



# CODE OF BUSINESS CONDUCT AND ETHICS



Adopted July 6, 2021

Weber Inc.  
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### *1. Introduction*

This Code of Business Conduct and Ethics (“Code”) has been adopted by the Board of Directors (the “Board”) of Weber Inc., (together with its subsidiaries, the “Company”) and summarizes the standards that must guide our actions. While covering a wide range of business practices and procedures, these standards cannot and do not cover every issue that may arise, or every situation where ethical decisions must be made, but rather set forth key guiding principles that represent Company policies and establish conditions for employment at the Company.

We must strive to foster a culture of honesty and accountability. Our commitment to the highest level of ethical conduct should be reflected in all of the Company’s business activities including, but not limited to, relationships with employees, customers, suppliers, competitors, the government, the public, and our shareholders. All of our employees, officers and directors must conduct themselves according to the language and spirit of this Code and seek to avoid even the appearance of improper behavior. Even well-intentioned actions that violate the law or this Code may result in negative consequences for the Company and for the individuals involved.

One of our Company’s most valuable assets is our reputation for integrity, professionalism and fairness. We should all recognize that our actions are the foundation of our reputation and adhering to this Code, local policies and applicable law is imperative.

### *2. Record Keeping and Public Reporting*

The Company makes business decisions based on information maintained at every level of the corporation. Incomplete or inaccurate information can lead to serious legal and financial consequences for the Company. Moreover, the Company is legally required to file accurate reports and tax returns with the proper authorities. The Company is committed to maintaining proper records that accurately reflect the Company’s activities and permit the calculation and verification of the proper amount of its tax liabilities. No employee may enter information in the Company books or records that intentionally misleads, misrepresents, misinforms, omits, or disguises the true nature of any transaction or result or prevents the accurate accounting thereof in the Company’s books and records. For example, side agreements in purchase orders, customer contracts, or other contexts are impermissible.

Any required filings or audits must be completed in a timely basis (unless an extension is appropriately obtained) and the information they contain must be fair, complete, and accurate. Dealings with government officials must be conducted with honesty and integrity, and in accordance with the standards supported by this Code. For example, no Company employee may keep false records to deceive a governmental official.

It is the policy of the Company that transactions are recorded as necessary to permit preparation of financial statements in conformity with required reporting standards and to maintain accountability for assets, as follows:

- a) All funds, assets, liabilities and transactions must be recorded on the appropriate

- books and records and properly accounted for;
- b) No transaction is to be authorized or entered into:
    - i. with the intent to document or record it in a deceptive manner,
    - ii. to create false or artificial documentation, or
    - iii. that creates erroneous book entries for any transaction;
  - c) Internal controls must be sufficient to provide reasonable assurance that transactions are executed in accordance with appropriate management authorization;
  - d) Access to assets, records or systems is permitted only in accordance with proper management authorization; and
  - e) The recorded accountability for assets is validated at reasonable intervals established by management and appropriate action is taken with respect to any differences.

For business and legal reasons, Company records must be properly managed in compliance with the applicable local records management policy and regulatory and legal requirements. It is the policy of the Company not to destroy or alter records and documents (whether in paper form, electronic form (including emails), or otherwise) relevant to any pending, threatened, or anticipated litigation, investigation or audit. Conversely, documents, and records shall be retained no longer than permitted by applicable law. All records containing personal information must be maintained and disposed of securely and in accordance with applicable legal requirements. Employees, officers, and directors must promptly notify the Company if they become aware of a subpoena, litigation, investigation, or other threat of litigation (for instance, arbitration, an administrative filing, an internal complaint to a Company agent, or a demand or complaint letter by a party, an attorney, or a government agency) that relates to the Company.

### *3. Compliance with Laws, Rules and Regulations*

We are strongly committed to conducting our business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations. No employee, officer or director of the Company shall commit an illegal or unethical act, or instruct others to do so, for any reason.

### *4. Trading on Inside Information*

Using non-public, Company information to trade in securities, or providing a family member, friend or any other person with a "tip", is illegal. All non-public, company information should be considered inside information and should never be used for personal gain. You are required to familiarize yourself and comply with the Company's Statement of Policy Concerning Trading in Company Securities, copies of which are distributed to all employees, officers and directors and are available from the Legal Department. You should contact the Legal Department with any questions about your ability to buy or sell securities.

