

## PLURALSIGHT

### CODE OF BUSINESS CONDUCT AND ETHICS

#### I. Our Core Values

##### Purpose of the code

Pluralsight, Inc. (collectively with its direct and indirect subsidiaries, “Pluralsight,” the “Company,” “we,” “our,” or “us”) is built upon a foundation of strong company values and business practices. We are fully committed to serving our customers and hiring team members (employees) with high personal standards consistent with that of our company standards: integrity, professionalism, and commitment to superior results. Our board of directors (the “Board”) has adopted this Code of Business Conduct and Ethics (the “Code”) to promote:

- Honest and ethical conduct in keeping with “Be our Word,” including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents we file with regulatory agencies and in our other public communications;
- Compliance with applicable laws, rules, and regulations;
- The prompt internal reporting of violations of this Code; and
- Accountability for adherence to this Code.

Our Code applies to all directors, officers, team members, and contractors of the Company and its subsidiaries. Agents, representatives, consultants, and contractors of the Company are also expected to read, understand, and abide by this Code. In addition to being bound by all other provisions of this Code, our Chief Executive Officer and senior financial officers are subject to the Code of Ethics for CEO and Senior Financial Officers included as Exhibit A in this Code.

The Board, in conjunction with the Audit Committee of our Board, is responsible for administering this Code. The Board has delegated day-to-day responsibility for administering and interpreting this Code to our Chief Financial Officer, who will act as the Company’s Compliance Officer under this Code unless the Audit Committee designates any other individual to act in such capacity. Our Compliance Officer reports directly to our Chief Executive Officer with respect to these matters and also will make periodic reports to the Audit Committee regarding the implementation and effectiveness of this Code as well as the policies and procedures put in place to ensure compliance with this Code.

This Code should help guide your conduct in the course of our business. Many of the principles described in this Code are, however, general in nature, and the Code does not cover every situation that may arise. In the spirit of “Committed to Something Bigger” please use common sense and good judgment in applying this Code to any aspect of our business. If you have any questions about applying the Code, please seek guidance from your people leader, People Ops, or the Legal Department. This Code is not the exclusive source of guidance and information regarding the conduct of our business. You should consult applicable policies and procedures in specific areas as they apply.

### Commitment

Our value of “Accountable for Excellence” very much applies to every team member with respect to this policy. We are committed to maintaining the highest standards of business conduct and ethics. This Code reflects the business practices and principles of behavior that support this commitment. We expect every team member, officer, and director to read and understand our Code and its application to the performance of your business responsibilities. References in the Code to team members are intended to cover employees, officers and, as applicable, directors.

You should not hesitate to ask questions about whether any conduct may violate the Code, voice concerns, or clarify gray areas. In addition, you should be alert to possible violations of the Code and report suspected violations, without fear of any form of retaliation.

Any team member who violates the standards in the Code may be subject to disciplinary action, which, depending on the nature of the violation and the history of the team member, may range from a warning or reprimand to and including termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

### Non-exclusivity

This Code is not intended to cover every issue or situation a team member, officer, or director may encounter at the Company. Our Code should be used as a guide in addition to other Pluralsight policies and guidelines.

## **II. Asking Questions and Reporting Concerns**

Pluralsight aims to conduct business with the highest standards of ethics, honesty, and integrity, and recognizes that you have an important role to play in achieving this goal. Any team member or worker providing services to Pluralsight concerned about any form of improper action or wrongdoing by our company, its team members, or other stakeholders is strongly encouraged to report the matter. Pluralsight believes that any team member with knowledge of wrongdoing should not remain silent. We take all matters of improper action or wrongdoing very seriously and you are strongly encouraged to raise incidents or behaviors that are not in accordance with the Code, or the policies to which it refers.

## **III. Commitment to Non-Retaliation**

We believe it is essential to create an environment in which individuals feel able to raise any matters of genuine concern internally without fear of disciplinary action being taken against them, that they will be taken seriously and that the matters will be investigated appropriately and as far as practicable be kept confidential. Pluralsight prohibits retaliation, in any form, against anyone who, in good faith, reports violations or suspected violations of this Code, company policy, or applicable law, or who assists in the investigation of a reported violation. Specifically, we will not discharge, demote, suspend, threaten, harass, or in any other manner discriminate against, such person in the terms and conditions of his or her employment or service to the Company. Any person involved in retaliation will be subject to serious

disciplinary action by the Company. Furthermore, the Company could be subject to criminal or civil actions for acts or retaliation against employees who “blow the whistle” on U.S. federal securities law violations or other federal offenses.

