INDUSTRY MEMBER AND VENDOR CODE OF CONDUCT

Total Wine & More conducts its business in an ethical and honest manner and in compliance with all applicable laws and regulations. Each year, all Total Wine & More Team Members, including members of the Board of Directors, are required to affirm their commitment to the principles described in our Code of Conduct. The principles stated in our Code of Conduct apply to all aspects of our business. Industry members and vendors play a critical role in ensuring that we meet the requirements of our Code of Conduct at all times.

This Industry Member and Vendor Code of Conduct sets forth the principles and high ethical standards that we strive to achieve and expect our industry member or vendors to try to work toward throughout the course of our business relationship. These principles and ethical standards include: assuring compliance with legal standards; sharing a desire to provide safe, quality products; respect for the rights and safety of others; and a commitment to sustainable business practices.

Thank you for your commitment to upholding our high standards of conduct.

Legal Compliance

We comply with the law wherever we conduct business. We expect each industry member and vendor to work diligently to conduct its business in full compliance with applicable laws, rules, and regulations. Total Wine & More reserves the right to decline future business opportunities or to end existing business relationships with any industry member or vendor who does not comply with the law.

Standards of Ethics

In interacting with actual and potential industry member or vendors, Total Wine & More is committed to following the highest ethical standards. Such interactions should be professional exchanges intended to communicate the business needs of Total Wine & More and the corresponding products and service offerings of the actual or potential industry member or vendor.

Ethical Behavior – A Shared Commitment

Our commitment to industry members and vendors is one characterized by honesty, fairness, respect, and ethical business practices. We do business with industry members and vendors who share our strong commitment to ethical behavior. We expect each industry member or vendors to promote the same objectives, and have controls in place to prohibit and detect the misuse of company assets, corruption, bribery, improper gifts, extortion, and embezzlement. We expect all
industry members’ and vendors’ business dealings and conduct with us to be fair, legal, and honest.

**Reporting Ethical Concerns**

Employees of industry members and vendors are encouraged to work with their employers to resolve internal ethical concerns. Industry members and vendors should, however, promptly report violations of this Code or any unethical behavior by a Total Wine & More Team Member to a Total Wine & More manager or executive. If this is not feasible, industry members and vendors may confidentially report ethical violations to the Total Wine Team Member Concern line at 1-800-826-6762. People who report concerns to Total Wine & More may request that they remain anonymous. We will attempt to honor such requests. However, in situations when honoring a request for anonymity or a request to keep certain information confidential would, in Total Wine & More’s judgment, put the health or safety of others at risk, jeopardize product quality, or threaten other significant injury or damage, Total Wine & More will disclose all information it feels is necessary to mitigate or eliminate imminent harm.

**Gifts and Entertainment**

In many companies, it is customary to entertain customers and to exchange gifts. However, entertainment and gift exchanges may create a conflict of interest or lead to a violation of industry rules or regulations.

Although some gifts and entertainment are allowed in this limited form under our policies, we generally discourage the giving and acceptance of gifts. Team Members and their immediate families may **never** accept gifts of cash, cash equivalents (including checks, gift certificates, and gift cards) and other things of value from industry members and vendors. Any benefits that result from a business transaction must be provided to the Company, and not to an individual employee.

We discourage gifts and entertainment that could appear excessive or could appear to influence a business decision. Also, Team Members may not accept any money or gifts from any industry member or vendor attempting to influence or reward a Team Member in connection with a transaction between Total Wine & More and an industry member or vendor. Any acceptance of such gifts will result in termination of the Team Members’ employment, and potential termination of the business relationship with the industry member or vendor.

For additional details on Total Wine & More expectations with respect to entertainment and gifts, we encourage industry members and vendors to review our Code of Conduct, which is available upon request.

**Gifts**

Total Wine & More policy prohibits the solicitation or acceptance by Total Wine & More Team Members of “Gifts,” including money, discounts, gratuities, tips, favors, services, entertainment
(e.g., tickets to sporting, cultural or music events, or golf outings), meals, travel expenses, lodging, seminar/event fees, and any other benefit or thing of value, tangible or intangible, to a Team Member for which the Team Member did not pay market value. “Gift” includes items of an advertising or promotional nature.

