

## **RULES OF CONDUCT**

**PETCO HEALTH AND WELLNESS COMPANY, INC.  
Annual Meeting of Stockholders  
Wednesday, July 21, 2021  
12:00 p.m. Pacific Time**

We welcome you to the company's 2021 Annual Meeting of Stockholders (the "Annual Meeting"). The following procedures have been established to provide for a fair and informative Annual Meeting. We thank you in advance for your cooperation in adhering to them.

1. The Chairman of the Annual Meeting (the "Chairman") shall have the authority necessary to preside over the Annual Meeting and may make any and all determinations with respect to the conduct of the Annual Meeting and procedures to be followed during the Annual Meeting.

2. Only stockholders as of the close of business on May 24, 2021 may submit questions and vote while attending the Annual Meeting via the Internet. Stockholders will be required to enter the 16-digit control number included on the Notice of Internet Availability of Proxy Materials, proxy card or voting instruction form, or the control number that was otherwise provided to them by the bank, broker, broker dealer or other nominee that holds their shares.

3. The business of the Annual Meeting will be taken up precisely as set forth in the agenda.

4. If a stockholder has a comment about one of the matters to be acted upon at the Annual Meeting, such comment may be made via the web portal and, if appropriate, will be shared after such matter has been presented.

5. In order for the business of the Annual Meeting to be accomplished in a timely manner, comments on the matters to be voted upon at the Annual Meeting will be limited to a total of thirty (30) minutes for all such comments.

6. If a stockholder has a question about any matter other than those being acted upon at the Annual Meeting, such question should be submitted in the field provided in the online meeting tool.

7. During the question and answer session at the end of the Annual Meeting, subject to Rules 8 and 9 below, questions received from online attendees will be read aloud and answered as time allows.

8. Stockholders should make their questions succinct and limit themselves to one topic per question. Questions from multiple stockholders on the same topic or that are otherwise related may be grouped, summarized and answered together. All questions and/or comments by one or more speaker(s) relating to any one topic (as determined by the Chairman) may not exceed ten (10) minutes.



9. The questions, comments and/or constructive criticisms of each stockholder are welcome, but conducting the business set out in the agenda, for the benefit of all stockholders, will be paramount. The company does not intend to address any questions or comments that are, among other things:

- irrelevant to the business of the company or to the business of the Annual Meeting;
- related to material non-public information of the company;
- related to ongoing or threatened litigation (to the extent not covered by the bullet point above);
- related to personal grievances;
- derogatory references to individuals or that are otherwise in bad taste;
- repetitious statements already made by another stockholder;
- in furtherance of the stockholder's personal or business interests; or
- out of order or not otherwise appropriate or suitable for the conduct of the Annual Meeting as determined by the Chairman or Corporate Secretary in their reasonable judgment.

10. If there are any matters of individual concern to a stockholder and not of general concern to all stockholders, or if a question posed was not otherwise answered, such matters should be raised separately after the Annual Meeting by emailing [investorrelations@petco.com](mailto:investorrelations@petco.com).

11. During the presentation of any stockholder proposals, each presenter will have five (5) minutes to present the proposal. The presenter will restrict his or her comments to the stockholder proposal being presented.

12. In the event of a technical malfunction or other situation that the Chairman determines may affect the ability of the Annual Meeting to satisfy the requirements for a meeting of stockholders to be held by means of remote communication under the Delaware General Corporation Law, or that otherwise makes it advisable to adjourn the Annual Meeting, the Chairman will convene the Annual Meeting at 12:30 p.m. Pacific Time on the date specified above at the company's address solely for the purpose of adjourning the Annual Meeting to reconvene at a date, time and physical or virtual location announced by the Chairman. We will post information regarding such announcement on the Investor Relations page of our website at <https://ir.petco.com/>.

***Thank you for your cooperation and for joining the Annual Meeting!***

