

Code of Business Conduct and Ethics for Employees

Version: 5.0

Effective: April 27, 2018

Approved by: Board of Directors: Nominating and Corporate Governance Committee

Summary: This policy describes the legal, regulatory, and ethical obligations for Smartsheet's and its subsidiaries' employees.

Applies to: Smartsheet's and its subsidiaries' personnel worldwide

Responsible Office: Questions about this Policy should be directed to the Legal Department

Website: [Legal Documents](#)

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1. Purpose

Smartsheet Inc. (collectively with its subsidiaries, “**Smartsheet**”) is committed to promoting high standards of honest and ethical business conduct and compliance with applicable laws, rules, and regulations. As part of this commitment, Smartsheet has adopted this Code of Business Conduct and Ethics for Employees (this “**Code**”) to set expectations and provide guidance to all Smartsheet personnel worldwide, including employees and other individuals employed by or acting for or on behalf of Smartsheet (collectively, “**Employees**”). Employees must read and understand this Code, and use it as a guide for the performance of their responsibilities for Smartsheet. No one has the authority to make an Employee violate this Code, and any attempt to direct or otherwise influence someone else to commit a violation is unacceptable. This Code cannot address every ethical issue or circumstance that may arise; so, in complying with the letter and spirit of this Code, Employees must apply common sense, together with high personal standards of ethics, honesty, and accountability in making business decisions where this Code has no specific guideline. Employees should consider not only their own conduct, but also that of their Family Members. The term “**Family Member**” refers to an Employee’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in an Employee’s home.

In addition, Smartsheet expects Employees to comply with all other Smartsheet policies and procedures, many of which supplement this Code by providing more detailed guidance. These additional policies and procedures include Smartsheet policies on internal financial controls and financial procedures. Smartsheet may modify or update these specific policies and procedures from time to time, and may adopt new policies and procedures in the future.

Nothing in this Code is intended to alter the legal rights and obligations of Smartsheet or its Employees, including “at will” employment arrangements or the terms of any employment-related agreement.

Smartsheet expects all Employees to act with honesty and integrity, use due care and diligence in performing responsibilities for Smartsheet, foster a sense of commitment to this Code among all Employees, and maintain a culture of fairness, honesty, and accountability. Smartsheet also expects Employees to ensure that agents, contractors, consultants, and suppliers conform to the standards of this Code when working on Smartsheet’s behalf.

If any Employee needs help understanding this Code, or how it applies to conduct in any given situation, they should contact their supervisor or Smartsheet’s Chief Legal Officer or their designee. In addition, Employees should be alert to possible violations of this Code by others and should report suspected violations without fear of any form of retaliation. See Section 15 (Compliance Standards and Procedures) for a description of how to report suspected violations

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of the Code. Alternatively, Employees may report any violation anonymously through the procedures set forth in Smartsheet's Whistleblower and Complaint Policy.

Anyone who violates the standards in this Code will be subject to disciplinary action, which, in appropriate circumstances, may include termination of employment for cause, legal action, or referral for criminal prosecution.

2. **Legal Compliance**

Employees must always obey the law while performing their duties for Smartsheet. Smartsheet's success depends upon each Employee operating within legal guidelines and cooperating with authorities. It is essential that Employees know and understand the legal and regulatory requirements that apply to Smartsheet's business and to their specific area of responsibility. While Employees are not expected to have a complete mastery of these laws, rules, and regulations, Employees are expected to be able to recognize situations that require consultation with others to determine the appropriate course of action. If Employees have questions in the area of legal compliance, they should contact their supervisor or Smartsheet's Chief Legal Officer immediately. For additional information, please see Smartsheet's Legal Compliance Policy.

3. **Conflicts of Interest**

Smartsheet expects its Employees to avoid actual or apparent conflicts of interest between their personal and professional relationships. A "**Conflict of Interest**" occurs when a personal or professional interest interferes in any way, or appears to interfere, with the interests of Smartsheet.

