

Policy Title	Code of Business Conduct and Ethics (the “Code of Conduct”)
Policy Owner	Human Resources
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Approvers	CHRO and General Counsel

Xactly Corporation, including each of its direct and indirect subsidiaries (collectively, “Xactly”) is committed to maintaining high standards of ethical, legal and financial integrity, and Xactly takes all complaints and concerns regarding conduct, internal decisions, ethics and other legal matters very seriously. Xactly’s business ethics and conduct guides the livelihood of Xactly’s employees, contractors, and management and is relied upon by Xactly’s investors, customers, employees and business partners. As part of your at-will employment agreement, you agreed to abide by any rules or policies that the company may adopt from time to time, including this Code of Conduct.

What is the Code of Conduct?

This Code of Conduct is a statement of certain fundamental principles, policies, and procedures that govern the conduct of Xactly’s business.

“Core Values” - what we call C.A.R.E - guide our behaviors every day: Customer Focus, Accountability and Integrity, Respect and Excellence in everything we do. These values help us retain a strong cultural identity and are key to our success.

Our Code of Business Conduct and Ethics flows directly from our commitment to our Core Values. While we constantly aim for excellence to provide value for our customers, it is critical we do so with integrity. It is unacceptable to cut legal or ethical corners for the benefit of Xactly or for personal benefit.

Our Code of Conduct is designed to deter wrongdoing and promote:

- Operating our business with integrity;
- Engaging in honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
- Complying with applicable laws, rules, and regulations;
- Promptly reporting of violations of this Code of Conduct; and
- Maintaining accountability for following this Code of Conduct.

Who Must Follow This Code of Conduct?

Our Code of Conduct applies to Xactly’s:

- Employees
- Board members and officers
- Independent contractors and consultants

Why is the Code of Conduct important?

Honest and Ethical Conduct

Consistent with our core values, you are expected to act and perform your duties ethically, honestly, and with integrity, based on the idea of doing the right thing even when “no one is looking.”

In furtherance of Xactly’s commitment to the highest standards of business ethics and integrity, employees will accurately and honestly represent Xactly and will not engage in any activity or scheme intended to defraud anyone of money, property, or honest services. No employee of Xactly shall make a representation that he or she is acting on behalf of another business, person, entity, or public entity when engaged in business on behalf of Xactly. Misrepresentation by an employee in the course of business is unethical and will not be tolerated.

Reported ethical violations of this Code of Conduct will be investigated and appropriate action taken.

Avoiding Conflicts of Interest

Your decisions and actions when conducting business for Xactly should be based on the best interests of Xactly. You must never use or attempt to use your position with Xactly to obtain improper personal benefits. When you are in a situation in which your personal or professional interests, or those of your friends or family compete with the best interests of Xactly, you may be faced with a conflict of interest. We must avoid conflicts of interest and circumstances that present the appearance of a conflict of interest.

Examples of conflicts of interest include:

- Serving as a director, employee, contractor/consultant, or advisor to an individual or an entity that has a business relationship with, or is a competitor of Xactly, regardless of whether or not you receive compensation from the individual or entity (defined below in *Participation on Boards of Directors and Trustees*);
- Entering into a business relationship on behalf of Xactly with a friend or relative;
- Having a personal investment or financial interest in a competitor, supplier, or customer of Xactly;
- Receiving something of value from a competitor, supplier, or customer of Xactly, beyond reasonable entertainment or nominal gifts in the ordinary course of business, such as a meal or coffee mug (defined below in *Gifts and Gratuities*);
- Using Xactly’s property, information, relationships, or your position for personal gain; or
- Being asked to present at a conference where the conference sponsor has a real or potential business relationship with Xactly, offers travel or accommodation arrangements or other benefits beyond reasonable and customary standards, or business opportunities found through your work at Xactly.

Evaluating whether a conflict of interest exists can be difficult and may involve a number of considerations. Please refer to our other policies such as our [Travel and Entertainment Expense Policy](#) and [Anti-Corruption Policy](#) for further information. We also encourage you to seek guidance from your manager, the Human Resources Department, or Legal Department when you have any questions about whether a conflict of interest exists.

If you are aware of an actual or potential conflict of interest (or concerned that a conflict may develop), please discuss the issue with either your manager, HR Business Partner, CHRO, or

the General Counsel.

Corporate Opportunities

As an employee of Xactly, you owe a duty to Xactly to advance its interests when you have the opportunity to do so. You should not (a) take business opportunities for yourself discovered through the use of Xactly property or information, or your position with Xactly; (b) use Xactly property or information, or your position with Xactly, for personal gain; or (c) compete with Xactly.

Compliance with Laws and Policy

Xactly strives to comply with all applicable laws and regulations. You must also comply with such laws and regulations when acting on behalf of Xactly. In addition to this Code of Conduct, you may be subject to additional policies, laws and regulations applicable to you based on your location and your position. If you have any questions regarding these requirements and your location/position, please contact HR Business Partner or the General Counsel.

