

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT

Pursuant to Section 14(a) of the Securities Exchange Act of 1934

(Amendment No.)

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

The logo for Wag! Group Co. features the word "Wag!" in a bold, green, sans-serif font. The exclamation point is stylized with a thick, rounded top.

Wag! Group Co.

(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 in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11



WAG! GROUP CO.
55 FRANCISCO STREET #360
SAN FRANCISCO, CA 94133

Your **Vote** Counts!

WAG! GROUP CO.

2024 Annual Meeting of Stockholders

Vote by May 21, 2024

11:59 PM ET



V40248-P07031

You invested in WAG! GROUP CO. 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 stockholder meeting to be held online at www.virtualshareholdermeeting.com/PET2024 on May 22, 2024 at 9:00 A.M. Pacific Time.**

Get informed before you vote

View the Notice, Proxy Statement and Annual Report online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 8, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote Virtually at the Meeting*

May 22, 2024
9:00 AM Pacific Time

Virtually at:
www.virtualshareholdermeeting.com/PET2024

*Please check the meeting materials for any special requirements for meeting attendance.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote on these important matters.

Voting Items	Board Recommends
1. To elect two Class II directors to hold office until our 2027 annual meeting of stockholders and until their respective successors are elected and qualified. Nominees: 01) Kimberly Blackwell 02) Melinda Chelliah	✔ For All
2. To ratify the appointment of PricewaterhouseCoopers LLP as our independent registered public accounting firm for our fiscal year ending December 31, 2024.	✔ For
3. To approve an amendment and restatement of our certificate of incorporation to permit the exculpation of officers.	✔ For
NOTE: The proxies may vote in their discretion upon such other business that may properly come before the Annual Meeting or any continuation, postponement or adjournment of the Annual Meeting.	

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".

