



**We are here when you need us**

## **Code of Conduct**

2022

## **We are Wag! Group Co.**

Community

Loyalty

Integrity

Social Responsibility

Respect

Excellence

### **We earn the trust of our community of pet caregivers, pet parents, employees, and shareholders because of our commitment to ethical business practices in improving the lives of pets and pet parents.**

We conduct business in accordance with a high ethical standard in order to deliver superior customer experiences through our products, access to services and our actions. Our relentless passion in improving the lives of pets and pet parents guides us in all the decisions we make.

### **We are a pet wellness company.**

We know that life can be busy, but that should not impact the quality of life for pets. Wag! does more than provide access to dog walking services. We are a pet wellness company committed to promoting the health, well-being, and humane treatment of pets. We consistently deliver access to, safe, skillful and meaningful care to pets.

### **We believe Community is at the core of who we are.**

We believe innovation happens through collaboration between a diverse team of talented people driven by a common purpose. We are driven by a diversity of experiences. Everyone at Wag! is enfranchised to deliver a view or idea to anyone else, and listen to and value another's view regardless of title or seniority. Ideas live and die on their merits rather than who they originated with. We respect and believe in one another, communicating openly, candidly and directly out of respect for one another. This system establishes trust that is critical to the relationships we have.

### **We strive to deliver convenient and safe access to services.**

We provide access to the high-quality services that your pet deserves. Safety is our top priority. Every pet caregiver in our community passes an enhanced background check and support is standing by around the clock. We've thought of everything so pet parents don't have to. From GPS-tracked walks and customized lockboxes, to easy booking on the Wag! app, we make pet parents' lives easier one walk at a time. We've been around the block and that is why we have a trusted record of experience, having provided access to over 10M pet care services across 4,600 cities and with a community of over 150,000 pet caregivers nationwide.

### **Everything we do is built on the strong foundation of our corporate values.**

We maintain our reputation as a pet wellness company because we provide pet parents with reliable access to services that are in the best interest of their pets. We interact professionally with each pet parent to explain the purpose and benefits of our platform.

## **A letter from Garret Smallwood**

Hello Wag! Team,

Safety and happiness are the cornerstone of what Wag! represents. We strive to be the #1 pet wellness company offering access to services that make the lives of pets and pet parents better. At Wag!, we conduct our work at the highest level of excellence with integrity and community as core values baked into the very fabric of our culture. Together, we can continue to innovate and drive value to our community, company, and beloved pets.

Here at Wag! we have the pawportunity to build a community that reinforces the values that Wag! represents. We have embedded in our Code of Conduct the culture that Wag! manifests. This Code of Conduct guides our mission, how we conduct business, and how we manage our relationships. It acts as a moral compass that guides us when we need to seek guidance on ethical dilemmas and what to do when faced with moral concerns. Furthermore, it's our North Star that leads our purpose so that we can continue to improve the quality of life for pets and pet parents.

Everyone at Wag! has a role to play in making sure we hold ourselves to the highest ethical standards and integrity in our work. At times, that may mean making some uncomfortable decisions, but to be a leader we must lead by example, and only then can we create the progress we want to see in the world.

Please review our Code of Conduct and seek guidance if you have any questions or concerns. Being part of the Wag! Team means we have the honor and privilege of giving pets the best possible life by building a community that serves their needs. Pet and pet parents trust us and are counting on us to do right by them. It's important to not only understand our values but put them into practice by living them every day.

Together, we will continue to pawvide value and elevate the lives of pet and pet parents by conducting our business according to our core values and Code of Conduct. We will do it the right way — the Wag! way.

Garret Smallwood

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# Introduction<sup>1</sup>

## What to do when you have an ethics concern or question

Wag! provides a safe community that encourages employees to reach out and ask questions about what is right or wrong without fear of retaliation. Employees are empowered to come forward if they feel that they have been placed in an ethically precarious position. Employees who are challenged with tough ethical questions or who are not sure how to proceed in order to resolve those issues are encouraged to seek guidance from supervisors, managers or other appropriate Wag! personnel. Retaliation against employees who report concerns is strictly prohibited, and if you have concerns about retaliation, you must report those as well. Wag! prohibits retaliation against employees for submitting complaints or cooperating with investigations, and anyone engaging in retaliation is subject to discipline, up to and including termination of employment.

We are defined by our values: community, loyalty, integrity, social responsibility, respect and excellence. These values should guide us in how we deal with every problem at work, large and small. The Code of Conduct gives us detailed guidance about how to apply Wag!'s values to specific issues and challenges that arise in our jobs. It reflects our changing business environment and has been approved by the Wag! Board of Directors.

You must follow the law, the Code of Conduct, and all Wag! policies and guidelines. You can't violate any of these rules for any reason, even if you are instructed to do so by your supervisor. Violations of this Code, or any other Wag! policy, can lead to discipline up to and including termination of employment.

