

1. **Purpose.** This Policy (a) establishes in Section 4 the requirements for maintaining business integrity and rejecting corruption, (b) provides in Section 5 guidance on how to recognize and address corruption, and (c) sets forth in Section 6 Destination Pet's investigatory process to implement this Policy.

2. **Effective Date.** December 2021.

3. **Applicability.** All Destination Pet corporate personnel and anyone acting on Destination Pet's behalf.

4. **Business Integrity Policy.**

4.1 **Policy of Business Integrity.** Destination Pet is committed to conducting business in an honest and ethical manner, and this commitment extends to acting professionally, fairly, with integrity, and avoiding Corruption. "**Corruption**" is the abuse of power or position for private gain and includes accepting or offering anything of value to reward or induce any person to perform an act that is illegal, unethical, or contrary to an expectation of good faith or impartiality ("**Advantage**"). An Advantage can involve money, gifts, loans, fees, hospitality, services, discounts, internships, or awarding a contract. Destination Pet takes Destination Pet's legal and ethical responsibilities very seriously and would rather lose a business opportunity than engage in illegal or unethical conduct.

4.2 **Application to Employees and Certain Third Parties.** Everyone acting on Destination Pet's behalf, including employees, directors, officers, contractors, representatives, agents, and any other person working for or representing Destination Pet in any location ("**Covered Persons**"), is responsible for maintaining the high standards set forth in this Policy, and to comply with any contractual requirements by which Covered Persons are bound (including, where applicable, the anti-Corruption provisions attached to this Policy as Schedule 4.2 ("**Anti-Corruption Contract Clauses**")). Destination Pet has zero-tolerance for any Covered Person engaging in Corruption and expects to do business only with those Covered Persons who actively adhere to the same high standards set forth in this Policy. At the beginning of any relationship or transaction with Destination Pet and as needed throughout the duration of the transaction, Covered Persons must acknowledge the requirements contained in this Policy. Destination Pet may terminate Destination Pet's relationship with any Covered Person if the Covered Person breaches this Policy. Any Destination Pet employee who breaches this Policy or the Anti-Corruption Contract Clauses could face disciplinary action, up to and including termination.

4.3 **Application to Specific Acts.** Destination Pet's policy of business integrity is broad and covers all aspects of the way it conducts business and expects Covered Persons to conduct business. The following list is illustrative of the policy and is provided as a guide to help Covered Persons avoid situations involving unethical conduct. Destination Pet expects Covered Persons to conduct themselves with integrity at all times, not just those situations listed here. Covered Persons shall:

4.3.1 Not give, promise to give, or offer a payment, gift, or hospitality with the expectation or hope that an Advantage will be received.

4.3.2 Not give, promise to give, offer, or accept a gift or hospitality during any commercial negotiations if the gift, offer, or acceptance could be perceived as intended or likely to influence the outcome.

4.3.3 Not accept a payment, gift, or hospitality from a third party that the Covered Person knows or suspects is offered with the expectation that Destination Pet will provide an Advantage for the third party or anyone else in return.

4.3.4 Not accept hospitality from a third party that is unduly lavish or extravagant under the circumstances.

4.3.5 Not give, promise to give, offer, or accept a gift to or from officer or employee of a foreign or domestic government, public organization, or any other organization or institution that governs Destination Pet's ability to do business in a country, which includes agencies, quasi-governmental agencies, political parties, government-owned businesses, and any organization that acts on behalf of a government ("**Government Official**").

4.3.6 Not threaten or retaliate against another natural person who has refused to commit Corruption or who has raised concerns under this Policy.

4.3.7 Not engage in any other activity that might lead to a breach of this Policy.

#### 4.4 **Application to Bribery.**

4.4.1 **Bribery Generally.** Bribery is a form of Corruption and involves gaining an Advantage in contravention of this Policy and/or applicable law. A simple definition of bribery is furnishing or promising money, favor or something of value with the intent to influence the judgment of another or to effect a particular outcome. Some clear examples of bribery are (a) Paying a police officer to not write you a speeding ticket, or (b) paying a city clerk to issue a business license where prohibited. Bribery in the business world typically arises in more subtle ways. For example, instead of paying the city clerk, as with the example in 4.4.1(b) above, the business license applicant instead offers the city clerk box seats to a professional sports game and pays for a limousine to transport the clerk and his or her family to and from the event. Although nothing is explicitly requested in return, both the clerk and the applicant for the business license implicitly understand that the lavish gift and hospitality is offered to curry favor in a pending business license application. Despite no direct exchange, the applicant has furnished things of value to influence the clerk with the expectation of gaining an Advantage, and a bribe has occurred. Understanding bribery generally is critical to complying with specific statutes and this Policy as discussed below.

4.4.2 **Foreign Corrupt Practices Act.** To offer, promise, give, request, or accept a bribe is a violation of this Policy and a criminal offense. U.S. and international criminal and regulatory authorities enforce anti-bribery prohibitions set forth in several statutes, including the U.S. Foreign Corrupt Practices Act ("**FCPA**"), other U.S. state and federal bribery laws, the U.K. Bribery Act, and the Canadian Corruption of Public Officials Act. The FCPA prohibits U.S. companies and their representatives from directly or indirectly giving anything of value to a Government Official to obtain or retain business or favorable treatment. The FCPA also requires the maintenance of accurate books of account with all company transactions being properly recorded. Natural persons found guilty can be punished by imprisonment, a fine, or both. As an employer, Destination Pet can be fined, excluded from bidding for public contracts, and suffer damage to its reputation. Covered Persons who violate the FCPA will be terminated. Covered Persons should direct any questions they may have regarding the FCPA or an action they feel might be in violation of the FCPA to [compliance@destpet.com](mailto:compliance@destpet.com). Destination Pet encourages Covered Persons to always err on the side of

caution and ask questions whenever in doubt. Remember to slow down and ask questions before engaging in any conduct you find questionable. The Destination Pet legal team is always happy to discuss and address any questions or concerns at [compliance@destpet.com](mailto:compliance@destpet.com).

