HYDROFARM®
Hydrofarm.com

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HYDROFARM HOLDINGS GROUP, INC.

CORPORATE CODE OF CONDUCT AND ETHICS

AND

WHISTLEBLOWER POLICY

Effective December 2020
(Last Updated October 2024)

INTRODUCTION

Hydrofarm Holdings Group, Inc. ("**we**" or the "**Company**") has adopted this Corporate Code of Conduct and Ethics and Whistleblower Policy (the "**Code**") to provide our associates, as defined below, with a clear understanding of the principles of business conduct and ethics that are expected of them and to aid them in making decisions when conducting the Company's business and performing day-to-day duties. The standards set forth in the Code apply to us all.

Each associate of the Company must acknowledge his or her review of, and agree to comply with, the Code as a condition of his or her relationship with the Company (see Appendix A attached hereto). The term "**us**" or "**associate**" as used throughout the Code means (i) every full and part-time employee of the Company and its subsidiaries, (ii) all members of the Company's senior management, including the Chief Executive Officer and Chief Financial Officer, and (iii) every member of the Company's Board of Directors (the "**Board**"), even if such member is not employed by the Company. The term "**you**" means any associate.

REPORTING VIOLATIONS UNDER THE CODE; ANTI-RETALIATION PLEDGE

It is the responsibility of each of us to conduct ourselves in an ethical business manner and also to ensure that others do the same. If anyone violates these standards, he or she can expect a disciplinary response, up to and including termination of employment or other relationship with the Company or, potentially, legal action. If you are aware of any breach of the Code, you are obligated to report violations to the Corporate Compliance Officer, to the

chairperson of the Audit Committee of the Board (the "**Audit Committee**") , to the anonymous Whistleblower Compliance Hotline that the Company has engaged to receive such reports (the "**Hotline**"), or to available Compliance channel at compliance@hydrofarm.com as described in more detail below.

The Code contains a clear anti-retaliation pledge, meaning that if you in good faith report a violation of the Code by any associate, or by the Company or agents acting on its behalf, to the Hotline, the Corporate Compliance Officer or the chairperson of the Audit Committee, you will not be fired, demoted, reprimanded or otherwise harmed for reporting the violation. Note however

that, although you will not be disciplined for reporting a violation, you may be subject to discipline if you are involved in the underlying conduct or violation. You are entitled to make the report on a confidential and anonymous basis. To the extent an investigation must be initiated, the Company will endeavor to keep confidential any report you make, except to the extent disclosure is required by applicable law, regulation or court order or is necessary to permit a complete investigation of such report.

COMPLYING WITH THE CODE

The ultimate responsibility for maintaining the Code rests with each of us. As individuals of personal integrity, we can do no less than behave in a way that will continue to bring credit to ourselves and our company. Applying these standards to our business lives is an extension of the values by which we are known as individuals and by which we want to be known as a company. To that end, the Company has made the Code publicly available on its website. It is our responsibility to conduct ourselves in an ethical business manner and also to ensure that others do the same. If anyone violates these standards, he or she can expect a disciplinary response, up to and including termination of employment or other relationship with the Company or, potentially, legal action.

While it is impossible for this Code to address specifically every situation that may arise, the principles embodied in the Code should govern our conduct at all times. If you are confronted with a situation not covered by the Code or have questions regarding any matter that is specifically addressed in the Code, you are urged to consult with the Corporate Compliance Officer or another member of senior management of the Company. Furthermore, the policies set forth in this Code are in addition to other policies of the Company that associates must comply with, including those set forth in any Employee Handbook in effect from time to time or in any other policy referenced in the Code.

The provisions of the Code regarding the actions the Company will take are guidelines which the Company intends to follow. There may be circumstances, however, that in the Company's judgment require different measures or actions and, in such cases, the Company may act accordingly while still seeking to remain consistent with the principles embodied in the Code.

In the case of any inconsistency between the provisions set out in this Code and the rules contained in any mandatory text, laws or interpretive case law applicable to the Company or associates, such mandatory text, laws or interpretive case law controls. In no instance should this Code be interpreted as modifying, amending or otherwise changing any legal text or precedent that applies to the Company or associates.

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Table of Contents

I. WHISTLEBLOWER POLICY 1
A. Obligation to Report Violations or Suspected Violations 1
B. Whistleblower Compliance Hotline for Confidential and Anonymous Reporting 1
C. Contact Information for the Whistleblower Compliance Hotline: 2
D. Anti-Retaliation Pledge 2
II. IMPLEMENTATION OF THE CODE 2
III. GENERAL REQUIREMENTS 4
IV. CONFLICTS OF INTEREST 4
V. PROTECTION AND PROPER USE OF COMPANY ASSETS 6
A. Proper Use of Company Property 6
B. Confidential Information 7
C. Accurate Records and Reporting 7
D. Document Retention 8
E. Corporate Advances 9
VI. FAIR DEALING WITH CUSTOMERS, SUPPLIERS, COMPETITORS AND ASSOCIATES 9
A. Giving Gifts 10
B. Receiving Gifts 10
C. Unfair Competition 10
D. Antitrust Concerns 11
E. Unfair Practices in International Business 13
VII. GOVERNMENT RELATIONS 13
A. Government Procurement and Funding 13
B. Payments to Officials 14
C. Political Contributions 14
VIII. COMPLIANCE WITH LAWS, RULES AND REGULATIONS 14
A. Insider Trading Policy 14
B. Equal Employment Opportunity 15
C. Sexual Harassment Policy 15
D. Health, Safety & Environment Laws 16

