

BARK, Inc. Anti-Bribery Policy

December 2021



Policy Overview

BARK, Inc. (“BARK”) maintains this Anti-Bribery Policy (this “Policy”) to ensure that BARK competes fairly and in accordance with the highest ethical and legal standards and consistent with the letter and spirit of the law everywhere that we do business. The policy applies to all of BARK’s directors, officers, managers, employees, interns, contractors and temporary help of BARK (collectively, “personnel”).

This Policy is designed to ensure that we comply with the U.S. Foreign Corrupt Practices Act. (commonly known as the FCPA), the Bribery Act of 2010 in the U.K., and anti-corruption and bribery laws and regulations everywhere we do business. These laws and regulations generally prohibit bribes, kickbacks, or illegal payments or favors to influence business decisions. These laws and regulations also require BARK and all BARK personnel to comply with prescribed standards for record keeping and internal accounting controls. Violations of these requirements can subject a company, its officers, directors, employees, agents, or representatives to criminal, civil, and administrative sanctions.

BARK will not tolerate violations of its policies regarding anti-bribery compliance. Any director, officer, manager, or employee of BARK who violates his or her legal or ethical responsibilities will be subject to appropriate discipline, which may include dismissal and reporting to the relevant authorities.

Directors, officers, managers, and employees of BARK identified by the Chief Financial Officer or General Counsel may be required to receive further training on the topics covered by this Policy. These employees will be directed to the appropriate training media, which may include a live session or a web-based training solution, to attend a seminar on the rules, regulations, and BARK policies related to anti-bribery.

Personnel are required to adhere to the highest ethical and legal standards of conduct and must not directly or indirectly offer, promise, or give money or anything of value to any “government official” in order to assist BARK in improperly obtaining or retaining business or in directing business to any other person.

This Policy prohibits the following actions unless the requirements for an exception are met (as discussed on Appendix A at the end of this Policy): (1) providing cash gifts or per diem payments to a government official; (2) providing gifts, hospitality, entertainment, travel (local or long distance), lodging, or discounts to a government official, except as permitted below; (3) providing anything of value to a government official in return for favorable treatment; and (4) placing yourself or BARK in a situation that creates the appearance of impropriety.

BARK has established this Policy to ensure that we comply with the anti-corruption laws in the countries in which we conduct business. Most countries have laws that prohibit bribery of their own government officials. In addition, the FCPA prohibits bribery of “foreign” (non-U.S.) officials. For consistency, BARK has established a single policy to prohibit bribery of all “government officials,” which includes “foreign officials” as defined by the FCPA.

A. Substantive Requirements

1. Key Elements of the Prohibition

DO NOT:

- offer, promise, give, or authorize, the payment or gift of money or anything else of value,
- directly (or indirectly through a third party),
- to a “government official,”
- for the purpose of improperly or corruptly influencing the actions or decisions of the government official, in order to assist in obtaining or retaining business or an improper advantage or directing business to any other person.

2. Who is covered by this Policy?

This policy applies to all personnel. Our obligations also encompass the activities of our agents and business partners. BARK may be held accountable for the actions of third parties doing business on our behalf.

3. Offer, Promise, or Give

You do not actually have to give/make a bribe to violate the prohibitions in this Policy and the law. Merely offering, promising, or authorizing it is sufficient to expose you and BARK to liability.

4. Directly or Indirectly

The law and BARK policy prohibit doing indirectly what we are prohibited from doing directly. Indirectly offering, promising, or giving a bribe by passing it through a third party violates the law and BARK policy. We cannot make any payments or gifts to a third party if we know that all or any part of the payment will be given to a government official. We can even be held liable for such indirect payments where the facts indicate that we (1) remained “willfully blind,” or (2) demonstrated a “conscious disregard” for, or deliberate ignorance of, circumstances that would reasonably alert one to the high probability of violations of the law.

5. Money or Anything of Value

While bribes frequently involve the payment of money to a government official, giving anything of value to a government official can constitute a bribe. For example, giving a government official personal use of a car and driver that is owned or provided by BARK would constitute “anything of value.” The term is also broad enough to encompass paying for air travel, lodging, and meals for a government official unless permitted by the exceptions discussed below or making donations to charities on behalf of such foreign officials.

