



Code of Ethics and Conduct

Buster's Guide to Good





Code of Ethics and Conduct

Buster's Guide to Good

Code of Ethics and Conduct: Buster's Guide to Good © 2012 Petco Animal Supplies, Inc.

All rights reserved. This book contains material protected under international and federal copyright laws and treaties.

Any unauthorized reprint or use of this material is prohibited. No part of this book may be reproduced or transmitted in any form or by any means, electronic or mechanical, including photocopying, recording or by any information storage and retrieval system without express written permission from the copyright owners.

Dear Petco Associates,

At Petco, we're committed to best helping pet parents give their pets the quality of life they deserve.

As we pursue our Vision—Healthier **Pets**. Happier **People**. Better **World**®—we foster a culture in which our behaviors are guided by seven core values: Integrity, Teamwork, Learning, Fun, Continuous Improvement, Recognition and Results.

Integrity is first on the list for a reason: Taking the right actions and making good decisions are paramount for us to accomplish our goals.

We created the Petco Code of Ethics and Conduct to make sure everyone in the company—regardless of your position—understands and fulfills our ethical and legal obligations—each and every day—to the animals in our care, our associates, customers, suppliers and business partners, the communities we serve and our company.

The Code provides guidance and summary information about many of the ethical issues that may arise in our daily business activities. More detailed information can be found in specific Petco Policies & Procedures, which are located on PetNet.

Complying with our Code of Ethics and Conduct is a condition of employment at Petco, and we take violations of the Code very seriously.

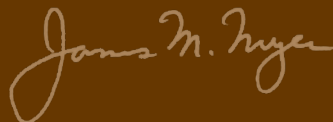
If you have any questions about the Code of Ethics and Conduct or are concerned about a specific situation, I encourage you to raise the matter with your manager or another leader in your chain of command. You may also report concerns or seek additional guidance regarding a particular situation by calling our confidential Petco Hotline at (888) 736-9834. The Hotline is available for associates to call 24 hours a day, seven days a week. Additional alternatives exist through the Human Resources and Law Departments.

Few things are more important than reputation—for individuals as well as companies. Our ability to further distinguish Petco as an industry leader and our actions to fulfill our Vision can be achieved only through the honest, ethical efforts, decisions and actions of you, me and our colleagues across the country.

Whether you're caring for animals, assisting our customers, leading others, distributing inventory to stores or assisting the field from our support centers, remember that your everyday decisions make all the difference in upholding Petco's high ethical standards.

Our business success starts with our most important ingredient: You and more than 24,000 other passionately engaged people who serve our pet-loving customers and their animals each and every day.

Thank you for your personal commitment to doing the right thing for our company and the many stakeholders we serve.



Jim Myers
Chief Executive Officer



Couldn't have said it better myself, Jim.



Buster, Chairman

Table of Contents

Being the person my pet thinks I am	6
Does it pass the sniff test?	6
Responsibility of officers and management	7
Healthier pets	8
Animal care.....	8
Vendor Certification and Standards of Excellence Program.....	9
Pet adoptions.....	10
External partnerships.....	10
Petco Foundation.....	12
Serving our customers (happier people)	13
Customer privacy.....	13
Our selling practices.....	14
Our advertising practices	14
Environmental sustainability	14
Workplace safety	15
Respecting ourselves and each other	16
Harassment and discrimination.....	16
Violence in the workplace	16
Conflicts of interest	17
Accepting and giving gifts, favors or entertainment.....	17
Foreign Corrupt Practices Act (FCPA)	18
Employment with others.....	19
Investing in vendors or competitors	19

Workplace relationships (fraternization).....	19
Outside interests.....	19
Social media and social networking.....	20
Post-separation responsibilities.....	21
Protecting assets/privacy	22
Accurate records.....	22
Safeguarding business information.....	22
Employee privacy	24
Loss prevention.....	25
Complying with the law.....	26
Wage and hour laws	26
Duty to report and cooperate with investigations.....	26
Government agencies	26
Political contributions	27
Insider trading	27
Antitrust.....	27
What to do when you have an ethics or compliance concern or question.....	28
Reporting ethics or compliance violations	29
What happens when you report an ethics or compliance concern?.....	30
Condition of employment.....	30
Employment at will.....	31
Waivers.....	31

Petco does not tolerate retaliation against any associate who raises concerns or questions regarding a potential violation of the Code of Ethics and Conduct that the associate reasonably believes to have occurred.