E. Data Privacy Policy 16
IX. QUESTIONS UNDER THE CODE AND WAIVER PROCEDURES 17
APPENDIX A 21
APPENDIX B 22

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I. WHISTLEBLOWER POLICY

A. Obligation to Report Violations or Suspected Violations

Any associate having any information or knowledge regarding the existence of any violation or suspected violation of the Code has a duty to report the violation or suspected violation to the Hotline (the contact details for which are below), the Corporate Compliance Officer or the chairperson of the Audit Committee, or to available Compliance channel at compliance@hydrofarm.com. Associates are also encouraged to raise any issues or concerns regarding the Company's business or operations. Failure to report a suspected or actual violation is itself a violation of the Code and may subject the associate to disciplinary action, up to and including termination of employment or other relationship with the Company or, potentially, legal action. Reports may be made on a completely confidential and anonymous basis. To the extent any investigation is necessitated by a report, the Company will endeavor to keep the proceedings and the identity of the reporting associate confidential, except to the extent disclosure is required by law, regulation or court order or is necessary to permit a complete investigation of such report.

Individuals should consider disclosing, but are not required to disclose, their name or a contact number when submitting a report. Such information may facilitate a more thorough and efficient investigation. The Corporate Compliance Officer will strive to maintain the integrity and confidentiality of all compliance-related communications. However, in certain circumstances, the identity of the person reporting the issue may become known or may need to be revealed, particularly if federal or state enforcement authorities become involved in the investigation. The Company cannot guarantee confidentiality, particularly when material evidence of a violation of the law is disclosed or if the person is identified during the normal course of an investigation.

B. Whistleblower Compliance Hotline for Confidential and Anonymous Reporting

If you are aware of any breach of the Code, you are obligated to report violations to the Hotline, to the Corporate Compliance Officer or to the chairperson of the Audit Committee, or to available Compliance channel at compliance@hydrofarm.com. The Hotline is operated by a third party service provider, which the Company has engaged to receive such reports, the contact details for which are below. You may make such reports on a completely anonymous and confidential basis by contacting the Hotline. Associates may report to the Hotline any concerns he or she may have with respect to the Company, including, but not limited to, concerns with the Company's business or operations, suspected violations of the Code, securities or antifraud laws, accounting issues, any law relating to fraud against stockholders, or any other issue concerning the Company or such associate's employment or other relationship with the Company. Reports made to the Hotline will, in turn, be provided directly to the Corporate Compliance Officer and the Audit Committee on an anonymous (to the extent the

report was made anonymously) and confidential basis. The Hotline may be reached 24 hours a day, 7 days a week at the following toll-free number and email address:

C. Contact Information for the Whistleblower Compliance Hotline:

Toll-Free Telephone Number	**+1 877 459 1514**
Online Information & Reporting	https://www.whistleblowerservices.com/hydrofarm
Compliance Hotline E-mail Address (support)	**whistleblowersupport@notified.com**

D. Anti-Retaliation Pledge

Any associate who in good faith (a) reports a suspected violation under the Code by any associate, or by the Company or its agents acting on its behalf, or (b) raises issues or concerns regarding the Company's business or operations, in either case to the Hotline, to the Corporate Compliance Officer, via the available compliance email (compliance@hydrofarm.com) or to the chairperson of the Audit Committee, may not be fired, demoted, reprimanded or otherwise harmed for, or because of, the reporting of the suspected violation, issue or concern, regardless of whether the suspected violation, issue or concern involves the associate, his or her supervisor or senior management of the Company.

In addition, any associate who in good faith reports a suspected violation under the Code that he or she reasonably believes constitutes a violation of a federal statute by the Company, or its agents acting on its behalf, to a federal regulatory or law enforcement agency may not be reprimanded, discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of his or her employment for, or because of, the reporting of the suspected violation, regardless of whether the suspected violation involves the associate, his or her manager or senior management of the Company.

II. IMPLEMENTATION OF THE CODE

The following questions and answers address the Company's implementation of the Code. The Company has attempted to design procedures that promote confidentiality, anonymity and, most importantly, freedom from the fear of retaliation for complying with and reporting violations under the Code. In addition, each associate shall be required from time to time to sign the Associate's Agreement to Comply with the Code in substantially the form attached as Appendix A hereto.

Q: Who is responsible for administering, updating, and enforcing the Code?

A: The Board has appointed a Corporate Compliance Officer to administer, update and enforce the Code. Ultimately, the Board of Directors of the company must ensure that the Corporate Compliance Officer fulfills his or her responsibilities.

The Corporate Compliance Officer has overall responsibility for overseeing the implementation of the Code. Specific responsibilities of the position are to:

a) Develop the Code based on legal requirements, regulations and ethical considerations that are raised in the company's operations;

b) Ensure that the Code is distributed to all associates and that all associates acknowledge the principles of the Code;

c) Work with the Audit Committee to provide a reporting mechanism so that associates have a confidential and anonymous method of reporting not only suspected violations of the Code but concerns regarding federal securities or antifraud laws, accounting issues, or any federal law relating to fraud against stockholders; Implement a training program to ensure that associates are aware of and understand the Code;

d) Audit and assess compliance with the Code;

e) Serve as a point person for reporting violations and asking questions under the Code; and

f) Revise and update the Code as necessary to respond to detected violations and changes in the law.

The Corporate Compliance Officer will provide a summary of all matters considered under the Code to the Board of Directors or a committee thereof at each regular meeting thereof, or sooner if warranted by the severity of the matter. All proceedings and the identity of the person reporting will be kept confidential to the extent required by applicable law.

Q: How can I contact the Corporate Compliance Officer?

A: The name, and email address of the initial Corporate Compliance Officer is listed below. Any one of these individuals can assist you in answering questions or reporting violations or suspected violations under the Code.