4.4.3 **Compliance with the FCPA.** Covered Persons must ensure they, and must use their best efforts to ensure third-party agents of Destination Pet, do not violate the FCPA. No Covered Persons may directly or indirectly authorize, permit, or encourage any third-party agent to make any payments to foreign Government Officials for the purpose of securing or maintaining business. Covered Persons must not condone these payments and must refuse to do business with any agent who appears to be making these kinds of payments. Covered Persons may not ignore suspicious behavior by third-party agents. Instead, Covered Persons must investigate suspicious behavior by third-party agents and promptly report the suspicious behavior to [compliance@destpet.com](mailto:compliance@destpet.com).

4.5 **Contracts with Agents.** Covered Persons must use their best efforts to ensure any agreement with a person working on Destination Pet's behalf contains a description of the services to be provided and the Anti-Corruption Contract Clauses. When drafting or negotiating any agreements with a person working on Destination Pet's behalf, Covered Persons must consult the Destination Pet Contract Review Protocol for the type of agreement in question. Copies of Destination Pet Contract Review Protocols can be obtained from the legal team. To obtain a copy, please email [compliance@destpet.com](mailto:compliance@destpet.com).

4.6 **Payments by Destination Pet.** Payments to third parties by Destination Pet may only be made to and from accounts opened in the name of the Relevant Person (defined in Section 6.1) in the country where the Relevant Person's business operations are located. Without the prior approval of the legal team, Destination Pet should only make payments to an account (a) in which the name of the account matches the name of the Relevant Person, (b) is located in a country in which the Relevant Person is registered or conducts business, and (c) there are no Corruption "red flags" (as set out in Section 5.1). For questions, email [compliance@destpet.com](mailto:compliance@destpet.com).

## 5. **Recognizing and Responding to Corruption.**

5.1 **Recognizing Corruption.** When considering whether certain conduct is Corruption, Covered Persons should be aware of the "red flags" identified in this Section. The list does not address every Corruption "red flag" but provides examples to help Covered Persons identify Corruption. If any Covered Persons believe or suspect any Corruption or other breach of this Policy has occurred or may occur, they must refuse to participate in the conduct and report the conduct to [compliance@destpet.com](mailto:compliance@destpet.com) using the procedures described in Section 5.7. Examples of Corruption include the following:

5.1.1 Covered Persons learn a third party has a reputation for paying bribes, requiring that bribes be paid to a third party, being a "fixer" or "expediter", or having a "special relationship" with Government Officials.

5.1.2 A third party insists on receiving a commission or fee payment before committing to sign a contract with Destination Pet or performing a government function or process for Destination Pet.

5.1.3 A third party requests payment in cash, refuses to sign a formal commission or fee agreement, or refuses to provide an invoice or receipt for a payment made.

5.1.4 A third party requests payment be made to a country or geographic

location different from where the third party resides or conducts business.

5.1.5 A third party requests an unexpected additional fee or commission to “facilitate” or “expedite” a service.

5.1.6 A third party demands lavish entertainment or gifts before commencing or continuing contractual negotiations or provision of services.

5.1.7 A third party requests a payment is made to “overlook” potential legal violations.

5.1.8 A third party requests Covered Persons provide employment or some other Advantage to the third party or the third party’s friend or relative.

5.1.9 Covered Persons receive an invoice from a third party that appears to be non-standard or customized.

5.1.10 A third party insists on the use of side letters or refuses to put agreed terms in writing.

5.1.11 Covered Persons become aware Destination Pet has been invoiced for a commission or fee payment that appears large in relation to the service stated to have been provided.

5.1.12 A third party requests or requires the use of an agent, intermediary, consultant, distributor, or supplier that is not typically used by or known to Destination Pet.

5.1.13 Covered Persons are offered an unusually generous gift or offered lavish hospitality by a third party.

5.1.14 An immigration official or third party requests payments to expedite Covered Persons’ travel to, entry into, or stay in an emerging market country.

5.1.15 A third party requests a finder’s fee for introductions relating to (a) any purchase by Destination Pet or transfer to Destination Pet of assets of a business constituting all or substantially all of the assets of the business, a division of the business, or a standalone location of the business, (b) any purchase by Destination Pet or transfer to Destination Pet of any equity of any business, or (c) the creation of a joint venture (each, an “**Acquisition**”).

5.1.16 A Government Official or a person connected with a Government Official requests payment for regulatory approvals relating to an Acquisition or other transaction that Destination Pet is evaluating or undertaking.

5.1.17 Covered Persons become aware that a third party engages in, or has been accused of engaging in, business practices that involve Corruption.

5.2 **Facilitation Payments.** Destination Pet does not make, and will not accept, payments demanded by Government Officials (or others) to secure or expedite the performance of normal duties, including payments, favors, or other bribes intended or perceived to be intended to be made in return for a business favor or Advantage (sometimes identified as “back-handers” or “grease payments”) (“**Facilitation Payments**”). Covered Persons must avoid any activity that might lead to a Facilitation Payment being made or accepted by Destination Pet or on Destination Pet’s behalf, including situations that might suggest that a Facilitation Payment will be made or accepted. If Covered Persons are asked to make a payment on Destination Pet’s behalf, Covered Persons should

always consider the purpose of the payment and whether the amount requested is proportionate to the goods or services provided. Covered Persons should always ask for a written receipt detailing the reason for the payment. If Covered Persons have any suspicions, concerns, or questions regarding a payment, they should inform [compliance@destpet.com](mailto:compliance@destpet.com).

5.3 **Gifts, Entertainment and Hospitality Policy.** In certain circumstances, Destination Pet allows Covered Persons to give and receive reasonable and appropriate gifts, hospitality, and expenses to or from third parties to establish or maintain good business relationships and to market or present Destination Pet and its capabilities. In some locations, gifts and hospitality may be customary or expected. The giving and receiving of gifts, hospitality, and expenses is allowed if the gift, hospitality, or expense complies with Destination Pet's Gifts, Entertainment and Hospitality Policy. Failure to comply with Destination Pet's Gifts, Entertainment and Hospitality Policy is considered a violation of this Policy and may result in disciplinary action, up to and including termination of employment with Destination Pet.