But following the Code of Conduct is just a starting point. We're all expected to help maintain and promote the culture of integrity, inclusiveness and community that is one of our greatest competitive advantages. Employees in supervisory roles have a special duty to set the right example. Supervisors must promote an open door culture in which employees are comfortable speaking their mind. A critical part of maintaining a culture of integrity, inclusiveness and community is making sure that each of us asks questions and raises concerns. If you do this, you can help the company spot issues before they turn into problems. Reporting misconduct or ethics concerns isn't just an option – it's each employee's responsibility. You must report suspected misconduct and violations of the Code. If you believe that you or anyone else is the

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<sup>1</sup> You are required to comply with this Code as a condition of continued employment. This Code may be changed by the Wag! at any time, except pursuant to any applicable collective bargaining obligations, without notice to you. Except where applicable law provides otherwise, employment with Wag! is "at will," which means that you or Wag! may terminate your employment, at any time, with or without cause, with or without notice, for any reason not prohibited by law, unless governed by a collective bargaining agreement or specific contract of employment. Any at will employment relationship may not be modified except in a written agreement signed by an authorized Wag! officer.

subject of retaliation for reporting misconduct or cooperating with an investigation, you must report it to Wag!'s legal department and Human Resources.

If your local laws conflict with the Code of Conduct or your business unit has more restrictive policies or practices, you must comply with the local law or the unit's policy or practice.

### **Where to report**

You have many resources available to you should you have any concerns or questions about how this Code of Conduct applies to a particular issue. You may contact your manager, Human Resources, or Wag!'s legal department.

You must immediately report any instance of violence, hostile behavior, or possession of weapons on company property to your supervisor. In cases of imminent danger, you should contact 911 or local law enforcement first, and then contact your supervisor.

You must report any concerns or questions you have about the accuracy or integrity of Wag!'s financial statements, reporting, accounting, internal accounting controls, or auditing matters to Wag!'s legal department.

### **Cooperation with investigations**

Every employee has a duty to report potential or apparent violations of the Code of Conduct. Further, every employee is obligated to fully cooperate in any investigation by Wag! regarding a reported concern and cooperate in the legal representation and defense of the Wag!'s interests.

### **What happens when you report an ethics or compliance concern**

Wag! is committed to fully investigating all reported ethics and compliance concerns. Employees are encouraged to bring such concerns to our attention. When making a report, employees should provide as many specific details as possible because that will assist us in executing a complete, timely and thorough investigation.

You must cooperate completely in any investigation. You must be honest and forthcoming at all times during an investigation, and you must provide any investigator with full, accurate, timely, and truthful information. Misrepresenting facts or failing to disclose facts during an investigation is strictly prohibited. You can't interfere with or obstruct an investigation conducted by the company or by any government agency.

### **Administering the Code**

The Audit Committee is responsible for administering the Code in an independent, objective and consistent manner. We realize that the Code will not cover every possible circumstance, especially when issues arise with contracts or local laws. As such, Wag! may modify the Code, as necessary. Any waivers of the Code, however, must be approved by the Board of Directors or the Board's designees. In the

extremely rare situation that a waiver is approved, we will quickly and properly disclose it where required by law.



## **A respectful, safe and professional workplace.**

We are committed to a safe, healthy, and professional work environment in which each of us is treated with respect and given the opportunity to achieve performance excellence.

### **A respectful and inclusive workplace**

As a Wag! employee, you are expected to treat pet parents, pet caregivers, fellow employees, partners and vendors with respect, dignity, honesty, fairness and integrity at all times.

Not only is this sound business practice, it's also the right thing to do.

### **Commitment to diversity**

An inclusive workplace is key to our success and we will win in the marketplace by attracting, retaining, and developing a highly qualified, dedicated, and diverse workforce.

Our commitment to inclusiveness extends beyond our workplace. Wag! seeks to do business with diverse suppliers and vendors. And we refuse to use facilities, sponsor events, or maintain memberships at organizations that have exclusionary membership practices.

### **Discrimination and harassment**

We are committed to maintaining a workplace free from illegal discrimination or harassment, including sexual harassment or harassment based on any other legally protected category.

We respect and comply with all laws providing equal opportunity to individuals without regard to race, color, religion, age, sex, pregnancy, sexual orientation, gender identity and expression, genetic information, national origin, disability, marital status, citizenship status, veteran status, military service status, and any other protected category under applicable law.

Unlawful harassment comes in many forms and includes conduct or language that creates a hostile or offensive work environment. It can be physical, verbal, or visual. For example, sexual harassment may include inappropriate touching, unwelcome romantic advances, lewd gestures, or the display of obscene material. Other forms of harassment may include racist comments, ethnic slurs, religious stereotypes, or homophobic jokes.

We do not tolerate such behavior. If you are subjected to or observe unlawful harassment, you should report it to your supervisor (if appropriate), Human Resources or Wag!'s legal department, and, if you are comfortable doing so, confront the perceived harasser and ask that they stop. Supervisors who become aware of harassment concerns must report the issue.

## **A safe and healthy workplace**

We share a responsibility for maintaining a safe and healthy workplace and for doing business in a way that meets our responsibilities to each other, our customers, and the public.

### **Workplace safety and environment**

We are committed to providing a safe workplace and to meeting our environmental responsibilities.

That means that each of us must perform our jobs in a safe and environmentally responsible manner and in compliance with Wag!'s values and the law. Supervisors must ensure that direct reports are trained in the safety and environmental practices of their jobs, report potential noncompliance, and investigate all environmental, health, and safety concerns of which they become aware.

You must report a work-related crash or injury; a hazard or incident; or a violation of an environmental, health, or safety law or company policy to your supervisor

### **Workplace violence**

We are committed to maintaining a work environment that is free from violence and weapons, or threatening, hostile, or abusive behavior.

