I director, to hold such position until the 2022 Annual Meeting of Stockholders and until her successor has been duly elected and qualified or until her earlier death, resignation or removal. Ms. Isely is an Executive Vice President of the Company and, thus, is not independent under the rules of the NYSE.

In addition, the Board has nominated Mr. Hallé, and recommended that Mr. Hallé be re-elected to the Board as a Class I director, to hold such position until the 2022 Annual Meeting of Stockholders and until his successor has been duly elected and qualified or until his earlier death, resignation or removal. The Board has determined that Mr. Hallé is independent within the meaning of the director independence standards of the NYSE. In making this determination, the Board solicited and considered information from Mr. Hallé regarding whether he, or any member of his immediate family, had a direct or indirect material interest in any transactions involving the Company, was involved in a commercial or investment relationship with the Company or received personal benefits from or on behalf of the Company outside the scope of such person's normal compensation.

Conclusion

The Board knows of no reason why Ms. Isely or Mr. Hallé would be unable or unwilling to serve. However, if either of them should for any reason be unable or unwilling to serve, the proxies will be voted for the election of such other person for the office of director as the Board may recommend in the place of such nominee.

This proposal for the election of directors relates solely to the election of two Class I directors and does not include any other matters relating to the election of directors, including, without limitation, the election of directors nominated by any stockholder of the Company.

Required Vote

For Proposal 1, the election of two Class I directors, directors are elected by a plurality of the votes cast, either in person or represented by proxy. Therefore, the two Class I director nominees who receive the greatest number of affirmative votes will be elected as directors.

Table of Contents

Recommendation of the Board

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE “FOR” RE-ELECTION OF THE FOREGOING NOMINEES TO SERVE AS MEMBERS OF THE DESIGNATED CLASS OF THE BOARD.

Unless a proxy is marked to give a different direction, the persons named in the proxy will vote “FOR” Ms. Elizabeth Isely and Mr. Richard Hallé to serve as Class I directors.

PROPOSAL 2 - RATIFICATION OF

INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

General

Our stockholders are being asked to ratify our audit committee’s appointment of KPMG LLP as our independent registered public accounting firm for fiscal 2019. KPMG LLP has served as the Company’s independent registered public accounting firm since 2012, and as the independent registered public accounting firm of Vitamin Cottage Natural Food Markets, Inc., a wholly owned subsidiary of the Company (the “Operating Company”), since 2010. The Company has engaged KPMG LLP to perform the audit of our financial statements and the audit of our internal control over financial reporting as of and for the year ending September 30, 2019.

The audit committee is solely responsible for selecting our independent auditors. The Board has ratified the audit committee’s appointment of KPMG as our independent registered public accounting firm and is now seeking the stockholders’ ratification of such appointment. Although stockholder ratification of the appointment of KPMG LLP is not required by law, the Board has determined that it is desirable to seek stockholder ratification as a matter of good corporate governance in view of the critical role played by an independent registered public accounting firm in maintaining the integrity of financial controls and reporting. If the stockholders do not ratify the appointment of KPMG LLP, the audit committee will consider whether to engage another independent registered public accounting firm. Even if the selection is ratified, the audit committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such a change would be in our best interests and the best interests of our stockholders.

A representative of KPMG LLP is expected to be present at the Annual Meeting and will have an opportunity to make a statement if he or she desires to do so and to respond to appropriate questions.

Principal Accounting Fees and Services

To the knowledge of management, neither KPMG LLP nor any of its members has any direct or material indirect financial interest in the Company or any connection with the Company in any capacity other than as our independent registered public accounting firm.

The following table presents the fees for professional audit services rendered by KPMG LLP for: (i) the audit of the Company's consolidated financial statements for the fiscal year ended September 30, 2017 ("fiscal 2017") and the Company's internal control over financial reporting as of September 30, 2017; (ii) the audit of the Company's consolidated financial statements for the fiscal year ended September 30, 2018 ("fiscal 2018") and the Company's internal control over financial reporting as of September 30, 2018; and (iii) fees billed for all other services rendered by KPMG LLP during those fiscal years.

	2017	2018
Audit Fees ⁽¹⁾	\$850,000	\$875,000
All Other Fees	—	—
Total	\$850,000	\$875,000

Audit Fees consist of fees billed for professional services rendered for the audits of our consolidated financial statements and our internal control over financial reporting, as well as services that generally only our independent registered public accounting firm can reasonably provide, including services rendered in connection with SEC filings.

The audit committee charter provides that the audit committee shall approve the fees and compensation to be paid to the independent registered public accounting firm, and shall approve in advance any non-audit services to be performed by the independent registered public accounting firm. The audit committee currently complies with this requirement on an engagement-by-engagement basis. All services and fees of KPMG LLP in fiscal 2017 and fiscal 2018 were approved by our audit committee. Our audit committee was established in July 2012 in connection with our IPO. Our audit committee has adopted policies and procedures for the review and pre-approval by the audit committee of all audit services and permissible non-audit services (including the fees and terms thereof) to be performed by our independent registered public accounting firm, and the rotation of the lead audit partner and concurring audit partner and hiring employees or former employees of our independent registered public accounting firm. Our audit committee has approved, in accordance with such policy and procedures, the engagement of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2019.

Table of Contents

Required Vote

For Proposal 2, the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2019, the affirmative vote of a majority of the shares present, in person or represented by proxy, and voting on such matter is required for approval.

Recommendation of the Board

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE RATIFICATION OF THE APPOINTMENT OF KPMG LLP AS THE COMPANY'S INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR FISCAL 2019.

Unless a proxy is marked to give a different direction, the persons named in the proxy will vote "FOR" the ratification of the appointment of KPMG LLP as the Company's independent registered public accounting firm for fiscal 2019.

