

Whistleblower Policy

PURPOSE:

The Sarbanes-Oxley Act (SOX) of 2002 provides “Whistleblower” protection for employees of public companies. PetMed Express, Inc. is required to comply with SOX. To comply with the Sarbanes-Oxley Act (SOX) of 2002, the Audit Committee of PetMed Express has established the following policy by which there can be brought to the attention of the Audit Committee:

- (1) concerns by employees regarding questionable accounting or auditing matters
- (2) complaints by employees or stakeholders regarding accounting, internal control or auditing matters; or
- (3) concerns of any other suspected fraud.

If any employee or stakeholder has a concern listed above, PetMeds has selected an independent third party (“Fulcrum”) to field complaints. Fulcrum will receive, report, and (if possible) resolve complaints received from Company employees and others regarding accounting, internal accounting controls, and auditing matters, as required by Section 301 (4) of the Sarbanes-Oxley Act. Fulcrum will collect complaints using the following means:

1. A PetMeds dedicated phone line at 213-596-1904, answered by professional personnel during normal business hours from 8:00 a.m. to 6:00 p.m. Pacific time. As a backup, outside these hours and during holidays, the phone will be answered by an automated voice mail system.
2. A web-based form located at <https://whistleblowersystem.com/petmeds>
3. E-mail sent to whistle@fulcrum.com identifying PetMeds in the subject line
4. U.S. mail addressed to Fulcrum Inquiry, Whistleblower Department-PetMeds, 707 Wilshire Boulevard, Suite 2050, Los Angeles, CA 90017.
5. Fax sent to Fulcrum Inquiry, Whistleblower Department-PetMeds, at 213-891-1300

If the complaint alleges:

- (i) a likely material misstatement of the Company’s publicly available financial statements, or (ii) malfeasance by a senior Company officer, then Fulcrum will discuss and/or notify the complaint with the Committee’s Audit Committee Chairperson, Diana Purcel and Leslie Campbell, Chairman of the Board of Directors and of the Human Capital and Compensation Committee.
- (ii) Sexual harassment, then Fulcrum will notify (i) the Chairman of the Board, Leslie Campbell, and (ii) the Company’s Audit Committee Chairperson, Diana Purcel.

If the complaint alleges a matter that can be routinely handled by the Company’s existing processes and internal controls, then Fulcrum will turn such matter over to the representative you have designated as responsible for such area. The following examples are illustrative:

- i. Allegations involving routine employee expense reimbursements, small employee thefts, and relatively minor miscalculations in the accounting records should be turned over to the Company’s Chief Financial Officer, Robyn D’Elia.
- ii. b. Allegations involving human resource matters, (excluding sexual harassment matters as

handled in item #1(b) above), are to be directed to the VP of People Operations, Jacqueline Smith.

Or alternatively, any employee or stakeholder can submit any concerns to our Vice President of People via email (jsmith@petmeds.com), or by leaving a message at 561-526-4444 x8131.

PLEASE ONLY SUBMIT ACCOUNTING OR AUDITING MATTERS OR MATTERS INVOLVING FRAUD. CONCERNS CAN BE SUBMITTED ANONYMOUSLY.

“WHISTLEBLOWER” POLICY:

The following “Whistleblower” Policy establishes procedures under which employees and others may report to PetMed Express, Inc., in good faith, complaints and concerns regarding the practices of the Company in a confidential manner.

NO RETALIATION

No director, officer, or employee who in good faith reports a violation of any applicable law, regulation or required accounting principle, shall suffer harassment, retaliation, or adverse employment consequence. All directors, officers, employees, or agents of PetMed Express, Inc. are prohibited from engaging in any such retaliatory action. An employee who retaliates against someone who has reported a violation in good faith is subject to discipline up to and including termination of employment. If an employee believes that he or she has been the subject of retaliatory action, the employee should immediately report those facts to the Chairman of the PetMed Express, Inc. Audit Committee.

REPORTING VIOLATIONS

This Whistleblower Protection Policy is intended to encourage and enable employees and others to raise serious concerns within our organization prior to seeking resolution outside our organization. Employees should share their questions, concerns, suggestions, or complaints with someone who can address them properly. In most cases, an employee’s supervisor is in the best position to address an area of concern. However, if you are not comfortable speaking with your supervisor or you are not satisfied with your supervisor’s response, you are encouraged to speak with the Human Resources Director or anyone in management whom you are comfortable in approaching. All such reports will be kept confidential to the extent possible, consistent with the need to conduct an adequate investigation. Supervisors and managers are required to report suspected violations of applicable laws, regulations, or questionable accounting or auditing matters, to the Chief Executive Officer or Chief Financial Officer, who has specific responsibility to investigate all reported violations. For suspected fraud, or when you are not satisfied or comfortable with contacting the above managers, individuals should contact the Chairman of the PetMed Express, Inc. Audit Committee.