You must never engage in violent or threatening behavior toward fellow employees, customers, or business partners.

We maintain a weapons-free workplace. Under no circumstances should anyone possess or use any weapon or weapon component (e.g., ammunition) on company property, in a company vehicle, or while conducting company business. Unless expressly permitted by local law, this includes weapons stored in a locked personal vehicle on company property.

It is critical that you take personal responsibility for immediately reporting any instance of violence, threats, hostile behavior, or weapon possession on company property to your supervisor. In cases of imminent danger, you should immediately notify local law enforcement (e.g., 911 or other applicable local emergency service number).

Domestic violence can also have an impact on workplace safety. If you are the victim of domestic violence, you should notify the police and Security about any person who may be threatening your safety or the safety of fellow employees. You can also contact your supervisor, Human Resources, or anyone at Wag! you feel comfortable speaking to.

### **Drugs and alcohol**

Substance abuse is incompatible with workplace health and safety.

You may not report to work under the influence of alcohol, an illegal drug, or any controlled substance for which you do not have a prescription. If you are taking prescription medication that affects your perception or responsiveness, you should notify your supervisor and Human Resources.

You must not use or possess illegal drugs or drug paraphernalia while on company property or when on company time. You should not possess or use controlled substances or prescription drugs that have not been prescribed to you by a physician.

Marijuana is an illegal drug under U.S. federal law. Even if you work in a jurisdiction that has legalized marijuana for medical or recreational purposes, you may not report to work under the influence of marijuana, or use or possess marijuana while on company property or when on company time.

Possession and use of alcohol are prohibited on company property, while in Wag! vehicles, and when conducting company business. There are limited exceptions to this prohibition:

- ◆ alcohol may be served at social functions on company premises, but only with prior approval from a supervising officer (or above) leader;
- ◆ alcohol may be consumed if it is served at an external event at which you are representing Wag! (e.g., a business dinner or cocktail reception).

In such cases, consumption of alcohol must be voluntary, in moderation, and in a manner that does not embarrass the company.

### **Misconduct outside the workplace**

Each of us must avoid any misconduct off the job that could impair our ability to do our jobs or affect the company's reputation or business interests.

Accordingly, you must promptly report to Wag! Human Resources any arrest, charge, or conviction for:

- ◆ a felony (or equivalent under local law);
- ◆ an offense involving dishonesty, assault, or battery;
- ◆ a drug-related offense;
- ◆ an alcohol-related offense relating to conduct while on company property or business or that may otherwise affect your ability to perform your job, or affect the company's business interests; or
- ◆ any other offense which may affect your ability to perform your job or otherwise affect the company's business interests.

### **A professional workplace**

We are committed to maintaining a professional, productive work environment.

## **Solicitation and fundraising**

You may not engage in solicitation or fundraising during work time (defined as the work time of either the employee making or receiving the solicitation), and you may not engage in the distribution of nonbusiness literature during work time or in company work areas. Further, you may not use company resources to solicit or distribute at any time. Non-employees may not engage in solicitation, fundraising, or the distribution of literature on company property.

There are limited exceptions to this policy:

- ◆ company pre-approved communications relating to employee benefits or services;
- ◆ communications about charitable initiatives undertaken with the approval of Wag!'s legal department;

## **Gambling**

Gambling is illegal in many jurisdictions and can contribute to an unprofessional workplace. You may not gamble (online or offline) on company property, when using company systems, or while conducting company business. You may not participate in games of chance (including sports pools, raffles, or lotteries) on company property, when using company systems, or while conducting company business without written approval from Wag!.

## **Employee privacy**

You must take appropriate steps to protect confidential personal employee information, including social security numbers, identification numbers, passwords, bank account information, and medical information. You should never access or obtain, and may not disclose outside of Wag!, another employee's personal information obtained from Wag!'s business records or systems unless you are acting for legitimate business purposes and in accordance with applicable laws, legal process, and company policies, including obtaining any approvals necessary under those policies.

## **Monitoring and recording at work**

To maintain a safe and professional work environment, Wag! monitors employee use of company property, consistent with applicable law. Monitoring applies to company facilities and vehicles. Such monitoring also applies to company-provided communications devices, our networks and computer systems (including corporate email, encrypted and unencrypted internet access, and any application, such as web-based email, accessed from company provided devices and systems).

In cases involving safety or suspected misconduct (for example, investigating claims of sexual harassment, workplace violence, or suspected theft), the company reserves the right to monitor or inspect, without notice, any company property or any personal property on company premises that may contain evidence of misconduct, consistent

with applicable law or any local data privacy notice. With respect to company provided or paid for communications devices or accounts, the company may, as permitted by law or any local data privacy notice, access any stored information (whether on the device, our servers or with a third-party) that may contain evidence of misconduct, and employees are required to cooperate, including by providing access to the information, when requested by Wag!'s legal department or its designee, or Security.

Unless you are participating in an approved observation program or have obtained prior approval from Security or Wag!'s legal department, subject to applicable law or any local data privacy notice, you may not record (photo, video, or audio) an employee (while the employee is at work or engaged in business activities), a customer, partner, or competitor without that individual's knowledge and consent, or access another employee's information systems or business records without that employee's knowledge and consent.

## **Integrity and fairness in the workplace.**

Our company's reputation is based on the actions of its employees. Each of us must act with integrity and respect at all times.