5.4 **Donations.** Destination Pet does not make charitable donations directly. It has established the Destination Pet Foundation through which its charitable donations are made. Charitable donations and/or sponsorship are strictly prohibited unless they are made by the Destination Pet Foundation.

5.5 **Campaign Contributions and Other Payments to Government Officials.** Destination Pet and Covered Persons must comply with applicable state, local, and foreign statutes, rules, and regulations relating to campaign contributions and other payments to Government Officials.

5.6 **Connected Person and Conflicts of Interest.** Security, confidentiality, and conflict of interest concerns arise when a Covered Person, or any person or entity connected to the Covered Person, has an interest in, or can exercise influence over, a company with which Destination Pet does business or that competes with Destination Pet. The affected Covered Person should consider the nature of the Covered Person's responsibilities to Destination Pet and access to confidential information. The Covered Person should disclose the potential conflict to the legal team who will assess the nature and extent of the conflict.

5.7 **Reporting Corruption.** If a Covered Person believes or suspects any Corruption or other breach of this Policy has occurred or may occur, the Covered Person must report the conduct immediately to [compliance@destpet.com](mailto:compliance@destpet.com). Covered Persons will not suffer adverse treatment for refusing to take part in Corruption or other breaches of this Policy if they report the conduct as required by this Policy. No retaliation will be permitted against Covered Persons who report, in good faith, possible Corruption or other breach of this Policy involving Destination Pet or Covered Persons.

5.8 **Record Keeping and Retention.** Destination Pet must keep financial records and have appropriate internal controls in place to evidence the business reason for making payments to third parties. Destination Pet must declare and keep a written record of all payments given or received, including the reason and the names and positions of all persons to whom the payment has been given. Covered Persons must submit all expenses claims relating to payments to third parties in accordance with Destination Pet's Out-of-Pocket Expense Reimbursement Policy. All accounts, invoices, and other records relating to dealings with third parties, including suppliers and customers, should be prepared with strict accuracy and completeness. Accounts may not be kept "off-book" to facilitate or conceal payments involving Corruption. Destination Pet must keep the records and documentation described in this Policy according to additional requirements outlined in the Destination Pet's Record Retention & Destruction Policy. Destination Pet's accounting team is the group primarily responsible for keeping these records, but every Covered Person has a role in



ensuring the completeness and accuracy of Destination Pet's records through appropriate reporting. Reporting and recordkeeping related to gifts, entertainment and hospitality is addressed in Destination Pet's Gifts, Entertainment and Hospitality Policy.

## 6. **Investigatory Procedures to Implement Policy.**

### 6.1 **Purpose of Background Inquiry.**

6.1.1 **Know your Customer Screening.** As part of Destination Pet's transactions, including Destination Pet's due diligence in Acquisitions, Destination Pet's compliance team must investigate the background of each third party involved in business transactions (except for Destination Pet employees or independent contractors who have already passed a background check) (each, a **"Relevant Person"**). This analysis of a third party's background is sometimes known as the "know your customer" or the **"KYC"** inquiry. The background inquiry mitigates the risk that Destination Pet will be used to facilitate tax evasion, money laundering, and terrorist financing by helping identify suspicious third parties and helping Covered Persons better understand Relevant Persons. Destination Pet's background inquiry has three components: (a) identifying a Relevant Person for a background inquiry (as set forth in Section 6.3), (b) completing a preliminary screening of a Relevant Person (as set forth in Section 6.4), and (c) obtaining and analyzing certain information about each Relevant Person (as set forth in Section 6.5).

6.1.2 **Screening via Diligence.** In addition to the KYC inquiry, Destination Pet and Covered Persons may obtain knowledge or documents about Relevant Persons or targets in Acquisitions evidencing Corruption or violations of this Policy, such as tax evasion, bribery or other unlawful business practices. Destination Pet takes these matters seriously regardless of whether such information is public or detected in a traditional KYC inquiry. Covered Persons must immediately report any such information to [compliance@destpet.com](mailto:compliance@destpet.com) and receive approval from the Destination Pet legal team and the LetterOne Compliance Team prior to proceeding with any Relevant Transaction or Acquisition. The **"LetterOne Compliance Team"** is the team led by the Group Compliance Director of Destination Pet's ultimate parent company, LetterOne.

6.2 **Result of Adverse Background Inquiries.** If a Relevant Person is not approved as required by this Policy, or if a background inquiry is not completed as required by this Policy, then Covered Persons (a) must not enter into the Relevant Transaction (as defined in Section 6.3) with the Relevant Person, (b) must not make an investment recommendation, and (c) must notify the legal team, who will determine whether to terminate proceeding with the Relevant Transaction with the Relevant Person. The legal team will consider whether Destination Pet may establish alternative procedures to comply with this Policy.

6.3 **Step 1: Identifying Relevant Persons for Background Inquiries.** Before Destination Pet (a) makes a recommendation for an Acquisition, (b) carries out a transaction with an annual value of \$50,000 or more (whether executed in a single operation or in several operations that appear to be linked (**"Occasional Transaction"**)), or (c) establishes a business arrangement that will continue for at least one year without Destination Pet having a right to terminate the arrangement for convenience without paying a penalty for early termination (**"Ongoing Business Relationship"**) (each, a **"Relevant Transaction"**), Destination Pet's compliance team must conduct a background inquiry on each Relevant Person involved in the Relevant Transaction. Relevant Persons for Acquisitions are: (a) the target of the Acquisition; (b) the directors or managers of the target; (c) each ultimate beneficial owner who directly or indirectly owns 25% or more of the target's equity with voting rights and, if any "red flags" listed in Section 6.4.2 are identified for any ultimate beneficial owner who directly or indirectly owns 25% or more of the target's equity with voting rights, each ultimate beneficial owner who directly or indirectly owns 10% or more of the target's equity with voting rights (in either case, a

“UBO”); (e) any joint venture or co-investment partners who directly or indirectly own or control 25% or more of the target’s equity with voting rights; (f) any third party vendor or contractor providing services to the target of an Acquisition with whom Destination Pet intends to engage in one or more Relevant Transactions including, for example, property landlords, and (g) any other person or entity deemed necessary by the legal team. Relevant Persons for Occasional Transactions and Ongoing Business Relationships are: (i) the counterparty in the Occasional Transaction or Ongoing Business Relationship, (ii) the directors or managers of the counterparty, and (iii) any other person or entity deemed necessary by the legal team. Any person or entity seeking to enter a Relevant Transaction shall be required to provide the documentation necessary for a background inquiry under this Section 6. In the event any Relevant Person will not provide the information necessary to conduct such an inquiry, the LetterOne Compliance Team must waive the requirement prior to Destination Pet proceeding with any Relevant Transaction or Acquisition.