Limited exceptions are as follows:

- Industry member-sponsored tasting events intended to promote Team Member or customer wine education.

- Gifts of nominal value (i.e., market value of $50.00 or less). If Gift baskets or other unsolicited Gifts are received by Team Members, they should be immediately reported to the responsible Manager for that Department and, typically, either returned or shared broadly with the Department or Store Team Members.

**Business Meals and Entertainment**

Total Wine & More Team Members may accept occasional, unsolicited, and reasonable business meals or entertainment (including tickets to sporting events or golf outings) from actual or potential industry member or vendors if all of the following requirements are met:

- A Team Member must usually obtain prior approval from the Company and may be required to pay face value for event/outing.

- The actual or potential industry member or vendor providing the meal or entertainment must attend the event with the Team Member.

- The venue must be conducive to business discussions.

- Business must be conducted at the meal or event.

- The value of the meal or entertainment must be reasonable and modest as judged by local standards.

- For entertainment, the offer must not be made during a time period when proposals or bids are being sought to establish a new contract or business relationship.

Also, industry members and vendors may provide meals and entertainment associated with trade association events, so long as the meals and entertainment are made available to all attendees and the Team Member did not solicit the meal or entertainment.

An industry member or vendor is not permitted to pay for, and a Team Member may not accept:

- Travel or lodging in connection with a meal or entertainment event sponsored (or attended by) an industry member or vendor; or
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- Meals, lodging, tickets or travel for the Team Member’s spouse, partner or significant other, or any other guest of the Team Member.

Confidentiality and Privacy

Industry member and vendors with access to confidential information about Total Wine & More should not disclose such information to any other person. Confidential information includes, but is not limited to: Product pricing, operating policies, practices, and systems, and customer identification and information. When industry members or vendors handle personal and confidential Total Wine & More Team Member information, such as home addresses, social security numbers, or birth dates, procedures must be in place to ensure that the confidential information is protected against unauthorized disclosure and theft. If an industry member or vendor becomes aware of an actual or possible unauthorized disclosure of Total Wine & More’s company or Team Member information, it must be reported immediately to Total Wine & More Legal Department.

On-Site Conduct

All industry member/vendor representatives must have appropriate identification visible at all times when conducting business at a Total Wine & More facility. The points below identify how Total Wine & More defines appropriate identification.

- Industry member/vendor representatives conducting business at a Total Wine & More retail location must wear a company issued identification card or name badge with the company name, and representative’s name. This badge must be worn in a visible position throughout the entire visit.

- All Industry member/vendor representatives must check in with a Manager at the Customer Service desk when arriving at a Total Wine & More retail location.

- All Industry member/vendor representatives must check out with a Manager at the Customer Service desk when leaving a Total Wine & More retail location.

- Industry member/vendor representatives conducting business at a Total Wine & More office will be provided a visitor pass when he/she checks in at the appropriate security post or reception area. This pass must be worn in a visible position throughout the entire visit.

Dress Code at Total Wine & More Stores

Industry member/vendor representatives should adhere to the following dress code when conducting business at a Total Wine & More retail store.
• Clothing must be neat. If uniforms/company shirts are provided, they must be worn during each store visit. Black or very dark jeans (no holes, not faded, properly fitted and worn) are permitted. Blue jeans in any condition are NOT permitted. Sloppy, old, and/or torn clothing is not acceptable (some examples include faded/torn jeans, baggy shorts, sweat pants, t-shirts with advertisements, tank tops, or flip-flops).

• Hair should be neat (professional and/or business style).

• Male associates without facial hair should be clean shaven; with facial hair they should be neat and trimmed.

• Body jewelry should be concealed (not visible to the customer).

Purchases for Personal Use or Consumption

Industry member/vendor representatives may purchase Products from Total Wine & More for personal use or consumption outside of our retail stores. Product should not be consumed while working. The industry member/vendor must maintain possession of the receipt for any purchases until checking out with the appropriate Total Wine & More manager.