**PROPOSAL 3 – APPROVAL OF AMENDMENTS TO THE
NATURAL GROCERS BY VITAMIN COTTAGE, INC. 2012 OMNIBUS INCENTIVE PLAN**

Background

The 2012 Plan allows us to grant long-term incentive awards in the form of stock options, stock appreciation rights, stock grants, restricted stock units, other stock-based awards and cash-based incentive awards. To date, only awards of restricted stock units and stock grants have been made under the 2012 Plan. We believe our success depends on our ability to recruit and retain a talented employee base. The purpose of the 2012 Plan is to promote our long-term success and the creation of stockholder value by offering key employees an opportunity to share in such long-term success by acquiring a proprietary interest in the Company. We believe the ability to grant awards under the 2012 Plan is a necessary and powerful recruiting and retention tool for us to obtain the quality personnel we need to move our business forward. The 2012 Plan is currently scheduled to terminate on July 19, 2022.

We are seeking stockholder approval of amendments to the 2012 Plan to: (i) increase the number of shares of Common Stock reserved for issuance thereunder by 600,000 shares and (ii) extend the term of the 2012 Plan by five

years, to July 19, 2027. On January 11, 2019, our Board of Directors unanimously adopted and approved these amendments to the 2012 Plan, subject to obtaining the approval of our stockholders at the Annual Meeting.

The following table sets forth certain information regarding the 2012 Plan as of January 11, 2019:

Number of shares currently reserved for issuance:	1,090,151
Number of shares issued:	912,372
Number of unvested restricted stock units that have been forfeited:	69,928
Number of shares issuable upon vesting of outstanding restricted stock units:	379,021
Weighted average remaining vesting term of outstanding restricted stock units:	2.1 years
Number of shares available for future awards:	247,707
Proposed increase in shares reserved for issuance:	600,000

If this proposal is approved, the total number of shares of Common Stock available for issuance under the 2012 Plan at January 11, 2019 would increase from 247,707 shares (or 1.1 percent of the Company's outstanding shares of Common Stock as of that date) to 847,707 shares (or 3.8 percent of the Company's outstanding shares of Common Stock as of that date). Our Board has considered the potential dilution resulting from this proposed amendment to the 2012 Plan and believes such potential dilution levels are within normal competitive ranges.

Table of Contents

We manage the 2012 Plan by limiting the number of shares subject to equity awards that the Company grants annually, commonly referred to as the burn rate. Burn rate shows how rapidly a company is depleting its shares reserved for issuance under its equity compensation plans. We define burn rate as the number of restricted stock units and shares granted under the 2012 Plan, divided by the weighted average number of shares of Common Stock outstanding at the end of the relevant fiscal year. The following table sets forth the burn rate under the 2012 Plan for the past three fiscal years:

	Restricted Stock		Total	Weighted Average	
	Unit Grants	Stock Grants	Shares Granted	Shares Outstanding	Burn Rate
Fiscal 2016	20,790	—	20,790	22,492,986	0.09 %
Fiscal 2017	14,862	1,800	16,662	22,453,409	0.07 %
Fiscal 2018	395,649	1,300	396,949	22,361,898	1.78 %
Average					0.65 %

Of the 395,649 restricted stock units awarded during fiscal 2018, 88,166 restricted stock units, or 22.3%, were awarded to Todd Dissinger, who was appointed our Chief Financial Officer on January 1, 2018.

An additional metric we use to measure the cumulative impact of the 2012 Plan is overhang. We define overhang as the sum of the number of unvested restricted stock units plus the number of shares available to be granted under the 2012 Plan, divided by the sum of the total number of shares of Common Stock outstanding, plus the number of unvested restricted stock units plus the number of shares available to be granted under the 2012 Plan. If this proposal is approved, our overhang would increase to approximately 5.2%, and then would be expected to decline as restricted stock units granted under the 2012 Plan vest.

The 600,000 shares to be added to the 2012 Plan, in combination with the shares that currently remain available for issuance plus shares added back to the 2012 Plan from forfeitures of awards previously granted, are expected to satisfy the Company's equity compensation needs for approximately six years, or within the proposed extended term of the 2012 Plan. Our Board is committed to effectively managing the number of shares reserved for issuance under the 2012 Plan while minimizing stockholder dilution.

Purpose of the Proposed Amendments

We believe the ability to grant competitive equity awards is a necessary and powerful recruiting and retention tool for us to hire and retain the quality personnel we need to move our business forward. We believe that without an increase

in the shares available for issuance under the 2012 Plan and without an extension of the 2012 Plan's term, our ability to attract and retain quality personnel would be adversely affected, which in turn could hamper our plans for growth and adversely affect our ability to operate our business. In addition, if we are unable to grant competitive equity awards, we may be required to offer additional cash-based incentives to replace equity as a means of competing for talent.

The amended 2012 Plan will be effective on the date stockholder approval is obtained. We intend to register the additional shares authorized for issuance under the amended 2012 Plan under the Securities Act of 1933, as amended (the "Securities Act"). If our stockholders do not approve the proposed amendment, the current version of the 2012 Plan will remain in effect.

Our Board members and our named executive officers (sometimes referred to herein as "NEOs") have an interest in this proposal because they are eligible to receive awards under the 2012 Plan.

Description of the 2012 Plan

Administration. The Board or a committee appointed by the Board administers the 2012 Plan. The Board has delegated the administration of the 2012 Plan to the Compensation Committee. Subject to the provisions of the 2012 Plan, the Compensation Committee has full authority and sole discretion to take any actions it deems necessary or advisable to administer the 2012 Plan, including: (i) selecting the individuals who are to receive awards under the 2012 Plan; (ii) determining the type, number, vesting requirements and other features and conditions of such awards; (iii) accelerating the vesting or extending the post-termination exercise term of awards under the 2012 Plan; (iv) interpreting the 2012 Plan; and (v) making all other decisions relating to the operation of the 2012 Plan. The Board has authorized the Compensation Committee to approve awards under the 2012 Plan that qualify for an exemption under Rule 16b-3 under the Exchange Act or that qualify for an exemption under Section 162(m) of the Internal Revenue Code of 1986, as amended (the "Code"). We refer to the Board or the Compensation Committee, as applicable, as the "administrator" of the 2012 Plan.