Shanna Peterson, Director of Human Resources	**hr@hydrofarm.com**

The Corporate Compliance Officer may change from time to time. You are encouraged to consult the copy of the Code that is included on the Company's website to obtain the most current information.

It is also available to all employees a direct e-mail message for communication with the Compliance team: compliance@hydrofarm.com.

III. GENERAL REQUIREMENTS

Each of us is expected to be honest, fair, and accountable in all business dealings and obligations, and to ensure:

a) the ethical handling of conflicts of interest between personal and professional relationships;

b) full, fair, accurate, timely and understandable disclosure in the reports required to be filed by the Company with the Securities and Exchange Commission (the "**SEC**") and in other public communications made by the Company; and

c) compliance with applicable governmental laws, rules and regulations.

IV. CONFLICTS OF INTEREST

Associates should avoid any situation that may involve, or even appear to involve, a conflict between their personal interests and the interests of the Company. In dealings with current or potential customers, suppliers, contractors, and competitors, each associate should act

in the best interests of the Company to the exclusion of personal advantage. Immediate family members of associates, executive officers and directors are also covered in certain circumstances.

Associates and, in certain circumstances, their immediate family members, are prohibited from any of the following activities which could represent an actual or perceived conflict of interest:

No associate or immediate family member of an associate shall have a financial interest in, or significant obligation to, any outside enterprise which does or seeks to do business with the Company or which is an actual or potential competitor of the Company, without prior approval of the Corporate Compliance Officer and the Company's Chief Executive Officer or, in the case of executive officers or members of the Board, without prior approval of the Board or a committee thereof; provided however, that this provision shall not prevent any associate from investing in any mutual fund or owning up to 1% of the outstanding stock of any publicly traded company.

No associate shall conduct business on the Company's behalf with an outside enterprise which does or seeks to do business with the Company if an immediate

family member of such associate is a principal or officer of such enterprise, or an employee of such enterprise who will play a significant role in the business done or to be done between the Company and such enterprise, without prior approval of the Corporate Compliance Officer and the Company's Chief Executive Officer or, in the case of executive officers or members of the Board, without prior approval of the Board or a committee thereof.

No executive officer or employee of the Company, or immediate family member of an executive officer or employee of the Company, shall serve as a director, officer or in any other management or consulting capacity of any actual competitor of the Company.

No director or immediate family member of a director shall serve as a director, officer or in any other management or consulting capacity of any actual competitor of the Company, without prior approval of the Board or a committee thereof.

No associate shall use any Company property or information or his or her position at the Company for his or her personal gain. No associate shall leverage any internal, personal, professional or familial relationship to their advantage. This includes and is not limited to potential influence on hire, promotion, salary changes and termination of employment. All family and personal relationships either between

employees, contractors, customers or suppliers must also be disclosed and assessed when conflict of interest arises during performance evaluation.

No associate shall engage in activities that are directly competitive with those in which the Company is engaged.

No associate shall divert a business opportunity from the Company to his or her own benefit. If an associate becomes aware of an opportunity to acquire or profit from a business opportunity or investment in which the Company is or may become involved or has or may have an existing interest, the associate should disclose the relevant facts to Corporate Compliance. The associate may proceed to take advantage of such opportunity only if the Company is unwilling or unable to take advantage of such opportunity as notified in writing by the Corporate Compliance Officer.

No associate or immediate family member of an associate shall receive any loan or advance from the Company or be the beneficiary of a guarantee by the Company of a loan or advance from a third party, except for customary advances or corporate credit in the ordinary course of business or approved by the Corporate Compliance Officer and the Company's Chief Financial Officer and/or Chief Executive Officer.

Please see Section below, "Corporate Advances," for more information on permitted corporate advances.

In addition, the Audit Committee will review and approve, in advance, all related-person transactions, as required by the SEC, The Nasdaq Stock Market or any other regulatory body to which the Company is subject from time to time.

Each associate should make prompt and full disclosure in writing to the Corporate Compliance Officer of any situation that may involve a conflict of interest. Failure to disclose any actual or perceived conflict of interest is a violation of the Code.

V. PROTECTION AND PROPER USE OF COMPANY ASSETS

Proper protection and use of Company assets and assets entrusted to it by others, including proprietary information, is a fundamental responsibility of each associate of the Company. Associates must comply with security programs to safeguard such assets against unauthorized use or removal, as well as against loss by criminal act or breach of trust. The provisions hereof relating to protection of the Company's property also apply to property of others entrusted to it (including proprietary and confidential information).

A. Proper Use of Company Property

Directors, officers, and employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, fraud, and waste have a direct impact on the Company's profitability and performance. Any suspected incident of fraud or theft should be immediately reported for investigation to your supervisor (provided such supervisor is not involved in the matter) and either the Human Resources Department and/or the Corporate Compliance Officer. Company equipment must not be used for non-company business. Incidental personal use of items may be permitted pursuant to written policies approved by the Company.

The removal from the Company's facilities of the Company's property is prohibited, unless authorized by the Company. This applies to furnishings, equipment, inventory, and supplies, as well as property created or obtained by the Company for its exclusive use – such as vendor lists, files, personnel information, reference materials and reports, computer software, data processing programs and data bases. Neither originals nor copies of these materials may be removed from the Company's premises or used for purposes other than the Company's business without prior written authorization from the Corporate Compliance Officer and the Company's Chief Executive Officer. For the avoidance of doubt, any Company property given to an employee for personal use may not be sold for the employee's gain or advantage. Theft of any Company property is prohibited. Any theft or misappropriation of Company assets or property is a violation of the Code and grounds for discipline, up to and including termination.

The Company's products and services are its property; contributions made by any associate to their development and implementation are the Company's property and remain the Company's property even if the associate's employment or other relationship with the Company terminates.