Being the person my pet thinks I am

It is the policy of Petco Animal Supplies, Inc., its affiliates and subsidiaries (“Petco” or “the Company”) to conduct business in accordance with a strict and specific Code of Ethics and Conduct. All Board members, officers, managers and associates are expected to adhere to high ethical and legal standards and to avoid any actual impropriety or appearance of impropriety.

To this end, all Petco associates are expected to comply with all applicable laws and regulations and with Petco’s Policies & Procedures including, but not limited to, those discussed in this Code of Ethics and Conduct.

Petco does not tolerate retaliation against any associate who raises concerns or questions regarding a potential violation of the Code of Ethics and Conduct that the associate reasonably believes to have occurred.

Does it pass the sniff test?

Sometimes it is difficult to know the right thing to do. The following are some questions you should ask yourself when deciding if you made (or are making) the right decision.

If you can answer “Yes” to all of the following questions, then your decision is probably a good one. If you answer “No” or “I don’t know” to any one of these questions, seek guidance from your normal chain of command.

- Will my actions comply with the law and with Petco’s Policies & Procedures?
- Will others view my actions as fair and honest?
- Will I feel good about my decision afterward?

- Would my manager, other associates, customers, family and the general public approve of my actions?
- Would I feel comfortable reading about it in the newspaper?

Responsibility of officers and management

Petco's management team plays a key part in enforcing the Code of Ethics and Conduct and acting as role models. Specifically, if you are in a management role, you should:

- Maintain the highest level of honesty and personal integrity in your daily responsibilities
- Set a positive example
- Make ethical employment decisions in recruitment advertising, hiring, placement, promotion, transfer, layoff, demotion, separation, training, pay and other aspects of employment
- Ensure that associates are aware of—and acknowledge—the Code of Ethics and Conduct
- Recognize signs of unethical conduct and take appropriate steps in response to violations

When an associate has an ethics or compliance concern, they are encouraged to first seek assistance from their normal chain of command. This means that managers are responsible for responding to such concerns in a complete and timely manner. See page 29 for additional reporting alternatives. ■



What should
I do if I have
an animal
care concern?

Healthier pets

At Petco, we believe it is important to hire passionate animal advocates and build their skills and knowledge in order to successfully work in a retail environment. This belief stems from Petco's commitment to making sure that animals always come first and recognizes that our people make it happen!

Whether you're caring for animals, educating prospective pet parents or promoting Petco's Think Adoption First® philosophy, your everyday decisions make all the difference in achieving Petco's high ethical standards regarding animal care. The following paragraphs summarize the fundamental philosophies Petco has adopted regarding animal care that all associates are expected to understand, support and uphold.

Animal care

As Petco associates, it is our responsibility to promote the health, well-being and humane treatment of animals. We must do the right thing as a Company and as individuals to ensure animal well-being without jeopardizing human safety. We must consistently deliver safe, skillful and compassionate care to all animals entrusted to us. While animals are in our care, associates constantly monitor their health and well-being, beginning with regular checks during business hours conducted according to guidelines created by experts. These checks are supplemented by further reviews and audits by regional and support center personnel.

Whenever you walk down the aisles of a Petco store, whether you are on duty or shopping for your pet, take a moment to verify that all animals are properly fed, watered and housed. If you believe the care of an animal may be in question, it is your responsibility to take the initiative to communicate your concern and make sure that appropriate action is immediately taken to resolve the concern.

Petco associates must share and support Petco's animal care objectives and demonstrate genuine respect and concern for animals and their proper care. Any associate who engages in behavior constituting neglect, mistreatment, cruelty or abuse of any animal will be subject to immediate discipline, up to and including separation from employment. This includes neglect, mistreatment, cruelty or abuse of any animal on or off Petco premises, including animals offered for adoption or sale; those visiting Petco for grooming, photographs, veterinary care or obedience training and those that are on Company premises for any other reason. Where appropriate, Petco may refer such matters for criminal prosecution.