Number of Authorized Shares and Award Limits. A total of 1,090,151 shares are currently reserved for issuance in connection with awards under the 2012 Plan. The shares issuable under the 2012 Plan may be authorized and unissued shares of Common Stock or shares of issued Common Stock that have been repurchased by us. Any unvested shares underlying an award that is forfeited, canceled, exchanged or surrendered, or is otherwise terminated without a distribution of shares to the participant, are again available for awards under the 2012 Plan. The number of shares available for awards under the 2012 plan is reduced by any shares used to pay any exercise price or tax withholding obligation with respect to any award. In any calendar year, no participant under the 2012 Plan may be granted awards in respect of more than 125,000 shares or cash-based awards for more than \$2.0 million.

Table of Contents

Eligibility. Eligibility to participate in the 2012 Plan is limited to employees, non-employee directors and consultants of the Company or any of its subsidiaries, as the administrator may determine and designate from time to time.

Type of Awards. The following types of awards are available for grant under the 2012 Plan: incentive stock options, or ISOs, non-qualified stock options (“NSOs”), stock appreciation rights (“SARs”), stock grants, restricted stock units, other stock-based awards and cash-based incentive awards. To date, only awards of restricted stock units and stock grants have been made under the 2012 Plan.

Stock Options and SARs.

Grant of Options and SARs. The administrator may award ISOs and NSOs (collectively, “Options”) and SARs to participants. The exercise price per share of an Option or a SAR must be at least 100% of the fair market value per share of the Common Stock underlying the award on the grant date. The administrator determines the terms and conditions (including any performance requirements) under which an Option or SAR will become exercisable and will include such information in the award agreement.

Special Limitations on ISOs. In the case of a grant of an Option intended to qualify as an ISO to a participant who owns more than 10 percent of the total combined voting power of all classes of our outstanding stock, the exercise price of the Option must be not less than 110% of the fair market value of a share of the Common Stock on the grant date. Additionally, an Option will constitute an ISO only: (i) if the participant is an employee of the Company or a subsidiary of the Company on the date of grant; (ii) to the extent such Option is specifically designated as an ISO in the award agreement; and (iii) to the extent that the aggregate fair market value (determined at the time the option is granted) of the shares of Common Stock with respect to which all ISOs held by such participant become exercisable for the first time during any calendar year (under the 2012 Plan and all other plans of the participant's employer and its affiliates) does not exceed \$100,000.

Exercise of Options and SARs. Each Option or SAR agreement will specify the date when all or any installment of such Option or SAR is to become exercisable. Unless the Option or SAR agreement provides otherwise, each Option or SAR will vest with respect to 20 percent of the shares subject to such Option or SAR upon completion of one year of service (measured from the vesting commencement date), the balance of such shares will vest and become exercisable in 48 equal installments upon completion of each month of service thereafter, and the term of such Option or SAR will be 10 years from the date of grant. An Option or SAR agreement may provide for accelerated vesting in the event of the participant's death, disability or other events. An Option may be exercised by the delivery of written notice of exercise and payment in full of the exercise price in cash or by such other method as may be provided for in the applicable Option agreement. Upon exercise of a SAR, the participant will receive from the Company shares, cash or a combination of shares and cash (as the administrator may determine at the time of grant of the SAR) in an amount equal to the amount by which the fair market value of the shares subject to the SAR exceeds the exercise price thereof on the exercise date. The term of an Option or SAR may not exceed 10 years from the grant date.

Stock Grants and Restricted Stock Units. The administrator may award shares of Common Stock subject to such terms and conditions as the administrator may establish and as set forth in the applicable stock grant agreement. The administrator also may award restricted stock units representing the right to receive shares of Common Stock in the future. Stock grants and restricted stock units may or may not be subject to vesting. Unless the applicable stock grant agreement or restricted stock agreement provides otherwise, each stock grant or restricted stock unit shall vest with respect to 20 percent of the shares subject to such stock grant or restricted stock unit upon completion of each year of service on each of the first through fifth anniversaries of the vesting commencement date. Settlement of restricted stock units may be made in the form of cash, shares or a combination of cash and shares as the administrator may determine at the time of grant of such restricted stock units.

Other Stock-Based Awards. The administrator may also grant other stock-based awards, consisting of substitute awards, stock purchase rights, awards of shares or awards valued in whole or in part by reference to, or otherwise based on, shares. Subject to the provisions of the 2012 Plan, the administrator has sole and complete authority to determine the persons to whom and the time or times at which such other stock-based awards shall be made, the number of shares to be granted pursuant to such awards, and all other conditions of such awards. Any such other stock-based award shall be evidenced by an award agreement executed by the Company and the participant.

Table of Contents

Cash-Based Incentive Awards. The 2012 Plan authorizes the administrator to award performance-based cash incentive compensation to executive officers of the Company who are determined from time to time by the administrator to be "covered employees" within the meaning of Section 162(m) of the Code.

Performance Goals. With respect to awards granted under the 2012 Plan that are intended to qualify as "performance-based compensation" for purposes of Section 162(m) of the Code, the applicable performance targets will be established by the administrator based on one or more of the following measures: (i) operating income; (ii) earnings before interest, taxes, depreciation and amortization; (iii) earnings; (iv) cash flow; (v) market share; (vi) sales or revenue; (vii) expenses; (viii) cost of goods sold; (ix) profit/loss or profit margin; (x) working capital; (xi) return on equity or assets; (xii) earnings per share; (xiii) economic value added; (xiv) stock price; (xv) price to earnings ratio; (xvi) debt or debt-to-equity; (xvii) accounts receivable; (xviii) write-offs; (xix) cash; (xx) assets; (xxi) liquidity; (xxii) operations; (xxiii) intellectual property (e.g., patents); (xxiv) product development; (xxv) regulatory activity; (xxvi) manufacturing, production or inventory; (xxvii) mergers and acquisitions or divestitures; and/or (xxviii) financings, each with respect to the Company and/or one or more of its affiliates or operating units. Awards issued to persons who are not "covered employees" within the meaning of Section 162(m) of the Code may take into account other factors.