### *5. Protection of Confidential Proprietary Information*

Confidential proprietary information generated and gathered in our business is a valuable Company asset. Protecting this information plays a vital role in our continued growth and ability to compete, and all proprietary information should be maintained in

strict confidence, except when disclosure is authorized by the Company or required by law.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to the Company, its customers or its suppliers if disclosed. Intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, salary and benefits data, employee medical information, customer, employee and suppliers lists and any unpublished financial or pricing information must also be protected.

Unauthorized use or distribution of proprietary information violates Company policy and could be illegal. Such use or distribution could result in negative consequences for both the Company and the individuals involved, including potential legal and disciplinary actions. We respect the property rights of other companies and their proprietary information and require our employees, officers and directors to observe such rights.

Your obligation to protect the Company's proprietary and confidential information continues even after you leave the Company, and you must return all proprietary information in your possession upon leaving the Company.

The provisions of this Section 5 are qualified in their entirety by reference to Section 12.

## *6. Conflicts of Interest*

Our employees, officers and directors have an obligation to act in the best interest of the Company. All employees, officers and directors should endeavor to avoid situations that present a potential or actual conflict between their interest and the interest of the Company.

A "conflict of interest" occurs when a person's private interest interferes in any way, or even appears to interfere, with the interest of the Company, including its subsidiaries and affiliates. A conflict of interest may arise when an employee, officer or director takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director (or his or her family members) receives improper personal benefits as a result of the employee's, officer's or director's position in the Company.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations that may constitute a conflict of interest:

- Working, in any capacity, for a competitor, customer or supplier while employed by the Company.
- Accepting gifts of more than modest value or receiving personal discounts (if such discounts are not generally offered to the public) or other benefits as a result of your position in the Company from a competitor, customer or supplier.
- Competing with the Company for the purchase or sale of property, products, services or other interests.
- Having an interest in a transaction involving the Company, a competitor, a customer or supplier (other than as an employee, officer or director of the Company and not including routine investments in publicly traded companies).
- Receiving a loan or guarantee of an obligation as a result of your position with the

Company.

- Directing business to a supplier owned or managed by, or which employs, a relative or friend.

Situations involving a conflict of interest may not always be obvious or easy to resolve. You should report actions that may involve a conflict of interest to the Legal Department.

In order to avoid conflicts of interests, senior executive officers and directors must disclose to the General Counsel any material transaction or relationship that reasonably could be expected to give rise to such a conflict, and the General Counsel shall notify the Audit Committee of any such disclosure. Conflicts of interests involving the General Counsel and directors shall be disclosed to the Audit Committee.

### *7. Protection and Proper Use of Company Assets*

Protecting Company assets against loss, theft or other misuse is the responsibility of every employee, officer and director. Loss, theft and misuse of Company assets directly impact our profitability. Any suspected loss, misuse or theft should be reported to a manager/supervisor, the HR Department or the Legal Department.

The sole purpose of the Company's equipment, vehicles, supplies and technology is the conduct of our business. They may only be used for Company business consistent with Company guidelines. Employees, officers, and directors may not use Company funds, facilities personnel, or other resources for personal purposes

### *8. Corporate Opportunities*

Employees, officers and directors are prohibited from taking for themselves business opportunities that are discovered through the use of corporate property, information or position. No employee, officer or director may use corporate property, information or position for personal gain, and no employee, officer or director may compete with the Company. Competing with the Company may involve engaging in the same line of business as the Company, or any situation where the employee, officer or director takes away from the Company opportunities for sales or purchases of products, services or interests. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

### *9. Fair Dealing/Anti-Bribery/Gifts and Entertainment*

Each employee, officer and director of the Company should endeavor to deal fairly with customers, suppliers, competitors, the public and one another at all times and in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. The Company and any employee, officer or director involved may be subject to disciplinary action as well as potential civil or criminal liability for violation of this policy.