### **Conflicts of interest**

You must avoid any relationships or activity that might impair, or even appear to impair, your ability to make objective and fair decisions when performing your job. When acting on behalf of the company, you must advance the company's legitimate interests when the opportunity to do so arises. If you identify a situation where the company's interests are being harmed, you must report the matter to Wag! Human Resources.

You must never use Wag! property or information for personal gain or take personal advantage of any opportunity that arises in your work for Wag!.

You must disclose any potential or actual conflict to Wag! as soon as you become aware of it.

### **Personal conflicts of interest**

**I am an employee and one of my reports disclosed a personal conflict of interest to me. I promptly implemented controls to minimize the risk. Is that sufficient?**

No. All conflicts and potential conflicts of interest must be cleared by Wag!.

Certain types of personal relationships can create actual or apparent conflicts of interest both internally at Wag! and in our interactions with third parties. Never use your position at the company to advance your personal interests or those of a friend or relative at the expense of the company's interests.

Internally, you may not supervise – directly or indirectly – someone with whom you share a close personal relationship, such as anyone in your family or household, or someone with whom you have or had a romantic relationship or other similar relationship. Even if a family member or romantic partner is not in your reporting chain, if you interact with such a person as part of your Wag! work responsibilities, you must avoid any actions at work that could create even the appearance of a conflict of interest. If you are uncertain about what interactions are appropriate, you must contact Wag! Human Resources.

Externally, you may not participate in the selection process for, have discretionary authority involving Wag!'s business with, or supervise Wag!'s relationship with, a company that does business with Wag! if it employs someone with whom you have a close personal relationship or is a company with which you have a business relationship. Exceptions to this restriction are extremely limited and require the approval of Wag! Human Resources.

If a family member or person with whom you have a close personal relationship is employed by an entity that does business with Wag!, you cannot interact with that individual about business between Wag! and the outside entity.

## **Outside employment**

### **How do I find out if the company where I have a second job is providing services or access to services that are also provided by Wag!?**

If you think there is any chance that an outside employer might be operating in the same space as Wag!, you must contact Wag! Human Resources for guidance.

### **My supervisor knows that I have a side job designing apps for mobile devices. Do I have to let anyone else know?**

A “side hustle” related to the field in which you work for Wag!, or involving any product or service in which Wag! might be active, must be approved by Wag! Human Resources.

You may not—with or without compensation—be self-employed or employed by, consult with, own, perform services for, or aid:

- ◆ a company or organization (including a charitable organization) that is a vendor, supplier, partner, contractor, subcontractor, or competitor of Wag!; or
- ◆ a company that provides services or access to services that are provided by Wag!, or that Wag! is seeking to provide or provide access to.

Outside work must not interfere with your work for Wag!. This limitation also applies to simultaneous employment by Wag! and its subsidiaries, affiliates, and joint ventures in which the company maintains an ownership interest. Exceptions to the requirements of the previous paragraph may be granted only upon written approval by Wag! Human Resources.

Unless you receive the prior written approval of your supervisor and Human Resources, you may not engage in any outside employment or self-employment or perform any commercially-related services—with or without compensation—while absent from work on any company-approved leave of absence, absence due to sickness or disability, Family Medical Leave, or comparable leave provided for by applicable law.

## **Outside activities**

### **I have been asked to participate in an investor expert network as a tech industry professional. This expert network does research to assist investors. If I do not reveal any confidential Wag! information, can I participate?**

Employees and executives are generally prohibited from participating in expert networks for investors due to insider trading concerns. You should consult with Wag! Human Resources regarding this request.

When employees participate in outside activities, Wag! draws a distinction between personal activities (not representing Wag!) and service on behalf of the company (representing Wag!). Many employees, in their personal capacities, participate in outside civic and charitable activities by serving as trustees or members of various community organizations such as local not-for-profits, religious institutions, parent teacher associations, or homeowners' associations. If a matter regarding Wag!'s services or access to services or products arises when performing such outside civic or charitable activities, you must remove yourself from discussing or voting on the matter or on any matter that involves the interests of Wag! or its competitors to avoid conflicts of interest. Participation in outside civic or charitable activities should not interfere with your work for Wag!. To the extent your participation infringes on company time or involves the use of Wag! resources, your supervisor's approval is required.

Service in an outside organization on behalf of Wag! means that you are expected to represent Wag!'s interests when participating in the organization's activities. Prior to serving as a representative of Wag! with any outside organization, you must obtain the prior approval of Wag! Human Resources and your supervisor.

Special approval requirements apply when seeking to serve on any outside company's Board of Directors:

- ◆ Service on the Board of Directors of a public corporation must be approved in advance by both Wag! Human Resources and your organization's executive office.
- ◆ Service on the Board of Directors of a non-public corporation must be approved in advance by Wag! Human Resources.

### **Political interactions and contributions**

Wag! encourages participation in the political process and each of us is responsible for ensuring compliance with all laws and regulations relating to interactions with government officials, including laws governing campaign finance, government ethics, and lobbying. In addition, all lobbying activities on behalf of the company must be authorized by Wag!'s legal department.

If you are appearing before a government body or engaging in contact with a public official outside of your ordinary work duties regarding a business in which Wag! is engaged or a business issue in which Wag! has an interest, make it clear that you are not representing Wag! and advise your supervisor in advance.

