

Anti-Corruption Policy

Version: 4.1

Effective: April 27, 2018

Approved by: Chief Legal Officer

Summary: This policy outlines appropriate conduct for Smartsheet employees and representatives to comply with anti-bribery legislation and avoid any appearance of impropriety.

Applies to: Smartsheet's and its subsidiaries' personnel worldwide, including employees, officers, and directors

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

Website: Internal Policy Portal

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1. Purpose

Smartsheet Inc. (collectively with its subsidiaries, "**Smartsheet**") is committed to promoting the highest standards of honest and ethical business conduct and to compliance with all applicable laws, rules, and regulations. As part of this commitment, all Smartsheet personnel worldwide, including individuals employed by or acting for or on behalf of Smartsheet (collectively, "**Smartsheet Representatives**") are required to comply with the United States Foreign Corrupt Practices Act ("**FCPA**"), the United Kingdom Bribery Act, and other applicable anti-bribery laws (individually and collectively, "**Anti-Bribery Laws**"), as described in this Anti-Corruption Policy (this "**Policy**") and implemented through any related procedures developed by management.

2. Conduct Prohibited

Smartsheet and Smartsheet Representatives are prohibited from authorizing, making, offering, promising, requesting, receiving, or accepting bribes, kickbacks, or other improper payments of any sort in any form no matter whether in a commercial or government setting.

Anti-Bribery Laws are very broad, and many kinds of gifts or entertainment provided to government employees might be considered improper. For that reason, Smartsheet Representatives may not give, directly or indirectly, anything of value to any government official in order to influence the government official, to obtain or retain business, or to receive any improper advantage. This prohibition applies regardless of whether the payment or offer of payment is made directly to the government official or indirectly through a third party.

Examples of prohibited conduct include:

- providing, or attempting to provide, payments or gifts directly to a government official with an improper advantage;
- providing, or attempting to provide, payments or gifts to third parties where you know or have reason to know that at least a portion of the payments or gifts is likely to be offered by the third party to a government official for an improper advantage;
- providing, or attempting to provide, payments or gifts to retain assets as an improper advantage, such as an "under the table" payment to a tax official to settle a tax claim; and
- acts "in furtherance of" an improper advantage.

It is important to avoid even the appearance of impropriety. If any Smartsheet Representatives have questions about whether a payment may be improper or violate this Policy or applicable Anti-Bribery Laws, they shall consult Smartsheet's Compliance Officer before any payment or offer is made. For purposes of this Policy, Smartsheet has designated its Chief Legal Officer as its Compliance Officer. If the Chief Legal Officer is unavailable or otherwise unable to perform

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his or her obligations under this Policy, Smartsheet's Senior Vice President of Legal or Vice President of Legal will serve as the interim Compliance Officer.

3. Important Concepts

"Government official" includes any:

- official or employee of any government (domestic or foreign), including but not limited to any political party, administrative agency, or government-owned business;
- person acting in an official capacity on behalf of a government entity;
- employee or agent of a business which is owned or controlled by a government;
- person or firm employed by, or acting for or on behalf of, any government;
- political party official, employee or agent of a political party, or candidate for political office (or political party position); and
- family member or other representative of any of the above.

Any doubts about whether a particular person is a government official should be resolved by the FCPA's definitions and guidelines for identifying an individual as a government official. Please direct any questions to the Compliance Officer.

"anything of value" includes money and monetary equivalents (such as gambling chips and gift cards), entertainment, accommodations, and any other benefit. There is no "minimum" required under the FCPA - any amount can be sufficient to trigger a violation.

"improper advantage" includes payments or actions intended to wrongfully:

- influence a decision by a Government official, including a failure to perform their official functions;
- induce a Government official to use their influence to affect a decision by someone else in their government;
- induce a Government official to use their influence to affect or influence any act or decision; or
- induce preferential treatment.

4. Gifts, Entertainment, Travel & Promotional Expenditure

In a business context, gifts can be a common and appropriate way to demonstrate respect for individual or organizational business partners. Smartsheet expects the use of common sense, good judgment, and moderation when giving or receiving entertainment or gifts. Smartsheet Representatives should never offer, give, provide, or accept any gift or entertainment unless it:

- is reasonable (i.e., not extravagant);
- is appropriate under the circumstances and serves a valid business purpose;

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- is customary and appropriate under United States or local customs;
- is not being offered for as an improper advantage, and could not be construed as a bribe, kickback or payoff;
- does not violate any Smartsheet policy;
- does not violate any Anti-Bribery Laws or applicable regulations; and
- is accurately described in expense or other reports contained in Smartsheet’s books and records.

It is essential that Smartsheet Representatives accurately report expenditures for gifts or entertainment so that the purpose, amount, and recipient of the gift are obvious (i.e., transparent) to accounting, finance and other personnel who may review Smartsheet’s books and records. Expense reports should accurately state the purpose of the expenditures and the identities of the individuals receiving the gifts or entertainment and state whether the gift or entertainment was given to a Government official or to any employee of a government entity.

Significant legal restrictions apply with regard to providing gifts, entertainment, travel, and promotional expenditures related to Government officials and, if applicable under specific Anti-Bribery Laws (including the UK Bribery Act), any individual. In many cases, such gifts, entertainment, travel and promotional expenditures, regardless of value, are prohibited. Smartsheet Representatives must make sure they understand all such restrictions and associated policies and procedures.