The Company requires its employees to fully comply with the U.S. Foreign Corrupt Practices Act ("FCPA"), as well as all other applicable anti-corruption laws in the countries in which the Company operates. Employees, officers, and directors of the Company, and their respective agents and representatives, are generally prohibited from making, offering, authorizing, or promising any payment of any money, or offer, gift, promise to

give, or authorization of the giving of anything of value to any (i) officer or employee of a government or any department, agency, or instrumentality thereof, (ii) political party or official thereof, (iii) candidate for political office, or (iv) officer or employee of a public international organization (collectively, "Official") for the purpose of influencing or inducing that Official to affect any government act or decision or to assist the Company in obtaining or retaining business or any other unfair advantage. For example, a payment to an Official to obtain an operating license, a tax incentive or exemption, or a regulatory change is an improper payment under the FCPA. Similarly, excessive hospitality in the form of lavish or extra travel, accommodations or dining for the purpose of influencing or inducing a benefit from an Official is improper. This policy extends to indirect payments made through agents and includes the use of personal funds. Company employees, officers, and directors are prohibited from doing through a third party intermediary that which they are prohibited from doing directly. In all circumstances, no Company funds, assets, services, or facilities of any kind may be contributed to any Official whether, directly or through an intermediary, without advance written approval from the Chief Executive Officer or the Chief Operating Officer.

The FCPA and other similar laws may carry both civil and criminal penalties for noncompliance. Finally, the FCPA and Company policy requires that all expenditures undertaken by any personnel on behalf of the Company be properly, fully and correctly recorded on the books and records of account the Company.

Business entertainment and gifts are meant to create goodwill and sound working relationships and not to gain improper advantage with clients or facilitate approvals from government officials.

Unless express permission is received from a supervisor, the Chief Executive Officer, the Chief Operating Officer or the Chief Financial Officer, entertainment and gifts cannot be offered or provided by any employee unless consistent with customary business practices and not (i) excessive in value, (ii) in cash, (iii) susceptible of being construed as a bribe or kickback, or (iv) in violation of any laws.

These principles apply to our transactions everywhere in the world, even where these practices are widely considered "a way of doing business." Under some statutes, such as the FCPA, giving anything of value to a government official to obtain or retain business or favorable treatment can be a criminal act subject to prosecution and conviction. If an employee, officer or director is giving items of nominal value that are permissible hereunder, such person must ensure that the recipient's company policy allows him/her to accept the gift. If any employee, officer, or director is uncertain about the appropriateness of any proposed entertainment or gifts, he or she should discuss it with his or her supervisor, the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer or the General Counsel.

Company employees, officers, and directors may not give or receive commercial kickbacks or bribes in any form under any circumstances. "Kickbacks" are defined as any payment, services or gift that is or might be intended (or perceived as intended), directly or indirectly, to be in exchange for business or to influence any business decision or action. A kickback would include not just a payment of cash, but any offer, payment, promise to pay, or authorization to pay any money, gifts, products or services – anything of value sufficient to influence a decision. For purposes of clarity, in no event can an employee,

officer or director request or encourage a gift or gratuity from a supplier, potential supplier, distributor, potential distributor or any person who may seek to influence any business decision or transaction involving the Company. In addition, no Company employee, officer, or director may accept any discount from the Company's suppliers or customers unless the same discount is available to all Company employees in the same country at an equivalent level in the Company. Subject to the foregoing and Section 6: Conflicts of Interest, employees, officers and directors may receive routine, business-related entertainment or gifts of small value consistent with applicable law and accepted business practice in the country involved which are properly documented by the recipient immediately after receipt and communicated to recipient's manager (and in the case of officers and directors, to the General Counsel).

The Company's prohibition against kickbacks or bribes applies to Company transactions everywhere in the world. It also extends beyond those activities which may be illegal under statutes, such as the FCPA, or commercial bribery laws of individual states and other countries. The making of questionable or improper payments is impermissible anytime and anywhere.

Employees, officers, and directors are expected to use good judgment, and may seek guidance for answers to their questions from their immediate supervisor, the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer or the General Counsel. If an employee, officer, or director receives a gift, he or she must check with his or her supervisor to determine the appropriateness of the value of the gift. A gift of cash or its equivalent is always considered improper, regardless of the value.

If an employee, officer, or director receives any item that may violate this policy, he or she should report it immediately to their immediate supervisor (in the case of an employee), the Chief Executive Officer, the Chief Operating Officer, the Chief Financial Officer or the General Counsel to discuss how to deal with the situation.