#### **IV. Reporting a Violation**

If you have questions, concerns, or need to report a known or suspected violation, you should discuss it with your people leader, any member of your management team, or a People Ops representative or contact the Ethics Helpline at <http://pluralsight.com/ethicsportal> or call 800-461-9330, where you can report your concern confidentially or anonymously. More information can be found at the company’s Whistleblower Policy on the policies page in Workday.

#### **V. Complying with the Code**

To maintain the highest standards of integrity, we should comply with our Code, company policies and procedures and applicable laws and regulations. Violations of our Code not only damage our company’s standing in the communities we serve -- they may also be illegal. Pluralsight will take the appropriate disciplinary action in response to each case, up to and including termination. In addition, team members involved may be subject to government fines or criminal or civil liability.

Once a report is received, Pluralsight will investigate it promptly and thoroughly. The Board or the Audit Committee will be responsible for investigating violations and determining appropriate disciplinary action for matters involving members of the Board or executive officers. The Board or the Audit Committee may designate others to conduct or manage investigations on its behalf and recommend disciplinary action. Pluralsight expects all team members to cooperate in investigations fully and candidly. Pluralsight will take corrective action, as appropriate, based on the findings of the investigation.

#### **VI. Discrimination**

Pluralsight is committed to treating all team members fairly and with respect. We will provide equal opportunities to all team members and applicants. Discrimination based on age, race, color, religion, national origin, gender, sexual orientation, physical or mental disability, and veteran status or other protected classes is prohibited. This applies to all terms and conditions of employment.

#### **VII. Team Member Information Privacy**

Pluralsight respects the confidentiality of the personal information of its team members. This includes team member medical and personnel records. Access to personal information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel. Requests for confidential team member information from anyone outside our company under any circumstances must be approved in accordance with our policies. It is important to remember, however, that team members should have no expectation of privacy with regard to normal course workplace communication, any use of Pluralsight systems or equipment, including any email or Internet use or any other network activity, or any personal property brought onto Pluralsight premises or used for Pluralsight business.

### **VIII. Proprietary and Confidential Information**

In carrying out Pluralsight's business, team members, officers, and directors often learn confidential or proprietary information about our company, its customers, prospective customers, or other third parties. Team members, officers, and directors must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized by the Company's Chief Executive Officer, Compliance Officer, or Legal Department, or is legally mandated. Confidential or proprietary information includes, among other things, any non-public information concerning Pluralsight, including its businesses, financial performance, results, or prospects, and any nonpublic information provided by a third party with the expectation that the information will be kept confidential and used solely for the business purpose for which it was conveyed. Directors, officers, and employees must return all of the Company's confidential and proprietary information in their possession to the Company when they cease to be employed by or to otherwise serve the Company.

Please handle information with care. If you need to send confidential information outside Pluralsight, make certain there is a confidentiality agreement with the person receiving the information. Be cautious and thoughtful when sharing confidential information in writing, including e-mails and during private conversations. Consider your surroundings when talking on a mobile device or in a public place. If you can answer "yes" to any of the questions below, the information is confidential and should be protected.

- Is this information unknown to people outside the company?
- Would Pluralsight be disadvantaged or harmed if others knew this information?
- Would your project be jeopardized if the information was not held in confidence?

Notwithstanding the foregoing, nothing in this section or any other Company document or policy prohibits or limits any employee from filing a charge or complaint with, or otherwise communicating with or participating in any investigation or proceeding conducted by, any federal, state, or local government agency or commission ("Government Agencies"), including disclosing documents or other information pertaining to the Company without giving notice to, or receiving further authorization from, the Company. Notwithstanding, in making any such disclosures or communications, employees should take all reasonable precautions to prevent any unauthorized use or disclosure of information that may constitute confidential information to any parties other than the Government Agencies. Employees are also not permitted to disclose any Company attorney-client privileged communications.

### **IX. Protecting Customer/Third Party Information Privacy**

Keeping customer information secure and using it appropriately is a top priority for our company. We must safeguard any confidential information customers or third parties share with us. We must also ensure that such information is used only for the reasons for which the information was gathered, unless further use is allowed or required by law. Customer or third-party information includes any information about a specific customer or third party, including such things as name, address, phone numbers, financial information, or other personally identifiable information. We must not disclose any personal or other confidential information about a third party without written approval of such third party or of our Legal Department unless legally required to do so (for example, under a court-issued subpoena).

