

COHESITY

Channel Partner Code of Conduct

(Global)

BACKGROUND

Cohesity, Inc. (“**Cohesity**”, including our affiliates) is committed to doing business honestly and ethically everywhere we operate. This commitment extends to our customers and channel partners. Likewise, we expect our customers and channel partners to act honestly, ethically, and legally in all dealings with Cohesity, and with our employees, customers, suppliers, business partners, and government officials. .

SCOPE OF POLICY

This Partner Code of Conduct is applicable to Cohesity Partners, and outlines the standards and practices Cohesity expects Channel Partners to follow while conducting business with or on behalf of Cohesity. “**Partner**” means any party selling Cohesity products, including distributors, OEMs, resellers, agents, and any other party to a Cohesity partner or channel agreement. “**Representatives**” means a Cohesity Partner’s employees, temporary employees, agents, independent contractors, subcontractors, and other representatives. All Cohesity Partners are required to read and comply with these standards and to ensure that the requirements are communicated, understood, and followed by their Representatives. These standards are intended to supplement the requirements and terms outlined in your existing Cohesity partner agreement(s) (whether a Distributor Agreement, Reseller Agreement, Channel Partner Agreement, Master Services Agreement, Services Agreement, or another type of agreement). ***A violation of this Channel Partner Code of Conduct could constitute a breach of your agreement(s) with Cohesity and may result in termination of your status as a Cohesity Channel Partner.***

ANTI-CORRUPTION

Cohesity has zero tolerance for bribery, kickbacks, and corruption. Partners must not offer, give, promise, or authorize the giving of anything of value, including but not limited to money, a favor, a fee, a job, entertainment, a gift, a loan, a rebate, a reward, a payoff, travel expenses, charitable donations, or products, to anyone to obtain any business, to improperly influence any act or decision, or to otherwise gain an improper advantage. Partners must comply with all applicable anti-corruption laws and regulations, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and all local anti-bribery laws (together, “**Anti-corruption Laws**”). Cohesity also prohibits Cohesity Partners, or their representatives or employees, from offering or providing cash or noncash gifts, kickbacks, or entertainment to any Cohesity employee for any improper purpose, such as influencing him or her to take a course of action.

Third parties engaged by Partners must not engage or contract with any third party regarding any Cohesity-related business that engages in, or is suspected of engaging in, bribes, kickbacks, improper payments or any other conduct that may violate the Anti-corruption Laws. Partners may comply with this requirement by conducting appropriate risk-based diligence on any third party that the Partner may

engage regarding Cohesity-related business to ensure that such third party complies with the Anti-corruption Laws. All employees, agents, representatives, subcontractors, or other parties who have been or will be engaged by a Partner in connection with Cohesity-related business must agree to comply with

COHESITY

ethics and compliance standards that are no less stringent than those embodied in this Channel Partner Code of Conduct.

GOVERNMENT SECTOR COMPLIANCE

Certain activities that may be customary and appropriate when dealing with commercial or non-government customers may be improper or even illegal when dealing with government, government-owned, or government-controlled customers (including prime and lower tier contractors) at all levels, including federal, state, and local jurisdictions around the world. In addition to the Anti-corruption Laws and the strict prohibition against any and all forms of bribery or improper payments, certain additional restrictions may apply with respect to government sales, employees, entities, and instrumentalities. Partners must become familiar with and comply with all laws and regulations relating to sales to government entities. Partners must not directly or indirectly lobby on behalf of Cohesity without written authorization from Cohesity. This prohibition includes attempts to influence legislation, regulations, appropriations, rulemaking, executive orders, ratemaking, or other government policies or programs. In addition, Partners are responsible for understanding and complying with all laws, rules, and regulations that apply to government contracting and interactions with government officials and employees, including regulations governing procurement lobbying and attempts to influence the negotiation, award, or administration of government contracts, grants, and other such procurements, as well as matters such as loans, permits, and licenses. This includes, for example, understanding and complying with all lobbying registration and reporting obligations in each jurisdiction where the Partner is doing business.