Inspection of Items Removed from the Store

Industry member/vendor representatives are expected to cooperate with any request made by Total Wine & More or its representatives to inspect items being removed from the store. Items that may be inspected include, but are not limited to, boxes, bags, briefcases, or containers.

On Site Safety Guidelines

When on-site at any Total Wine & More facility all Industry member/vendor representatives must follow the following safety guidelines:

• Industry member/vendor representatives should immediately report any unsafe conditions or hazards of concern to a Total Wine & More Manager.

• Industry member/vendor representatives must immediately report to a Total Wine & More Manager any injury to a Industry member/vendor representative (including themselves), a Total Wine & More Team Member, or a customer.

• While working in a Total Wine & More facility, Industry member/vendor representatives must maintain a work area free of any conditions that may be hazardous to themselves or others.
• In order to further maintain a safe and secure environment, Total Wine & More will not tolerate any assault, threat of injury, or act of violence towards any individuals. This includes: hitting, pushing or kicking; obstructing, restraining, or blocking the movement of another person in order to injure, threaten, or anger the other; and making statements which threaten physical harm or are intended to anger an individual. Any act of violence as indicated above (whether Industry member/vendor initiated or not) may result in Industry member/vendor being asked to leave the premises permanently and may be reported to law enforcement.

No Harassment or Discrimination

Total Wine & More is committed to a workplace free from inappropriate conduct including, but not limited to, unlawful discrimination and harassment. Harassment includes sexual harassment and other forms of harassment because of one’s race; color; religion; gender; national origin; age; disability; sexual orientation; gender identity/expression; political activities or affiliations; status as a victim of domestic violence, assault, or stalking; or any other characteristic protected by applicable federal, state or local law.

Industry member/vendors are expected to maintain a discrimination-free workplace and to employ legally-eligible workers based upon on their abilities, rather than their race, color, sex, pregnancy status, gender identity, marital status, political opinions, religion, age, disability, sexual orientation, social origin, national origin or any other characteristics unrelated to an individual’s ability to perform the work required by the job.

Also, industry member/vendors must not engage in, condone, or tolerate harassment of any kind against or among their workers, or against Total Wine & More Team Members or customers.

Failure to abide by this requirement may result in a significant change to or termination of the industry member/vendor relationship. Also, offending parties may be barred from Total Wine & More facilities.

Customer Service

Providing premier customer service is a fundamental expectation for all Total Wine & More Team Members. As your employees or agents are working in our stores, we expect that they will provide the same level of service that our associates are expected to provide. It is our goal to give our customers 100% of our attention. This includes:

• acknowledging all customers they encounter;

• remaining aware of customers when working on an aisle by moving out of a customer’s way;
- assisting customers in reaching or locating products or taking them to a Total Wine & More Team Member that can assist them;

- refraining from using personal electronic devices (including cell phones or earbuds/earphones) while on the sales floor; and

- being respectful of Total Wine & More Team Members and customers at all times by avoiding abrasive or derogatory language. The use of profanity, on or off the sales floor is not tolerated.

**Non-Solicitation Agreement**

During the period of the industry member/vendor agreement or other active direct/indirect business agreements, and for one year thereafter, neither party shall directly solicit, recruit or hire as an employee or agent, whether full-time or part-time, by contract or by direct hire, any current employee of the other party without the prior consent of the party employing such an individual.

**Reporting Procedure**

We expect our industry member/vendors to ensure all of their employees understand and comply with these expectations. Failure to conduct business in a manner that meets these standards could result in a termination of the industry member/vendor relationship with Total Wine & More.

No code can cover all policies or laws, so if you have questions about any of the information in this code, or what is expected of you, please contact the Total Wine & More Regional VP responsible for the market, or email our Legal Department at legal@totalwine.com.

Also, if you suspect unethical or illegal business practices, it is your responsibility to report them using the resources outlined in this code. Industry member/vendors may also contact the Total Wine Team Member Concern line at 1-800-826-6762.