Each associate has an obligation to use the time for which he or she receives compensation from the Company productively. Work hours should be devoted to activities directly related to the Company's business.

B. Confidential Information

The Company provides its associates with confidential information relating to the Company and its business with the understanding that such information is to be held in confidence and not communicated to anyone who is not authorized to see it, except as may be required by law. The types of information that each associate must safeguard include, by way of example only, to the extent unannounced or otherwise nonpublic, the Company's plans and business strategy; inventions, discoveries, results, protocols or other similar information; products; intellectual property, regulatory, corporate partnering or M&A information, developments, prospects or communications; contracts; sales data; significant projects; customer and supplier lists; trade secrets; manufacturing techniques; product formulas, unique raw materials and vendors, and sensitive financial information, in each case whether in electronic or paper format. These are costly, valuable resources developed for the exclusive benefit of the Company. No associate shall disclose the Company's confidential information to an unauthorized third party or use the Company's confidential information for his or her own personal benefit.

C. Accurate Records and Reporting

Under law, the Company is required to keep books, records and accounts that accurately and fairly reflect all Company transactions, dispositions of assets and other events that are the subject of specific regulatory record keeping requirements, including generally accepted accounting principles and other applicable rules, regulations and criteria for preparing financial statements and for preparing periodic reports filed with the SEC. All Company reports, accounting records, sales reports, expense accounts, invoices, purchase orders, and other documents must accurately and clearly represent the relevant facts and the true nature of transactions. Reports and other documents should state all material facts of a transaction and not omit any information that would be important in interpreting such report or document. Under no circumstance shall there be any unrecorded liability or fund of the Company, regardless of the purposes for which the liability or fund may have been intended, or any improper or inaccurate entry knowingly made on the books or records of the Company. No payment on behalf of the Company may be approved or made with the intention, understanding or awareness that any part of the payment is to be used for any purpose other

than that described by the documentation supporting the payment. In addition, intentional accounting misclassifications (e.g., expense versus capital) and intentional improper acceleration or deferral of expenses or revenues are unacceptable reporting practices that are expressly prohibited.

The Company has or will develop and maintain (a) a system of internal controls to provide reasonable assurance that transactions are executed in accordance with management's authorization, are properly recorded and posted and are in compliance with regulatory requirements and (b) disclosure controls and procedures to ensure that all of the information required to be disclosed by the Company in the reports that it files or submits under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified by the SEC's rules and forms.

Associates are expected to be familiar with, and to adhere strictly to, these internal controls and disclosure controls and procedures, in each case to the extent applicable to their roles at the Company. For clarity, responsibility for compliance with these internal controls and disclosure controls and procedures rests not solely with the Company's accounting personnel, but with all associates involved in approving transactions, supplying documentation for transactions, and recording, processing, summarizing and reporting of transactions and other information required by periodic reports filed with the SEC. **Because the integrity of the Company's external reports to stockholders and the SEC depends on the integrity of the Company's internal reports and recordkeeping, all associates must adhere to the highest standards of care with respect to our internal records and reporting. The Company is committed to full, fair, accurate, timely, and understandable disclosure in its periodic reports required to be filed with the SEC.**

Any associate who believes the Company's books and records are not in accord with these requirements should immediately report the matter to the Hotline, the Corporate Compliance Officer, e-mail address available or the chairperson of the Audit Committee.

D. Document Retention

Numerous federal and state statutes require the proper retention of many categories of records and documents that are commonly maintained by companies. In consideration of those legal requirements and the Company's business needs, all associates must maintain records in accordance with these laws and any records retention policy that the Company may adopt from time to time.

Any record, in paper or electronic format, relevant to a threatened, anticipated or actual internal or external inquiry, investigation, matter or lawsuit may not be discarded, concealed, falsified, altered or otherwise made unavailable after the associate in possession of such record has become aware of the existence of such threatened, anticipated or actual internal or

external inquiry, investigation, matter or lawsuit. Associates must handle such records in accordance with the procedures outlined in the Company's Document Retention Policy, if any.

When in doubt regarding retention of any record, do not discard or alter the record in question and seek guidance from the Corporate Compliance Officer. Associates should also direct all questions regarding document retention and related procedures to the Corporate Compliance Officer. In addition, from time to time, the company may adopt additional specific written policies and procedures with respect to document retention or amend existing policies and procedures. All associates will be notified if such policies and procedures are adopted or if existing policies and procedures are amended.

E. Corporate Advances

Under law, the Company may not loan money to associates except in limited circumstances. It shall be a violation of the Code for any associate to advance Company funds to any other associate or to himself or herself except for usual and customary business advances for legitimate corporate purposes that are approved by a manager or pursuant to any corporate credit card for usual and customary, legitimate business purposes. It is the Company's policy that any advance to an associate not meeting the foregoing criteria be approved in advance by the Corporate Compliance Officer and the Company's Chief Financial Officer and/or Chief Executive Officer.

Any Company credit cards are to be used only for authorized, legitimate business purposes. An associate will be responsible for any unauthorized charges to a Company credit card.

VI. FAIR DEALING WITH CUSTOMERS, SUPPLIERS, COMPETITORS AND ASSOCIATES

The Company does not seek to gain any advantage through the improper use of favors or other inducements. Good judgment and moderation must be exercised to avoid misinterpretation and adverse effects on the reputation of the Company or associates. Offering, giving, soliciting or receiving any form of bribe to or from a vendor, service provider, supplier, regulatory official, or the like to influence its conduct is strictly prohibited. Suppliers are expected to abide by these same values, which are covered separately in our Supplier Code of Conduct.