Your personal political contributions and activities must be kept separate from the company. If you make political contributions, you may not refer to your employment or use the company's assets, including its name, in connection with your contributions, unless required to do so by law. You may not make payments of



corporate contributions, whether monetary or non-monetary assets, to any domestic or foreign political party, candidate, campaign, or public official unless that contribution is permitted under applicable laws inside and outside the U.S., and approved in advance by Wag!'s legal department. In addition, you may never reimburse anyone for any political contribution.

### **Seeking public office**

Before you seek any elected or appointed public office, including a local position, such as school board, you must obtain the approval of your director level or above supervisor and Wag!.

### **Insider trading and securities transactions**

Insider trading occurs when a person trades in a company's securities using material inside information, often referred to as material non-public information—that is, information that is not publicly available and that could reasonably affect a person's decision about whether to buy or sell the securities.

It also occurs when a person gives material inside information to someone else who trades on it. Insider trading is a serious violation of the law and can result in severe penalties, including imprisonment.

As a Wag! employee, you may become aware of material non-public information about Wag! or other companies with which Wag! does business. You must never use material non-public information (even if you acquired it as a "tip" from others) to trade in Wag!'s or any other company's securities, including options and other derivative securities. In addition, you may not provide material non-public information to any other person, including members of your family or your friends, or assist any other person in trading using material non-public information.

The rules that relate to insider trading are complex. If you are not sure whether these restrictions apply to you, you should consult Wag!'s legal department before making any decision to trade in a security, or before you disclose any information to another person. As a general rule, non-public information concerning a company's business, financial prospects, major transactions, regulatory or legal matters, significant cybersecurity incidents, or management issues, is often considered "material."

In addition, you may never engage in any transaction that permits you to benefit from the devaluation of Wag!'s stock, bonds, or other securities, including engaging in short selling or buying "put" options on Wag! stock. You also may not participate in transactions in the stock or other securities of business providers or prospective business providers that could influence, or appear to influence, your business judgment on behalf of Wag!.

## **Outside financial interests**

### **Can I purchase stock in a company that is a vendor on a project I am working on?**

If you are working with that vendor, you cannot purchase stock in that company.

You may not transact any business in a company's securities or derivatives of those securities if you conduct or supervise Wag! business with that company.

If you have a pre-existing stock interest in a company and your position at Wag! requires you to conduct or supervise business with this company, you must disclose your ownership interest to a supervisor. You may not trade in that company's securities without advance approval from Wag!'s legal department.

You may not take a significant financial interest in a company that is a business provider or that competes with or is in one of the same lines of business as Wag!. A significant financial interest is any financial interest that is more than US\$100,000 and that represents either (1) more than 25% of your annual gross income or (2) more than 1% of the value of the other company. If any investment appreciates over time so that it creates an actual or apparent conflict of interest, it should be brought to the attention of Wag!'s legal department.

## **Loans**

Personal loans from the company to any executive officer (as defined by securities law) are unlawful and strictly prohibited. Personal loans from the company to any other employee must be approved in writing in advance by Wag!'s legal department or under an approved Wag! program. Loans greater than US\$25 between employees in a direct or indirect reporting relationship are prohibited.

## **Protecting Wag!’s assets and reputation.**

We are all accountable for protecting the company’s assets and reputation.

### **Preparing, disclosing, and maintaining accurate records**

**I am required to track and record the time I spend working each week. I sometimes fail to properly record half-days as vacation days or personal time, but it is not a common occurrence. Is this a big deal?**

Yes. Failure to accurately record your time is a violation of the Code and could result in discipline up to and including termination of employment.

We are committed to maintaining and providing truthful information that satisfies all legal requirements. We do not tolerate the falsification or improper alteration of records.

You must create and maintain true and accurate records. If you identify any mistakes or discrepancies, no matter how small, you must try to resolve them immediately, and you must promptly notify your supervisor.

You may never direct anyone to create or approve a false or misleading record, or intentionally take any action that helps to create a false or misleading record, such as withholding information from someone preparing a record.

Company records must be retained according to applicable laws and company policies. You may never destroy, alter, or conceal any record if you have been directed to retain it or if you know – or reasonably believe there is a possibility – of any litigation or any internal or external investigation concerning that record.

If you believe a record was intentionally falsified or created to be misleading, or if anyone directed you to violate any section of this policy, you must immediately contact Wag! Human Resources.

### **Promoting transparent and complete disclosure**

Our investors and shareholders are key to our success and we are committed to transparency in financial reporting. All disclosures made in financial reports and in public communications must be full, fair, accurate, and understandable.

You may not selectively disclose (even in one-on-one or small meetings) any material information regarding the company. You should be particularly careful not to disclose such information if you make presentations to customers, business providers, investors, or other third parties.

We use auditors to ensure the accuracy of our reporting. You must cooperate with auditors and provide them with complete, accurate, and timely information, and you must never improperly influence or mislead any auditor.

## **Safeguarding company information**

Our business depends on protecting its proprietary, non-public, and confidential information, as well as the information others entrust to us as part of our business. Examples of such information include: "inside information" that could lead someone to buy or sell Wag! stock, marketing presentations, or copyrighted materials. You must comply with all company policies regarding the protection of Wag!'s information. You may not release non-public company financial information to the public or third parties unless specifically authorized by Wag! supervisor.