Conflicts of Interest can arise when an Employee takes some action or has some outside interest, duty, responsibility, or obligation that conflicts with an interest of Smartsheet or a duty to Smartsheet. Conflicts of Interest can also arise when an Employee or Family Member receives improper personal benefits as a result of a connection with Smartsheet.

In evaluating whether an actual or contemplated activity may involve a Conflict of Interest, Employees should consider:

- whether the activity would appear improper to an outsider;
- whether the activity could interfere with job performance or morale, or that of another Employee;
- whether they have access to Smartsheet confidential information or influence over Smartsheet resources or decisions;
- whether the activity would directly compete with or involve preparation to compete with the current or future business of the Company or would otherwise conflict with the Company's interests; the potential impact of the activity on Smartsheet business

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relationships, including relationships with customers, suppliers, and service providers; and

- the extent to which the activity could benefit them or their Family Members, directly or indirectly.

A few examples of activities that could involve Conflicts of Interests include:

- **Aiding Smartsheet competitors.** This could take the form of service as a member of a competitor's board of directors, through passing Smartsheet confidential information to a competitor, or by accepting payments or other benefits from a competitor. If an Employee is concerned about whether an interaction with a competitor constitutes a Conflict of Interest, they should consult with their supervisor or Smartsheet's Chief Legal Officer.
- **Involvement with any business that does, or seeks to do, business with Smartsheet.** Employment by or service on the board of directors of a business partner, customer, or service provider is generally discouraged and must be approved in advance by Smartsheet.
- **Owning a financial interest in a competitor or a business that does business, or seeks to do business, with Smartsheet (which shall exclude a passive investment of 1% or less in a public company that is a competitor, business partner, supplier or vendor of Smartsheet).** In evaluating such interests for conflicts, both direct and indirect interests that an Employee or a Family Member may have should be considered, along with factors such as the following:
 - the size and nature of the interest;
 - the nature of Smartsheet's relationship with the other business;
 - whether the Employee has access to Smartsheet confidential information; and
 - whether the Employee has an ability to influence Smartsheet decisions that would affect the other business.

If an Employee has or wishes to acquire a significant financial interest in a competitor, a business partner, a customer, or a service provider with which they have direct business dealings (or approval responsibilities), they must consult with Smartsheet's Chief Legal Officer. Similarly, if an Employee experiences a change of position or seniority that results in them having direct business dealings with a customer, supplier, or service provider in which they already have a significant financial interest, they must consult with Smartsheet's Chief Legal Officer.

- **Soliciting or accepting payments, gifts, loans, favors, or preferential treatment from any person or entity that does or seeks to do business with Smartsheet.** See Smartsheet's Anti-Corruption Policy for further discussion of the issues involved in this type of conflict.

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- **Taking personal advantage of corporate opportunities.** See Section “Corporate Opportunities” in this Code for further discussion of the issues involved in this type of conflict.
- **Having authority on behalf of Smartsheet over a co-worker who is also a Family Member, or transacting business on behalf of Smartsheet with a Family Member.** If an Employee may be involved in such a situation, they should consult with their supervisor and Smartsheet’s Chief Legal Officer to assess the situation and an appropriate resolution.

Employees must avoid these situations (and others like them) where their loyalty to Smartsheet could be questioned or compromised. If an Employee believes that they are involved in a potential Conflict of Interest, they are expected to discuss it with Smartsheet’s Chief Legal Officer (or their designee).

A. Special Note Regarding Employee Loans

Loans to Employees or their Family Members made by Smartsheet, or guarantees of their loan obligations, could constitute an improper personal benefit to the recipients of these loans or guarantees. Accordingly, Smartsheet loans and guarantees for executive officers are expressly prohibited by law and Smartsheet policy. Smartsheet loans of \$5,000 or less to non-executive officer Employees are permitted upon approval of Smartsheet management, and Smartsheet loans of greater than \$5,000 to non-executive officer Employees are permitted upon approval of the Board of Directors (the “**Board**”) or the Compensation Committee of the Board.