Termination of Service. Unless a participant's award agreement or employment agreement provides otherwise: (i) upon such participant's termination of service for any reason, all unvested portions of any outstanding awards will be immediately forfeited without consideration and the vested portions of any outstanding restricted stock units will be settled upon termination; (ii) if such participant's service is terminated for cause, then all unexercised Options and SARs, unvested portions of restricted stock units and unvested portions of stock grants will terminate and be forfeited immediately without consideration; (iii) if such participant's service is terminated for any reason other than for cause, death or disability, then the vested portion of his or her then-outstanding Options and SARs may be exercised by such participant or his or her personal representative within three months after the date of such termination; and (iv) if such participant's service is terminated due to death or disability, the vested portion of his or her then-outstanding Options and SARs may be exercised within 18 months after the date of termination of Service.

Protection Against Dilution. The number and class of shares available under the 2012 Plan and outstanding awards, as well as the award limits described above, may be equitably adjusted by the administrator in the event of a stock split, a declaration of a dividend payable in shares, a recapitalization or a similar occurrence.

Effect of Certain Transactions; Acceleration. In the event: (i) the Company merges or consolidates with another entity or (ii) all or substantially all the Company's assets are sold or transferred (each, a "Corporate Transaction"), outstanding awards under the 2012 Plan will be subject to the applicable agreement of merger, reorganization or sale of assets. The administrator may determine, at the time of grant of an award or thereafter, that such award shall become fully vested as to all shares subject to such award in the event that a Corporate Transaction or a change in control occurs. Unless otherwise provided in the applicable award agreement, in the event that a Corporate Transaction occurs and any outstanding Options, SARs or restricted stock units are not assumed, substituted or replaced with a cash incentive program or any outstanding stock grant agreements are not assumed, then such awards will fully vest and be fully exercisable immediately prior to the consummation of such Corporate Transaction.

Non-transferability of Awards. Except as otherwise provided in the applicable award agreement, and then only to the extent permitted by applicable law, no Option, SAR, stock grantor restricted stock is assignable or transferable other than by will or laws of descent and distribution.

Term of 2012 Plan. The 2012 Plan is currently scheduled to terminate on July 19, 2022, the tenth anniversary of its initial adoption.

Amendment and Termination. Subject to applicable laws and stock exchange listing standards requiring stockholder approval under certain circumstances, the Board may, at any time, amend or terminate the 2012 Plan, provided that no such action shall impair the rights or obligations of any participant under any award previously granted under the 2012 Plan without the Participant's consent. Repricing of Options or SARs is prohibited without the prior approval of the Company's stockholders.

Recovery of Compensation in Connection with Financial Restatements. If our Board determines that the Company is required to restate its financial statements due to material noncompliance with any financial reporting requirement, whether such noncompliance is the result of misconduct or other circumstances, a participant will be required to reimburse the Company for any amounts earned or payable with respect to an award to the extent required by and otherwise in accordance with applicable law and any Company policies.

Table of Contents

Federal Income Tax Consequences. The following is a summary of the general federal income tax consequences to us and to U.S. taxpayers of awards granted under the 2012 Plan. Tax consequences for any particular individual or under state or non-U.S. tax laws may be different.

NSOs and SARs. No taxable income is reportable when a NSO or SAR is granted. Upon exercise, generally, the participant will have ordinary income equal to the fair market value of the underlying shares of stock on the exercise date minus the exercise price. Any gain or loss upon the disposition of the stock received upon exercise will be capital gain or loss to the recipient if the appropriate holding period under federal tax law is met for such treatment.

ISOs. No taxable income is reportable when an ISO is granted or exercised, except for participants who are subject to the alternative minimum tax, who may be required to recognize income in the year in which the ISO is exercised. If the participant exercises the ISO and then sells the underlying shares of stock more than two years after the grant date and more than one year after the exercise date, the excess of the sale price over the exercise price will be taxed as long-term capital gain or loss. If the participant exercises the ISO and sells the shares before the end of the two- or one-year holding periods, he or she generally will have ordinary income at the time of the sale equal to the fair market value of the shares on the exercise date (or the sale price, if less) minus the exercise price of the ISO.

Stock Grants and Restricted Stock Units. A recipient of a stock grant or restricted stock units will not have taxable income upon the grant unless, in the case of a stock grant, he or she elects to be taxed at that time. Instead, he or she will have ordinary income at the time of vesting equal to the fair market value on the vesting date of the shares or cash received, minus any amount paid for the shares.

Other Stock-Based Awards and Cash-Based Incentive Awards. Typically, a participant will not have taxable income upon the grant of other stock-based awards or any cash-based incentive awards. Subsequently, when the conditions and requirements for the grants have been satisfied and the payment determined, any cash received and the fair market value of any common stock received will constitute ordinary income to the participant.

Section 162(m) Deduction Limits. Section 162(m) of the Code limits the deductibility of compensation in excess of \$1 million paid to any one executive officer in any calendar year. Under the tax rules in effect before 2018, compensation that qualified as “performance-based” under Section 162(m) was deductible without regard to this \$1 million limit. However, the Tax Cuts and Jobs Act, which was signed into law December 22, 2017, eliminated this performance-based compensation exception effective January 1, 2018, subject to a special rule that “grandfathers” certain awards and arrangements that were in effect on or before November 2, 2017. As a result, compensation that is paid on or after January 1, 2018 may not be fully deductible, depending on the application of the special grandfather rules. Moreover, from and after January 1, 2018, compensation awarded in excess of \$1 million to our executive officers generally will not be deductible.