## **X. Antitrust and Fair Competition**

It is our policy that all directors, officers, and team members comply with antitrust and competition laws and deal ethically and lawfully with our customers, suppliers, competitors, and employees in all business dealings in their capacity as Pluralsight representatives. U.S. federal and state and international antitrust and competition laws prohibit efforts and actions to restrain or limit competition between companies that otherwise would be competing for business in the marketplace.

## **XI. Obtain Competitive Information Fairly**

Gathering information about our competitors often called competitive intelligence is a legitimate business practice. Doing so helps us stay competitive in the marketplace; however, we must never use any illegal or unethical means to get information about other companies.

## **XII. Compliance with Laws, Rules, and Regulations**

Team members, officers, and directors must comply with all laws, rules, and regulations applicable to our company and our business, as well as applicable Pluralsight policies and procedures. Each team member, officer, and director must acquire appropriate knowledge of the legal requirements relating to his or her duties sufficient to enable him or her to recognize potential problems and to know when to seek advice from the Legal Department. Violations of laws, rules, and regulations may subject the violator to individual criminal or civil liability, as well as to discipline by Pluralsight. These violations may also subject Pluralsight to civil or criminal liability or the loss of business. Any questions as to the applicability of any law, rule, or regulation should be directed to the Legal Department.

## **XIII. Anti-Money Laundering**

Money laundering is a global problem with far-reaching and serious consequences. Money laundering is defined as the process of converting illegal proceeds so that funds are made to appear legitimate, and it is not limited to cash transactions. Complex commercial transactions may hide financing for criminal activity such as terrorism, illegal narcotics trade, bribery, and fraud. Involvement in such activities undermines our integrity, damages our reputation and can expose Pluralsight and individuals to severe sanctions. We forbid our directors, officers, or employees from knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion.

## **XIV. Anti-corruption / Anti-bribery**

The United States and many other countries have laws that prohibit bribery, kickbacks, and other improper payments. No Pluralsight team member, officer, agent, or independent contractor acting on our behalf may offer or provide bribes or other improper benefits in order to obtain business or an unfair advantage. More information can be found in Anti-Corruption and Anti-Bribery Policy found on the policies page in Workday.

## **XV. Maintain Accurate Financial Records / Internal Accounting Controls**

Accurate and reliable records are crucial to our business. We are committed to maintaining accurate company records and accounts in order to ensure legal and ethical business practices and to prevent

fraudulent activities. We are responsible for helping ensure that the information we record, process, and analyze is accurate, and recorded in accordance with applicable legal or accounting principles. We also need to ensure that it is made secure and readily available to those who need to know the information on a timely basis. All company records must be complete, accurate, and reliable in all material respects. There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited.

## **XVI. Disclosure**

The information in our public communications, including filings with the Securities and Exchange Commission, must be full, fair, accurate, timely, and understandable. All team members, officers, and directors are responsible for acting in furtherance of this policy. In particular, each team member, officer, and director is responsible for complying with our disclosure controls and procedures and internal controls for financial reporting. Any questions concerning the Company's disclosure controls and procedures and internal controls for financial reporting should be directed to the Company's Chief Financial Officer or General Counsel, as appropriate.

## **XVII. Avoiding Conflicts of Interest**

We have an obligation to make sound business decisions in the best interests of Pluralsight without the influence of personal interests or gain. Our company requires you to avoid any conflict, or even the appearance of a conflict, between your personal interests and the interests of our company. More information can be found in our Conflict of Interest Guidelines attached as Exhibit B to this policy.

## **XVIII. Political Activities and Contributions**

We encourage our team members, officers, and directors to contribute to the community and to fully participate in local, national, and international political processes. However, business contributions to political campaigns are strictly regulated by federal, state, local, and foreign law in the United States and other jurisdictions. Accordingly, there are certain ethical guidelines for doing so.

As a private citizen, you are free to make contributions to causes, candidates, or political parties of your choice. If you express a personal view in a public forum (such as social media posts), do not use Pluralsight letterhead or company e-mail, and please follow our External Communications Guidelines found on the policies page in Workday. Team members should avoid activities such as campaigning for an elected official while on duty. All lobbying activities, including the retention of outside lobbyists, must be pre-cleared through the Legal Department.

