

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, DC 20549

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**SCHEDULE 14A**  
**PROXY STATEMENT PURSUANT TO SECTION 14(a) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**(Amendment No. )**

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Filed by the Registrant

Filed by a party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

**Petco Health and Wellness Company, Inc.**  
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required
  - Fee paid previously with preliminary materials
  - Fee computed on table below in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11
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PETCO HEALTH AND WELLNESS COMPANY, INC.  
10850 VIA FRONTERA  
SAN DIEGO, CA 92127

## Your **Vote** Counts!

PETCO HEALTH AND WELLNESS COMPANY, INC.

2023 Annual Meeting  
To Be Held on June 22, 2023  
Vote by June 21, 2023  
11:59 PM ET



V17139-P91144

**You invested in PETCO HEALTH AND WELLNESS COMPANY, INC. and it's time to vote!**  
You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the Annual Meeting of Stockholders to be held on June 22, 2023.**

### Get informed before you vote

View the Notice and 2023 Proxy Statement and 2022 Annual Report online OR you can receive a free paper or email copy of the proxy materials by requesting prior to June 8, 2023. If you would like to request a copy of the proxy materials for this and/or future stockholder meetings, you may (1) visit [www.ProxyVote.com](http://www.ProxyVote.com), (2) call 1-800-579-1639 or (3) send an email to [sendmaterial@proxyvote.com](mailto:sendmaterial@proxyvote.com). If sending an email, please include your control number (indicated below) in the subject line. There is no charge to you for requesting a copy. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit [www.ProxyVote.com](http://www.ProxyVote.com)

Control #

#### Smartphone users

Point your camera here and  
vote without entering a  
control number



#### Vote Virtually at the Meeting\*

June 22, 2023  
12:00 PM Pacific Time

Virtually at:  
[www.virtualshareholdermeeting.com/WOOF2023](http://www.virtualshareholdermeeting.com/WOOF2023)

\*The company will be hosting the meeting live via the Internet this year at the website address above. Please check the proxy materials for instructions on how to access the Company's 2023 Annual Meeting of Stockholders as well as for information regarding how to vote online, by phone or by mail before the meeting.

## Vote at [www.ProxyVote.com](http://www.ProxyVote.com)

### THIS IS NOT A VOTABLE BALLOT

This is an overview of the more complete proxy materials that are available to you on the Internet. You may view the proxy materials at [www.proxyvote.com](http://www.proxyvote.com) or easily request a paper copy. We encourage you to access and review all of the important information contained in the proxy materials before voting. Please follow the instructions on the reverse side to vote these important matters.

Voting Items	Board Recommends
1. Election of Class III Directors <b>Nominees:</b> 01) Gary Briggs 02) Nishad Chande 03) Mary Sullivan	✓ For All
2. To approve, on a non-binding, advisory basis, the compensation of the Company's named executive officers.	✓ For
3. To approve the First Amendment to the Company's 2021 Equity Incentive Plan to increase the number of shares of Class A Common Stock authorized for issuance under the plan.	✓ For
4. To approve the Amendment to the Company's Second Amended and Restated Certificate of Incorporation to limit the liability of certain officers as permitted by Delaware law.	✓ For
5. To ratify the appointment of Ernst & Young LLP as the Company's independent registered public accounting firm for the fiscal year ending February 3, 2024.	✓ For

**NOTE:** Such other business as may properly come before the meeting or any adjournment thereof.

Prefer to receive an email instead? While voting on [www.ProxyVote.com](http://www.ProxyVote.com), be sure to click "Delivery Settings".