Certain Other Tax Issues. In addition: (i) any of our officers subject to liability under Section 16(b) of the Exchange Act may be subject to special rules regarding the income tax consequences concerning their awards; (ii) in the event that the exercisability or vesting of any award is accelerated because of a change in control, payments relating to the awards (or a portion thereof), either alone or together with certain other payments, may constitute parachute

payments under Section 280G of the Code, which excess amounts may be subject to excise taxes and may be nondeductible by us; and (iii) the exercise of an incentive stock option may have implications in the computation of alternative minimum taxable income. Further, Section 409A of the Code provides that all amounts deferred under a nonqualified deferred compensation plan are includible in a participant's gross income to the extent such amounts are not subject to a substantial risk of forfeiture, unless certain requirements are satisfied. If the requirements are not satisfied, in addition to current income inclusion, interest at the underpayment rate plus one percent will be imposed on the participant's underpayments that would have occurred had the deferred compensation been includible in gross income for the taxable year in which first deferred or, if later, the first taxable year in which such deferred compensation is not subject to a substantial risk of forfeiture. The amount required to be included in income is also subject to an additional twenty percent tax. While it is anticipated that most awards under the 2012 Plan will be intended to be exempt from the requirements of Section 409A of the Code, awards not exempt from Section 409A of the Code will be granted in a manner intended to comply with Section 409A of the Code. The 2012 Plan is not, nor is it intended to be, qualified under Section 401(a) of the Code.

Table of Contents

THE FOREGOING IS ONLY A SUMMARY OF THE EFFECT OF U.S. FEDERAL INCOME TAXATION UPON PARTICIPANTS AND THE COMPANY UNDER THE 2012 PLAN. IT DOES NOT PURPORT TO BE COMPLETE, AND DOES NOT DISCUSS THE TAX CONSEQUENCES OF AN EMPLOYEE'S DEATH OR THE PROVISIONS OF THE INCOME TAX LAWS OF ANY MUNICIPALITY, STATE OR FOREIGN COUNTRY IN WHICH AN EMPLOYEE MAY RESIDE.

A complete copy of the 2012 Plan, including the proposed amendments, is attached to this proxy statement as Annex A.

Required Vote

For Proposal 3, the vote to approve amendments to the 2012 Plan, the affirmative vote of a majority of the shares present, in person or represented by proxy, and voting on such matter is required for approval.

Recommendation of the Board

THE BOARD UNANIMOUSLY RECOMMENDS A VOTE "FOR" THE APPROVAL OF AMENDMENTS TO THE 2012 PLAN TO: (I) INCREASE THE NUMBER OF SHARES OF COMMON STOCK RESERVED FOR ISSUANCE THEREUNDER BY 600,000 SHARES AND (II) EXTEND THE TERM OF THE 2012 PLAN BY FIVE YEARS.

Unless a proxy is marked to give a different direction, the persons named in the proxy will vote "FOR" the proposed amendments to the 2012 Plan.

EXECUTIVE OFFICERS AND DIRECTORS

Set forth below is information concerning our current executive officers and directors as of the date of this Proxy Statement. The business address of all of our executive officers and directors is 12612 West Alameda Parkway, Lakewood, Colorado 80228.

Name	Age	Position(s)
Kemper Isely	56	Chairman, Director and Co-President
Zephyr Isely	69	Director and Co-President
Heather Isely	53	Director, Executive Vice President and Corporate Secretary
Elizabeth Isely*	64	Director and Executive Vice President
Michael T. Campbell	74	Director
Edward Cerkovnik	61	Director
Richard Hallé*	54	Director
Todd Dissinger	61	Chief Financial Officer

*Nominee for re-election as a director.

Kemper Isely has been a director and our Co-President since 1998. He joined the Company as an employee in 1977 and during his tenure with our Company has functioned as Store Manager, Warehouse Manager, Director of Marketing, Director of Purchasing, Director of Operations and Director of Finance.

We believe Mr. Kemper Isely's qualifications to serve on our Board include his knowledge of our Company and the food retail industry and his years of leadership at our Company.

Zephyr Isely has been a director and our Co-President since 1998. He joined the Company as an employee in 1969 and during his tenure with our Company has functioned as Store Manager, Director of Receiving, Warehouse Manager, Director of Operations, Director of Purchasing, Director of Accounting, Manager of Payroll and Compensation and Director of Information Systems.

We believe Mr. Zephyr Isely's qualifications to serve on our Board include his knowledge of our Company and the food retail industry and his extensive management experience at our Company.

Heather Isely has been a director and our Executive Vice President and Corporate Secretary since 1998. Ms. Heather Isely joined the Company as an employee in 1989 and during her tenure with our Company has functioned as Produce Coordinator, Store Manager, Manager of Quality Control, Director of Nutrition Education, Manager of Operations, Manager of Compensation, Manager of Training and Director of Human Resources.

Table of Contents

We believe Ms. Heather Isely's qualifications to serve on our Board include her knowledge of our Company and the food retail industry and prior management experience at our Company.

Elizabeth Isely has been a director and our Executive Vice President since 1998. Ms. Elizabeth Isely joined the Company as an employee in 1977 and during her tenure with our Company has functioned as Store Manager, Regional Manager, Director of Operations, Manager of Training and Director of New Store Openings.

We believe Ms. Elizabeth Isely's qualifications to serve on our Board include her knowledge of our Company and the food retail industry, her experience in opening our new stores and her extensive management experience at our Company.

Michael T. Campbell has been a director since the consummation of our IPO in 2012. Mr. Campbell has served as a member of the board of directors of Houston Wire & Cable Company (NASDAQ: HWCC) since 2008 and has served as the chairman of its audit committee since 2009, as a member of its nominating and corporate governance committee since 2012 and as a member of its compensation committee since 2016. Mr. Campbell also served as a member of the board of advisors of Lee Truck Equipment, Inc. (d/b/a Casper's Truck Equipment) from 2007 until 2017. Mr. Campbell previously served in the technical support department of the national office of Deloitte & Touche LLP, and he was also the lead technical accounting and auditing partner in the Denver office prior to his retirement in June 2001.

We believe that Mr. Campbell's qualifications to serve on the Board include his significant experience with financial reporting by public companies and his experience with mergers and acquisitions and capital markets transactions.