4. Insider Trading

Every Employee is prohibited from using “inside” or material nonpublic information about Smartsheet or companies with which Smartsheet does business, in connection with buying or selling Smartsheet or such other companies’ securities, including tipping others who might make an investment decision on the basis of this information. It is illegal, and a violation of this Code, Smartsheet’s Insider Trading Policy (the “**Insider Trading Policy**”), and other Smartsheet policies, to tip or to trade on inside information. Employees who have access to inside information are not permitted to use or share that inside information for stock trading purposes or for any purpose other than to conduct Smartsheet business.

Employees must exercise the utmost care when in possession of material nonpublic information. The Insider Trading Policy provides guidance on the sorts of information that might be nonpublic and material for these purposes, and guidelines on when and how Employees may purchase or sell shares of Smartsheet stock or other Smartsheet securities. Please review the Insider Trading Policy for additional information.

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5. **Corporate Opportunities**

Employees may not compete with Smartsheet or take personal advantage of business opportunities that Smartsheet might want to pursue. Employees and their Family Members are prohibited from taking for themselves opportunities that are discovered through the Employee’s performance of their duties or the use of Smartsheet’s corporate property or information. Even opportunities that are acquired through independent sources may be questionable if they are related to Smartsheet’s existing or proposed lines of business. Employees may not use their position with Smartsheet or Smartsheet’s corporate property or information for personal gain. Employees owe a duty to Smartsheet to advance its legitimate business interests when opportunities arise. Accordingly, participation by Employees in an outside business opportunity that is related to Smartsheet’s existing or proposed lines of business is prohibited. Employees should consult with Smartsheet’s Chief Legal Officer to determine an appropriate course of action if interested in pursuing an opportunity that was discovered through their position or use of Smartsheet’s property or information.

6. **Competition and Fair Dealing**

Smartsheet strives to compete vigorously and to gain advantages over its competitors through superior business performance, not through unethical or illegal business practices. No Employee may acquire proprietary information from others, possess trade secret information, or induce disclosure of confidential information from past or present employees of other companies through improper means. If an Employee obtains information of this variety by mistake, or if there are any questions about the legality of future actions, the Employee must consult their supervisor or Smartsheet’s Chief Legal Officer.

Employees are expected to deal fairly and honestly with other Employees, Smartsheet customers, suppliers, and anyone else with whom they have contact in the course of performing their duties for Smartsheet. The making of false or misleading statements about Smartsheet competitors is prohibited by this Code, inconsistent with Smartsheet’s reputation for integrity, and harmful to Smartsheet’s business. Employees may not take unfair advantage of anyone through misuse of confidential information, misrepresentation of material facts, or any other unfair or deceptive business practice.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on typical commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

Employees involved in sales have a special responsibility to abide by all of Smartsheet’s policies regarding selling activities, including its policies relevant to revenue recognition.

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A. Special Note Regarding Antitrust Laws

Antitrust laws are designed to protect employees, customers and the competitive process. These laws generally prohibit Smartsheet from establishing:

- price fixing arrangements with competitors or resellers;
- arrangements with competitors to share pricing information or other competitive marketing information, or to allocate markets or customers;
- agreements with competitors or customers to boycott particular suppliers, customers, or competitors;
- a monopoly or attempted monopoly through anticompetitive conduct;
- agreements with any company to refuse to solicit or hire that other company's employees; or
- agreements with any company about employee salary or other terms of compensation, either at a specific level or with a range.

Some kinds of information, such as pricing, production, and inventory, should never be exchanged with competitors, regardless of how innocent or casual the exchange may be, because merely exchanging information can create the appearance of an improper arrangement.

Noncompliance with the antitrust laws can have extremely negative consequences for Smartsheet, including long and costly investigations and lawsuits, substantial fines or damages, and negative publicity. Understanding the requirements of antitrust and unfair competition laws of the jurisdictions where Smartsheet does business can be difficult, and Employees are urged to seek assistance from their supervisor or Smartsheet's Chief Legal Officer whenever they have a question relating to these laws.