You may not release other non-public company information to the public, third parties, or internet forums (including blogs or chat rooms) unless you are specifically authorized to do so by an above supervisor, and Wag!'s legal department. You may only disclose non-public company information to employees who have demonstrated a legitimate, business-related need for the information.

Your obligation to safeguard Wag! information continues even after your employment at the company has ended, and you may never disclose or use non-public company information absent Wag!'s specific written authorization.

## **Acquiring other parties' non-public information**

**A customer shared a competitor's pricing in connection with a pending bid because the customer wants to make it clear that there is a certain "price to beat." Can I use this information?**

No. This information is almost certainly proprietary and the customer may not be authorized to share it with Wag!. You should contact Wag!'s legal department, preserve the email, and do not take further action until directed by Wag!'s legal department.

**A competitor's pricing information was posted on a blog. It's marked "confidential." Can I use it?**

If you have reason to believe the blogger wasn't authorized to post the information and that it is non-public, contact Wag!'s legal department to receive guidance before using it.

**In connection with a pending transaction, a partner sent me confidential information. A properly approved NDA is in place. Can I accept the information?**

Yes, you can accept confidential information pursuant to a properly approved NDA.

You cannot accept or use non-public information belonging to a third party (including information from a former employer) unless the person disclosing the information is authorized to do so, Wag! has the owner's written permission to receive it, and the information is provided according to a written agreement approved in advance by your supervisor and Wag!'s legal department.

## **Intellectual property**

Our intellectual property is a valuable asset and must be protected by everyone. Similarly, you must respect the proprietary rights of others by complying with all applicable laws and agreements, including those with business providers, competitors, and pet parents.

You must not acquire the intellectual property of others through unlawful or inappropriate means. You may not copy, use, or share copyrighted materials unless you obtain the specific, written, prior consent of the owner, or unless such use is permitted under applicable law as determined by Wag!'s legal department.

If you have entered into any agreement with a prior employer with respect to intellectual property, non-competition, non-solicitation, or non-disclosure, you are required to disclose such an agreement to your supervisor and Human Resources.

## **Gathering information about competitors**

Gathering information about competitors is a common business practice, but you must always do so with integrity. You must always accurately represent yourself and may never misrepresent your identity when gathering information. You are also required to direct that all consultants and agents with whom you work on behalf of Wag! do the same.

You may generally obtain information from public sources, industry gatherings, surveys, and competitive research, but it is never acceptable to obtain or request non-public information from any source, including the internet. It is never appropriate to engage in theft, espionage, or breach of a competitor's non-disclosure agreement. If information you receive is marked private or marked in such a way as to indicate it is private, absent an appropriate confidentiality agreement, do not use it and contact Wag!'s legal department for guidance.

## **Protecting company communication and information systems**

Wag!'s communication and information systems, including all company computers and mobile devices, are critical to the company's operation. You must protect company information from accidental or unauthorized disclosure. You must also protect the security of user IDs and passwords for all company systems and devices. Additionally, you must also comply with all company policies relating to the use of computer hardware and software on company systems, and the acquisition, use, and disposition of data on company systems. Only approved software and hardware may be used on company systems, and such media must have a legitimate business purpose and be malware free.

You may not use company systems, such as email or instant messaging, to engage in activities that are illegal, violate company policy, or could result in Wag!'s liability or reputational harm. Some examples of improper uses of company systems include:

- ◆ pornographic, obscene, offensive, harassing or discriminatory content;

- ◆ unauthorized mass distributions;
- ◆ communications on behalf of commercial ventures; and
- ◆ communications directed to a group of employees on behalf of an outside organization.

You may make limited personal use of company systems, so long as it does not interfere with your work responsibilities, incur costs, or otherwise violate the Code or Wag! policy. You may not send non-public company information to personal email unless you are authorized to do so by a supervisor and comply with company policies regarding encryption.

### **Proper use of Wag! resources**

You are required to protect Wag!'s resources, as well as property belonging to customers, business providers, and co-workers. All company resources must be used appropriately, and never for personal gain. Company property cannot be taken, sold, loaned, intentionally damaged, given away, or otherwise disposed of, regardless of its condition or value, without specific authorization.

You are never permitted to use Wag! equipment or vehicles for personal purposes, or any device or system to obtain unauthorized free or discounted service.

Wag! benefits plans and programs must be used honestly. You are not permitted to misrepresent any fact regarding your health status, covered members, beneficiaries, or any other facts, including reasons for absence, for any purpose.

### **Security of facilities**

To ensure a safe work environment and the integrity of the company's facilities, you must take all appropriate precautions to protect Wag!'s systems and premises. Do not leave visitors unescorted or sensitive areas unattended or unlocked. When on company property and conducting company business, request identification from others you do not recognize. You must report all suspicious activity to your supervisor.

### **External communications**

#### **If I am using my personal social media account on my personal time, does the Code of Conduct apply?**

Yes, portions of this Code of Conduct still apply to your personal use of social media. For example, if you identify Wag! as your employer and post a racist comment or encourage acts of violence on your social media pages, such behavior may constitute prohibited off-duty misconduct.

**Can I post an online review of a Wag! product or service that I purchased or received in my individual capacity?**

Yes, but you must always tell the truth and you must disclose your employment relationship with the company.

**Where can I get more information about the company's policies on social media?**

Unless you receive prior approval from both your supervisor and Human Resources, when presenting your personal views in public or at professional, community, and other events, you may never suggest you are speaking on behalf of the company.