Our company will comply with all relevant laws regulating its participation in political affairs, including political contributions. All political contributions proposed to be made with the Company's funds must be coordinated through and approved by the Compliance Officer.

## **XIX. Charitable Contributions**

We support community development throughout the world. Pluralsight team members may contribute to these efforts, or may choose to contribute to organizations of their own choice. However, as with political

activities, you may not use company resources to personally support charitable or other non-profit institutions not specifically sanctioned or supported by our company. You should consult the Pluralsight One team or the Legal Department if you have questions about permissible use of company resources.

## **XX. Human Rights**

We are committed to upholding fundamental human rights and believe that all human beings around the world should be treated with dignity, fairness, and respect. Our company will only engage suppliers and direct contractors who demonstrate a serious commitment to the health and safety of their workers, and operate in compliance with human rights laws. Pluralsight does not use or condone the use of slave labor or human trafficking, denounces any degrading treatment of individuals or unsafe working condition, and supports our products being free of conflict minerals.

## **XXI. Waiver**

Except for conflict of interest transactions that are required to be disclosed pursuant to Item 404 of Regulation S-K promulgated under the Securities Act of 1933, as amended, any amendment or waiver of this Code for a director, executive officer, or any financial or accounting officer at the level of the principal accounting officer or controller or above, may be made only by the Board or a committee of the Board. Waivers with respect to other team members or applicable contractors may be made only by the Legal Department or Chief Financial Officer. Any waiver of this Code with respect to a conflict of interest transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated under the Securities Act of 1933, as amended, must be approved or ratified by the Audit Committee.

Any waiver or modification of this Code for the Company's principal executive and senior financial officers as provided herein will be promptly disclosed, together with the reasons for such waiver, to the Company's stockholders if and as required by applicable law and/or the rules of the applicable stock exchange.



## **Exhibit A**

### **Code of Ethics for CEO and Senior Financial Officers**

In addition to being bound by all other provisions of this Code, our Chief Executive Officer and senior financial officers are subject to the following additional specific policies:

1. The CEO and all senior financial officers are responsible for full, fair, accurate, timely and understandable disclosure in any public filings or other public communications made by the Company which contain financial information. Accordingly, it is the responsibility of the CEO and each senior financial officer promptly to bring to the attention of the Company's Audit Committee (the "**Audit Committee**") any material information of which he or she may become aware that affects the disclosures made by the Company in any public filing or other public communications which contain financial information.
2. The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data, or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls.
3. The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee any information he or she may have concerning a material misstatement in any reported financial information of the Company, in particular any material over or understatement of the Company's assets, liabilities, revenues, expenses, and/or cash flows.
4. The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee any information such officer may have concerning any violation of the Code or this Code of Ethics, including any actual or apparent conflicts of interest between personal and professional relationships, involving any management or other employees who have a significant role in the Company's financial reporting, disclosures, or internal controls.
5. The CEO and each senior financial officer shall promptly bring to the attention of the Audit Committee any information such officer may have concerning evidence of a material violation of the securities or other laws, rules, or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof.
6. The Board shall determine, or designate appropriate persons to determine, appropriate actions to be taken in the event of violations of the Code or this Code of Ethics. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to the Code and this Code of Ethics, and shall include written notices to the individual involved that the Board has determined that there has been a violation, censure by the Board, demotion or re-assignment of the individual involved, suspension with or without pay or benefits (as determined by the Board) and potential termination of the individual's employment. In determining what action is appropriate in a particular case, the Board or such designee shall take into account all relevant information, including the nature and severity of the violation, whether the violation occurred once or repeatedly, whether the violation appears to have been intentional or inadvertent, whether the individual in question had been advised prior to the violation as to the



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proper course of action and whether or not the individual in question had committed other violations in the past.

## Exhibit B

### Conflict of Interest Guidelines

#### Overview

The purpose of this section is to establish guidelines for conflicts that may arise during the course of business. A conflict of interest exists when (i) your interests, duties, obligations or activities, or those of a Family Member (as defined below), are, or may be, in conflict or incompatible with the interests of Pluralsight or (ii) you are in a position to influence the Company's business decision that may result in a personal gain for you or your Family Members. Conflicts of interest can be actual or potential conflicts of interest. The perception/appearance of a conflict is considered a conflict of interest. No 'presumption of guilt' is created by the mere existence of a relationship between a Pluralsight team member and a third party.