#### 6.4      **Step 2: Preliminary Screening of Relevant Persons.**

6.4.1      **Screening Process.** Each Relevant Person is screened by Destination Pet’s compliance team or its designee using Refinitiv’s commercial screening software, “World-Check,” to determine compliance with economic sanctions, export control, or import laws, or other regulations, orders, directives, designations, licenses, or decisions relating to the trade of goods, technology, software, and services that are imposed, administered or enforced by the United States, the United Kingdom, Australia, the European Union, European Union Member States, Switzerland, the United Nations or United Nations Security Council, or any other country with jurisdiction over the activities undertaken in connection with this Policy. The screenings include checking whether the Relevant Person (a) is present in any country or territory against which comprehensive sanctions are imposed, administered, or enforced by the United States, the United Kingdom, Australia, the European Union, European Union Member States, Switzerland, the United Nations or United Nations Security Council, or any other country with jurisdiction over the activities undertaken in connection with this Policy (“**Sanctions**”), and (b) is in compliance with U.S. antiboycott laws and regulations. Relevant Persons who register a “match” on World-Check include any natural person or entity (or an entity which is controlled, directly or indirectly, by one or more of these persons or entities) designated for export controls or Sanctions under any applicable trade controls laws (“**Sanctioned Persons**”). As of the date of this Policy, Sanctioned countries and territories include the Crimea region, Cuba, Iran, North Korea and Syria.

6.4.2      **Adverse Screening Results.** The following is a non-exhaustive list of adverse screening results or “red flags”, which could indicate potential non-compliance with financial crime laws and regulations:

(a)      The name or address of a Relevant Person is similar to that of a Sanctioned Person or an entity or natural person on a Sanctions list.

(b)      A Relevant Person is reluctant to offer information about the Relevant Person’s historic and current business in, or relating to, any country on which Sanctions are imposed.

(c)      A Relevant Person requests a referral to or is referred by a Sanctioned Person.

(d)      A country on which Sanctions are imposed is withheld or obscured from transaction documentation or payment instructions.

(e)      A Relevant Person is operating from, organized in, or a resident of a

country on which Sanctions are imposed.

(f) Products, goods, or services to be supplied to a Relevant Person are incompatible with the Relevant Person's line of business, technology needs, or the technical sophistication.

(g) A Relevant Person requests payments to a country in which the Relevant Person does not operate.

(h) A Relevant Person requests payments to multiple accounts or an account registered in the name of another natural person or entity.

(i) A Relevant Person uses identification documents that are unusual, suspicious, contain discrepancies, or cannot be readily verified.

(j) A Relevant Person has experienced any financial crime or Sanctions compliance issues, including any contact by a regulatory or investigative agency in relation to financial crime or Sanctions issues.

(k) A Relevant Person is reluctant to provide complete information about the nature and purpose of the Relevant Person's business, the names of the Relevant Person's officers and directors, or information about the Relevant Person's business locations.

(l) A Relevant Person tries to persuade Destination Pet not to file required reports or maintain required records.

(m) A Relevant Person asks to be exempted from reporting or recordkeeping requirements.

(n) The transaction patterns of a Relevant Person show a sudden change inconsistent with the Relevant Person's normal business activities.

(o) Any other circumstances causing Covered Persons to suspect a Relevant Person may present a financial crime risk.

6.4.3 **Screening Documentation.** For each Relevant Transaction, the legal team (or its designee) will prepare a written record of the screening, including completing a Screening Checklist attached to this Policy as Schedule 6.4.3 ("**Screening Checklist**") for each Relevant Person. Any "red flags" uncovered during the preliminary screening process should be noted on the Screening Checklist.

6.4.4 **LetterOne Compliance Team Review.** If there are no adverse screening results or "red flags" for a Relevant Transaction, the legal team will provide Screening Checklists for the Relevant Transaction to the LetterOne Compliance Team (defined in Section 10) only upon the LetterOne Compliance Team's request. If any "red flags" are uncovered during the preliminary screening process for a Relevant Transaction, then the Screening Checklist and any documentation relating to the "red flags" must be provided to the LetterOne Compliance Team for review and approval before entering into the Relevant Transaction.

6.5 **Step 3: Further Information Gathering, Evaluation, and Approval of Relevant Person.** Different types of information and evidence must be obtained about Relevant Persons depending on the risk factors identified in the preliminary screening performed in Step 2 (as described in Section 6.4). Destination Pet uses four different information and evaluation processes:



(a) simplified (see Section 6.5.1), (b) standard (see Section 6.5.2), (c) enhanced (see Section 6.5.3), and (d) public (see Section 6.5.4).

#### 6.5.1 **Simplified Process.**

(a) **Applicability.** Unless any factors in Section 6.5.3(a) apply (in which case the enhanced process is required), Destination Pet should use the simplified process for a Relevant Transaction described in Section 6.5.1(b) if the Relevant Person is:

- (i) A regulated financial services firm;
- (ii) A regulated legal firm;
- (iii) Listed on a regulated market;
- (iv) A majority owned and consolidated subsidiary of a company listed on a regulated market; or
- (v) A public authority.