Edward Cerkovnik has been a director since July 23, 2013. Mr. Cerkovnik is a founder, a director and the President of Breckenridge-Wynkoop, LLC, which owns and operates six brew pubs, ale houses and other restaurant concepts. He was a founder, officer and director of Breckenridge Holding Company, the owner and operator of the Breckenridge Brewery, from its inception in 1994 until its sale in 2016. In addition, Mr. Cerkovnik has been an active principal in other restaurant and commercial real estate projects since 1994.

We believe that Mr. Cerkovnik's qualifications to serve on the Board include his knowledge of the retail industry and significant experience in business ownership and operations.

Richard Hallé has been a director since October 17, 2012. Since 2011, Mr. Hallé has served as the Chief Financial Officer of Vivial Inc. (formerly The Berry Company, LLC) in Englewood, Colorado, overseeing finance, including

accounting, treasury, tax, planning, forecasting, budgeting and financial reporting. Previously, Mr. Hallé served as the Chief Financial Officer and Secretary of DTN Holding Company, Inc. in Omaha, Nebraska from 2003 to 2008 and as a Managing Director of FTI Consulting, Inc. from 2002 to 2003 where he developed business restructuring strategies.

We believe that Mr. Hallé's qualifications to serve on the Board include his significant experience in business operations, corporate finance and financial reporting.

Todd Dissinger has served as our Chief Financial Officer since January 1, 2018. From August 2015 until his appointment as our Chief Financial Officer, Mr. Dissinger served as Vice President, Treasurer of the Operating Company. From 1997 to 2015, he held senior management positions, including Senior Vice President – Treasurer, Risk Management and Credit, at The Bon-Ton Stores, Inc. From 1985 to 1997, Mr. Dissinger held management positions, including Vice President – Senior Relationship Manager, with PNC Bank.

Kemper Isely, Zephyr Isely and Heather Isely are siblings. Elizabeth Isely was previously married to a member of the Isely family who is not currently involved in Company operations.

CORPORATE GOVERNANCE

Board of Directors

Board Composition

Our business and affairs are managed under the direction of our Board. Our Board currently has seven members, Kemper Isely, Zephyr Isely, Heather Isely, Elizabeth Isely, Michael T. Campbell, Edward Cerkovnik and Richard Hallé. Our bylaws provide that our Board consists of a number of directors to be fixed from time to time by a resolution of the Board.

Table of Contents

Our amended and restated certificate of incorporation and bylaws provide for a classified board of directors consisting of three classes of directors, each serving staggered three-year terms, as follows:

Elizabeth Isely and Richard Hallé are Class I directors; their terms will expire at the Annual Meeting and they have been nominated for re-election at the Annual Meeting;

Zephyr Isely and Michael T. Campbell are Class II directors; their terms will expire at the 2020 Annual Meeting of Stockholders; and

Heather Isely, Kemper Isely and Edward Cerkovnik are Class III directors; their terms will expire at the 2021 Annual Meeting of Stockholders.

Upon expiration of the term of a class of directors, directors for that class will be elected for a three-year term at the Annual Meeting of Stockholders in the year in which that term expires. Each director's term continues until the election and qualification of his or her successor, or his or her earlier death, resignation or removal. Any increase or decrease in the number of directors will be distributed among the three classes so that, as nearly as possible, each class will consist of one-third of the directors. The division of the Board into three classes with staggered three-year terms may delay or prevent stockholder efforts to effect a change in our management or a change in control.

A voting agreement entered into with and among our major stockholders is in effect and provides the Isely family with control over the election of directors. See "Certain Relationships and Related Party Transactions-Stockholders Agreement" in this Proxy Statement for a description of this agreement. Directors can be removed from our Board only for cause, as defined in our amended and restated certificate of incorporation. Vacancies on our Board, and any new director positions created by the expansion of our Board, can be filled only by a majority vote of the remaining directors then in office.

Board Leadership Structure and Risk Oversight

The Chairman of our Board is also a Co-President of the Company. Because of his knowledge of and insight into our business, we believe Mr. Kemper Isely is in the best position to focus the attention of our independent directors on matters that are the most critical to our Company. We also believe that Mr. Kemper Isely's effectiveness in promoting the Company and forming new business relationships is significantly enhanced by his role as both the Chairman and a Co-President. Michael T. Campbell currently serves as the presiding director at executive sessions of the Board at which only non-management directors are present. We do not currently have a lead independent director.

Our Board administers its risk oversight function primarily through the audit committee, which oversees our risk management practices. The audit committee is responsible for, among other things, discussing with management on a regular basis our guidelines and policies that govern the process for risk assessment and risk management. These discussions include our major risk exposures and actions taken to monitor and control these exposures.

Controlled Company and Director Independence

We have elected to avail ourselves of the “controlled company” exception under the corporate governance rules of the NYSE. Under NYSE rules, a company of which more than 50% of the voting power is held by an individual, group or another company is a “controlled company” and may elect not to comply with certain corporate governance standards. Certain members of the Isely family holding over 50% of our Common Stock are parties to a stockholders agreement (the “Stockholders Agreement”) pursuant to which they control the election of our directors, and we are therefore a “controlled company.” As a result, we have elected not to have a majority of “independent directors” on our Board, we do not have a compensation committee composed entirely of “independent directors” and compensation for our executives and the selection of our director nominees are not determined by a majority of “independent directors,” as defined under the rules of the NYSE. The “controlled company” exception does not modify the independence requirements for the audit committee, and we are subject to, and have complied with, the requirements of the SEC and the NYSE, which require that our audit committee be composed of at least three members, each of whom is required to be independent.

Consistent with these requirements, after review of all relevant identified transactions or relationships between each director, or any of his or her family members, and the Company, its senior management and its independent auditors, the Board has affirmatively determined that the following three directors are independent directors within the meaning of the applicable NYSE and SEC rules and regulations: Michael T. Campbell, Edward Cerkovnik and Richard Hallé. In making this determination, the Board found that none of these directors had a material or other disqualifying relationship with the Company. Specifically, the Board solicited and considered information from each such director regarding whether he, or any member of his immediate family, had a direct or indirect material interest in any transactions involving the Company, was involved in a commercial or investment relationship with the Company or received personal benefits from or on behalf of the Company outside the scope of such person’s normal compensation.