Vendor Certification and Standards of Excellence Program

All Petco live animal vendors are required to participate in the Petco Vendor Certification and Standards of Excellence Program. All vendors in this program are inspected and must pass a rigorous certification process. Associates who audit and certify vendors for this program adhere to the highest level of diligence during the inspection process. Petco's commitment to working with the vendor community extends beyond certification to include collaborative efforts—such as improving the animal transportation process with the goal of reducing animal stress during transport.

Take appropriate action immediately.

If you ever have an animal care concern, it is your responsibility to take the initiative to communicate your concern.





Pet adoptions

Reflecting our care and concern for animals, Petco is committed to the Think Adoption First philosophy. Petco has never sold dogs or cats, and for more than 40 years has worked with qualified local humane organizations in our stores' communities to find homes for animals. We invite qualified organizations to hold mobile adoption events in our stores or maintain stationary adoption sites in select store locations.

Adoption events and stationary adoption sites help local communities reduce the number of homeless pets that are euthanized each year. Consistent with this philosophy, associates are expected to encourage customers to consider adoption as the first option when adding a new pet to their family.

Petco is also committed to the principle that any customer who purchases an animal at Petco, and finds they are unable to care for that animal, may return the animal with the assurance that the animal will be placed with a new pet parent and receive all necessary care.

External partnerships

Petco partners with thousands of non-profit animal welfare organizations to pursue mutual goals of promoting compassion toward and the humane treatment of animals. We are a strong supporter of groups that demonstrate advocacy for animals, consistent with Petco's animal care philosophies.

Another industry-leading initiative adopted by Petco was the establishment of an independent Animal Care Advisory Council of world-renowned experts in veterinary medicine, animal behavior, animal welfare and animal ethics. The Council provides independent expert input on Petco products, habitats and animal care policies.

We believe that the mission of quality animal care is a never-ending process and we are dedicated to continually advancing industry standards in collaboration with experts in the field. Accordingly, with the Council's input, we routinely review our Policies & Procedures to promote the best possible care for the animals in our stores and the communities we serve.

Consistent with our commitment to the health, well-being and humane treatment of animals, Petco has relationships with local veterinarians across the country to ensure that each store has an independent veterinarian to provide necessary animal care. Any animal that is sick or injured must be isolated from other animals for treatment by the store's veterinarian as soon as possible.

It is Petco's belief that all animals have intrinsic value and euthanasia is only pursued on the recommendation of the veterinarian overseeing the care of the animal. It is also Petco's policy that euthanasia only be performed to alleviate pain and suffering due to a medical condition, not due to the cost of a medical procedure or the monetary value of an animal.

The most important thing associates can do to support the Think Adoption First philosophy is to encourage customers to consider adoption as the first option when adding a new pet to their home.

May I use
customer
information
for personal
reasons?

Petco Foundation

Petco was founded in 1965 on the principle of “connecting with the community.” This philosophy has allowed us to become productive partners with the many humane groups we assist and support nationwide. The Petco Foundation was established in February 1999 to allow us to promote charitable, educational and other philanthropic activities for the betterment of animals everywhere.

The Petco Foundation’s mission is to “enhance the quality of life for animals and the people who love them,” and it achieves this by supporting and serving the **Four Rs—Reduce, Rescue, Rehabilitate and Rejoice**. The Foundation’s impact on animal welfare is evident both locally and nationally, with half of all dollars raised for programs going to local stores’ communities.

All associates participating in Petco Foundation fundraising efforts must abide by related policies to maintain the respect and trust of the general public. All fundraising efforts must be conducted according to the rules and guidelines published by the Petco Foundation. ■

Serving our customers (happier people)

Petco creates a fun and exciting shopping experience for customers and their pets by offering a complete, competitively priced selection of pet products and services with superior customer service at convenient locations.

