



**CHEWY, INC.**  
**CODE OF CONDUCT AND ETHICS**

**1. PURPOSE AND SCOPE**

Chewy, Inc. and its subsidiaries (the “Company”) are committed to conducting our business with honesty and integrity and in compliance with our Code of Conduct and Ethics (the “Code”), policies and procedures, and applicable laws. The Board of Directors (the “Board”) of the Company has adopted this Code in order to deter wrongdoing and promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- compliance with applicable laws, rules, and regulations;
- prompt internal reporting of Code violations; and
- accountability for adherence to Code requirements.

All directors, officers and employees of the Company are required to be familiar with this Code and comply with its provisions. Additionally, vendors and suppliers doing business with the Company are expected to adhere to the principals in this Code.

This Code supplements, and is supplemented by, our Whistleblower Policy for Accounting and Auditing Matters, Insider Trading Policy, Foreign Corrupt Practices Act and Anti-Corruption Policy, Related Party Transaction Policy, as well as other policies and procedures that may be adopted by the Company from time to time.

**2. HONEST AND ETHICAL CONDUCT**

The Company excels through passion, dedication, and hard work, not unethical or illegal business practices. You must act with integrity and observe the highest ethical standards of business conduct in your dealings with the Company’s customers,

suppliers, business partners, service providers, and employees (“stakeholders”), as well as competitors and anyone else with whom you have contact in the course of performing your job.

### **Compliance with Laws, Rules and Regulations**

The Company is committed to conducting business affairs with honesty and integrity and in compliance with applicable laws, rules, and regulations, as well as our internal policies and procedures. You are expected to comply with and use good judgement and common sense in seeking to comply with, all applicable laws, rules and regulations, in addition to our policies and procedures. Even if your conduct complies with the letter of the law or our policies, you must further avoid conduct that will have an adverse impact on the trust and confidence of the Company’s stakeholders.

### **Conflicts of Interest**

You must act in the best interest of the Company, and refrain from engaging in any activity or having a personal interest that presents a “conflict of interest”. A “conflict of interest” occurs when a person’s private interest interferes with the interest of the Company. A conflict of interest can arise when you take action or have an interest that may make it difficult for you to perform your work on behalf of the Company objectively and effectively. Although it is not possible to describe every situation in which a conflict of interest may arise, the following are examples of situations which may constitute a conflict of interest:

- holding a position as a director, officer, employee or consultant of any business enterprise that does business or competes with the Company;
- holding an investment in any business enterprise that does business or competes with the Company, other than holding a direct interest of less than 1% in the stock of a publicly traded company; or
- receiving something of material value from a competitor or stakeholder beyond entertainment or nominal gifts in the ordinary course of business, such as a meal or logo wear.

Evaluating whether a conflict of interest exists can be difficult and may involve several considerations. You are encouraged to seek guidance from your manager, the Legal Department, or Human Resources Department when you have questions or doubts as to whether an action or an interest constitutes a conflict of interest in violation of this Code.

### **Corporate Opportunities**

You owe a duty to the Company to advance its interests when the opportunity to do so arises and are prohibited from taking for yourself opportunities that are discovered

through the use of Company property, information or position. You may not use Company property, information or position for personal gain. In addition, you may not compete with the Company. The duties of directors and officers with respect to corporate opportunities are subject to the terms of the Company's certificate of incorporation, as amended and/or restated from time to time.

### **Confidentiality**

You should maintain the confidentiality of information entrusted to you by the Company or by its stakeholders, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to the Company's competitors, or harmful to the Company or its customers if disclosed.

### **Fair Dealing**

You must endeavor to deal fairly with the Company's stakeholders. You may not take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

### **Financial and Business Records**

The Company requires fair, accurate and timely recording and reporting of financial information in order to make responsible business decisions and appropriate disclosures under applicable laws. Most employees are involved with financial records or reports of some nature (e.g., time sheets, invoice or expense reports) or are involved with activities that can affect our reported financial condition or results, regardless of job function. You may not intentionally misrepresent the Company's financial performance or otherwise intentionally compromise the integrity of the Company's reports and records. You must use reasonable efforts to ensure that every business record or report is accurate, complete, and reliable.

### **Fair Competition and Antitrust**

Fair competition and antitrust laws generally prohibit any business activity that restrains free trade or limits competition. The Company will compete vigorously but honestly, while complying with fair competition and antitrust laws applicable to our activities. You must conduct your business activities in compliance with all applicable laws, including competition laws.

### **Anti-Corruption**

The Company abides by anti-corruption laws everywhere we do business. We will not receive or pay funds, property, services or anything else of value with the intent or understanding that any part thereof is to be used for any unlawful purpose or for any purpose or any purpose other than as described in supporting documentation. For more

information about the rules governing gifts to foreign officials and others, please see our Foreign Corrupt Practices Act and Anti-Corruption Policy.

### **Insider Trading**

Employees, officers, and directors who have material non-public information about the Company or other companies, including our vendors and suppliers, as a result of their relationship with the Company are prohibited by law and our policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. For more information about the rules governing the handling of material non-public information, please see our Insider Trading Policy.

