

GROVE COLLABORATIVE HOLDINGS, INC.

CODE OF ETHICS AND BUSINESS CONDUCT

Adopted by the Board of Directors June 16, 2022 and effective June 16, 2022

Introduction

The Board of Directors of Grove Collaborative Holdings, Inc. (together with its subsidiaries, the “**Company**” or “**Grove Collaborative**”) has adopted this Code of Ethics and Business Conduct (the “**Code**”) to:

- promote honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- promote full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “**SEC**”) and in other public communications made by the Company;
- promote compliance with applicable governmental laws, rules and regulations;
- promote the protection of Company assets, including corporate opportunities and confidential information;
- promote fair dealing practices;
- deter wrongdoing; and
- ensure accountability for adherence to the Code.

Who Is Responsible for Complying with the Code?

You must comply with the Code if you are one of the Company’s directors, officers, employees, or independent contractors (each, a “**Covered Person**” or “**you**”).

1. General Code Compliance

- 1.1 You must be familiar with the Code, comply with its provisions, and report any suspected violations as described below in “Reporting and Investigation of Violations; Enforcement; Waivers.”
- 1.2 You must comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates. While you are not expected to know the details of all applicable laws, rules and regulations, you are expected to know enough to determine when to seek advice.
- 1.3 Questions about compliance should be addressed to the Legal Affairs team: trust@grove.co.



2. Ethical and Honest Conduct

- 2.1 The Company's policy is to promote high standards of integrity by conducting its affairs honestly and ethically. You must act with integrity and observe the highest ethical standards of business conduct in your dealings with the Company's customers, suppliers, partners, service providers, competitors, employees, and anyone else with whom you have contact while performing your job.
- 2.2 You must deal fairly with the Company's customers, vendors, suppliers, partners, service providers, competitors, employees, and anyone else with whom you have contact while performing your job. You may not take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.
- 2.3 Moral business practice prohibits the Company from allowing conflicts of interest to exist. This includes anything illegal or that would cause embarrassment or reflect negatively on our reputation. You should avoid conflicts of interest unless specifically authorized as described in this section.
 - 2.3.1 A conflict of interest occurs when your private interest, or an interest of a member of your family, interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when you, or a member of your family, take actions or have interests that may make it difficult to perform your work for the Company objectively and effectively. Conflicts of interest also arise when you, or a member of your family, receive improper personal benefits because of your position in the Company.
 - 2.3.2 Loans by the Company to, or guarantees by the Company of obligations of, any director, executive officer, or their family members are expressly prohibited.
 - 2.3.3 Whether or not a conflict of interest exists or will exist can be unclear. The term "conflict of interest" may include, but is not limited to, the following examples:
 - 2.3.3.1 Actual and perceived conflicts of interest.
 - 2.3.3.2 Using a position with the Company or the Company's relationship with its clients, customers, vendors, suppliers, contractors, or other stakeholders for private gain or personal benefit, or for the gain or benefit of a family member.
 - 2.3.3.3 Working for, advising, investing in, or serving as a director for one of the Company's vendors, suppliers, or competitors, or a company that sells similar merchandise.
 - 2.3.3.4 Giving, seeking, or accepting any business courtesies from those doing or seeking to do business with the Company, unless permitted in the Company's Gift and Entertainment Policy. Business courtesies include



gifts, gratuities, meals, refreshments, entertainment, or other benefits from persons or companies with whom Grove does or may do business.

- 2.3.4 Procedures to Report Potential, Perceived and Actual Conflicts.
 - 2.3.4.1 If you are a director or executive officer, seek prior authorization for potential conflicts from the Audit Committee by notifying the Company's Chief Legal Officer in writing of the facts and circumstances of the potential conflict. The Chief Legal Officer will evaluate whether a potential conflict exists. In conducting this evaluation, the Chief Legal Officer may consult with other members of management and/or outside counsel as necessary or appropriate. If the Chief Legal Officer determines that a potential conflict exists, the Chief Legal Officer will report the potential conflict, together with a summary of the material facts, to the Audit Committee for consideration at the next regularly scheduled Audit Committee meeting.
 - 2.3.4.2 If you are not a director or an executive officer, seek (i) prior authorization for potential conflicts of interest, or (ii) approval once you understand that an actual or perceived conflict of interest exists. You must notify your manager or the Chief Legal Officer in writing of the facts and circumstances of the potential conflict. A manager may not authorize or approve a conflict of interest or make determinations as to whether a problematic conflict of interest exists without the Chief Legal Officer's written approval. If the manager is involved in the potential or actual conflict, the matter should instead be discussed directly with the Chief Legal Officer.
- 2.4 You owe a duty to the Company to advance its interests when the opportunity arises. You are prohibited from taking for yourself (or for the benefit of friends or family members) opportunities that are discovered through the use of Company assets, property, information or position. You may not use Company assets, property, information or position for personal gain (including gain of friends or family members). In addition, you may not compete with the Company.
- 2.5 Confidential information is an important Company asset. You must maintain the confidentiality of information entrusted to you by the Company or by its customers, vendors, suppliers, or partners.
 - 2.5.1 The obligation to treat information as confidential does not end when an individual leaves the Company's service as an employee, advisor, or contractor. Upon separation from the Company, everything that belongs to the Company, including all documents and other materials containing confidential information, must be returned. You may



not disclose confidential information to a new employer, client, or others after separation from the Company.