Customer privacy

Petco's customers trust us to handle their personal information with the utmost care and respect and to protect it from misuse or unauthorized disclosure. At Petco, we take this responsibility seriously and expect associates to comply with the administrative, technical and physical safeguards Petco has implemented to protect this information. Customer information includes name, address (physical and email), phone number, credit/debit card information, other identification information, buying history and communications received from the customer, including complaints. Customer information is classified as "confidential" under the four-tier information classification system adopted by Petco.

For more details on how to properly handle confidential information, please refer to the "Safeguarding Business Information" section on page 22 or to Petco's Policies & Procedures, available on PetNet. Associates may never use customer information for personal reasons or for any other purpose than the one for which the customer provided the information. Associates are required to immediately report any suspected or actual failure to protect customer information to a manager, the Chief Information Security Officer (via email to CISO@petco.com) or the Petco Hotline at 888.736.9834.

No!

Associates may never use customer information for personal reasons. This includes any reason other than why the customer specifically provided their information.



Our selling practices

Petco maintains its reputation as a pet-loving company by providing guidance to our customers that is in the best interest of the animals. We interact ethically with each customer and clearly explain the purpose and benefits of our products and services.

Each associate should be knowledgeable about the products and services to help customers make sound decisions that best fit their needs. When unsure of the answer to a customer's question, associates should seek help from another knowledgeable associate or a member of management.

Our advertising practices

Our advertising activities should always be true and accurate. Advertisements should be clear and cannot be deceptive or misleading. Petco advertising should comply with the law in areas including, but not limited to, product information, pricing, comparative pricing, product availability and warranty statements.

Environmental sustainability

Minimizing the impact on the environment is the responsibility of all businesses and Petco fully agrees with this responsibility. Petco is committed to complying with applicable environmental laws and regulations.

Our associates are expected to use all resources appropriately and efficiently and make every effort possible to protect our environment. We believe that it is our duty to take an active role in building a better world.

Workplace safety

Petco is deeply committed to the safety of its associates and customers and to providing them with a safe and healthy environment. Petco's policy is to comply with all federal and state safety laws and regulations, all applicable OSHA requirements and Petco's Safety Policies & Procedures.

A key aspect of the Petco Safety Program is for associates to take responsibility for their own safety and the safety of their fellow associates. Associates should be conscientious about workplace safety, including proper operating methods and known dangerous conditions or hazards. Associates should immediately report any unsafe conditions or potential hazards to their normal chain of command, even if you believe you have corrected the problem. If that does not resolve the issue, then please see page 29 for additional reporting alternatives. ■



What are
examples
of reasonable
gifts?

Respecting ourselves and each other

Harassment and discrimination

Petco is committed to providing a workplace that is free of harassment of any kind as well as unlawful discrimination. Harassment includes any unwelcome conduct that has the purpose or effect of creating an intimidating, offensive or hostile work environment. It can take many forms, such as:

- Physical actions
- Verbal and written remarks (including cyber-bullying)
- Videos
- Pictures
- Sexual harassment

Sexual harassment can include unwelcome sexual advances, requests for sexual favors or any other conduct of a sexual nature.

Petco is an equal employment opportunity employer and will not tolerate harassment or discrimination of any sort and especially harassment or discrimination based on sex, age, race, color, creed, religion, national origin, physical or mental disability, medical condition, marital status, pregnancy, sexual orientation, veteran status or any other trait or characteristic protected by law. Associates should immediately report any harassment or discrimination concerns to their normal chain of command or refer to page 29 for reporting alternatives.

Violence in the workplace

Petco is committed to providing a workplace that is free of acts and threats of violence. Our Policies & Procedures aim to increase associate, vendor and customer protection with a goal of providing everyone with a safe and healthy working environment. ■

Conflicts of interest

Associates are required to arrange outside obligations, financial interests and other activities so as not to conflict with their professional commitments to Petco. It is important to note that the mere appearance of a conflict can be as serious and potentially damaging as an actual conflict. Therefore, associates are expected to avoid both actual and apparent conflicts.

A “conflict of interest” occurs when an associate’s own personal interests interfere—or appear to interfere—with his or her ability to make sound, objective business decisions on behalf of the Company.