Table of Contents

Kemper Isely, our Co-President; Zephyr Isely, our Co-President; Heather Isely, our Executive Vice President and Corporate Secretary; and Elizabeth Isely, our Executive Vice President, are not independent directors. Each is an employee of the Company and a party to the Stockholders Agreement.

Communications with the Board

The Board welcomes questions or comments about our Company and its operations. Interested parties and stockholders may contact the Board as a whole, the presiding director over Board executive sessions, our non-management directors (including the presiding director at executive sessions of the Board at which only non-management directors are present), or any one or more individual directors by sending a letter to the intended recipient's attention c/o Natural Grocers by Vitamin Cottage, Inc. Attention: Corporate Secretary, 12612 West Alameda Parkway, Lakewood, Colorado 80228. The Corporate Secretary will maintain a record of all such communications and promptly forward to the Chairman of the Board those that the Corporate Secretary believes require immediate attention. The Corporate Secretary will periodically provide the Chairman of the Board with a summary of all such communications. The Chairman of the Board will notify the Board or the chairs of the relevant committees of the Board of those matters that he believes are appropriate for further action or discussion.

Meetings of the Board

The Board met four times during fiscal 2018. Each Board member attended all of the meetings of the Board held during fiscal 2018. During fiscal 2018, our Board held four executive sessions at which only non-management directors were present. Pursuant to our Corporate Governance Guidelines, our directors are expected to attend meetings of the Board and all committees on which they sit (including separate meetings of non-management directors), with the understanding that, on occasion, a director may be unable to attend a meeting in person or by teleconference. It is the Company's policy to encourage directors to attend the Annual Meeting of Stockholders and all members of the Board attended our 2018 Annual Meeting of Stockholders.

Committees of the Board

Our Board has two committees: an audit committee and a compensation committee. The committees were established in July 2012 in connection with our IPO and our listing on the NYSE. Each committee member is appointed by the Board and will serve until his or her successor is elected and qualified, or until his or her earlier resignation or removal. Each committee member attended all of the meetings of each committee on which he or she served during fiscal 2018.

The following table provides membership and meeting information for fiscal 2018 for each of our Board committees:

Name	Independent?	Audit Committee	Compensation Committee
Mr. Kemper Isely	No		Member
Mr. Zephyr Isely	No		
Ms. Heather Isely	No		Chair
Ms. Elizabeth Isely	No		
Mr. Michael T. Campbell	Yes	Chair	Member
Mr. Edward Cerkovnik	Yes	Member	Member
Mr. Richard Hallé	Yes	Member	
Total meetings in fiscal 2018		5	4

Audit Committee

Our audit committee assists our Board in fulfilling its oversight responsibilities over our financial reporting and internal control processes. The audit committee is responsible for, among other things:

- overseeing management’s maintenance of the reliability and integrity of our accounting policies and financial reporting and our disclosure practices;

- overseeing management’s establishment and maintenance of processes to assure that an adequate system of internal control is functioning;

overseeing management's establishment and maintenance of processes to assure our compliance with all applicable laws, regulations and corporate policies;

Table of Contents

• reviewing and approving related party transactions;

- reviewing our annual and quarterly financial statements prior to their filing and prior to the release of earnings;

• reviewing the performance of the independent accountants and making decisions regarding the appointment or termination of the independent accountants and considering and approving any non-audit services proposed to be performed by the independent accountants; and

• making recommendations to the Board with respect to the foregoing and other matters.

Mr. Campbell, Mr. Cerkovnik and Mr. Hallé currently serve on the audit committee, with Mr. Campbell serving as the chair of the audit committee. Mr. Campbell, one of our independent directors, is our audit committee financial expert as defined under applicable SEC rules. The audit committee has the power to investigate any matter brought to its attention within the scope of its duties and to retain counsel for this purpose where appropriate.

The audit committee met five times during fiscal 2018. During fiscal 2018, our audit committee held four executive sessions at which only non-management directors were present. Our Board has adopted an audit committee charter, which sets forth in detail the duties and responsibilities of the audit committee and is available on our corporate website at *investors.naturalgrocers.com*.

Report of the Audit Committee

The audit committee is responsible for overseeing our accounting and financial reporting functions. The audit committee relies on the expertise and knowledge of management and the Company's independent auditors in carrying out its oversight responsibilities. Management is responsible for the Company's financial reporting process, including its system of internal control, and for the preparation of the Company's consolidated financial statements in accordance with generally accepted accounting principles. The independent auditors are responsible for auditing those financial statements, auditing our internal control over financial reporting and issuing reports thereon.

In fulfilling its oversight responsibilities, the audit committee reviewed and discussed the audited financial statements for the fiscal year ended September 30, 2018 with management of the Company and with KPMG LLP, the Company's independent registered public accounting firm. The audit committee also reviewed and discussed with KPMG LLP the quarterly financial statements for each quarter during fiscal 2018 and the matters required to be discussed by Auditing Standard No. 1301, "Communications with Audit Committees," issued by the Public Company Accounting Oversight Board (the "PCAOB").

In addition, the audit committee received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the PCAOB regarding the independent accountants' communications with the audit committee concerning independence, and has discussed with the independent registered public accounting firm the accounting firm's independence.

Based on the foregoing, the audit committee recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2018.

Respectfully submitted,

Michael T. Campbell (Committee Chair)

Edward Cerkovnik

Richard Hallé

The material in the above report is not "soliciting material," is not deemed "filed" with the SEC and is not to be incorporated by reference in any filing of the Company under the Securities Act or the Exchange Act, whether made before or after the date hereof and irrespective of any general incorporation language in any such filing.

Table of Contents

Compensation Committee

Our compensation committee is responsible for, among other things:

- reviewing our compensation practices and policies, including equity benefit plans and incentive compensation;
 - reviewing key employee compensation policies;
- monitoring performance and compensation of our employee-directors, officers and other key employees;
- preparing recommendations and periodic reports to the Board concerning these matters; and
- overseeing the preparation of any disclosure relative to compensation practices.