In addition to legally prohibited gifts and expenses, any gift or expense that is lavish or might otherwise prove embarrassing for Smartsheet is prohibited. If any Smartsheet Representative has questions regarding the appropriateness of any gift or expense, they should consult the Compliance Officer prior to giving the gift or incurring the expense.

A. Special Note Regarding the UK Bribery Act

The UK Bribery Act 2010 imposes extensive obligations on all commercial organizations to ensure that they have adequate procedures in place to prevent bribery from occurring within their organization. It is essential for Smartsheet Representatives operating in the United Kingdom to comply with the letter and spirit of this Policy.

5. Facilitating Payments

Some Anti-Bribery Laws may provide limited exceptions for certain minor payments for the purpose of facilitating or expediting routine, lawful services, or non-discretionary administrative actions, such as for the installation of internet services. However, certain other Anti-Bribery laws (e.g., the UK Bribery Act) prohibit such payments. Any and all facilitating payments require prior written approval from the Compliance Officer.

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6. **Representatives, Partners, Consultants, Distributors, Agents, and Other Parties**

Before initiating a relationship with a representative, partner, consultant, distributor, agent, or other third party, Smartsheet Representatives must conduct appropriate due diligence to ensure that such third party will not engage in any improper conduct. Due diligence typically will include considering such factors as:

- the third party's qualifications for the position or task at issue;
- whether the third party has personal or professional ties to any government;
- the third party's reputation with the United States Embassy or Consulate, local bankers, clients, and other business associates;
- the makeup and reputation of the third party's clientele, including as assessed under these factors; and
- the reasonableness of the compensation.

Smartsheet Representatives should consult the Compliance Officer regarding the appropriate due diligence procedure for the situation.

For third parties engaged by Smartsheet to render services or sell goods outside of the United States, Smartsheet must have a written agreement with each third party which includes a provision that the third party will comply with Anti-Bribery Laws.

Smartsheet must terminate contracts with any third party who is unwilling or unable to represent Smartsheet in a manner consistent with this Policy.

7. **Red Flags**

While conducting due diligence and throughout any subsequent relationship, Smartsheet Representatives must monitor for any "red flags." A "red flag" is a fact or circumstance which requires additional consideration and extra caution. Red flags may appear in many forms and can include:

- payments in a country with a history or reputation for corruption;
- refusal to provide a certification of compliance with the FCPA or other requested Anti-Bribery Laws;
- unusual payment patterns or requests, including payments to third parties, in cash, or payments made to bank accounts outside the country;
- representations or boasting about influence or connections;
- use of a shell or holding company that obscures ownership without credible explanation;
- accusations of improper business practices (such as credible rumors or media reports);
- family or business relationship with the government or a government official;

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- requests for payments "up front" or statements that a particular amount of money is needed to "get the business," "make the necessary arrangements," or similar expressions;
- unusually high commissions, agents' fees, or payments for goods or services;
- apparent lack of qualifications or resources;
- if the representative or joint venture partner has been recommended by an official of the potential government customer;
- requests to be able to make agreements without Smartsheet's approval; and
- requests that agreements or communications be kept secret.

Smartsheet Representatives are responsible for monitoring their email and other communications and documents for red flags. Any red flags should be brought promptly to the attention of their supervisor or the Compliance Officer. Failure to do so is considered a violation of this Policy.

8. Books and Records

All Smartsheet Representatives must maintain accurate records of all transactions and assist in ensuring that Smartsheet's books and records accurately and fairly reflect, with appropriate detail, all transactions, expenses, or other dispositions of assets. To that end, every employee is prohibited from falsifying any business or accounting record and must truthfully report and record all dispositions of assets. Undisclosed or unrecorded funds or assets—for any purpose—are prohibited. Any questions on how to record transactions should be referred to the Compliance Officer.

In addition to the guidelines set forth above, all employees must comply with Smartsheet's other corporate policies, including the Code of Business Conduct and Ethics for Employees.

9. Reporting Breaches of This Policy

Compliance with this Policy is the individual responsibility of every Smartsheet Representative. All Smartsheet Representatives must report, in person or in writing, any known or suspected violations of this Policy to their supervisors, managers, or the Compliance Officer. Supervisors and managers must promptly consider the suspected violation and take appropriate action by notifying either the Compliance Officer or the Chair of the Audit Committee of the Board of Directors. Additionally, any Smartsheet Representatives may contact the Compliance Officer or the Chair of the Audit Committee with questions or concerns about this Policy. Contact information for the Compliance Officer and the Chair of the Audit Committee can be found in Smartsheet's online Employee Resource Center. Any questions or violation reports will be addressed promptly, and can be made anonymously.

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Smartsheet will not allow any retaliation against any Smartsheet employee who acts in good faith in reporting any violation of this Policy.

Smartsheet will investigate reported violations and will determine an appropriate response, including corrective action and preventive measures, and will involve the Compliance Officer or the Chair of the Audit Committee when required. All reports will be treated confidentially to the extent possible.

10. Training, Certification, and Enforcement

From time to time, Smartsheet Representatives may be required to complete Anti-Bribery Law training and to sign a certification acknowledging commitment to, full understanding of, and compliance with this Policy. The requested acknowledgment statement or certification shall be included in the personnel file of each such employee. Any Smartsheet Representative who violates this Policy or who fails to make or falsify any certification required under this Policy may be subject to disciplinary action, up to and including termination of employment or of the business relationship.

11. 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>	General edits. 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.
4.1	5/30/24	<i>Smartsheet Legal</i>	General edits.