7. Maintenance of Corporate Books, Records, Documents and Accounts: Financial Integrity: Public Reporting

Smartsheet strives to maintain integrity of its records and public disclosure. Smartsheet corporate and business records, including all supporting entries to its books of account, must be completed honestly, accurately, and clearly. Records are important to investors and creditors. They serve as a basis for managing Smartsheet business and are important in meeting obligations to customers, suppliers, creditors, Employees, and others with whom Smartsheet does business. Smartsheet depends on its books, records, and accounts accurately and fairly reflecting, in reasonable detail, its assets, liabilities, revenues, costs, and expenses, as well as all transactions and changes in assets and liabilities.

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To help ensure the integrity of Smartsheet records and public disclosure, Smartsheet requires that:

- no entry be made that is intentionally false or misleading;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in Smartsheet books and records;
- Employees comply with Smartsheet's system of internal controls and be held accountable for their entries;
- any off-balance sheet arrangements are clearly and appropriately disclosed;
- Employees work cooperatively with Smartsheet's independent auditors in their review of Smartsheet's financial statements and disclosure documents;
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund; and
- records be retained or destroyed according to Smartsheet's document retention policies or procedures then in effect.

Smartsheet's disclosure controls and procedures are designed to help ensure that its reports and documents filed with or submitted to the United States Securities and Exchange Commission (the "**SEC**") and other public disclosures are complete, fair, and accurate; fairly present our financial condition and results of operations; and are timely and understandable. Employees who collect, provide, or analyze information for or otherwise contribute in any way in preparing or verifying these reports must adhere to all disclosure controls and procedures and generally assist Smartsheet in producing financial disclosures that contain all of the information that is required by law and would be important to enable investors to understand Smartsheet's business and its attendant risks. In particular:

- no Employee may take or authorize any action that would cause Smartsheet's financial records or financial disclosure to fail to comply with generally accepted accounting principles; the rules and regulations of the SEC; or other applicable laws, rules, and regulations;
- all Employees must cooperate fully with Smartsheet's finance department, legal department, independent public accountants, and outside counsel by responding to their questions with candor and providing them with complete and accurate information to help ensure that Smartsheet's books and records and reports filed with the SEC are accurate and complete; and
- Employees must not knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of Smartsheet's reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of such reports accurate in all material respects.

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If an Employee becomes aware that Smartsheet’s public disclosures are not complete, fair, and accurate, or if they become aware of a transaction or development that may require disclosure, the Employee should report the matter immediately to their supervisor or Smartsheet’s Chief Legal Officer.

8. Conduct of Senior Financial Personnel

Smartsheet’s finance department has a special responsibility to promote integrity throughout the organization, with responsibilities required of stakeholders both inside and outside of Smartsheet. As such, the Board requires that the Chief Executive Officer, Chief Financial Officer, and senior finance department personnel adhere to particular ethical principles and foster a culture throughout Smartsheet that ensures the accurate and timely reporting of its financial results and condition.

Because of this special role, Smartsheet requires that the Chief Executive Officer, Chief Financial Officer, Corporate Controller, and any other persons performing similar functions (“**Senior Financial Employees**”):

- act with honesty and integrity and use due care and diligence in performing their responsibilities to Smartsheet;
- avoid situations that represent actual or apparent Conflicts of Interest and disclose promptly to the Nominating and Corporate Governance Committee of the Board (the “**Governance Committee**”) any transaction or personal or professional relationship that reasonably could be expected to give rise to an actual or apparent conflict; without limiting the foregoing, and for the sake of avoiding an implication of impropriety, Senior Financial Employees shall not:
 - accept any material gift or other gratuitous benefit from a supplier or vendor, including providers of professional services, individually or on behalf of Smartsheet (this prohibition is not intended to preclude reasonable, ordinary course entertainment or similar social events);
 - except with the approval of the disinterested members of the Board, directly invest in any privately-held company that is a customer, partner, or vendor of Smartsheet where the Senior Financial Employee, either directly or through people in his or her reporting structure, has responsibility or the ability to affect Smartsheet’s existing or potential relationship with the other company; or
 - maintain more than a passive investment of greater than 1% of the outstanding shares of a public company that is a customer, partner, or vendor of Smartsheet.
- provide constituents with information that is accurate, complete, objective, relevant, timely, and understandable, including information for inclusion in Smartsheet submissions to governmental agencies or in public statements;