If you have knowledge or a question about a possible conflict of interest, you should disclose it immediately to your normal chain of command or refer to page 29 for reporting alternatives. Petco reserves the right to take whatever action it determines to be appropriate to eliminate the actual, apparent or potential conflict, up to and including separation from employment.

Accepting and giving gifts, favors or entertainment

Business gifts and entertainment can build corporate goodwill between our Company and those with whom we do business, but should not be used to improperly influence business decisions.

You may not accept a business gift or entertainment if:

- Accepting it would make it difficult, or appear difficult, to make a fair and unbiased decision
- It exceeds a nominal value of \$25
- It is not a commonly accepted business practice

Don't go over-board.

Modest expressions of gratitude valued at \$25 or less (like candy, fruit baskets or flowers) or business-related meals worth \$75 or less are A-ok.



I would like to start my own part-time dog training business. Is this okay?

We should also be aware that the same standards apply when giving gifts. You may not give a business gift or entertainment if:

- It is intended to influence a business decision
- It is not a commonly accepted business practice
- It is given with the intention of receiving something of value in return
- You are aware the gift or entertainment violates the customer or receiving parties' policies or Code of Ethics

Certain third-party-paid training, business-related travel, events, sporting events or conferences may be appropriate, but only with the prior approval of an officer (VP or above). Associates may keep handouts, promotional items or other prizes that are given away during approved events. Associates who receive a prohibited gift should tell their manager and return the gift. Please refer to Petco's Gift/Gratuity Policy I-03-12 for more information.*

Foreign Corrupt Practices Act (FCPA)

It is Petco's policy that all associates, independent contractors, agents, representatives, vendors and other third-parties who work with Petco fully comply with the anti-bribery laws of the United States and of the foreign countries where Petco does business. Bribery of any kind in the United States and abroad, regardless of foreign customer or practice, is strictly prohibited. For details, refer to Petco's Foreign Corrupt Practices Act (FCPA)/ Policy I-01-31.*

*Go to PetNet for a complete alphabetical list of Petco's Policies & Procedures.

Employment with others

Associates are expected to exercise discretion in pursuing employment with suppliers, vendors, competitors or others doing business with Petco. If you are considering pursuing such a position, discuss your career plans with your manager or Human Resources representative prior to taking any action.

Investing in vendors or competitors

No associate or immediate family member shall directly or indirectly invest in, lend money to or borrow money from any company with whom Petco does business or directly competes without prior approval from their manager. Associates must report any current investments and/or loans with vendors or competitors to their manager, who, together with the associate, will make decisions regarding disposal of such investments.

For the purposes of this section, the term “invest” or “investment” includes any investment personally owned or beneficially owned by family members, family trusts, nominees or others where the effect is that the individual associate derives any benefit from such investment.

Workplace relationships (fraternization)

Petco discourages romantic or sexual relationships between co-workers and strictly prohibits such relationships between managers and anyone they directly or indirectly supervise or who is in their chain of command.

Outside interests

It is not the intention of Petco to restrict any associate from any legal activity outside the workplace, such as political, religious, non-profit or community

**It could
be a conflict
of interest.**

**Please discuss
it with your
manager
or a Human
Resources
representative
prior to
starting the
business.**





work, as long as it in no way conflicts with or reflects adversely on Petco. Such activities are not to be endorsed, funded or sponsored by the Company, and must not be represented as such, either explicitly or implicitly, without prior approval from Human Resources or the Petco Foundation.

Social media and social networking

Petco encourages associates to participate in online conversations and to share their knowledge and expertise, but it must be responsible, respectful and in accordance with relevant laws and regulations. Associates should be aware that their postings, even if done off-premises and while off-duty, could adversely affect Petco's legitimate business interests.

Petco prohibits the use of social media to post or display comments about co-workers or Petco that are vulgar, obscene, threatening, intimidating, harassing or a violation of Petco's workplace policies against discrimination, harassment or hostility on account of age, race, religion, sex, ethnicity, nationality, disability or other protected class, status or characteristic. In addition, Petco prohibits statements that are slanderous or detrimental to Petco.

For more information, associates can refer to Petco's detailed Social Media and Social Networking Policy I-06-14* for guidance on appropriate and inappropriate communication.