External requests and inquiries seeking information from the company must be directed to the appropriate organizations:

- ◆ Media Relations is responsible for contact with the news media and inquiries about community relations.
- ◆ Investor Relations handles communications related to the company's financial performance and all contacts with the financial community.
- ◆ Human Resources handles inquiries regarding current and former employees, including employment verification.
- ◆ Wag!'s legal department handles contacts from outside attorneys, law enforcement, legislative bodies, and regulatory agencies.

This includes responses to subpoenas, court orders, and inquiries from law enforcement, including requests to access Wag! facilities. You may never confirm or deny the existence, or discuss the substance, of any subpoena, warrant or court order, and must immediately refer any such inquiries or requests to Security or Wag!'s legal department. If you receive any legal documents relating to Wag!, you must immediately forward them to Wag!'s legal department.

Wag! generally does not make company-sponsored endorsements or provide testimonials. You may not use Wag!'s name, nor may you make any endorsement, without the explicit approval of Wag!'s legal department.

## **Integrity and fairness in the marketplace.**

Our relationships with customers, suppliers, and society are fundamental to our commercial success and are a critical part of our social responsibility. Each of us must ensure that our interactions outside the company are based on integrity.

### **Relationships with customers and pet parents**

#### **Customer and pet parent privacy**

We are all responsible for protecting customers' and pet parents' privacy. You must only obtain, use, or share customer and pet parent information for legitimate business purposes.

Wag!'s privacy policies describe the information the company collects from and about customers and pet parents and website visitors and how that information may be used and shared. The privacy policies also explain the choices customers and pet parents have about certain uses and sharing of that information. You must respect these choices.

You must not, and must not permit others to access, listen to, monitor, record, tamper with, or disclose any customer or pet parent communication, except as required by the duties of your position to comply with a valid service or installation order, to comply with a valid legal order or law, or for the limited purpose of quality monitoring and training, or as approved by Wag!'s legal department.

You must also protect customer and pet parent information. That means you may not access, view, use, modify or share customer or pet parent information without a proper business reason. You also may not access account information concerning yourself, or your friends, acquaintances, family, or coworkers without prior approval from your supervisor.

Wag! contractors and business partners also must protect customer and pet parent information. Before sharing any customer or pet parent information with a third party, ensure that a written agreement that protects customer and pet parent information is in place.

If you are aware of or suspect unauthorized access to, disclosure of, or loss of customer or pet parent information, you must report it immediately to Wag!'s legal department or Wag! Human Resources.

#### **Customer marketing**

You must follow all company policies and applicable laws before using any customer's or pet parent's information to market to the customer, including marketing for additional products and services or access to services.



## **Selling with integrity**

You may never deceive customers or pet parents, and you must fully, clearly, and directly inform customers and pet parents of the terms and conditions of our services:

- ◆ All advertising and sales materials must be truthful and accurate. All claims must be substantiated in advance with a factual basis and backup. No advertising or sales materials should be released without Wag!'s legal department approval.
- ◆ When selling to Wag!'s customers and pet parents, never disparage or misrepresent the company's products or services.
- ◆ When advertising the price of Wag!'s products and services, the customer and pet parent must be clearly informed of all material terms and restrictions for obtaining the advertised rate in marketing and promotional materials. There should be no hidden charges.
- ◆ All rules regarding sales and promotions must be followed without exception.
- ◆ Promote Wag!'s products and services by focusing on their strength, quality, reputation, and where appropriate, through fair and accurate comparisons with our competitors. You should not disparage competitors or make misleading or inaccurate comparisons with competitors' products and services.
- ◆ Report to Wag!'s legal department any loopholes or flaws in promotions or offers that allow customers or the company to be harmed.

## **Relationships with business providers and partners**

You must use good judgment when selecting and maintaining relationships with all of Wag!'s business providers and partners. Employees who select, supervise, and work with business providers must:

- ◆ use a selection process that is fair, lawful, does not improperly discriminate, and complies with all company policies;
- ◆ ensure that business providers and partners are apprised of their obligation to abide by all applicable Wag! policies;
- ◆ put all agreements in writing and obtain all required approvals for agreements; and
- ◆ protect the confidential information of business providers and partners.

## **Relationships with competitors**

We depend upon a fair marketplace for our success. Accordingly, we will never seek to eliminate or reduce competition through illegal agreements with competitors. To

safeguard against this risk, you may not enter into agreements with competitors without advance approval from Wag!'s legal department. When thinking about what companies could be competitors, take a broad view and, if in doubt, contact Wag!'s legal department prior to making any agreement.

You must avoid agreements that could violate antitrust and competition laws such as fixing prices, dividing markets or products, rigging bids, or boycotting particular suppliers or customers. Explicit agreements, informal "gentlemen's agreements," and even a "wink and a nod" are against the law and can result in criminal penalties for Wag! or you personally.

When interacting with competitors externally – including at trade association activities or in informal settings – do not discuss Wag!'s pricing, terms, or marketing plans.

### **Relationships with former employees**

**My colleague left Wag! last month to work for one of our vendors where he is working on Wag! matters. Can I interact with the former employee regarding Wag! business?**

It depends. When a former employee has left Wag!, depending on the role he plays at his new employer, there may be restrictions on Wag! employees' ability to immediately interact with the person. You should reach out to Wag!'s legal department to discuss the individual circumstances.