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- comply with applicable laws, rules, and regulations of federal, state, and local governments, and of any applicable public or private regulatory and listing authorities; and
- maintain responsible use of and control over all assets and resources entrusted to each Senior Financial Employee.

9. Gifts and Entertainment

All Employees must be careful to avoid even the appearance of impropriety in giving or receiving gifts and entertainment. For additional information, please see Smartsheet's Anti-Corruption Policy.

10. Political Contributions and Gifts

Smartsheet does not make contributions or payments that could be considered a contribution to a political party or candidate, or to intermediary organizations such as political action committees. For additional information, please see Smartsheet's Anti-Corruption Policy.

11. International Business Laws

Employees are expected to comply with all applicable laws, foreign and domestic, wherever conducting Smartsheet business, including laws prohibiting bribery, corruption, or doing business with specified individuals, companies, or countries.

Relevant laws, rules, and regulations, which extend to all Smartsheet's activities outside the United States, include, but are not limited to:

- the United States Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment and requires the maintenance of accurate records of payments or gifts made;
- the United Kingdom Bribery Act, which prohibits giving or receiving a financial or other advantage intended to bring about an improper performance or a reward for such behavior;
- the United Kingdom Modern Slavery Act 2015 and Australia's Modern Slavery Act 2018, which were created to define the opposition to modern slavery and trafficking ("**Modern Slavery**" is a term used to encompass slavery, servitude, forced and compulsory labor, bonded and child labor, and human trafficking);
- United States embargoes, which restrict or, in some cases, prohibit United States' persons, corporations and, in some cases, foreign subsidiaries from doing business with certain countries, groups, or individuals;
- export controls, which restrict travel to designated countries; prohibit or restrict exporting goods, services, and technology from the United States to designated countries and identified persons or entities; and prohibit or restrict the re-export of

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United States-origin goods from the country of original destination to designated countries or identified persons or entities; and

- anti-boycott compliance, which prohibits United States' companies from taking any action that has the effect of furthering any unsanctioned boycott of a country friendly to the United States.

For additional information, please see Smartsheet's Legal Compliance and Anti-Corruption Policies. If an Employee has a question as to whether an activity is restricted or prohibited, please contact Smartsheet's Chief Legal Officer before taking any action.

12. Confidentiality

Smartsheet depends upon its confidential information, and it relies on a combination of patent, copyright, and trademark laws; trade secrets; confidentiality procedures; and contractual provisions to protect it. Confidential information includes without limitation: (a) business, marketing, product, and service plans; (b) business and pricing strategies; (c) financial information and forecasts; (d) product architecture, source codes, engineering ideas, designs, databases, technical information, and other intellectual property; (e) personnel information; (f) customer and business partner lists and data; (g) similar types of information provided to Smartsheet by its customers, service providers, and business partners; and (h) all other non-public information (regardless of its source) that might, if disclosed, be of use to competitors or otherwise harmful to Smartsheet or its customers, service providers, and business partners, all of which is more fully described in the Employment Obligations Agreement or similar agreement (including consulting or contractor agreements) that Employees and other service providers sign when they join or are engaged by Smartsheet. Anyone who has had access to Smartsheet confidential information must keep it confidential at all times, even after their employment or service period ends.

Employees must not share Smartsheet confidential information, or any confidential information of a customer, service provider, or business partner with anyone who has not been authorized to receive it, except when disclosure is authorized or legally mandated. Unauthorized use or distribution of confidential information violates the Employment Obligations Agreement or similar agreement (including consulting or contractor agreement) and could be illegal and result in civil liability or criminal penalties.