### **Protection of Company Assets**

You are responsible for protecting the Company's assets and ensuring their efficient use for legitimate purposes only, including our proprietary information and the proprietary information of any third party with respect to which the Company has incurred confidentiality obligations. You must exercise reasonable care to prevent theft, damage or misuse of Company property.

### **Respect for our Employees**

The Company is committed to a supportive work environment, where employees can reach their fullest potential. You are expected to do your best to create a respectful workplace culture that is free of harassment, intimidation, bias, and unlawful discrimination of any kind. For more information on our employee related policies and procedures, please see our Company Employee Handbook.

### **Obligations Under this Policy**

This Code is not intended to describe every law or policy that applies to you in the performance of your duties; rather, it provides core guiding principles for the conduct of our business and is the foundation upon which our legal and ethical obligations are built. You are responsible for understanding this Code and the way it impacts your role with the Company and avoiding violations thereof. You are responsible for asking questions, seeking guidance and reporting suspected violations of this Code. If you have questions about this Code as it applies to your role or require guidance when legal or ethical issues arise in the workplace, you are encouraged to speak with your manager, the Legal Department or the Human Resources Department.

You are encouraged to promptly report actual or suspected violations of this Code and cooperate in any investigations of Code violations. The Company maintains an "Open

Door Policy” and encourages our team members to raise questions or concerns as set forth under “Procedures for Reporting Violations”.

## **Procedures for Reporting Violations**

### **Who to Contact; Information Requirements**

Under our “Open Door Policy”, you are encouraged to raise questions or concerns with your manager whenever you are comfortable doing so, as this often is the fastest way to resolve any issues. If you are uncomfortable speaking with your manager, you may also speak with the Legal Department, the Human Resources Department or any member of the leadership team. If you prefer to report a concern anonymously, Chewy OpenBark provides a hotline and web portal, which are operated by an independent third-party provider and are available 24 hours a day, 7 days a week, 365 days a year. Chewy OpenBark can be accessed online at <https://chewy.ethicspoint.com> or via telephone at +1 (833) 381-BARK.

Complaints regarding a possible violation of law, regulation or policy in relation to accounting or auditing matters must be immediately reported, and will be investigated in accordance with the terms of our Whistleblower Policy.

### **Confidentiality**

If you wish to make a report anonymously, you may do so orally or in writing via Chewy OpenBark, although we may be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your contact will be treated confidentially and shared with a limited number of people who have a need to know or are responsible for dealing with reports and investigations. However, where maintaining confidentiality hinders the investigation or where disclosure is required under law, the Company cannot guarantee such confidentiality.

### **Prohibition on Retaliation**

The Company is committed to maintaining an open environment where integrity and compliance issues can be raised in good faith without negative consequences to the reporting person. The Company will not retaliate against any individual and will not permit retaliation by any Company employee against any individual, who reports concerns in good faith or who participates in an investigation of any such reports. We encourage you to report any actual or suspected retaliation as set forth under “Procedures for Reporting Violations”.

## **Investigations**

Reported violations will be promptly and thoroughly investigated by the Chief Legal Officer or his/her designee. To assist in the response to our investigation of a complaint, the complaint should be factual rather than speculative and contain as much specific information as possible to allow for proper assessment of the nature, extent and urgency of the matter that is the subject of the complaint. Without limiting the foregoing, the complaint should, to the extent possible, contain the following information (i) the alleged event, matter or issue that is the subject of the complaint; (ii) the name of each person involved; (iii) if the complaint involves a specific event or events, the approximate date and location of each event; and (iv) any additional information, documentation or other evidence available to support the complaint.

## **Disciplinary Actions for Code Violations**

Anyone who violates the law, this Code, or other Company policies or procedures may be disciplined, up to and including termination of employment. Moreover, persons who knowingly or recklessly direct or approve of any conduct in violation of this Code may also be disciplined, up to and including termination of employment. A director who violates this Code or knowingly or recklessly directs or approves conduct in violation of this Code shall be subject to action as determined by the Board. Certain violations of this Code may be violations of the law, which may result in civil or criminal penalties, and the Company will cooperate fully with the appropriate authorities in these situations.

## **Disclosure**

Nothing contained in this Code or any other Company agreement or policy is intended to prohibit or restrict you from disclosing confidential information to any government, regulatory or self-regulatory agency including under Section 21F under the Securities and Exchange Act of 1934, as amended, and the rules thereunder.

## **Waivers of the Code**

Waivers of this Code are considered on a case-by-case basis and are discouraged. Waivers for directors and executive officers require Board approval by a majority of the disinterested directors, and waivers involving any other employee require the written approval of the Legal Department or Human Resources Department as appropriate. Waivers of this Code will be publicly reported as required by applicable law, regulation or rule.

While Code requirements do not form part of any contract of employment with the

Company, the Code is an integral component of the Company's standards.

### **Amendments of the Code**

The Company is committed to continuously reviewing and updating our policies. We therefore may amend this Code at any time and for any reason.