- 2.5.2 Confidential information includes all non-public information (regardless of its source) that might be of use to competitors or harmful to the Company, its customers, or other companies with which the Company does business, if disclosed.
- 2.5.3 This includes all information, in any format, that the Company has a legitimate business interest in protecting. Confidential information includes technology, products, concepts, valuable ideas, trade secrets, technical information, strategies, business and product plans, customer and employee information, as well as other non-public information about the Company (whether or not material to the Company) or that might be of use to competitors or harmful to the Company, its customers, suppliers or other stakeholders if disclosed. Confidential information may also include information received from or relating to third parties with which the Company has or is contemplating a relationship, such as current or potential customers, operators, suppliers or strategic partners, and, in addition, may consist of the fact of such relationship or contemplation of such relationship.
- 2.6 You may not purchase or sell any Company securities while in possession of material nonpublic information regarding the Company, or another company's securities while in possession of material nonpublic information regarding that company. See the Company's Insider Trading Policy for more information. It is against Company policies and illegal for you to use material nonpublic information regarding the Company or any other company to (i) obtain profit for yourself, your friends, or your family, or (ii) directly or indirectly "tip" others who might make an investment decision on the basis of that information.

3. Disclosure

- 3.1 The Company's periodic reports and other documents filed with the SEC, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules.
- 3.2 If you contribute in any way to the preparation or verification of the Company's financial statements and other financial information, you must ensure that the Company's books, records and accounts are accurately maintained. You must cooperate fully with the Company's accounting and internal audit function, as well as the Company's independent public accountants and counsel.
- 3.3 If you are involved in the Company's disclosure process, you must:
 - 3.3.1 be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
 - 3.3.2 take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.
- 3.4 Covered Persons who are not official spokespersons for the Company may not speak with the press, securities analysts, other members of the financial community, stockholders or groups or organizations as a representative of the Company or about the Company's business. The



Company has designated the Chief Executive Officer, the Chief Financial Officer, the Chief Legal Officer, the Chief Marketing Officer, and the Director of Investor Relations, and any investor relations or public relations firm designated by one of the foregoing officers as the sole authorized spokespersons for the Company. Requests for financial or other information about the Company from the media, the press, the financial community, stockholders or the public should be referred to one or more of these authorized spokespersons. Requests for information from regulators or the government should be referred to the Chief Legal Officer.

4. Protection and Proper Use of Company Assets

- 4.1 You must protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability and are prohibited.
- 4.2 All Company assets should be used only for legitimate business purposes, though incidental personal use may be permitted. Any suspected incident of fraud or theft should be reported for investigation immediately.
- 4.3 The Company's assets include the Company's proprietary information. Proprietary information includes, but is not limited to, intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, engineering and manufacturing ideas, designs, databases, records and any nonpublic financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

5. Reporting and Investigations; Enforcement; Waivers

- 5.1 Reporting and investigation of violations.
 - 5.1.1 Report actions prohibited by this Code involving directors or executive officers to the Chief Legal Officer and the Audit Committee.
 - 5.1.2 Report actions prohibited by this Code involving anyone other than a director or executive officer to your manager or to the Chief Legal Officer. A manager may not conduct investigations into alleged prohibited actions and must report alleged prohibited actions to the Chief Legal Officer.
 - 5.1.3 Report anonymously (or non-anonymously) through the Grove Trustline online at <https://trustline.grove.co> or by phone at (800) 461-9330.
 - 5.1.4 After receiving a report of an alleged prohibited action, the Audit Committee, the relevant manager, or the Chief Legal Officer must promptly take all appropriate actions necessary to investigate.
 - 5.1.5 You are expected to cooperate in any internal investigation of misconduct.
- 5.2 Enforcement.



- 5.2.1 The Company must ensure prompt and consistent action against violations of this Code.
- 5.2.2 If, after investigating a report of an alleged prohibited action by a director or executive officer, the Audit Committee determines that a violation of this Code has occurred, the Audit Committee will report such determination to the Board of Directors.
- 5.2.3 Upon receipt of a determination that there has been a violation of this Code, the Board of Directors or the Chief Legal Officer will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.
- 5.3 Waivers.
 - 5.3.1 Each of the Audit Committee or the Board of Directors (in the case of a violation by a director or executive officer) and the Chief Legal Officer (in the case of a violation by any other person) may, in their discretion, waive any violation of this Code.
 - 5.3.2 Any waiver for a director or an executive officer shall be disclosed as required by SEC and the NYSE rules.
 - 5.3.3 This Code may be amended or modified at any time by the Audit Committee or the Board of Directors.
- 5.4 Prohibition on retaliation.
 - 5.4.1 The Company does not tolerate acts of retaliation against any Covered Person who makes a good faith report of known or suspected acts of misconduct or other violations of this Code.

Related Policies

- Insider Trading and Confidentiality Policy
- Related Party Transactions Policy
- Anti-Corruption Policy
- Regulation FD Policy
- Attorney Up-The-Ladder Policy
- Grove Trustline
- Employee Handbook



Acknowledgment of Receipt and Review

To be signed and returned to the Legal Affairs team.

I, _____, acknowledge that I have received and read a copy of the Grove Collaborative Holdings, Inc. Code of Ethics and Business Conduct. I understand the contents of the Code and I agree to comply with the policies and procedures set out in the Code.

I understand that I should approach the Legal Affairs team if I have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code. I acknowledge that this Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

SIGNATURE

PRINTED NAME

DATE