Employees must take precautions to prevent unauthorized disclosure of confidential information. Accordingly, they should also take steps to ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored, and discarded by means designed to minimize the risk that unauthorized persons might obtain access to confidential information. Employees should not discuss sensitive matters or confidential information in public places, and they should avoid discussing confidential information on cellular phones to the extent practicable. Employees may not post Smartsheet confidential information online,

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including in any chat room or forum, regardless of whether a pseudonym is used. Please see Smartsheet’s Social Media Policy for additional information.

All Smartsheet emails, voicemails, and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of Smartsheet, except where required for legitimate business purposes or mandated by law.

Employees are required to observe the provisions of any other specific policy regarding privacy and confidential information that Smartsheet may adopt from time to time, as well as any applicable laws relating to data protection and privacy. More specific information regarding Employees’ responsibilities to protect personal information is provided in Smartsheet’s Internal Privacy Policy. Any inappropriate handling of Smartsheet confidential information or any security breach impacting Smartsheet confidential information should be reported immediately to Smartsheet’s Chief Legal Officer.

Notwithstanding the foregoing commitments to protect confidential information, an Employee may, if, after reporting in accordance with the Whistleblower and Compliance Policy, they remain unsatisfied with the manner in which the situation was handled or resolved, report to appropriate law enforcement agencies any suspected and unlawful fraud, waste, abuse, or other actions in violation of this Code or any Smartsheet policy.

13. Protection and Proper Use of Company Assets

All Employees are expected to protect Smartsheet assets and ensure their efficient use for legitimate business purposes. Theft, carelessness, and waste have a direct impact on Smartsheet’s profitability. Smartsheet’s property, such as computer equipment, buildings, furniture and fixtures, office supplies, products, and inventories, should be used only for activities related to employment, although incidental personal use is permitted. Please bear in mind that all files, documents, emails, and other forms of communications on Smartsheet servers and computers are the property of Smartsheet, and Smartsheet retains the right to access, review, monitor, and disclose any information transmitted, received, or stored using its electronic equipment, with or without an Employee’s or third party’s knowledge, consent or approval. Any misuse or suspected misuse of Smartsheet assets must be immediately reported to a manager or Smartsheet’s Chief Legal Officer.

14. Employment Practices

Smartsheet believes in respecting the dignity of each Employee and expects every Employee to show respect for all co-workers, customers, partners, and vendors. Respectful, professional conduct furthers Smartsheet’s mission, promotes productivity, minimizes disputes, and enhances our reputation. Accordingly, this Code prohibits discrimination or harassment based on an individual’s race, color, national origin, ancestry, sex, gender, sexual orientation, age,

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religion, creed, disability, genetic information, marital status, veteran status, or any other characteristic protected by applicable law. Smartsheet is committed to providing a work environment that is free of unlawful discrimination, including harassment that is based on any legally protected characteristic. Smartsheet’s policies regarding this subject are further explained and expanded in the Smartsheet Employee Handbook.

Smartsheet does not engage in and strictly forbids any form of Modern Slavery within our organization and, to our knowledge, by any third party engaged with Smartsheet, including partners and vendors.

15. Media Contacts and Public Communications

To avoid inappropriate publicity and to ensure that all material information is communicated in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public, it is Smartsheet’s policy to disclose material information to the public only in accordance with Smartsheet’s Corporate Communications Policy. Only those individuals designated as official spokespersons in the Corporate Communications Policy may address questions regarding financial matters. Please see the Corporate Communications Policy for additional information.

16. Amendment and Waiver

Any amendment or waiver of this Code with respect to an executive officer must be in writing and approved by the Governance Committee. Any such amendment or waiver that applies to one of Smartsheet’s executive officers may be publicly disclosed if required by applicable laws, rules, and regulations. Any amendment or waiver of this Code with respect to any other person must be in writing and approved by the Company’s Chief Legal Officer as its Compliance Officer (the “**Compliance Officer**”). In the event of the Chief Legal Officer’s unavailability, the Company’s Chief Financial Officer shall be authorized to serve as the Compliance Officer in the interim.