A. Giving Gifts

Cash or cash-equivalent gifts must not be given by any associate to any person or enterprise. Gifts, favors, and entertainment may be given to non-governmental employees if what is given:

d) is consistent with customary business practice;

e) is not excessive in value and cannot be construed as a bribe or pay-off;

f) is not in violation of applicable law or ethical standards; and

g) will not embarrass the Company or any associate if publicly disclosed.

See also below for considerations relating to gifts to foreign officials below for considerations relating to gifts to government employees.

B. Receiving Gifts

Gifts, favors, entertainment or other inducements may not be accepted by associates or members of their immediate families from any person or organization that does or seeks to do business with, or is a competitor of, the Company, except as common courtesies usually associated with customary business practices. If the gift is of more than token value, the Corporate Compliance Officer and the Company's Chief Executive Officer must approve its acceptance.

An especially strict standard applies when suppliers are involved. If a gift unduly influences or makes an associate feel obligated to "pay back" the other party with business, receipt of the gift is unacceptable.

It is never acceptable to accept a gift in cash or cash equivalent. Even cash gifts of token value must be declined and returned to the sender.

C. Unfair Competition

Although the free enterprise system is based upon competition, rules have been imposed providing what can and what cannot be done in a competitive environment. The following practices can lead to liability for "unfair competition" and should be avoided. They are violations of the Code.

Disparagement of Competitors. It is not illegal to point out weaknesses in a competitor's product, service or operation; however, associates may not spread false rumors about competitors or make misrepresentations about their businesses. For example, an associate may

not pass on anecdotal or unverified stories about a competitor's product, service or operation as the absolute truth.

Disrupting a Competitor's Business. This includes bribing a competitor's employees, posing as prospective customers or using deceptive practices such as enticing away employees in order to obtain secrets or destroy a competitor's organization.

Misrepresentations of Price and Product. Lies or misrepresentations about the nature, quality or character of any Company product or service are both illegal and contrary to Company policy.

D. Antitrust Concerns

Federal and state antitrust laws are intended to preserve the free enterprise system by ensuring that competition is the primary regulator of the economy. Every corporate decision that involves customers, competitors, and business planning with respect to output, sales and pricing raises antitrust issues. Compliance with the antitrust laws is in the public interest, in the interest of the business community at large, and in the Company's interest.

Failing to recognize antitrust risk is costly. Antitrust litigation can be very expensive and time consuming. Moreover, violations of the antitrust laws can, among other things, subject you and the Company to the imposition of injunctions, treble damages and heavy fines. Criminal penalties may also be imposed, and individual associates can receive heavy fines or even be imprisoned. For this reason, antitrust compliance should be taken seriously at all levels within the Company.

A primary focus of antitrust laws is on dealings between competitors. In all interactions with actual or potential competitors, associates must follow these rules:

> Never agree with a competitor or a group of competitors to charge the same prices or to use the same pricing methods, to allocate services, customers, private or governmental payor contracts, territories or on any other improper basis, to boycott or refuse to do business with a provider, vendor, payor or any other third party, or to refrain from the sale or marketing of, or limit the supply of, particular products or services.
>
> Never discuss past, present, or future prices, pricing policies, bundling, discounts or allowances, royalties, terms or conditions of sale, costs, choice of customers, territorial markets, production quotas, allocation of customers or territories, or bidding on a job with a competitor.
>
> Be careful of your conduct. An "agreement" that violates the antitrust laws may be not only a written or oral agreement, but also a "gentlemen's agreement" or a tacit understanding. Such an "agreement" need not be in writing. It can be inferred from

conduct, discussions or communications of any sort with a representative of a competitor.

Make every output- and sales-related decision (pricing, volume, etc.) independently, in light of costs and market conditions and competitive prices.

Carefully monitor trade association activity. These forums frequently create an opportunity for competitors to engage in antitrust violations.

Another focus of antitrust law is how a company deals with customers, suppliers, contractors and other third parties. The following practices could raise issues, and associates should always consult with the Corporate Compliance Officer and the Company's Chief Financial Officer before doing any of the following:

a) refusing to sell to any qualified customer or prospective customer;

b) conditioning a sale on the customer's purchasing another product or service, or on not purchasing the product of a competitor;

c) agreeing with a customer on a minimum or maximum resale price of our products;

d) imposing restrictions on the geographic area to which our customers may resell our products;

e) requiring a supplier to purchase products from the Company as a condition of purchasing products from that supplier;

f) entering into an exclusive dealing arrangement with a supplier or customer; or

g) offering different prices, terms, services or allowances to different customers who compete or whose customers compete in the distribution of commodities.

If the Company has a dominant or potentially dominant position with respect to a particular product or market, especially rigorous standards of conduct must be followed. In these circumstances, associates should:

a) Consult with the Corporate Compliance Officer and the Company's Chief Financial Officer before selling at unreasonably low prices or engaging in any bundling practices; and

b) Keep the Corporate Compliance Officer and the Company's Chief Financial Officer fully informed of competitive strategies and conditions in any areas where the Company may have a significant market position.

Finally, always immediately inform the Corporate Compliance Officer and the Company's Chief Financial Officer if local, state or federal law enforcement officials or government entities request information from the Company concerning its operations.

E. Unfair Practices in International Business

Under the Foreign Corrupt Practices Act ("FCPA"), associates are prohibited from making certain gifts to foreign officials. "Foreign officials" include not only persons acting in an official capacity on behalf of a foreign government (which may include government-owned hospitals or institutions), agency, department or instrumentality, but also representatives of international organizations, foreign political parties and candidates for foreign public office. The gift is "corrupt" under the FCPA if it is made for the purpose of:

a) influencing any act or decision of a foreign official in his official capacity;

b) inducing a foreign official to do or omit to do any act in violation of his lawful duty;

c) inducing a foreign official to use his position to affect any decision of the government; or

d) inducing a foreign official to secure any "improper advantage."