(b) **Procedure.** The simplified process requires all the following steps, as applicable:

- (i) Evidence the Relevant Person falls into one of the categories described in Section 6.5.1(a), such as evidence from the company website, the website of the financial regulator, or the regulated market.
- (ii) Unless otherwise satisfied that a person is authorized to act on behalf of the Relevant Person, evidence that the signatory is authorized by the Relevant Person.
- (iii) If the Relevant Person is an entity and at the discretion of the legal team, evidence of the entity's legal status, such as the entity's registration document, extract from the search of the relevant company registry, or a copy of the entity's certificate of incorporation.
- (iv) Approval by the legal team.

#### 6.5.2 **Standard Process.**

(a) **Applicability.** Destination Pet must use the standard process for a Relevant Transaction described in Section 6.5.2(b) if:

- (i) The simplified process factors in Section 6.5.1(a) do not apply; or
- (ii) If any adverse screening results or "red flags" listed in Section 6.4.2 are uncovered during the preliminary screening process.

(b) **Procedure.** The standard process requires all the following steps, as

applicable:

- (i) If the Relevant Person is an entity, evidence of the entity's legal status, such as a copy of the entity's registration document, an extract from the search of the relevant company registry, or a copy of the entity's certificate of incorporation.
- (ii) If the Relevant Person is an entity, names of all directors or managers of the entity.
- (iii) If the Relevant Person is an entity, names of all UBOs of the entity and documents identifying the UBOs as such.
- (iv) If the Relevant Person is an entity, a World-Check search on the directors, managers, and UBOs of the Relevant Person.
- (v) If the Relevant Person is a natural person, the name of the Relevant Person and verification of the identity of the Relevant Person by obtaining a copy of the person's passport, driver's license, or other analogous valid government-issued, photographic identification containing the person's full name and date of birth.
- (vi) At the discretion of the legal team, review of information available online about the Relevant Person and, if the Relevant Person is an entity, the directors, managers, and UBOs of the Relevant Person.
- (vii) At the discretion of the legal team, financial statements of any Relevant Person.
- (viii) Approval by the legal team.

#### 6.5.3 **Enhanced Process.**

- (a) **Applicability.** Destination Pet must use the enhanced process on a Relevant Person described in Section 6.5.3(b) if the Relevant Person:
  - (i) Does not appear to have the financial means to support the proposed Relevant Transaction or is vague in responding to requests for information and the alternative background inquiry method, relying on public records in connection with a proposed Occasional Transaction or Ongoing Business Relationship, is not applicable under Section 6.5.4.
  - (ii) Has little or no industry profile.
  - (iii) Is located in a jurisdiction with a score of less than 50 in the Corruption Perception Index published by Transparency International (available at [www.transparency.org/en/cpi](http://www.transparency.org/en/cpi)).
  - (iv) Is located in a jurisdiction the U.S. Department of State identifies as a major illicit drug producer or major drug transit country (available at [www.state.gov/presidential-determination-on-major-drug-transit-or-major-illicit-drug-producing-countries-majors-list](http://www.state.gov/presidential-determination-on-major-drug-transit-or-major-illicit-drug-producing-countries-majors-list)).
  - (v) Is located in a jurisdiction that has a high tax haven indication (see <https://fas.org/sgp/crs/misc/R40623.pdf> for more information).

(vi) Is a natural person who is or at any time in the year preceding the Relevant Transaction has been (A) entrusted with a prominent public function, such as head of state or of government, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations, and important political party officials, but excluding any middle ranking or more junior official (“**Public Person**”), (B) a Public Person’s spouse or civil partner, (C) a Public Person’s child, (D) a spouse or civil partner of a Public Person’s child, (E) a Public Person’s parent, (F) a UBO of a legal entity also owned by a Public Person, (G) in a legal arrangement or any other close business relation with a Public Person, (H) the sole owner of a legal entity set up for the benefit of the Public Person, or (I) in a legal arrangement set up for the benefit of the Public Person (each, a “**Politically Exposed Person**”).

(vii) Is a Sanctioned Person.

(viii) Has been the subject of adverse publicity or public scrutiny due to anti-money laundering or terrorist financing concerns.

(ix) Has capital in the form of bearer shares.

(x) Has links to a country on which Sanctions are imposed.

(b) **Procedure.** The enhanced process requires all the following steps, as applicable:

(i) Perform the standard process.

(ii) For any Politically Exposed Person, identify the sources of wealth and the sources of funds.

(iii) Apply additional measures on a risk-sensitive basis as recommended by the legal team, such as obtaining additional information about the purpose and intended nature of the Relevant Transaction and the Relevant Person or the Relevant Person’s management and UBOs.

(iv) Approval by the legal team.

(v) Approval by the LetterOne Compliance Team.

#### 6.5.4 **Public Process.**

(a) **Applicability.** In connection with a proposed Occasional Transaction or Ongoing Business Relationship, if a Relevant Person declines to provide or fails to respond to a request for documentation used for background inquiry purposes, then Destination Pet should use the public process on a Relevant Person described in Section 6.5.4(b).

(b) **Procedure.** The public process requires all the following steps, as applicable:

(i) If the Relevant Person is an entity, the full legal name of the entity.

(ii) If the Relevant Person is an entity, identification of any natural person identified by the entity as the entity’s director, manager, or UBO, including

the person's full legal name and, if helpful for differentiation purposes, country or state of residence or birthdate.

(iii) If the Relevant Person is a natural person, the person's full legal name and, if helpful for differentiation purposes, country or state of residence or birthdate.

(iv) A World-Check search on (A) any known directors, managers, and UBOs of the Relevant Person if the Relevant Person is an entity, and (B) any other known natural persons who are identified as Relevant Persons.

(v) If known, the wire information, account name, and location of the account for the Relevant Person receiving funds, to confirm the funds will be received by the Relevant Person anticipated by Destination Pet based on the context of the Relevant Transaction, and to confirm the location of the Relevant Person's account matches the location or has a connection with the Relevant Person that will receive the funds.

(vi) At the discretion of the legal team, review of information available online about (A) the Relevant Person, (B) if the Relevant Person is an entity, any known directors, managers, and UBOs of the Relevant Person entity, and (C) any other known natural persons who are identified as Relevant Persons.