*Go to PetNet for a complete alphabetical list of Petco's Policies & Procedures.

Post-separation responsibilities

During your employment with Petco, you receive—and will receive—compensation and training that is valuable to you and your career. In exchange for that compensation and training, all Petco associates agree to protect Petco's confidential and valuable trade secrets and other protectable information.

Specifically, your responsibilities are as follows: 1) At all times during and after employment with Petco, you may not disclose any confidential Petco information or trade secret; 2) At no time during or after your employment with Petco may you utilize any Petco confidential or trade secret information to compete with Petco and 3) During your employment, and for 12 months immediately after the ending of your employment with Petco (regardless of the reason), you may not encourage or ask any other Petco associate to leave his or her employment with Petco.

Unless you have a specific contract restricting competition with Petco, you may compete with Petco following your separation. However, you may not use confidential or trade secret information to compete with Petco or engage in acts that would constitute unfair competition, or disclose or use trade secrets or other proprietary information. ■

During your employment with Petco you receive, and will receive, compensation and training that is valuable to you and your career.

What are some basic things I can do to protect Petco's business information?

Protecting assets/privacy

Accurate records

Petco is committed to our financial controls and accurate reporting. All assets, liabilities, expenses and other transactions shall be recorded in a timely manner for the correct amounts. Financial statements should not be misleading in any way. No undisclosed or unrecorded fund or asset of Petco and its subsidiaries shall be established or maintained for any purpose. Petco uses many internal measures to track business performance. It is imperative that these measures accurately reflect how our business is actually doing.

Safeguarding business information

Information security is an important issue because technological changes have made it very easy to share information—even when it should not be shared. Improper use of information can have a wide range of negative effects, such as damage to Petco's brand or reputation, financial losses or exposure to regulatory penalties. Petco's Information Security Program (ISP) includes specific administrative, technical and physical safeguards designed to secure its sensitive business information.

As part of that program, Petco has adopted a four-tier system for classifying business information:

- **Highly Restricted Information**—tightly restricted to specific individuals; copies must be secured at all times and properly destroyed (i.e., shredded, erased, etc.). For example, Highly Restricted Information includes, but is not to, merger or acquisition information or other extremely sensitive information.
- **Confidential Information**—limited to specific groups of individuals within Petco; again, copies must be secured at all times and properly

destroyed. For example, Confidential Information includes, but is not limited to, customer information, associate information, sales information, budget information, forecasts, store listings, construction reports, open/close store reports, real estate pending transaction lists, proprietary product designs and information, other intellectual property and the Petco phone directory. This policy does not, however, prohibit associates from discussing their wages and working conditions with others, if that is what they choose to do.

- **Internal Information**—limited to individuals within Petco with a legitimate business need for the information; copies must be secured when off-site and properly destroyed. For example, Internal Information includes, but is not limited to, general business information that is not specifically labeled as Highly Restricted, Confidential or Public.
- **Public Information**—intended for internal or external use; copies may be discarded without special precautions. Public Information includes, but is not limited to, press releases and weekly advertisements that have already been published.

A good information handling practice to adopt is to only share information on a “need-to-know” basis and to always know the classification of the information you receive. Additionally, if you ever have a question about the classification of the information you receive or about the correct use of that information, ask your manager for direction or contact the Chief Information Security Officer (via email at CISO@petco.com).

Don't over share.

Only share information on a “need-to-know” basis.

This is a good general information handling practice so always know the classification of the information you receive.



If you are not comfortable seeking assistance through your normal chain of command, or feel you have not received adequate assistance, call the Petco Hotline anytime at **888.736.9834.**

No associate, either during or after employment with Petco, may use or disclose any Highly Restricted, Confidential or Internal Information relating to Petco or its associates, or Petco's suppliers, vendors or customers, regardless of the source of such information or the method of its acquisition, in any unauthorized manner.