6. Who Is a Government Official?

The anti-corruption laws of other countries in which we conduct business generally define “government officials” in broad terms. Pursuant to these laws, the following are considered to be government officials:

- officials of national, regional, or local governments;
- military personnel;
- members of the executive, legislative, and judicial branches of national, regional or local governments;
- candidates for political office;
- political parties and officials of political parties; and
- officers, directors, and employees of commercial businesses or other enterprises that are owned or controlled by national, regional, or local governments.

Officers, directors, and employees of state-owned enterprises are included in the definition of “government official” because such enterprises may be considered instrumentalities of a foreign government. With regards to the FCPA, among the factors that the U.S. Department of Justice considers in determining whether a state-owned enterprise qualifies as an “instrumentality of a foreign government” (and its officers and employees to be “government officials”) are the following:

- whether the country prohibits and prosecutes bribery of the enterprise’s employees as public corruption; and
- the purpose of the enterprise, and the degree of control exercised over the enterprise by the foreign

government.

7. What Constitutes “Corruptly”?

A payment to corruptly influence a government official is a payment that is intended to induce the recipient to “misuse his official position” to do something in order to wrongfully direct business to the payor or his client, or to obtain a preferential administrative or regulatory ruling or legislative enactment. The word “corruptly” thus addresses the intended purpose of the payment and does not require that the act be “fully consummated or succeed in producing the desired outcome.” For example, paying money to a government official or paying for a government official’s vacation travel and lodging for the purpose of influencing the official’s decision on whether to award a contract to BARK or to overlook a violation of laws or regulations by BARK or employees would constitute corrupt payments and are prohibited by BARK policies and applicable anti-corruption laws.

8. What Is an “Improper Advantage”?

The term to obtain an “improper advantage” is interpreted broadly to mean to obtain any improper governmental benefits, including favorable regulatory decisions which benefit BARK. The term includes, but is not limited to, obtaining improper decisions by government officials to reduce a tax liability or reduce penalties for violations of law or regulations which benefit BARK.

9. Are There Any Permitted Payments to Government Officials?

In limited circumstances, payments or things of value may be given to government officials. Attached to this Policy as Appendix A are guidelines that should be used with regard to permissible hospitality. Employees must seek prior approval from the Chief Financial Officer or General Counsel before making any payments described that are not specifically permitted under Appendix A. Gifts of cash are never appropriate.

10. Red Flags for Substantive Misconduct or Compliance Risk

- A third-party refuses to certify compliance with anti-bribery requirements;
- A third party does not appear to be qualified to perform the duties for which it is engaged to assist BARK;
- A third party is related to a government official;
- The country in which we are engaging in business has a reputation for corruption and bribery;
- The industry has a history of anti-corruption problems;
- The breakup of a company or association with one or more foreign companies is unexplained or inadequately explained;
- Requests for commissions to be paid in a third-party country, to a third party, or in cash or untraceable funds;
- Heavy reliance by party on political or governmental contacts as opposed to knowledgeable staff and investments of time to promote BARK’s interests;
- Refusal or inability to develop or implement a market strategy;
- A desire to keep third-party representation secret;
- Relationship problems with other foreign companies.

11. Record Keeping and Accounting Requirements

The FCPA prohibits the mischaracterization or omission of any transaction on our books and records, or any failure to maintain proper accounting controls that result in such a mischaracterization or omission. Our system of internal accounting controls must be sufficient to provide reasonable assurances that:

- Transactions are authorized by management;
- Transactions are recorded as necessary to permit the preparation of financial statements in accordance with generally accepted accounting principles;
- Transactions are recorded to maintain accountability of assets, and periodic comparisons are made between recorded assets and existing assets; and
- Access to assets is limited to authorized employees.

The record keeping provisions of the FCPA require publicly held U.S. companies (“**Public Companies**”) to establish and maintain a system of internal controls that ensure that all transactions and dispositions of assets occur only with management’s authorizations, and that all such transactions are recorded accurately and in reasonable detail in such Public Companies’ books and records. The FCPA prohibits the mischaracterization or omission of any transaction on a Public Company’s books, or any failure to maintain proper accounting controls that result in such a mischaracterization or omission.

Prior to authorizing a payment to a foreign official, employees should be sure that no part of such payment is to be made for the purpose other than what is fully and accurately disclosed in our books and records. Moreover, personal funds must not be used to accomplish what is otherwise prohibited by this Policy.

Employees must follow applicable standards, principles, laws and BARK practices for accounting and financial reporting. Employees must be timely and complete when preparing all reports and records required by management. In connection with dealing with foreign officials and with other international transactions explained in this Policy, employees must obtain all required approvals from the authorized BARK personnel and, when appropriate, from foreign governmental entities, in each case as provided herein.