(vii) Approval by the legal team.

(viii) Approval by the LetterOne Compliance Team.

## 7. **Special Reporting for Acquisitions.**

7.1 **Investment Committee Recommendation.** For Acquisitions: (a) the results of the background inquiry must be incorporated into any investment recommendation made for each Acquisition and (b) in connection with closing an Acquisition, the legal team will provide the LetterOne Compliance Team with a summary of the background inquiry, including, as applicable (i) confirmation the Relevant Persons have been assessed as medium or low risk, (ii) no adverse screening results or "red flags" list in Section 6.4.2 have been detected, and (iii) a short summary of the background investigation methodology that was used.

7.2 **Payment of Funds in Acquisitions.** Written confirmation of the background inquiry screening results and approval by the LetterOne Compliance Team must be included with any authorization to disburse, release, or pay funds in connection with an Acquisition. With the exception of payments made to governmental bodies, Destination Pet must verify the identity of each Relevant Person in any Acquisition via live videoconference prior to initiating any electronic transfer of funds. This live videoconference verification requirement may be waived by the LetterOne Compliance Team on the basis of other measures used by Destination Pet to verify the accuracy of fund transfer information.

## 8. **Background Inquiry Responsibility.**

8.1 **Initial Background Inquiry.** The legal team is responsible for conducting or causing another person to conduct the background inquiry. All Covered Persons must notify the legal team if they become aware that a background inquiry must be conducted on any Relevant Person or if they have any concerns or suspicions about a Relevant Person.

8.2 **Updated Inquiries.** The legal team (or its designee) must update the background inquiry on a Relevant Person if any of the events in Section 8.2.1 or Section 8.2.2 occur. After each update, the legal team (or its designee) will document the review on the Screening Checklist and schedule the next update to ensure documents and information remain current.

8.2.1 **Ongoing Relationship.** Destination Pet continues to be party to an Occasional Transaction or continues to have an Ongoing Business Relationship with the Relevant Person and a period of (a) three years or more has passed since the last background inquiry was conducted on the Relevant Person or (b) one year has passed since the last background inquiry was carried out on a higher risk Relevant Person.

8.2.2 **New Information.** The legal team becomes aware that (a) the identity of the Relevant Person, or any UBO of the Relevant Person, has changed, (b) any transaction with the Relevant Person is not reasonably consistent with the legal team's knowledge of the Relevant Person, (c) the accuracy or adequacy of documents, data, or information previously obtained in connection with the background inquiry on the Relevant Person is in doubt, or (d) the legal team becomes aware of other information affecting Destination Pet's risk assessment of the Relevant Person.

9. **Background Inquiry Records.** The legal team maintains written records of each Relevant Person's background inquiry, including the Screening Checklist identified in Section 6.4.3 and all relevant documents. The legal team will maintain a list of Relevant Persons that have previously been investigated and whether such Relevant Person has been approved or rejected as a counterparty in a Relevant Transaction. The written record must be retained for 10 years after the Relevant Transaction closes in compliance with Destination Pet's Record Retention & Destruction Policy.

10. **Policy Review.** Destination Pet and the compliance team of LetterOne Investment Holdings S.A. (at the time of this Policy, led by Simon Roache, LetterOne's Group Compliance Director) ("**LetterOne Compliance Team**") will periodically review this Policy to ensure the required standards and procedures are current, comply with applicable law, and continue to uphold Destination Pet's high ethical business standards. For questions about this Policy, guidance, or to report non-compliance, Covered Persons should contact [compliance@destpet.com](mailto:compliance@destpet.com).



## SCHEDULE 4.2

### Anti-Corruption Contract Clauses

**1.1 Obligation to Comply with Laws.** [Agent] shall comply with all applicable anti-corruption laws in all the jurisdictions in which [Destination Pet] operates or make investments ("**Relevant Laws**"), including the following obligations to: (a) not engage in any activity, practice, or conduct that would constitute an offense under U.S. state and federal bribery laws (e.g., 18 U.S.C. § 201), the U.S. Foreign Corrupt Practice Act of 1977, the U.K. Bribery Act of 2010, and the Canadian Corruption of Public Officials Act, in each case as amended from time to time; (b) have and shall maintain in place throughout the term of this Agreement [agent]'s own policies and procedures, including adequate procedures to ensure compliance with the Relevant Laws; (c) promptly report to [Destination Pet] any request or demand for any undue financial or other advantage of any kind received or given by [agent] in connection with the performance of this Agreement; and (d) immediately notify [Destination Pet] in writing if a public official becomes an officer or employee of [agent] or acquires a direct or indirect interest in [agent]. [Agent] warrants that [agent] has no public officials as officers, employees, or direct or indirect owners as of the date of this Agreement.

**1.2 Evidence of Compliance.** Upon request, [agent] shall certify in a writing signed by an officer of [agent] compliance with this Section [1] ("**Relevant Terms**") by [agent] and all persons associated with [agent]. [Agent] shall provide such supporting evidence of compliance with the Relevant Terms as [Destination Pet] may reasonably request.

**1.3 Obligations Related to Associated Persons.** [Agent] shall use [agent]'s best endeavors to ensure that any person associated with [agent] who is performing services or providing goods in connection with this Agreement (including a subcontractor) does so only on the basis of a written contract that imposes on and secures from such person terms equivalent to the Relevant Terms. [Agent] shall be responsible for the observance and performance by such persons of the Relevant Terms and shall be directly liable to [Destination Pet] for any breach by such persons of any of the Relevant Terms.

**1.4 Payments.** All payments made under or related to this Agreement to any person performing services or obtaining goods on [Destination Pet]'s behalf must be properly and transparently recorded in books and records. Payments by [Destination Pet] to any person under or related to this Agreement may only be made after [Destination Pet] has determined that the services have been rendered, goods have been provided, or that the conditions stated in this Agreement in respect of the payment of the fees have been satisfied.