Employee privacy

It is Petco's policy to take all reasonable steps to protect our associates' personal information. At a minimum, that means we comply with all laws that protect the privacy of our associates' personal information, such as laws protecting health information. If your job requires you to have access to other associates' private health information or other private or confidential information, you must take all reasonable steps to protect the privacy of that information. Please remember, however, that all email messages and electronic records you create or receive using company computer systems (including personal email messages) are Petco property. The practice of using passwords should not lead you to expect privacy with respect to messages or files sent, received or stored on any Petco computer system. Also, you should be aware that email messages may be retained indefinitely, even after you have deleted them.

Email messages and other electronic records may be accessed and read by authorized personnel and sometimes by persons outside of Petco. File cabinets, desk drawers, Petco vehicles, lockers or any other storage devices—including your computer and cell phone—are the property of Petco and subject to inspection by management at any time. In addition, company material created and/or stored on personally-owned devices is potentially subject to review by Petco. So, associates should exercise good judgment,

recognize that Petco may view communications at any time and should not bring personal property or materials to work if they do not wish for the information to become known.

While it is not Petco's intention to learn information that an associate may wish to keep private, sometimes Petco personnel must search file cabinets, desk drawers, lockers and computers for documents in connection with the operation of Petco's business. Associates should have no expectation of privacy of information created, stored or kept at work.

Loss prevention

Protecting Petco's assets is every associate's responsibility. We should take great care to protect these assets from loss, damage, theft, misuse and waste. Loss of assets may be caused by many factors, including:

- Theft of merchandise, supplies or funds
- Fraudulent use of customer or associate information (including, but not limited to, credit/debit card, benefits or insurance information)
- Errors in paperwork, either intentional or not; or careless damage to or destruction of goods or property

If you become aware of any potential loss to Petco, you have an obligation to report it to your normal chain of command or refer to page 29 for reporting alternatives. ■



A co-worker told me that his manager told him to do something that was clearly unethical, but I wasn't involved. Do I have an obligation to call the Petco Hotline?

Complying with the law

All Petco associates shall conduct their business affairs in accordance with all applicable laws of the United States and other governmental jurisdictions in which the Company does business.

Wage and hour laws

Petco is committed to adhering to applicable federal, state and local wage and hour laws, including those related to minimum wage, overtime wage, child labor and other wage and hour laws and regulations. Associates are expected to report any wage and hour violations immediately to their normal chain of command or see page 29 for reporting alternatives. All associates are responsible for maintaining and reporting (when required) an accurate accounting of all hours worked. It is illegal and against Petco policy to allow or require any associate to work “off the clock” or falsify hours worked.

Duty to report and cooperate with investigations

Every associate has a duty to report potential or apparent violations of the Code of Ethics and Conduct or Policies & Procedures. Further, every associate is obligated to fully cooperate in any investigation by Petco regarding a reported concern and cooperate in the legal representation and defense of the Company's interests by the Legal Department.

Government agencies

Petco may be contacted by government agencies inquiring about our business. When requested, we will provide information to the agency that is appropriate, lawfully requested and relevant to the inquiry of the agency. Associates who are contacted by a government agency representative should request to see appropriate identification, immediately notify their manager of the visit and seek direction from their manager and the support centers about how to comply

with requests from the agency before releasing any requested data. Finally, all locations must report such contacts to the support centers by submitting a Regulatory Compliance Report using the related tool found on PetNet.

Political contributions

No Petco funds or services shall be paid or furnished to any political party or any candidate for, or incumbent in, any public office, regardless of whether the contributions are legal under the law of the state or country in which they are made.

Insider trading

Material non-public information (insider information) is information about a company that is not known to the general public and that could influence an investor's decision to buy, sell or hold that company's securities. Petco associates must not help others obtain a financial advantage by using insider information. This prohibited activity is known as insider trading. Insider trading is not only a violation of the Code, but also a serious violation of U.S. securities laws and will expose any individuals involved to immediate termination, as well as potential civil and criminal prosecution.

Antitrust

Petco is committed to complying with all antitrust and trade regulation laws. The purpose of these laws is to promote free and open competition by prohibiting business practices that may lessen competition. We must avoid even the appearance of agreeing with a competitor to limit how we compete with one another. Petco will not tolerate any business transaction or activity involving associates, consultants, contract workers or temporary staff that violates the antitrust and competition laws or regulations of any country or region in which Petco conducts business. ■

Make the call.

