

WAYFAIR INC.

CODE OF BUSINESS CONDUCT AND ETHICS

1. Introduction

This Code of Business Conduct and Ethics (“*Code*”) has been adopted by the Board of Directors (the “*Board*”) of Wayfair Inc. (together with its subsidiaries, the “*Company*”) for its directors, officers and other employees (“*Wayfairians*”). As used herein, the principal executive officer, principal financial officer, principal accounting officer or controller, or persons performing similar functions are sometimes also referred to as the “*Senior Financial Officers*”.

Wayfairians are expected to foster a culture of honesty, integrity, fairness, professionalism and accountability. The guiding principles in this Code are designed to deter wrongdoing and to help us adhere to the highest level of ethical conduct in all our activities, including our relationships with other Wayfairians and with customers, suppliers, competitors, the government, and the public, including job candidates and our shareholders.

2. Compliance with Laws, Rules and Regulations

We are committed to conducting our business affairs in compliance with all applicable laws, rules and regulations. In line with our culture of accountability, each Wayfairian is expected to have a basic understanding of the major laws and regulations that apply to their work. If you are unsure about a situation or practice, or applicable law, rule or regulation, please contact Legal for assistance.

While it is impractical to list all pertinent laws in this Code, a few widely applicable legal requirements are described here:

Insider Trading Laws

We share lots of information internally in line with our data-driven values. Using any non-public Company information to trade in securities (e.g. buying or selling stock, including derivatives), or providing a family member, friend or any other person with a “tip” about this information, could constitute insider trading. Insider trading is illegal, and it violates this Code and our Insider Trading Compliance Policy. You should familiarize yourself with the Insider Trading Compliance Policy, which describes company-wide measures designed to mitigate insider trading risks such as blackout periods and preclearance procedures.

Wayfairians should also remember that complying with securities laws extends beyond

Wayfair – you should not buy or sell stock of any other company using material non-public information you’ve learned about that company through the scope of your employment or otherwise. Please contact Legal or our Equity team with any specific questions about trading in securities.

Anti-corruption and Anti-bribery Laws

Wayfair does not tolerate corruption in connection with any of our business dealings. We strictly prohibit bribes, kickbacks, illegal payments and any other offer of items of value that may improperly influence or reward any individual, whether that individual is a government official or a private party, and whether provided directly or through a third party such as a supplier, customs broker or other agent.

You should be careful when you give gifts and pay for meals, entertainment or other business courtesies on behalf of Wayfair. Anything of value can be considered a gift, and a gift should not be given or received unless all of the following conditions are met: (i) it is of nominal value (less than \$150); (ii) it is customary under the circumstances (cash is never customary); (iii) it is not designed to obtain special or favored treatment; (iv) it is legal in the location and under the circumstances where given and (v) the recipient is not a government official. The best approach to complying with this policy is to exercise good judgment – gifts and other business courtesies should not become a regular occurrence, should not be excessive in value and should not impact business objectivity.

Wayfairians should be especially careful when dealing with a governmental official. “Government officials” include any government employee; candidate for public office; or employee of government-owned or -controlled companies, public international organizations, or political parties. Several laws around the world, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act, specifically prohibit offering or giving anything of value to government officials to influence official action or to secure an improper advantage. This includes not only traditional gifts, but also things like meals, travel, political or charitable contributions, and job offers for government officials’ relatives. To prevent violations, before extending any gift or other business courtesy involving a government official please consult our Anti-bribery Policy and if you still have questions, please contact Legal.

Antitrust and Competition Laws

Wayfairians should treat business partners, competitors and other stakeholders and decision-makers fairly. This means we should not take unfair advantage through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or other unfair practices. Antitrust and competition law is a complex subject but in general these laws prohibit activities aimed at preventing or restricting free competition, abusing intellectual property rights or using market power to unfairly disadvantage competitors. If there is a question as to the appropriateness of a particular business decision or course of action, you should seek advice from Legal.

3. Conflicts of Interest

A conflict of interest is any activity that is inconsistent with or opposed to Wayfair's best interest, or that gives the appearance of impropriety or divided loyalty. When considering a course of action, ask yourself whether the action you're considering could create an incentive for you, or appear to others to create an incentive for you, to benefit yourself, your friends or family, or an associated business at the expense of Wayfair. If the answer is "yes," the action you're considering is likely to create a conflict of interest situation, and you should avoid it. A common conflict of interest scenario involves business opportunities found through work, such as a product, service, app, customer, supplier or other opportunity Wayfair may want to pursue. You may not compete with Wayfair, and any business opportunities discovered through your work at Wayfair belong first to Wayfair. A few other places where conflicts of interest often arise include: making personal investments; purchasing or selling products for personal gain; hiring, promoting or selecting contractors or vendors; accepting outside employment, advisory roles and board seats and starting your own business; inventions; friends and relatives; workplace relationships; and gifts, entertainment and other business courtesies. Use good judgment, and if you are unsure about a potential conflict of interest, please contact Legal.