### SCHEDULE 6.4.3

#### Screening Checklist for Each Relevant Person

<p><b>Type of transaction (check one):</b></p>	<p>__A (1) purchase by Destination Pet or transfer to Destination Pet of assets of a business constituting all or substantially all the assets of the business, a division of the business, or a standalone location of the business, (2) purchase by Destination Pet or transfer to Destination Pet of any equity of any business, or (3) the creation of a joint venture ("<b>Acquisition</b>").</p> <p>__A transaction with a value of \$50,000 or more annually, whether executed in a single operation or in several operations that appear to be linked ("<b>Occasional Transaction</b>").</p> <p>__A business arrangement that will continue for at least one year ("<b>Ongoing Business Relationship</b>").</p>
<p><b>Name of transaction:</b></p>	
<p><b>Monetary value of transaction (in U.S. Dollars):</b></p>	
<p><b>List of all third parties involved in the transaction (include both entities and natural persons) ("Relevant Persons") identified for background inquiries:</b></p>	<p>Acquisition:</p> <ul style="list-style-type: none"> <li>• the target of the Acquisition: _____</li> <li>• the directors or managers of the target: _____</li> <li>• each ultimate beneficial owner ("<b>UBO</b>") (see Anti-Corruption Policy for appropriate UBO thresholds): _____</li> <li>• any joint venture or co-investment partners who directly or indirectly own or control 25% or more of the target's equity with voting rights: _____</li> <li>• any other person or entity deemed necessary by the legal team: _____</li> </ul> <p>Occasional Transaction or Ongoing Business Relationship:</p> <ul style="list-style-type: none"> <li>• the counterparty to the Occasional Transaction or Ongoing Business Relationship: _____</li> <li>• the directors or managers of the counterparty: _____</li> <li>• any other person or entity deemed necessary by the legal team: _____</li> </ul>

<b>Date(s) World Check search report was generated on all Relevant Persons (and attach reports to this checklist) identified for background inquiries:</b>	
<b>Information and evaluation process used (check one):</b>	<p>Name of Relevant Person: _____</p> <p>Date Relevant Person was screened: _____</p> <p><b>___Simplified Process if:</b></p> <ul style="list-style-type: none"> <li>• The enhanced process factors do not apply, and</li> <li>• The Relevant Person is: <ul style="list-style-type: none"> <li>• A regulated financial services firm,</li> <li>• A regulated legal firm,</li> <li>• Listed on a regulated market,</li> <li>• A majority owned and consolidated subsidiary of a company listed on a regulated market, or</li> <li>• A public authority.</li> </ul> </li> </ul> <p><b>___Standard Process if:</b></p> <ul style="list-style-type: none"> <li>• The simplified process does not apply, or</li> <li>• Any adverse screening results or “red flags” are uncovered during the preliminary screening process.</li> </ul> <p><b>___Enhanced Process if the Relevant Person is:</b></p> <ul style="list-style-type: none"> <li>• Does not appear to have the financial means to support the proposed transaction.</li> <li>• Is vague in responding to requests for information and the public process is not applicable.</li> <li>• Has little or no industry profile.</li> <li>• Is located in a jurisdiction with a score of less than 50 in the Corruption Perception Index published by Transparency International (available at <a href="http://www.transparency.org/en/cpi">www.transparency.org/en/cpi</a>).</li> <li>• Is located in a jurisdiction the U.S. Department of State identifies as a major illicit drug producer or major drug transit country (available at <a href="http://www.state.gov/presidential-determination-on-major-drug-transit-or-major-illicit-drug-producing-countries-majors-list">www.state.gov/presidential-determination-on-major-drug-transit-or-major-illicit-drug-producing-countries-majors-list</a>).</li> <li>• Is located in a jurisdiction that has a high tax haven indication (see <a href="https://fas.org/sgp/crs/misc/R40623.pdf">https://fas.org/sgp/crs/misc/R40623.pdf</a> for more information).</li> <li>• Is a natural person who is or at any time in the year preceding the transaction has been (1) entrusted with a prominent public function, such as head of state or</li> </ul>

	<p>of government, senior politicians, senior government, judicial or military officials, senior executives of state-owned corporations and important political party officials, but excluding any middle ranking or more junior official (“<b>Public Person</b>”), (2) a Public Person’s spouse or civil partner, (3) a Public Person’s child, (4) a spouse or civil partner of a Public Person’s child, (5) a Public Person’s parent, (6) an Ultimate Beneficial Owner (see Anti-Corruption Policy for definition) of a legal entity also owned by a Public Person, (7) in a legal arrangement or any other close business relation with a Public Person, (8) the sole owner of a legal entity set up for the benefit of the Public Person, or (9) in a legal arrangement set up for the benefit of the Public Person (each, a “<b>Politically Exposed Person</b>”).</p> <ul style="list-style-type: none"> <li>• Is a Sanctioned Person (see Anti-Corruption Policy for definition).</li> <li>• Has been the subject of adverse publicity or public scrutiny due to anti-money laundering or terrorist financing concerns.</li> <li>• Has capital in the form of bearer shares.</li> <li>• Has links to a country on which Sanctions (see Anti-Corruption Policy for definition) are imposed.</li> </ul> <p>___ <b>Public Process</b> if, in connection with a proposed Occasional Transaction or Ongoing Business Relationship, if a Relevant Person declines to provide or fails to respond to a request for documentation used for background inquiry purposes.</p>
<p><i>If the simplified process applies</i></p> <p><b>Check the simplified process steps taken and attach the relevant documents obtained:</b></p>	<p>___ Evidence the Relevant Person is falls into one of the categories described in the simplified process.</p> <p>__ Unless otherwise satisfied that a person is authorized to act on behalf of the Relevant Person, evidence that the signatory is authorized by the Relevant Person.</p> <p>__ If the Relevant Person is an entity and at the discretion of the legal team, evidence of the entity’s legal status, such as the entity’s registration document, an extract from the search of the relevant company registry or a copy of the entity’s certificate of incorporation.</p> <p>___ Approval by the legal team on the following date: _____</p>