A gift is still "corrupt" even when paid through an intermediary. Any associate who has any questions whatsoever as to whether a particular gift might be "corrupt" under the FCPA, please contact the Corporate Compliance Officer.

VII. GOVERNMENT RELATIONS

Associates must adhere to the highest standards of ethical conduct in all relationships with government employees and must not improperly attempt to influence the actions of any public official.

A. Government Procurement and Funding

The U.S. government, governments of other countries and many state, regional and local governments have adopted comprehensive laws and regulations governing the purchase of products from private contractors or the provision of funds to the private sector for research and development. These laws and regulations are intended to assure that governmental entities receive pricing, terms, and conditions equivalent to those granted to the Company's most favored commercial counterparties and that there is full and open competition in contracting.

When selling products or services to, or seeking funding from, government agencies, the Company is accountable for complying with all applicable laws, regulations and other requirements. Certifications to, and contracts with, government agencies are to be signed by an

associate authorized by the Board to sign such documents, based upon knowledge that all requirements have been fully satisfied.

B. Payments to Officials

Payments or gifts shall not be made directly or indirectly to any government official or other government associate if the gift or payment is illegal under the laws of the country having jurisdiction over the transaction, or if it is for the purpose of influencing or inducing the recipient to do, or omit to do, any act in violation of his or her lawful duty. Under no circumstances should gifts be given to any government employees.

C. Political Contributions

Company funds, property or services may not be contributed to any political party or committee, or to any candidate for or holder of any office of any government. This policy does not preclude, where lawful, company expenditures to support or oppose public referendum or separate ballot issues, or, where lawful and when reviewed and approved in advance by the

Corporate Compliance Officer and the Company's Chief Executive Officer, the formation and operation of a political action committee. This policy also does not preclude employees from contributing personal funds in such a manner. Officers and executive management should notify the Corporate Compliance Officer or CEO.

VIII. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

A. Insider Trading Policy

The Company expressly forbids any associate from trading on material nonpublic information or communicating material nonpublic information to others in violation of the law. This conduct is frequently referred to as "insider trading." This policy applies to every associate and extends to activities both within and outside their duties to the Company, including trading for a personal account.

The concept of who is an "insider" is broad. It includes officers, directors and employees of a company. In addition, a person can be a "temporary insider" if he or she enters into a special confidential relationship in the conduct of a company's affairs and as a result is given access to information solely for the company's purpose. A temporary insider can include, among others, a company's investment advisors, agents, attorneys, accountants and lending institutions, as well as the employees of such organizations. One may also become a temporary insider of *another company* with which the Company has a contractual or other relationship.

Trading while aware of inside information is not a basis for liability unless the information is material. Generally, this is information that a reasonable investor would consider

important in making his or her investment decisions or information that is likely to have a significant effect on the price of a company's securities.

Information is nonpublic until it has been effectively communicated to the marketplace. Tangible evidence of such dissemination is the best indication that the information is public. For example, information found in a report filed with the SEC or appearing in a national newspaper would be considered public.

Each associate should be familiar with and abide by the Company's Insider Trading Policy. A copy of this policy is given to all new associates and is available from the Human Resources Department or the Corporate Compliance Officer.

B. Equal Employment Opportunity

The Company makes employment-related decisions without regard to a person's race, color, religious creed, age, sex, sexual orientation, marital status, national origin, ancestry or any other legally protected status. "Employment decisions" generally mean decisions relating to hiring, recruiting, training, promotions and compensation, but the term may encompass other employment actions as well.

The Company encourages its associates to bring any problem, complaint or concern regarding any alleged employment discrimination to the attention of the Human Resources Department or the Corporate Compliance Officer. Associates who have concerns regarding conduct they believe is discriminatory should also feel free to make a report to the Hotline, to the Corporate Compliance Officer or to the chairperson of the Audit Committee.

C. Sexual Harassment Policy

The Company is committed to maintaining a collegial work environment in which all individuals are treated with respect, dignity, and which is free of sexual harassment. In keeping with this commitment, the Company will not tolerate sexual harassment of associates by anyone, including any manager, coworker, director, consultant, vendor, supplier or customer, whether in the workplace, at assignments outside the workplace, at Company-sponsored social functions or elsewhere.

Each associate should be familiar with and abide by the Company's Sexual Harassment Policy. A copy of this policy is given to all associates and is available from the Human Resources Department or the Corporate Compliance Officer.

Non-compliance with the Sexual Harassment Policy can lead up to termination of employment, where local legislation permits.

D. Health, Safety & Environment Laws

Health, safety, and environmental responsibilities are fundamental to the Company's values. Associates are responsible for ensuring that the Company complies with all provisions of the health, safety, and environmental laws of each country in which the Company has operations.

The penalties that can be imposed against the Company and associates for failure to comply with health, safety, and environmental laws can be substantial and include imprisonment and fines.

Associates are obligated to follow our most current environment, health and safety policy and report to the proper channels any concerns or violations.

The Company prohibits any form of child or forced labor, including human trafficking and slavery. The complete policy can be found in APPENDIX B.

E. Data Privacy Policy

All associates must comply with the most recent data protection and privacy policy of the company.

This Privacy Policy governs our collection of personal information from or about you, and how we use and disclose that information. It also governs how you can request access to, and corrections of, personal information we collected. We have operations both inside and outside of the United States. This Privacy Policy applies to and governs the collection, use and disclosure of personal information in connection with the United States and Canadian activities of our Company, including from physical locations in the United States and Canada, and from our United States and Canadian websites. It is our policy to comply with the privacy legislation within each jurisdiction in which we operate. Sometimes the privacy legislation and / or an individual's right to privacy are different from one jurisdiction to another.