12. Red Flags for Record Keeping and Accounting Violations

- Vague, non-specific description for payments made in entries;
- Documents conceal the true identity of an in-country representative or agent;
- Payment descriptions that do not correspond to the appropriate account;
- General purpose or miscellaneous accounts that can be used to hide improper payments;
- Over-invoicing or false invoices;
- Unrecorded accounts or transactions;
- Travel and expense forms with incomplete information that are used to obtain cash for improper payments;
- Submission of false or inaccurate expense account reports;
- Unusual or overly generous subcontracts or

- Misstatements of transactions, e.g., recording a payment to the wrong payee.

13. Facilitation payments and kickbacks

Facilitation payments are a form of small payments made for the purpose of expediting or facilitating the performance of a public official for a routine, non-discretionary governmental action (i.e., obtaining an ordinary license, permit or visa) and not to obtain or retain business or any improper business advantage. Our strict policy is that facilitation payments must not be paid. We recognize, however, that there may be times when a facilitation is unavoidable, in which case prior written approval from the Chief Financial Officer and General Counsel is required, and the following steps must be taken:

- Keep any amount to the minimum;
- Create a record concerning the payment; and
- Report it to your manager.

In order to achieve our aim of not making any facilitation payments, each business of BARK will keep a record of all payments made, which must be reported to the General Counsel and Chief Financial Officer, in order to evaluate the situation and develop strategies to minimize such payments in the future.

This policy does not prohibit the payment of official fees which are standard, published fees available to parties and paid to government officials in order to obtain non-discretionary action.

B. Procedure for Legal Review with Respect to Certain Third Parties

Liability may arise from the actions of distributors, agents, consultants, subcontractors, and partners with which BARK does business (collectively, “third parties”). Accordingly, you must follow the due diligence procedures outlined below.

1. Entering into a Relationship

You must provide a written request (via electronic transmission is acceptable) to the General Counsel when seeking approval to enter into a Covered Third-Party Relationship. For the purposes of this Policy, a “Covered Third-Party Relationship” exists when the BARK retains an outside in connection with sales and marketing or regulatory approval efforts, or outside parties who will have contacts with “governmental officials” in connection with BARK’s business activities.

2. Memorializing the Terms of the Relationship

The terms of any Covered Third-Party Relationship must be memorialized and approved by the General Counsel or the Chief Financial Officer or his or her designee before it is executed. The contract should be executed before the third party begins work. BARK recognizes that business pressures may in some instances require quick action. BARK has designed this process to be flexible and to work as quickly as possible while maintaining BARK’s standards for ethical and legal conduct of its business.

3. Monitoring Third Parties

Under the FCPA, if a third party makes an improper payment or gift, BARK may be held liable even if it did not authorize the payment. To guard against such liability, BARK should insist on documentation or justification before paying expenses, question unusual or excessive expenses, and refuse to pay a third party (and notify the General Counsel) if it is suspected that the third party has or will make illicit or questionable payments or gifts. Contractual safeguards may only be as good as BARK’s efforts to enforce them. In particular, excessive, false, or inadequately described payment requests, unusual or overly generous subcontracts, unusual or incomplete documentation, and refusals or failures to provide requested documentation may suggest improper transactions.

1. Penalties & Exposure to Litigation

BARK and employees, including citizens of Europe, the UK and the U.S., face criminal and civil liability for violations of local anti-bribery laws. For example, under the FCPA, the U.S. Department of Justice may pursue both criminal and civil prosecution for violations of the anti-bribery and accounting provisions of the FCPA. For example, penalties may include:

1. For Companies

A violation of the anti-bribery provisions of the FCPA exposes BARK to fines of up to \$2 million per violation or two times any gain or loss.

2. For Individuals

A violation of the anti-bribery provisions of the FCPA may be fined up to \$250,000 or up to twice the amount of the gross gain or gross loss that any person derives from the offense, in addition to imprisonment of up to 5 years. Individuals who are prosecuted must pay their own monetary penalties.

3. For Accounting

A willful and knowing violation of the accounting provisions could subject an organization to a maximum fine of \$25 million, and individuals could be subject to a maximum fine of \$5 million and imprisonment of up to 20 years.

The FCPA further provides that the penalty provisions do not override the provisions in other federal statutes, such as tax and money laundering laws.