Business Relationships

Business transactions with vendors, contractors, and other third parties shall be transacted free from offers or solicitation of gifts and favors or other improper inducements in exchange for influence or assistance in a transaction. You are prohibited from entering into side agreements with clients, vendors, contractors, etc.

Business Inducements

Xactly employees shall not seek to gain any advantage through the improper use of payments, business courtesies, gifts or other inducements. Offering, giving, soliciting, or receiving any form of bribe or other improper payment is prohibited.

You may only provide gifts, entertainment, or other favors to third parties on behalf of Xactly if they are of nominal value. Gifts, entertainment, or other favors may never be provided to government officials on behalf of Xactly. Bribes and kickbacks – offering anything of value to obtain new business, retain existing business, expedite government actions, or secure any improper advantage – are strictly prohibited. You must fully comply with all anti-corruption laws of the countries in which we do business, including the U.S. Foreign Corrupt Practices Act (the “FCPA”) and the United Kingdom Bribery Act of 2010, which apply globally. For more information about the FCPA and the rules governing gifts to foreign officials, please refer to our [Anti-Corruption Policy](#).

Business Entertainment

Business entertainment is any event, including dinners, luncheons, cocktail receptions, sporting or cultural events provided by an employee of Xactly to a business partner to further a business relationship in a social setting. Business partners may include current or prospective customers, partners, vendors, community and non-profit representatives, and industry peers. Business entertainment must comply with the following requirements.

Business entertainment must be:

- For a specific business purpose;
- In good taste and not extravagant or excessive; and
- Not intended to improperly influence business decisions.

Business entertainment that does not meet the requirements referenced above will be considered a “gift” and subject to the requirements of *Gift and Gratuities* section of the Policy.



Business entertainment expenses must be appropriately classified on the expense report form in accordance with our Travel and Expense Policy.

Tickets to Entertainment or Sporting Events

From time to time Xactly receives tickets to entertainment or sporting events as a sponsor of the event or organization or as a result of an existing business relationship. Authorized managers or above may provide tickets to business partners if:

- The tickets are not given for the purpose of securing preferential action, but rather are given as a courtesy received, or to build goodwill where the Xactly personnel offering the gift will attend the event;
- Providing the tickets is not intended to improperly influence business decisions;
- In good taste and not extravagant or excessive (<\$300 per ticket); and
- Public disclosure of the facts surrounding the entertainment would not embarrass Xactly.

Receipt of Third-Party Gifts

Generally, gifts of nominal value such as vendor trinkets for your desk are acceptable. Ordinary business entertainment and meals of reasonable value are acceptable. A raffle or door prize is acceptable. Gifts of cash are not acceptable.

Receiving a gift or entertainment of nominal value (including, but not limited to, business dinners, beverages, recreation, and tickets) may be appropriate for a Xactly employee under certain limited circumstances where the gift or entertainment is:

- For a specific business purpose;
- Not exchanged frequently from the same source to the same recipient;
- Not prohibited by either organization's policies;
- A gift valued under \$100 or entertainment or sporting event or activity valued at less than \$300, where the person or Xactly offering the gift will be accompanying you to the event; and
- Not intended to improperly influence business decisions.

If you are unsure of how to handle a situation that you believe has the potential to violate this Code of Conduct, consult with your manager, CHRO or General Counsel.

Government Officials

Government employees may be subject to laws, regulations or policies regarding receipt of business entertainment. A Xactly employee shall not extend business entertainment to a government employee if the government employee advises that such business entertainment is prohibited or if the Xactly employee knows that such business entertainment is prohibited.

Financial Integrity and Responsibility

Financial integrity and fiscal responsibility of Xactly's resources are everyone's personal responsibility. The money we spend for Xactly is not ours, it belongs to Xactly. Each person at Xactly – not just individuals in the Finance Department – has a role in making sure money is appropriately spent, our financial records are complete and accurate, and our internal controls are honored. Purchases must go through the Procurement Policy process or applicable processes for approval.

Our Chief Executive Officer, Chief Financial Officer, controller and persons performing similar functions are responsible for ensuring that disclosures in Xactly's reports to Xactly's board of



directors and other communications are full, fair, accurate, timely and understandable. These people depend on employees, etc. of Xactly to be fiscally responsible in making these disclosures.

Confidentiality

All non-public information of Xactly or its customers must remain confidential and must not be disclosed unless specifically authorized in writing by General Counsel or when disclosure is legally required in accordance with the confidentiality terms of your agreement with Xactly. If you are unsure whether information is non-public or if you are authorized to disclose the information, you should discuss the matter with General Counsel.

Antitrust and Fair Dealing

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. That being said, unlawful and unethical conduct, which may lead to short-term gains, would damage Xactly's reputation and long-term business prospects and may incur criminal or civil liability on Xactly. Accordingly, you must comply with antitrust and competition laws and deal ethically and lawfully with our customers, suppliers, competitors, employees, and contractors in all business dealings on our behalf. You should not take unfair advantage of another person or entity in business dealings on our behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts or any other unfair dealing practices. Please refer to our [Anti-Corruption Policy](#) for more information.