4. Protection and Proper Use of Company Assets and Personal Information

Wayfairians use Company assets every day, including computers, phones, software, vehicles, facilities, supplies, data and intellectual property. You should protect these assets against loss, damage or theft and use them only for legal, appropriate reasons in accordance with Company guidelines. Confidential proprietary information and intellectual property generated and gathered in our business is also a valuable Company asset. Protecting these assets plays a vital role in our continued growth and ability to compete. Intellectual property includes copyrights, patents, trademarks, product and package designs, brand names and logos, inventions and trade secrets. At all times, Wayfairians should take precautions to protect our intellectual property and confidential business information

including not talking about or sharing information about these things in public places or forums (such as social media).

As part of our day-to-day operations we also come into contact with the personal information of customers, job candidates, business partners and other Wayfairians. It is critical that you keep personal information safe and follow all applicable data privacy laws and Company policies for collecting, storing, using, sharing and disposing of personal information. Please contact Legal or our Data Protection Officer (DataProtectionOfficer@wayfair.com) with any questions about privacy or data protection.

5. Public Disclosure

Senior Financial Officers are responsible for ensuring that the disclosure in the Company's periodic reports is full, fair, accurate, timely and understandable. The Company has established a Disclosure Committee to assist in monitoring such disclosures. To fulfill our legal, financial and management obligations each Wayfairian should follow the Company's procurement and purchasing policies and make sure our financial records are complete and accurate and internal controls are honored. Inaccurate financial reporting could undermine shareholder confidence, impact our reputation and subject the Company to fines and penalties.

6. Equal Opportunity, Non-Discrimination and Fair Employment

Wayfair is committed to diversity and inclusion in all aspects of our business. We do not tolerate discrimination based on characteristics such as race, sex, age, religion, gender identity or expression, sexual orientation, national origin, genetic information, pregnancy or related conditions, ancestry, marital status, mental or physical disability, medical condition, veteran status or any other basis protected by local law. We also make all reasonable accommodations to meet our obligations under laws protecting the rights of the disabled. Our policies are designed to ensure that all Wayfairians are treated, and treat each other, fairly and with respect and dignity. This applies to interactions with employees, customers, contractors, suppliers and applicants for employment, and any other interactions where Wayfairians represent the Company.

Wayfair also has a zero-tolerance policy on harassment, violence or any verbal or physical conduct that creates an intimidating, offensive or hostile work environment. Any behavior or incident that violates this Code should be immediately reported to your manager, HR, Legal or any combination thereof. We will promptly and thoroughly investigate any complaints and take appropriate action.

7. Corporate Social Responsibility

At Wayfair, we believe that strong communities and good business are inextricably linked. We take corporate citizenship seriously and support the efforts of local volunteers and charities. All Wayfairians are encouraged to help in these efforts by engaging in the greater community and supporting charitable organizations and causes, maintaining the properties we use in good order and minimizing impacts on the environment. Wayfairians are also encouraged to utilize Wayfair's charitable giving matching program and to take advantage of paid volunteer hours offered by the Company.

8. Workplace Safety

Wayfair is committed to providing a safe and healthy workplace. Wayfairians are expected to follow all applicable health and safety rules and practices and to report accidents, injuries and unsafe conditions, procedures, or behaviors. Wayfairians are also expected to report to work in a condition to perform their duties, free from the influence of drugs or alcohol.

9. Compliance with This Code and Reporting of Any Illegal or Unethical Behavior

All Wayfairians, as well as independent contractors, consultants and others who do business with Wayfair, are expected to comply with this Code. Failure to comply with the Code, or failure to report a violation, may result in disciplinary action up to and including termination of employment or the end of your working relationship with Wayfair. You have a responsibility to speak up when you are in a situation or are aware of a situation that you believe may violate or lead to a violation of the Code, Company policy or the law. If you have knowledge of a possible violation, you must notify either your manager (provided your manager is not involved in the violation), HR or Legal. You can also report violations through the toll-free telephone number 833-440-0060, electronically via <https://www.lighthouse-services.com/wayfaircompliance> or in writing to the General Counsel at 4 Copley Place, Boston, MA 02116. If you would be more comfortable doing so, you may submit your reports anonymously. Your information will be shared only with those who have a need to know, such as those involved in answering your questions or investigating and correcting issues you raise. If your report involves accounting, internal accounting controls, finance, or auditing matters (an "Accounting Complaint"), we may be required to share such information with the Audit Committee of the Wayfair Board of Directors. For more information on making an Accounting Complaint, please consult our Whistleblower Policy, available in the Investor Relations section of our website, located at

investor.wayfair.com. Wayfair will not retaliate – and will not tolerate any kind of retaliation – for reporting a concern in good faith.

10. Waivers and Amendments

Amendments to this Code must be approved by the Board of Directors and will be promptly disclosed as required by law. Any waivers of the provisions in this Code for Senior Financial Officers may only be granted by the Board of Directors and will be promptly disclosed as required by law and the rules of the NYSE.