17. Compliance Standards and Procedures

A. Compliance Resources

Smartsheet has an obligation to promote ethical behavior. Employees are encouraged to talk to their supervisor, manager, and other appropriate personnel when uncertain about the application of any provision of this Code.

In addition to fielding questions about the interpretation or potential violations of this Code, Smartsheet’s Chief Legal Officer is responsible for:

- investigating possible violations of this Code;

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- training new Employees in Code policies;
- conducting training sessions to refresh Employees' familiarity with this Code;
- recommending updates to this Code as needed for approval by the Governance Committee, to reflect changes in the law, Smartsheet operations and recognized best practices, and to reflect Smartsheet's experience with this Code; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Each Employee's most immediate resource for any matter related to this Code is their supervisor. They may have the information needed, or may be able to refer the question to another appropriate source. There may, however, be times when an Employee prefers not to go to their supervisor. In these instances Employees should feel free to discuss their concern with Smartsheet's Chief Legal Officer. If an Employee is uncomfortable speaking with Smartsheet's Chief Legal Officer, they should contact the Chairperson of the Audit Committee of the Board (the "**Audit Committee**") for matters related to accounting, internal accounting, controls, or auditing, or the Chairperson of the Governance Committee for all other matters.

B. Clarifying Questions and Concerns: Reporting Possible Violations

If an Employee encounters a situation or is considering a course of action and its appropriateness is unclear, they should discuss the matter promptly with their supervisor or Smartsheet's Chief Legal Officer. Even the appearance of impropriety can be very damaging to Smartsheet and should be avoided. If Employees are aware of a suspected or actual violation of this Code by others, they have a responsibility to report it. Reporting procedures, including anonymous reporting procedures, are described in Smartsheet's Whistleblower and Complaint Policy. Employees should raise questions or report potential violations of this Code without any fear of retaliation in any form; Smartsheet will take prompt disciplinary action, up to and including termination of employment for cause, against any Employee, officer, or director who retaliates against an Employee.

Supervisors must promptly report any complaints or observations of Code violations to Smartsheet's Chief Legal Officer. The Chief Legal Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances, and consult with others (including the Audit Committee or Governance Committee) as needed.

If the investigation indicates that a violation of this Code has occurred, Smartsheet will take such action it believes to be appropriate under the circumstances. If Smartsheet determines that an Employee is responsible for a Code violation, they will be subject to disciplinary action up to, and including, termination of employment for cause and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.

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C. Anonymous Reporting of Possible Violations

Employees who wish to anonymously submit a concern or complaint regarding a possible violation of this Code should follow the procedures outlined in Smartsheet’s Whistleblower and Complaint Policy.

D. Administration of this Code

The Governance Committee is responsible for reviewing this Code as set forth in the committee’s charter. It may request reports from Smartsheet executives or officers about the implementation of this Code and take any other steps in connection with that implementation as it deems necessary. The Governance Committee will have the authority to amend this Code and procedures associated with this Code at its discretion. Employees will be notified of any material changes to this Code.

E. No Rights Created

This Code is a statement of fundamental principles, policies, and procedures that govern its Employees in the conduct of Company business. It is not intended to and does not create any legal rights for any customer, supplier, competitor, shareholder, or any other non-employee or entity.

18. Revision History

Rev. #	Date	Author	Description of Changes
1.0	4/27/18	<i>Fenwick & West LLP</i>	Original template.
2.0	5/30/19	<i>Smartsheet Legal</i>	General edits.
2.5	5/28/20	<i>Smartsheet Legal</i>	Updated to Smartsheet company policy template and format.
3.0	5/27/21	<i>Smartsheet Legal</i>	General edits.
4.0	6/2/22	<i>Smartsheet Legal</i>	General edits.
5.0	6/1/23	<i>Smartsheet Legal</i>	General edits.