Participation on Boards of Directors and Trustees

Xactly personnel must obtain approval from the General Counsel and Chief Executive Officer of Xactly prior to serving as a member of the Board of Directors or Trustees of any organization whose interests may conflict with those of Xactly. Xactly personnel who are asked or seek to serve on the Board of Directors or Trustees of any organization whose interest would not impact Xactly (for example, civic [non-governmental], charitable, fraternal, and so forth) will not be required to obtain such approval. However, personnel will be subject to any applicable disclosure requirements under Xactly's [Business Ethics and Conflict of Interest Policy](#). Members of the executive (C-Suite level) staff must obtain approval from the Xactly Corporation Board of Directors and sign a waiver prior to serving as a member of the Board of Directors or Trustee of any customer, vendor partner, or entity that Xactly has a business relationship with.

Xactly retains the right to prohibit membership on any Board of Directors or Trustees if such membership might conflict with the best interests of Xactly.

Protection and Proper Use of Xactly Assets and Intellectual Property

Xactly provides you with tools and equipment to do a great job. For example, Xactly provides computer equipment, software, intellectual property, office equipment and facilities. You should treat these items with care, protect Xactly's intellectual property and use the equipment and tools with Xactly's interests in mind. In accordance with your [At-Will Employment, Confidential Information, Invention Assignment, and Arbitration Agreement](#), you are required to keep confidential and not disclose to third parties any Xactly confidential and proprietary information. Xactly permits limited personal use of Xactly owned equipment but be aware that all electronic information and equipment remain the sole property of Xactly and you should not expect your electronic activity to be private. Any theft or misappropriation of Xactly property will be reported

to the appropriate authorities and immediate disciplinary action will be taken. For more information, please refer to our Acceptable Use Policy and Standards.

Diversity and Equal Opportunity

Xactly believes that to support the increasingly diverse marketplace, it must strive to reflect the marketplace in its customers, workforce, recruitment of employees, its suppliers and community partners. Xactly is committed to a culture of diversity and inclusion in all aspects of its operations. Xactly believes that the fair and equitable treatment of Xactly personnel, employees, members, affiliated providers and other persons is critical to fulfilling its vision and goals. Please refer to our Discrimination, Harassment, and Retaliation Policy for more information.

Environmental Health and Safety ("EH&S")

Xactly is committed to protecting and promoting the environment as well as the health and safety of our employees and the community in which we operate. All employees are expected to:

- Take responsibility for our environment, personal health and safety, and that of their co-workers;
- Identify hazards, assess risks and then, whenever possible, initiate corrective action and bring the matter to the attention of management;
- Promptly report EH&S incidents (such as spills, occupationally related injuries and illness, etc.) to local management to permit investigation of causes and initiation of corrective and preventative measures;
- Promptly report EH&S incidents to General Counsel and the appropriate authorities as required by applicable law and regulation.

Reporting

If you have a good-faith concern regarding conduct that you believe to be a violation of a law or regulation, or Xactly policies please immediately:

- Discuss the situation with your manager; if your manager is involved in the situation or you are uncomfortable speaking with your manager, contact your department executive, HR Business Partner, CHRO or General Counsel. ;
- If you don't believe your concern is being adequately addressed, or you are not comfortable speaking with one of the above-noted contacts, or you believe you are subject of retaliation (defined below in *No Retaliation*), please report your concern via the Whistleblower Reporting System using the Xactly identifier (9859) at the link below for phone calls and/or the website form.
 - o Whistleblower Reporting System link:
https://irdirect.net/xtly/whistleblower_iframe?template=XTLY
 - o Whistleblower Hotline:
 - USA: 800-916-7037
 - Para Español: 855-765-7249
 - En Français: 877-591-3211
 - Canada: 800-916-7037
 - En Français: 877-591-3211
 - UK: 800-652-3673



- Australia: 180-081-0721
- Sweden: 020-793-030
- Germany: 800-180-2137
- France: 080-091-4677
- Romania: 080-089-0105
- India: 000-800-040-1517
- China: 400-120-0690
- Japan: 053-112-2792

No Retaliation

Xactly will not retaliate, and will not permit any retaliation, against any individual for reporting a good-faith concern under this policy.

Cooperation in Investigations, Audits, Inquiries

Xactly employees are expected to cooperate with all internal investigations performed by authorized Xactly personnel under this policy. Employees are also expected to cooperate in external investigations and inquiries such as external audits, regulatory reviews and governmental investigations and inquiries.

Waivers and Amendments

Any amendment or waiver of any provision of this Code of Conduct for an executive officer must be approved in writing by our Board of Directors. An amendment or waiver of any provision of this Code of Conduct for an employee, consultant, or independent contractor must be approved in writing by CHRO or General Counsel.

Enforcement

Any violation of this Code of Conduct may result in immediate disciplinary action, up to, and including termination of employment and, if warranted, legal proceedings.

Miscellaneous

Nothing in this Code of Conduct is intended to nor shall be construed as providing any additional employment or contract rights to employees or other persons.

Xactly reserves the right to modify, amend, or alter this Code of Conduct without notice. A current copy of this Policy will be posted on the Human Resources portal.

Any questions regarding this Policy please refer to HR Business Partner.