Ms. Heather Isely, Mr. Campbell, Mr. Cerkovnik and Mr. Kemper Isely currently serve on the compensation committee, with Ms. Heather Isely serving as the chair of the compensation committee.

The compensation committee met four times during fiscal 2018. During fiscal 2018, our compensation committee held one executive session at which only non-management directors were present. Our Board has adopted a compensation committee charter, which sets forth in detail the duties and responsibilities of the compensation committee and is available on our corporate website at investors.naturalgrocers.com.

Prior to our IPO, our Board historically set compensation for our named executive officers, including with respect to their own compensation. In April 2012, our Board retained the outside consulting firm Frederic W. Cook & Co., Inc., or F.W. Cook, as our independent compensation consultant to assist in developing our approach to executive officer and Board compensation. That engagement occurred prior to the creation of our compensation committee. As part of that engagement, F.W. Cook assisted in the development of the compensation program for our independent board members.

We did not engage F.W. Cook to conduct an executive compensation study during fiscal 2018. Our Co-Presidents have provided, and we expect that our Co-Presidents will continue to provide, recommendations to our compensation committee regarding pay levels for all executive officers. In fulfilling its responsibilities, our compensation committee may delegate its authority to subcommittees, including subcommittees consisting solely of one or more employees of the Company, to the extent permitted by applicable law.

Report of the Compensation Committee

The compensation committee has reviewed and discussed the Compensation Discussion and Analysis (“CD&A”) contained in this Proxy Statement. Based on this review and discussion, the compensation committee has recommended to the Board that the CD&A be included in this Proxy Statement.

Respectfully submitted,

Heather Isely (Committee Chair)

Michael T. Campbell

Edward Cerkovnik

Kemper Isely

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Process for Recommending Candidates for Election to the Board Directors

We do not have a nominating committee. Instead, our Board is responsible for recommending director candidates for election. This is appropriate, in the opinion of the Board, because we are a “controlled company” under NYSE rules and certain members of the Isely family hold over 50% of our Common Stock and control the election of our directors. All

our directors participate in the consideration of director nominees.

Table of Contents

Additionally, our Board will consider director candidates recommended by stockholders, provided that stockholders making such recommendations comply with the advance notice procedures contained in Section 2.07 of our bylaws. The Board did not receive any director recommendations from stockholders for consideration at the Annual Meeting.

The Board will evaluate candidates properly recommended by stockholders based on the same criteria applied to other director nominees. However, for candidates recommended by stockholders, the Board may consult with certain members of the Isely family who are parties to a Stockholders Agreement that control the election of our directors, to ensure that such nominees will make a meaningful contribution to the Board and are likely to receive the affirmative vote of the holders of a majority of the outstanding Common Stock.

As described in the Company's Corporate Governance Guidelines, the Board identifies candidates based on the following criteria:

• judgment, character, expertise, skills and knowledge useful to the oversight of the Company's business;

• diversity of viewpoints, backgrounds and experiences;

• business or other relevant experience; and

• the extent to which the integrity of the candidate's expertise, skills, knowledge and experience with that of the other Board members will build a Board that is effective, collegial and responsive to the needs of the Company.

As described above, the Board considers the diversity of viewpoints, backgrounds and experiences in identifying and evaluating director nominees, but does not have a formal policy with regard to diversity. The Board identifies director nominees based on the above criteria by consulting with other industry leaders and members of the business community.

Corporate Governance Guidelines

In July 2012, the Board adopted Corporate Governance Guidelines to assist the Board in the exercise of its responsibilities. These guidelines are a flexible framework within which the Board may conduct its business. Moreover, they help to align the interests of directors and management with those of the Company's stockholders. The Corporate Governance Guidelines set forth the practices the Board intends to follow with respect to, among other matters, Board composition and selection, board meetings and involvement of senior management, executive officer

performance evaluation and succession planning, and board committees and compensation. The Corporate Governance Guidelines reflect NYSE and SEC rules and requirements. The Corporate Governance Guidelines, as well as the charters for each committee of the Board, may be viewed at the Company's website at *investors.naturalgrocers.com*.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information as of January 11, 2019 regarding beneficial ownership of our Common Stock by:

• each person known to us to beneficially own more than 5% of our Common Stock;

• each of our named executive officers;

• each of our directors; and

• all of our executive officers and directors as a group.

Beneficial ownership for the purposes of the following table is determined in accordance with the rules and regulations of the SEC. These rules generally provide that a person is the beneficial owner of securities if such person has or shares the power to vote or direct the voting thereof, or to dispose or direct the disposition thereof, or has the right to acquire such powers within 60 days. Shares of Common Stock issuable within 60 days to a person are deemed outstanding for purposes of computing the percentage of shares owned by such person, but are not deemed outstanding for purposes of computing the percentage of shares owned by any other person.

To our knowledge, except as otherwise indicated, the persons named in the table have sole voting and investment power with respect to all shares of Common Stock shown as beneficially owned by them and none of the shares shown as beneficially owned by the named executive officers or directors has been pledged as security.

Table of Contents

The address for each person named in the table below is c/o Natural Grocers by Vitamin Cottage, Inc., 12612 West Alameda Parkway, Lakewood, Colorado 80228.

<u>Beneficial Owner</u>	Shares of Common Stock Beneficially Owned⁽¹⁾	
	#	%
<i>5% Stockholders:</i>		
Isely Family Group ⁽²⁾	13,320,297	59.4 %
CTVC, LLC ⁽²⁾⁽³⁾	1,037,939	4.6 %
<i>Named Executive Officers and Directors:</i>		
Kemper Isely ⁽²⁾⁽⁴⁾	3,421,130	15.3 %
Zephyr Isely ⁽²⁾⁽⁵⁾	3,360,867	15.0 %
Heather Isely ⁽²⁾⁽⁶⁾	1,148,510	