<p><i>If the standard process applies</i></p> <p><b>Check the standard process steps taken and attach the relevant documents obtained:</b></p>	<p>Check the adverse screening result(s) or “red flag(s)” that apply:</p> <p>__The name or address of a Relevant Person is similar to that of a Sanctioned Person (see Anti-Corruption Policy for definition) or an entity or natural person on a Sanctions list (see Anti-Corruption Policy for definition).</p> <p>__ A Relevant Person is reluctant to offer information about the Relevant Person’s historic and current business in, or relating to, any country on which Sanctions are imposed.</p> <p>__A Relevant Person requests a referral to or is referred by a Sanctioned Person.</p> <p>__ A country on which Sanctions are imposed is withheld or obscured from transaction documentation or payment instructions.</p> <p>__ A Relevant Person is operating from, organized in, or a resident of a country on which Sanctions are imposed.</p> <p>__ Products, goods, or services to be supplied to a Relevant Person are incompatible with the Relevant Person’s line of business, technology needs, or technical sophistication.</p> <p>__A Relevant Person requests payments to a country in which the Relevant Person does not operate.</p> <p>__ A Relevant Person requests payments to multiple accounts or an account registered in the name of another natural person or entity.</p> <p>__ A Relevant Person uses identification documents that are unusual, suspicious, contain discrepancies, or cannot be readily verified.</p> <p>__ A Relevant Person has experienced any financial crime or Sanction compliance issues, including any contact by a regulatory or investigative agency in relation to financial crime or Sanctions issues.</p> <p>__ A Relevant Person is reluctant to provide complete information about the nature and purpose of the Relevant Person’s business, the names of the Relevant Person’s officers and directors, or information about the Relevant Person’s business locations.</p> <p>__A Relevant Person tries to persuade Destination Pet not to file required reports or maintain required records.</p>
--	---



	<p><input type="checkbox"/> A Relevant Person asks to be exempted from reporting or recordkeeping requirements.</p> <p><input type="checkbox"/> The transaction patterns of a Relevant Person show a sudden change inconsistent with the Relevant Person's normal business activities.</p> <p><input type="checkbox"/> Any other circumstances causing Covered Persons to suspect a Relevant Person may present a financial crime risk.</p>
	<input type="checkbox"/> If the Relevant Person is an entity, evidence of the entity's legal status, such as a copy of the entity's registration document, an extract from the search of the relevant company registry or a copy of the entity's certificate of incorporation.
	<input type="checkbox"/> If the Relevant Person is an entity, names of all directors or managers of the entity.
	<input type="checkbox"/> If the Relevant Person is an entity, names of all UBOs (see Anti-Corruption Policy for definition) of the entity and documents identifying the UBOs as such.
	<input type="checkbox"/> If the Relevant Person is an entity, a World-Check search on the directors, managers, and UBOs of the Relevant Person.
	<input type="checkbox"/> If the Relevant Person is a natural person, the name of the Relevant Person and verification of the identity of the Relevant Person by obtaining a copy of the person's passport, driver's license, or other analogous valid government-issued, photographic identification containing the person's full name and date of birth.
	<input type="checkbox"/> At the discretion of the legal team, review of information available online about the Relevant Person and, if the Relevant Person is an entity, the directors, managers, and UBOs of the Relevant Person.
	<input type="checkbox"/> At the discretion of the legal team, financial statements of any Relevant Persons.
	<input type="checkbox"/> Approval by the legal team on the following date: _____
<p><b><i>If the enhanced process applies</i></b></p> <p><b>Check the enhanced process steps taken and</b></p>	<input type="checkbox"/> Complete the standard process.

<b>attach the relevant documents obtained:</b>	___ For any Politically Exposed Person, identify the sources of wealth and the sources of funds.
	_ Apply additional measures on a risk-sensitive basis as recommended by the legal team, such as obtaining additional information about the purpose and intended nature of the Relevant Transaction and the Relevant Person or the Relevant Person's management and UBOs (see Anti-Corruption Policy for definition).
	___ Approval by the legal team on the following date: _____
	___ Approval by the LetterOne compliance team on the following date: _____
<b>If the public process applies</b>  <b>Check the public process steps taken and attach the relevant documents obtained:</b>	___ If the Relevant Person is an entity, the full legal name of the entity.
	_ If the Relevant Person is an entity, identification of any natural person identified by the entity as the entity's director, manager, or UBO (see Anti-Corruption Policy for definition), including the person's full legal name and, if helpful for differentiation purposes, country or state of residence or birthdate.
	___ If the Relevant Person is a natural person, the person's full legal name and, if helpful for differentiation purposes, country or state of residence or birthdate.
	___ A World-Check search on (1) any known directors, managers, and UBOs of the Relevant Person if the Relevant Person is an entity, and (2) any other known natural persons who are identified as Relevant Persons.
	___ If known, the wire information, account name, and location of the account for the Relevant Person receiving funds, to confirm the funds will be received by the Relevant Person anticipated by Destination Pet based on the context of the Relevant Transaction, and to confirm the location of the Relevant Person's account matches the location or has a connection with the Relevant Person that will receive the funds.
	At the discretion of the legal team, review of information available online about (1) the Relevant Person, (2) if the Relevant Person is an entity, any known directors, managers, and UBOs of the Relevant Person entity, and (3) any other

	known natural persons who are identified as Relevant Persons.
	___ Approval by the legal team on the following date: _____
	___ Approval by the LetterOne compliance team on the following date: _____
<b>Date of next review if the Relevant Person continues to be party to an Occasional Transaction or an Ongoing Business Relationship:</b>	

## ACKNOWLEDGMENT

I hereby acknowledge that I have received and reviewed Destination Pet's Business Integrity Policy ("**Policy**") dated December 2021.

I acknowledge that any questions I had regarding the Policy have been answered. I certify that I fully understand the Policy and I agree to be bound by, and shall continue to comply, with the Policy.

I understand that failure to comply with the Policy may subject me to immediate adverse action, which may include suspension or termination of employment.

Print Name: \_\_\_\_\_

Signed: \_\_\_\_\_

Date: \_\_\_\_\_