Hydrofarm Holdings Group, Inc. and our subsidiaries located in North America (the "Company") have adopted this Privacy Policy to inform you of our privacy practices, including the way that your personal information is collected, used and disclosed in the course of providing you with our products and services. Protection of your personal information is one of our highest priorities, and our privacy commitment includes ensuring the accuracy, confidentiality, and security of your personal information. If you are outside North America, policies of our subsidiaries in those countries will apply.

Most updated Privacy Policy can be found in our website: https://www.hydrofarm.com/privacy-policy.

If you have any questions about this Privacy Policy, concerns or complaints about how we manage your personal information, please contact by telephone, email or postal mail:

United States & International:

Hydrofarm Attn: Privacy
2225 Huntington Drive
Fairfield, CA 94533
1-800-634-9990
privacy@hydrofarm.com

Canada:

Hydrofarm Canada
Attn: Privacy
103 – 15030 54A Ave
Surrey B.C., V3S 5X7
1-800-663-2934
privacy@hydrofarm.com

IX. QUESTIONS UNDER THE CODE AND WAIVER PROCEDURES

Each associate is encouraged to consult with the Corporate Compliance Officer about any uncertainty or questions he or she may have about the Code.

If any situation should arise where a course of action would likely result in a violation of the Code but for which you think a valid reason for the course of action exists, you should contact the Corporate Compliance Officer to obtain a waiver prior to the time the action is taken. You should never pursue a course of action that is unclear under the Code without first consulting the Corporate Compliance Officer and, if necessary, obtaining a waiver from the Code. Except as noted below, the Corporate Compliance Officer will review all the facts surrounding the proposed course of action, consult with the Company's Chief Executive Officer and determine whether a waiver from any policy in the Code should be granted.

Waiver Procedures for Executive Officers and Directors. Waiver requests by an executive officer or member of the Board shall be referred by the Corporate Compliance Officer to the Board or a committee thereof for consideration. If either (i) a majority of the independent directors on the Board or (ii) a committee comprised solely of independent directors agrees that the waiver should be granted, it will be granted and, to the extent required by the rules of the SEC or The Nasdaq Stock Market, disclosed publicly. If the Board denies the request for a waiver, the waiver will not be granted, and the associate shall not pursue the intended course of action.

Waivers from the Code will be granted only in limited and extraordinary circumstances.

FREQUENTLY ASKED QUESTIONS AND ANSWERS (FAQ's) REGARDING REPORTING VIOLATIONS UNDER THE CODE, WHISTLEBLOWER POLICY AND HOTLINE

The following questions and answers address each associate's obligation to comply with the Code. The Company has attempted to design procedures that promote confidentiality and, most importantly, freedom from the fear of retaliation for complying with and reporting violations under the Code.

Q: Do I have a duty to report violations under the Code?

A: Yes, participation in the Code is mandatory. You must immediately report any violation or suspected violation of the Code to the Hotline, the Corporate Compliance Officer or to the chairperson of the Audit Committee, or to available Compliance channel at compliance@hydrofarm.com. The Company will endeavor to keep reports confidential, except to the extent disclosure is required by law, regulation or court order or is necessary to permit a complete investigation of such reports. Failure to report violations or suspected violations is itself a violation of the Code and may subject you to disciplinary action, up to and including termination of employment or other relationship with the Company or, potentially, legal action.

Q: I'm afraid of being fired for raising questions or reporting violations under the Code. Will I be risking my job if I do?

A: The Code contains a clear anti-retaliation pledge, meaning that if you in good faith report a violation of the Code by any associate, or by the Company or its agents acting on its behalf, to the Hotline, to the Corporate Compliance Officer or to the chairperson of the Audit Committee or to available Compliance channel at compliance@hydrofarm.com, you will not be fired, demoted, reprimanded or otherwise harmed for reporting the violation, even if the violation involves you, your manager, or senior management of the Company. Note however that, although you will not be disciplined for reporting a violation, you may be subject to discipline if you are involved in the underlying conduct or violation. You are entitled to make the report on a confidential and anonymous basis. To the extent an investigation must be initiated, the Company will endeavor to keep confidential any report you make, except to the extent disclosure is required by law, regulation or court order or is necessary to permit a complete investigation of such report.

In addition, if you in good faith report a suspected violation under the Code that you reasonably believe constitutes a violation of a federal statute by any associate, or by the Company or its agents acting on its behalf, to a federal regulatory or law enforcement agency, you may not be reprimanded, discharged, demoted, suspended, threatened, harassed or in any manner discriminated against in the terms and conditions of your employment for reporting the

suspected violation, regardless of whether the suspected violation involves you, your manager or senior management of the Company.

Individuals should consider disclosing but are not required to disclose, their name or a contact number when submitting a report. Such information may facilitate a more thorough and efficient investigation. The Corporate Compliance Officer will strive to maintain the integrity and confidentiality of all compliance-related communications. However, in certain circumstances, the identity of the person reporting the issue may become known or may need to be revealed, particularly if federal or state enforcement authorities become involved in the investigation. The Company cannot guarantee confidentiality when material evidence of a violation of the law is disclosed.

Nothing in the Code prohibits you from reporting possible violations of federal law or regulation to any governmental agency or entity, including but not limited to the Department of Justice, the SEC, the Congress, and any agency Inspector General, or making other disclosures that are protected under the whistleblower provisions of federal law or regulation. You do not need the prior authorization of the Corporate Compliance Officer or any other party to make any such reports or disclosures and you are not required to notify the Company that you have made such reports or disclosures.

Q: How are suspected violations investigated under the Code?