These conflict of interest guidelines apply to every director, officer, team member, or contractor of Pluralsight, regardless of employment status (e.g., full-time, part-time, etc) and to Family Members. A team member's personal interests should never influence his or her business judgment or decision-making on behalf of Pluralsight. Team members need to avoid situations that could result in a conflict between their personal interests and those of the Company. The following are rules on how to avoid or handle such conflicts. The Legal Department and Accounting Department, under the supervision of the Audit Committee, are responsible for monitoring the Company's compliance with applicable laws and these conflict of interest rules.

#### Examples of Activities Causing Conflicts of Interest

As it is impossible to describe every potential conflict of interest, we rely on you to exercise sound judgment, to seek advice when appropriate, and to adhere to the highest standards of integrity. However, the following are examples of activities that could create a conflict of interest and are therefore prohibited:

##### Related Party Transactions

Direct or indirect Financial Interest (as defined below) or relationship of you or a Family Member with a supplier, customer, competitor, or any other organization, where such Financial Interest or relationship might affect or might potentially affect your independence or objectivity in fulfilling your duties and responsibilities to Pluralsight or making any business decision, is prohibited.

##### Financial Investment in Customers, Suppliers, Competitors

You must avoid holding a direct Financial Interest in any supplier, customer, or competitor if the holding is 5% or more of stock, assets, or other interests of the supplier, customer, or competitor. Your investment in a venture fund, private equity fund, or mutual fund is not a direct Financial Interest for purposes of this restriction unless your share of the fund would entitle you personally to 5% of the stock, assets, or other interests of the supplier, customer, or competitor.

##### Business Activities with Competitors, Suppliers, Customers

Avoid outside business interests that may discredit or jeopardize the interests of the Company or that may interfere with Company operations. Your investment in a venture fund, private equity fund, or mutual fund is not a direct Financial Interest for purposes of this restriction, unless your share of the fund would entitle you personally to 5% of the stock, assets, or other interests of the supplier, customer, or competitor.

#### *Personal Advantage of Business Opportunity Belonging to Company*

Pluralsight team members and Family Members should not take any opportunities that Pluralsight could have an interest in that are discovered through the use of your Pluralsight position, information, or property.

#### *Company Loans*

Except to the extent permitted by an employee benefit plan or approved by the Chief Financial Officer, Pluralsight team members and their Family Members may not, without prior written disclosure and approval by the Chief Financial Officer, accept loans from the Company. Borrowings by you or your Family Members from present or prospective competitors, customers, suppliers, partners, or licensees is also prohibited (borrowings from banks or other recognized financial institutions with whom the Company maintains business relationships are, of course, not objectionable).

#### *Political Activity*

Team members should avoid activities such as campaigning for an elected political office while on duty or while representing Pluralsight, endorsing a candidate for political office on behalf of Pluralsight, or otherwise assisting a candidate in the campaign for office by using Pluralsight's resources or reputation.

#### *Lobbying*

All lobbying activities, including the retention of outside lobbyists, must be pre-cleared through the Legal Department. Note that different jurisdictions have their own definitions and regulations regarding lobbying of governmental employees, and what might seem like a simple meeting could trigger a reporting requirement; if in doubt, contact the Legal Department.

#### *Outside Activities/Employment*

Team members may not participate in any activity (whether for personal profit or incident to industry, civic, or charitable organization affairs) if it is likely to involve continued and unreasonable use of your time during normal Pluralsight business hours.

Directors, officers, and team members are prohibited from accepting simultaneous employment with or otherwise working for (outside their responsibilities as a director, officer, or employee of the Company, as applicable) any person or entity with which the Company has a business relationship, without the prior written approval from the Chief Executive Officer or the Chief Financial Officer (or, in the case of the Chief Executive Officer and the most senior executive in each of the Finance, Legal, Experience, Marketing, Sales, Strategy and Business Operations and People departments, prior written approval from

the Board). In no circumstances will a director, officer, or team member be permitted to work in any capacity for a competitor of the Company.

#### Board Memberships Outside of Company

You may serve on the boards of community and non-profit organizations or trade associations if the affiliation does not diminish your ability to perform your responsibilities to the Company. To avoid possible conflicts of interest, a team member seeking to serve as an officer or director of an organization or trade association which may present a conflict of interest shall obtain prior approval by the Pluralsight Legal Department and the People Team and it will not be unreasonably withheld. You may not serve as a board member (including advisory boards) of any company which is a competitor of Pluralsight. Any team member who is considering board membership (including advisory boards) in a company with whom Pluralsight transacts or may transact business must first disclose all relevant information and obtain express written approval from the Pluralsight Legal Department.