Your obligation to follow the company's standards continues even after your employment at Wag! ends:

- ◆ When leaving or retiring, you must return all Wag! property, including all records and equipment. You can't use or disclose Wag!'s non-public information in any subsequent employment, unless you receive written permission in advance from a Wag! supervisor and Wag!'s legal department.
- ◆ You may not provide any Wag! non-public information to former employees unless properly authorized. If a former employee solicits non-public information from you, you must immediately notify Security or Wag!'s legal department.

### **Gifts and entertainment**

Gifts and entertainment can be part of promoting a successful working relationship with our business partners and customers. However, if you fail to follow the rules relating to gifts and entertainment, it can damage our relationships, harm our reputation, and expose the company to legal risk.

No gift or entertainment can be exchanged if (a) it might create the appearance of undue influence, unfairness or impropriety, (b) it is intended to improperly influence

another person's business judgment, or (c) you are participating in, conducting, or directly supervising a formal Wag! procurement process.

If you receive or want to offer a gift or entertainment that is outside of Code standards, you must contact Wag!'s legal department for guidance.

Moreover, you may never use your own funds to circumvent our rules regarding gifts and entertainment, and you must ensure that all gifts and entertainment are accurately reflected in Wag!'s books and records, including expense reports. Our rules regarding gifts and entertainment can apply to your family and individuals with whom you have a close personal relationship when those individuals receive gifts and entertainment because of your position at Wag!.

## **Gifts**

A gift is anything of value, including promotional trinkets, food, beverages, and event tickets, that you give or receive. To be permissible, a gift must comply with all applicable laws and be:

- ◆ unsolicited;
- ◆ not cash or usable as cash (including gift cards unless they have been approved as part of an authorized Wag! program and by Wag!'s legal department); and
- ◆ no more than US\$150 in value in a calendar year to or from the same organization, unless approved by a director level supervisor and Wag! Human Resources.

You must receive approval from Wag!'s legal department before offering or accepting any gifts of travel or lodging.

## **Entertainment**

Entertainment is any meal or event you attend with a customer or business provider. If you do not attend an event with a customer or business provider, the tickets to the event are considered a gift, not entertainment. To be permissible, entertainment must comply with all applicable laws and be:

- ◆ attended by both a Wag! employee and a business provider's employee, and be an occasion where business is discussed;
- ◆ no more than US\$250 in value per occasion, per person, unless approved by a director level supervisor and Wag!'s legal department; and
- ◆ at a venue and conducted in a manner that does not violate other provisions of the Code or harm the Wag!'s reputation (e.g., attending an event at an adult entertainment venue).

## **Bribery, anticorruption and government ethics**

### **Who counts as a “government official?”**

Legal definitions of “government official” can vary. For the purpose of complying with company policy, you should take the broadest possible view of who is a government official. This includes all elected and appointed officials and any employee of any government entity, at any level, including national, state, provincial, local, or municipal level. It also includes officials and employees associated with quasi-governmental entities and state-owned companies. If you’re in doubt as to whether someone should be treated as a government official, contact Wag!’s legal department for assistance.

Wag! employees must comply with all anti-bribery and anti-corruption laws applicable in any jurisdiction in which we operate.

You must not offer or pay a bribe to anyone, and you must never receive or solicit a bribe from anyone. If you are ever offered a bribe by anyone, you must report it to Wag!’s legal department immediately.

You must obtain Wag!’s legal department approval before offering any gifts, entertainment, meals, or anything else of value to any government official, whether they are based inside or outside of the United States. You must also obtain Wag!’s legal department approval before entering into personal business with a government official as a consultant on behalf of Wag! (for example, hiring a government official or entering into a joint venture or partnership with a government official).

You may never make payments to any third party you suspect may be passed on to government officials or otherwise used to improperly influence anyone’s decision making to obtain business or other benefits for Wag!. Whenever you retain any agents or consultants in connection with our global business, you must verify that there are adequate controls to prevent funds provided to those agents from being used to make improper payments.

You must ensure that Wag! and any agents or consultants hired to represent Wag! properly document all transactions and maintain accurate records regarding all payments, including amounts, recipients, and purpose of payments.

If you have questions about any anti-corruption or anti-bribery related issue, contact Wag!’s legal department immediately.

### **Anti-money laundering laws**

Money laundering is an attempt to hide or disguise the proceeds of criminal activity through a series of otherwise legitimate business transactions. Be sure products and services or access to services are reviewed before release to determine if any features could be susceptible to money laundering. We prohibit knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion.

## **International relationships**

We must follow the law, wherever we do business. If you find that there is a conflict between applicable law and the Code or Wag! policy, you should comply with the law and seek further guidance from Wag!'s legal department.

## **Foreign Corruption Practices Act (FCPA)**

It is Wag!'s policy that all employees, partners, independent contractors, agents, representatives, vendors and other third-parties who work with Wag! fully comply with the anti-bribery laws of the United States and of the foreign countries where Wag! may do business. Bribery of any kind in the United States and abroad is strictly prohibited.

## **Compliance with sanctions and anti-boycott laws**

Check with Wag!'s legal department for specific guidance, but the U.S. maintains broad prohibitions on dealings with countries such as Cuba, Iran, North Korea, and Syria.