Call the Petco Hotline if you believe your co-worker was telling the truth. We rely on conscientious associates to inform the Company when there may be a potential issue.



Petco Hotline

888.736.9834

[reportlineweb.com/
petco](http://reportlineweb.com/petco)

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

Associates should feel free to ask questions about what is right or wrong without fear of retaliation. Associates who are challenged with a tough ethical question or are not sure about how to proceed are encouraged to resolve those issues through their normal chain of command.

This means associates should first seek assistance from their manager. Associates who are not comfortable seeking assistance from their manager or feel they are not receiving adequate assistance should seek assistance from the person above their supervisor.

Associates who are not comfortable working through their normal chain of command or feel they are not receiving adequate assistance should see page 29 for reporting alternatives.

Finally, associates who are not comfortable seeking assistance through any of these alternatives or feel they are not receiving adequate assistance, should go online to reportlineweb.com/petco or call the Petco Hotline at **888.736.9834**. ■

Reporting ethics or compliance violations

Petco has established alternative reporting options for associates to report ethics or compliance concerns that they are not able to resolve through their normal chain of command:

- Human Resources Department: employeerelations@petco.com
- Legal Department: law@petco.com or ext. 3791
- Petco Hotline: 888.736.9834 or reportlineweb.com/petco

The Petco Hotline is answered by a third-party and is confidential and available 24 hours a day, seven days a week. Calls to the Petco Hotline can be anonymous. We understand that an associate may prefer to report concerns anonymously; however, complete details are usually needed to thoroughly investigate matters and enable Petco to reach the correct resolution. Therefore, we encourage associates to identify themselves when voicing their concerns without fear of retaliation. ■

[Petco Hotline](http://reportlineweb.com/petco) | [888.736.9834](tel:888.736.9834) | reportlineweb.com/petco





What happens when you report an ethics or compliance concern?

Petco is committed to fully investigating all reported ethics and compliance concerns and appreciates when associates bring such concerns to our attention. When making a report, associates are encouraged to provide as many specific details as possible, because doing so will assist us in conducting a complete and timely investigation.

When a report is received, it is immediately assigned to a case manager with expertise relating to the reported concern. Ethics and compliance investigations typically take at least two weeks to complete and may take longer. We will try to complete each investigation as quickly as possible. It is important to remember that many times, the specific results of an investigation will not be made public.

All reports of known or suspected violations of the law or of this Code of Ethics and Conduct will be handled sensitively and with discretion. Petco prohibits retaliation against any associate who seeks help in good faith or reports known or suspected violations. We hope you share our belief that a commitment to ethical behavior is the right thing to do.

Condition of employment

All associates must accept and adhere to this Code of Ethics and Conduct and all related Petco Policies & Procedures as a condition of employment with Petco. Failure to accept or adhere to this Code of Ethics and Conduct and the corresponding Policies & Procedures may result in disciplinary action, up to and including separation from employment.

Employment at will

This Code of Ethics and Conduct and the matters contained herein are neither a contract of employment nor a guarantee of continued employment. Unless there is a written contract signed by the CEO, all employment at Petco is at will. That means that either the associate or Petco can end the employment relationship at any time—with or without cause—and with or without notice. Other than the policy of at will employment, we reserve the right to amend, supplement or discontinue the Code of Ethics and Conduct and the matters addressed herein without prior notice, at any time.

Waivers

Waivers of this Code of Ethics and Conduct may only be granted under extraordinary circumstances. Only the Corporate Governance Committee of the Board of Directors may grant waivers of this Code of Ethics and Conduct relating to Petco Board members, executive officers or other principal financial officers. Only the Ethics, Compliance and Risk Management Committee may grant waivers relating to other associates. ■

Ethics and Compliance Petco Animal Supplies, Inc.

9125 Rehco Road
San Diego, CA 92121
Email: ethics@petco.com
Hotline: 888.736.9834

**Do what's right.
No excuses.**

Petco Hotline | 888.736.9834 | reportlineweb.com/petco



Published August 2012