#### Accepting Gifts and Entertainment

You are prohibited from accepting gifts, excessive or unusual entertainment, or other favors from any outside concern which does, or is seeking to do business with, or is a competitor of Pluralsight under circumstances from which it might be inferred that such action was intended to influence you in the performance of your duties. This does not include the acceptance of items of nominal or minor value, which is defined as \$200 or less, which are of such a nature as to indicate that they are merely tokens of respect or friendship and not related to any particular transaction or Pluralsight activity. Any gifts received must also meet the requirements found in Pluralsight's Travel and Expense Policy (found on the policies page in Workday) and Pluralsight's Anti-Corruption and Anti-Bribery Policy (found on the policies page in Workday).

#### Internal Personal Relationships: Direct Supervision/Influence on Hiring

The Company recognizes that, in some cases, you may have Family Members also working for Pluralsight. In these situations, Pluralsight will avoid, where possible, work situations that create a direct or indirect supervisory/reporting relationship between Family Members. You should not be in a position to influence the terms and conditions of a Family Member's employment.

#### Internal Personal Relationship: Romantic Relationships

Avoid having romantic relationships with certain other team members where:

- There is an immediate reporting relationship between the team members.
- There is no direct reporting relationship between the team members, but where a romantic relationship could cause others to lose confidence in the judgment or objectivity of either team member, or the relationship could put Pluralsight in a bad light.

## Disclosure

All team members are obligated to act in the best interests of Pluralsight and disclose to Pluralsight or avoid any activity or situation that presents a conflict between your personal interest(s) and Pluralsight's interests. If you have or will have such a conflict of interest or learn about a potential or actual conflict of interest, you should contact the Legal Department.

In addition, executive officers and members of the Board are required to make an annual disclosure of interests, which will be reviewed by the Legal Department under the supervision of the Audit Committee. Nominees to serve as Pluralsight directors must submit a disclosure of interests form prior to election to the Board.

## Directors, Chief Executive Officer, Chief Financial Officer and any Section 16 Officers

If you are a member of the Board or are the Company's Chief Executive Officer, Chief Financial Officer, or any executive officer under Section 16 of the Securities Exchange Act of 1934, as amended, you are prohibited from entering into any transaction or relationship involving an actual or potential conflict of interest without approval or ratification by the Audit Committee, provided that for Board members, actual or potential conflicts of interest that do not constitute a related person transaction shall be approved or ratified by the Nominating and Corporate Governance Committee ("Nominating Committee"). Persons in previous category who propose to enter into relationships or transactions that could give rise to an actual or potential conflict of interest are expected to promptly notify the Chairperson of the Board, Audit Committee, or Nominating Committee, as applicable (or, if such person is the Chairperson of the Board, Audit Committee, or Nominating Committee, another member of the Board, Audit Committee, or Nominating Committee, as applicable), and, if such person is a director, recuse himself or herself from participation in any deliberations or decisions made by the Board, Audit Committee, or Nominating Committee, as applicable, relating to the matter giving rise to the actual or potential conflict.

In some instances, disclosure may not be sufficient and we may require that the conduct be stopped or that actions taken be reversed where possible. As it is impossible to describe every potential conflict, we rely on you to exercise sound judgment, to seek advice when appropriate, and to adhere to the highest standards of integrity.

## Definitions

"*Family Member*" means a person's children, stepchildren, parents, stepparents, spouse, siblings, mothers-in-law, fathers-in-law, sons-in-law, daughters-in-law, brothers-in-law and sisters-in-law, and anyone sharing such person's household (other than a tenant or team member who is not otherwise a Family Member).

"*Financial Interest*" means:

- a. any compensation arrangement with any company (including any subsidiary or affiliated entity);
- b. stock or ownership interests in an industry company (including any subsidiary or affiliated entity) amounting to greater than a 5% ownership interest;



c. issued equity in a company (including any subsidiary or affiliated entity) regardless of amount or present value; or

d. any other compensation, reimbursement, or remuneration that improperly influences, or gives the appearance of improperly influencing business judgment, objectivity, relationships, or business outcomes.