A: When a suspected violation is reported to the Hotline or to the Corporate Compliance Officer, the Corporate Compliance Officer (or his or her delegate) will gather information about the allegation by interviewing the associate reporting the suspected violation, the associate who is accused of the violation or any co-workers or associates of the accused associates to determine if a factual basis for the allegation exists. The reporting associate's immediate manager will not be involved in the investigation if the reported violation involved that manager. The Company will endeavor to keep the identity of the reporting associate confidential, except to the extent disclosure is required by law, regulation or court order or is necessary to permit a complete investigation of such report.

If the report is not substantiated, the reporting associate will be informed and at that time will be asked for any additional information not previously communicated. If there is no additional information, the Corporate Compliance Officer will close the matter as unsubstantiated.

If the allegation is substantiated, the Corporate Compliance Officer and the Company's Chief Executive Officer will make a judgment as to the degree of severity of the violation and the appropriate disciplinary response. In more severe cases, the Corporate Compliance Officer will refer the matter to the Board. The Board's decision as to disciplinary and corrective action will be final. In the case of less severe violations, the Corporate Compliance Officer may refer

the violation to the individual's manager and the Human Resources Department for appropriate disciplinary action.

The Corporate Compliance Officer shall provide a summary of all matters considered under the Code to the Board or a committee thereof at each regular meeting thereof, or sooner if warranted.

Q: Do I have to participate in any investigation under the Code?

A: Your full cooperation with any pending investigation under the Code is a condition of your continued employment or other relationship with the Company. The refusal to cooperate fully with any investigation is a violation of the Code and grounds for discipline, up to and including termination.

Q: What are the consequences of violating the Code?

A: As explained above, associates who violate the Code may be subject to discipline, up to and including termination of employment or other relationship with the Company or, potentially, legal action. Associates who violate the Code may simultaneously violate federal, state, local or foreign laws, regulations or policies. Such associates may be subject to prosecution, imprisonment and fines, and may be required to make reimbursement to the Company, the government or any other person for losses resulting from the violation. They may be subject to punitive or treble damages depending on the severity of the violation and applicable law.

Q: What if I have questions under the Code or want to obtain a waiver under any provision of the Code?

A: The Corporate Compliance Officer can help answer questions you may have under the Code. In addition, the Code provides information on how you may obtain a waiver from the Code. Waivers will be granted only in very limited circumstances. You should never pursue a course of action that is unclear under the Code without first consulting the Corporate Compliance Officer and, if necessary, obtaining a waiver from the Code.

Phone **(800) 634.9990**
Email **info@hydrofarm.com**

APPENDIX A

ASSOCIATE'S AGREEMENT TO COMPLY: CONFLICT OF INTEREST DISCLOSURE

I have read and understand the Hydrofarm Holdings Group, Inc. Corporate Code of Conduct and Ethics and Whistleblower Policy (the "Code"). I have obtained an interpretation of any provision about which I had a question. I agree to abide by the provisions of the Code. Based on my review, I acknowledge that

☐ To the best of my knowledge, I am not in violation of, or aware of any violation by others of, any provision contained in the Code; and I do not have any disclosure to provide to the company.

OR

☐ I have made a full disclosure below on this acknowledgement of the facts regarding any possible conflict of interest and possible violation of the provisions set forth in the Code.

DISCLOSURE DETAILS (Conflict of Interest):

In addition, I understand that I am required to report any violation or suspected violation of the Code and that I may make such reports on a fully anonymous basis through the mechanisms described in this Code. I understand that I am required to cooperate fully with the Company in connection with the investigation of any suspected violation. I understand that my failure to comply with the Code or its procedures may result in disciplinary action, up to and including termination of employment or other relationship with the Company or, potentially, legal action.

By: Date Signed: _____

Name: _____

Location: _____

Phone (800) 634.9990
Email info@hydrofarm.com

APPENDIX B

ENVIRONMENT, HEALTH, and SAFETY POLICY

Hydrofarm Holdings Group, Inc., and its subsidiaries (the Company) are committed to conducting its operations in a way that minimizes impact on the environment and creates a healthy and safe workplace. Our focus is always on continuous improvement and a commitment to transparency and accountability.

This policy applies to all prospective and current employees of the Company as well as volunteers, contractors and consultants. Suppliers are expected to abide by these same values, which are covered separately in our Supplier Code of Conduct.

Oversight of this policy is provided by the Nominating and Governance Committee of our Board of Directors.

ENVIRONMENTAL SAFETY

e) The Company's commitment to the environment extends to our facilities, customer, suppliers and employees, as well as the communities in which we operate.

f) We conserve natural resources through careful planning and efficient use of water, energy, and materials

g) We minimize waste through source reduction, reuse, recycling, and composting

h) We carefully handle and dispose of chemicals and hazardous materials, including wastewater and solid waste generated from operations.

PEOPLE SAFETY

i) People safety is a cornerstone of our culture and a long-standing commitment that guides the way we approach our daily work. Every employee has a right to feel safe at work. The Company is committed to building a Zero-Injury culture and believes that a safe and empowered workforce is critical to our success.

j) We believe that all injuries are preventable.

k) We will devote resources to train our employees to perform their jobs safely, to ensure equipment can be operated in a safe manner, to eliminate workplace hazards and to comply with applicable safety and health laws and regulations.

l) We routinely measure and improve upon our safety performance

Phone **(800) 634.9990**
Email **info@hydrofarm.com**

m) All employees are expected to demonstrate personal safety leadership by knowing and abiding by safety program standards and communicating & participating in safety hazard remediation efforts.

n) We draw upon best in class personnel, facility and data security systems to ensure that operational security is maintained.

Associates are obligated to follow our most current environment, health and safety policy and report to the proper channels any concerns or violations.

By: Date Signed: _____

Name: _____

Location: _____