2. What Should You Do If You Have Questions?

1. Further Information & Reporting

In most instances, the first person to whom you should go to with questions and a concern about business integrity and compliance issues is your supervisor. Your supervisor can contact BARK's legal team to help clarify issues and resolve concerns.

Some circumstances, however, may be too sensitive for you to take to your supervisor. In certain situations, you may want to report an incident anonymously. You may follow the steps described in BARK's Speak-Up Policy to ask a question, raise a concern, or to report questionable activities or misconduct on an anonymous basis.

Your issue will be investigated and treated with sensitivity, and confidentiality, except to the extent necessary to investigate and resolve the complaint or as otherwise provided by applicable law.

2. No Retaliation for Reporting Concerns

You can report concerns without fear of retribution. BARK will not tolerate retaliation against employees who have asked a question, raised a concern, or reported questionable activities or the misconduct of others. Employees found to have engaged in retaliation will be subject to discipline, possibly including discharge.

3. Conclusion

Ensuring that we conduct our business in compliance with the requirements of this Policy and the highest ethical and legal standards is the responsibility of each of us. Advice and guidance is available from the Chief Financial Officer or General Counsel to help you. If you act with integrity and seek guidance when you are uncertain, you will be doing the right thing.

APPENDIX A

Gifts and Hospitality Guidelines for Foreign Officials

These Gifts and Hospitality Guidelines (“Guidelines”) must be followed for activities involving officials or employees of foreign governments, or agencies or instrumentalities of foreign governments in all countries, including such activities in the U.S.

1. All hospitality offered on behalf of BARK must be directly related to BARK business (that is, the sale of its products and services) or otherwise directly in support of its business interests.
2. Gifts and hospitality must always be reasonable in amount; offered in good faith only in connection with the promotion, demonstration, or explanation of BARK products or services, or the execution or performance of a contract with a foreign government or an agency or instrumentality of a foreign government; lawful under applicable local law; and appropriate under the circumstances so as not to create an appearance of impropriety. Hospitality must never be offered or provided in return for any favor or benefit to BARK or to influence improperly any official decision.
3. Unless otherwise approved by BARK’s Chief Financial Officer, expenses for gifts or hospitality meals should not exceed US \$200.00 per person for any event or gift (not to exceed \$1,000 per calendar year).
4. Higher amounts may be appropriate in a specific country and may be approved by BARK’s Chief Financial Officer or if a written legal opinion is obtained from outside counsel that the higher amounts comply with the country’s laws and regulations and are not unreasonable or excessive.
5. The frequency of gifts and hospitality must be carefully monitored, as the cumulative effect may give rise to the appearance of impropriety. All personnel should use good judgment with regard to the frequency of hospitality and generally should not exceed ten events for the same individual in any calendar year without a strong justification. Where a high frequency of hospitality is anticipated, BARK’s Chief Financial Officer should be consulted and prior written approval obtained.
6. If BARK will pay airfare or lodging expenses for foreign government officials or personnel in connection with a plant visit or similar activity, BARK must send invitations or itineraries, or both, to the foreign officials or employees to inform them, enable consultation with their superiors, and give them the option to decline. BARK also must obtain prior written approval or confirmation from the invitee’s superior or other authorized official or prepare a file memorandum of relevant conversations. If this is not practical for very senior invitees, BARK’s General Counsel must obtain a written legal opinion from outside counsel that addresses the particular circumstances of the visit.
7. Refreshments, meals, and mementos, with a value of less than U.S. \$150.00, that otherwise comply with these Guidelines, where the expense is commensurate with the legitimate and generally accepted local custom for such expenses by private persons in the local country and that are furnished in connection with trade shows, association meetings, official governmental functions, or ceremonial, commemorative, or celebratory functions are permissible. Prior written consent is not required with respect to the foreign government officials’ or employees’ participation in such an event if the refreshments, meals, or mementos to be offered comply with these Guidelines and are not offered improperly to influence any official decision.
8. Cash gifts to foreign officials are not permitted under any circumstances. Per diem payments are similarly prohibited unless they are expressly provided for in a written contract with a foreign government customer. Per diem payments must be paid strictly in accordance with contract requirements and payment must be made by check, not cash. When feasible, the check for per diem payments should be made payable to the foreign government customer, not to any individual foreign official. Payment always must be accompanied by appropriate documentation accurately recording the amount and nature of the payment in accordance with the contract requirement.

9. Items of small dollar value (less than U.S. \$100.00) that are distributed for advertising or commemorative purposes are permitted. When appropriate, a gift should be made to the customer organization, not to an individual.