### *10. Quality of Public Disclosures*

The Company has a responsibility to provide full and accurate information in our public disclosures, in all material respects, about the Company's financial condition and results of operations. Our reports and documents filed with or submitted to the Securities and Exchange Commission and our other public communications shall include full, fair, accurate, timely and understandable disclosure, and the Company has established a Disclosure Committee consisting of senior management to assist in monitoring such disclosures.

### *11. Compliance with This Code and Reporting of Any Illegal or Unethical Behavior*

All employees, directors and officers are expected to comply with all of the provisions of this Code. The Code will be strictly enforced and violations will be dealt with immediately, including by subjecting persons who violate its provisions to corrective and/or disciplinary action such as dismissal or removal from office. Violations of the Code that involve illegal behavior will be reported to the appropriate authorities.

Situations which may involve a violation of ethics, laws, rules, regulations or this Code may not always be clear and may require the exercise of judgment or the making of difficult decisions. Employees, officers and directors should promptly report any concerns

about a violation of ethics, laws, rules, regulations or this Code to their supervisors/ managers, the HR Department or the Legal Department, or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee of the Board of Directors. Interested parties may also communicate directly with the Company's non-management directors through contact information located in the Company's annual report on Form 10-K.

Any concerns about a violation of ethics, laws, rules, regulations or this Code by any senior executive officer or director should be reported promptly to the General Counsel, and the General Counsel shall notify the Audit Committee of any violation. Any such concerns involving the General Counsel should be reported to the Audit Committee. Reporting of such violations may also be done anonymously through a third party Ombuds Portal or in verbally to a third party Ombuds hotline. An anonymous report should provide enough information about the incident or situation to allow the Company to investigate properly. If concerns or complaints require confidentiality, including keeping an identity anonymous, the Company will endeavor to protect this confidentiality, subject to applicable law, regulation or legal proceedings.

The Company encourages all employees, officers and directors to report any suspected violations promptly and intends to thoroughly investigate any good faith reports of violations. The Company will not tolerate any kind of retaliation for reports or complaints regarding misconduct that were made in good faith. Open communication of issues and concerns by all employees without fear of retribution or retaliation is vital to the successful implementation of this Code. All employees, officers and directors are required to cooperate in any internal investigations of misconduct and unethical behavior.

The Company recognizes the need for this Code to be applied equally to everyone it covers. The General Counsel of the Company will have primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Board, or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee of the Board, and the Company will devote the necessary resources to enable the General Counsel to establish such procedures as may be reasonably necessary to create a culture of accountability and facilitate compliance with the Code. Questions concerning this Code should be directed to the Legal Department.

The provisions of this Section 11 are qualified in their entirety by reference to Section 12.

### *12. Reporting Violations to a Governmental Agency*

You understand that you have the right to:

- Report possible violations of state or federal law or regulation that have occurred, are occurring, or are about to occur to any governmental agency or entity, or self-regulatory organization;
- Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority;
- Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, the Company; and



- Respond truthfully to a valid subpoena.

You have the right to not be retaliated against for reporting, either internally to the company or to any governmental agency or entity or self-regulatory organization, information which you reasonably believe relates to a possible violation of law. It is a violation of federal law to retaliate against anyone who has reported such potential misconduct either internally or to any governmental agency or entity or self-regulatory organization. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment, and any other manner of discrimination in the terms and conditions of employment because of any lawful act you may have performed. It is unlawful for the company to retaliate against you for reporting possible misconduct either internally or to any governmental agency or entity or self-regulatory organization.

Notwithstanding anything contained in this Code or otherwise, you may disclose confidential Company information, including the existence and terms of any confidential agreements between yourself and the Company (including employment or severance agreements), to any governmental agency or entity or self-regulatory organization.

The Company cannot require you to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, and the company may not offer you any kind of inducement, including payment, to do so.

Your rights and remedies as a whistleblower protected under applicable whistleblower laws, including a monetary award, if any, may not be waived by any agreement, policy form, or condition of employment, including by a predispute arbitration agreement. Please refer to the Whistleblower Policy for additional procedures and reporting considerations.

Even if you have participated in a possible violation of law, you may be eligible to participate in the confidentiality and retaliation protections afforded under applicable whistleblower laws, and you may also be eligible to receive an award under such laws.

### *13. Waivers and Amendments*

Any waiver of the provisions in this Code for executive officers or directors may only be granted by the Board and will be disclosed to the Company's shareholders within four business days. Any waiver of this Code for other employees may only be granted by the Legal Department. Amendments to this Code must be approved by the Board and amendments of the provisions in this Code applicable to the CEO and the senior financial officers will also be promptly disclosed to the Company's shareholders.

### *14. Equal Opportunity, Non-Discrimination and Fair Employment*

The Company's policies for recruitment, advancement and retention of employees forbid discrimination on the basis of any criteria prohibited by law, including but not limited to race, sex and age. Our policies are designed to ensure that employees are treated, and treat each other, fairly and with respect, consideration and dignity. The Company also expects employees, officers, and directors to treat clients, visitors, independent contractors, and providers of services or products to the Company with respect, consideration and dignity. In keeping with this objective, conduct involving discrimination or harassment of others will not be tolerated. All employees are required to comply with the Company's policy on equal opportunity, non-discrimination and fair employment, copies of which were distributed and are available from the Legal Department.

Employees, officers, and directors must take care to treat others the way they would expect to be treated, as professional adults. We work in a global environment, with people from many different cultures, religions and nations. The Company's employees and clients are a very diverse group. If an employee, officer, or director is unfamiliar with what is unlawful in another country or offensive to someone from another culture, they are encouraged to take the time to ask. It is the responsibility of each Company employee, officer, and director to be considerate of the different norms, behaviors and beliefs of colleagues, whether such persons are clients or other Company employees.

It is not possible to provide a definitive list of prohibited behaviors because the particular circumstances of each event define whether it is good-natured or demeaning and offensive. Employees, officers, and directors should consider the following guidelines when they have questions about what is acceptable conduct:

- a) Treat everyone with dignity and courtesy;
- b) Ask yourself if you would say or do the same, considering if a loved one were standing next to you;
- c) Do not make a comment, tell a joke, send an e-mail or engage in any behavior unless you know it will not be offensive to co-workers who can observe you; and
- d) Don't assume that your behavior is acceptable because no one has objected to it.

### *15. Compliance with Antitrust Laws*

The antitrust laws prohibit agreements among competitors on such matters as prices, terms of sale to customers and allocating markets or customers. Antitrust laws can be very complex, and violations may subject the Company and its employees to criminal sanctions, including fines, jail time and civil liability. If you have any questions, consult the Legal Department.

### *16. Political Contributions and Activities*

Any political contributions made by or on behalf of the Company and any solicitations for political contributions of any kind must be lawful and in compliance with Company policies. This policy applies solely to the use of Company assets and is not intended to discourage or prevent individual employees, officers or directors from making political contributions or engaging in political activities on their own behalf. No one may be reimbursed directly or indirectly by the Company for personal political contributions.

### *17. Environment, Health and Safety*

The Company is committed to conducting its business in compliance with all applicable environmental and workplace health and safety laws and regulations. The Company strives to provide a safe and healthy work environment for our employees and to avoid adverse impact and injury to the environment and communities in which we conduct our business. Achieving this goal is the responsibility of all officers, directors and employees.

### *18. Export Control*

The Company and you must comply with applicable restrictions under domestic and foreign laws relating to importing or exporting technology, products, services, or regulated information.

Employees engaged in import or export transactions for the Company are expected to know and abide by applicable import/export and similar restrictions.

### *19. Anti-Boycott Laws / Embargoes*

U.S. anti-boycott laws are designed to prevent businesses from cooperating with unsanctioned non-US boycotts of countries friendly to the United States, such as the boycott of Israel by certain countries. In general, the anti-boycott laws and regulations prohibit any cooperation with a non-US boycott, including, for example, by way of (i) refusal to do business with another person, (ii) discriminatory employment practices, (iii) furnishing information on the race, religion, sex or national origin of any U.S. person, (iv) furnishing information concerning any person's affiliations or business relationships with a boycotted country or any person believed to be restricted from doing business in the boycotting countries, or (v) utilizing letters of credit or other documents containing boycott provisions.