ANTITRUST AND FAIR COMPETITION

Cohesity expects Partners to win business through fair and honest competition. Partners must not propose or enter into any agreement (whether formal or informal) with any competitor that harms or reduces competition. For example, agreements to fix or control prices for Cohesity products or services, boycott suppliers or customers, divide or allocate customers or markets, or coordinate on the bidding process are strictly prohibited. Partners must not attempt or even discuss such activities with Cohesity employees, other Cohesity business partners, or representatives of other companies. In addition, Partners must not share competitively sensitive information such as price, profit or profit margin, exchange rates, costs, credit terms, or quotes for a specific customer's business with any of their competitors. Partners must compete fairly in their dealings with customers. Partners must comply with all applicable laws governing exclusionary contracts and discounts, below cost pricing and predatory practices, and false advertisement and business disparagement. Partners must not make any false representations to anyone or engage in other misleading or deceptive conduct in relation to any Cohesity product, service, or transaction. Partners must comply with all applicable antitrust and competition laws and regulations, including all national, state, and/or local laws in the U.S. and internationally, and all competition law program rules published by Cohesity. For avoidance of doubt, Cohesity does not set or control the pricing between any Partner and end user of Cohesity's products or services.

FINANCIAL INTEGRITY AND ACCOUNTING

Partners must maintain accurate and complete books and records related to their agreements with Cohesity, all transactions related to sales of Cohesity products and services, and all transactions or other expenditures with respect to any Cohesity-related business. Partners are expressly prohibited from

COHESITY

engaging in false and/or misleading accounting practices, including but not limited to creating “slush funds” or similar improper financial practices. Such practice may also violate applicable laws, including the Anti-corruption Laws. To be clear, Cohesity employees and Partners must not engage in the creation or preparation of any misleading or inaccurate transactional documentation or the falsification of any type of transactional documentation relevant to Cohesity-related business. Partners should refuse any request by any Cohesity employee to create misleading, inaccurate or false documentation, including to “park funds” or misrepresent the intended use for funds. Any requests by a Cohesity employee to engage in unethical conduct should be reported to Cohesity through one of the methods specified at the end of this Channel Partner Code of Conduct. Business records must be maintained in accordance with record retention policies and all applicable laws and regulations, including where relevant, Sarbanes-Oxley and Internal Revenue Service requirements.

EXPORT CONTROLS

Partners must comply with all U.S. and local export, re-export, and economic sanctions laws and regulations, restrictions reflected in relevant Cohesity licenses, agreements, or program materials, and any other trade compliance restrictions applicable to Cohesity-provided products and services, regardless of whether the product or service is Cohesity-branded. Partners must not—directly or indirectly—export, re-export, or transfer Cohesity products, or make Cohesity products or services available, to restricted destinations, to restricted end users, or for restricted end uses without first obtaining all approvals or licenses required under U.S. or other applicable laws and regulations. In addition, Partners must not provide or facilitate the submission of misleading or inaccurate information concerning end destinations, end users, and potential end uses of Cohesity products, and they must promptly notify Cohesity if they learn a product or service has been made available to someone who is ineligible to receive it under applicable law. Partners are responsible for understanding how the export control laws and regulations apply and for monitoring changes to them.

ANTI-MONEY LAUNDERING LAWS

Further, Partners must become familiar with and comply with all relevant laws and regulations in the United States and in applicable local foreign jurisdictions, including United States anti-money laundering laws, import and export laws and regulations, and laws and regulations involving customs and taxation.

CONFLICTS OF INTEREST

The selection of Cohesity Partners is based on the quality of their services and their business integrity. Cohesity holds its employees to high ethical standards and requires them to avoid engaging in any activity that involves even the appearance of impropriety or conflict of interest. Partners must not ask or encourage Cohesity employees to violate the provisions of integrity at Cohesity. Partners must avoid situations, activities, and relationships that may result in an inappropriate conflict or the appearance of a conflict with Cohesity’s interests. Partners must notify Cohesity if there is an actual or potential conflict of interest with Cohesity or any of its employees. While it is not possible to list every conceivable conflict of interest, a Partner must disclose to Cohesity if the Partner (or someone employed by the Partner) is employed by or has a significant financial interest in Cohesity, or if the Partner (or someone employed by the Partner) has a family member who is employed by or has a significant financial interest in Cohesity.

COHESITY

A significant financial interest exists where there is ownership of:

- more than 1% of the outstanding securities or capital value of a corporation or other entity that is publicly traded; or
- more than 5% of the outstanding securities or capital value of a corporation or other entity that is not publicly traded; or
- an investment that is so large either in absolute monetary value or percentage of the individual's total investment portfolio that it could create the appearance of a conflict of interest.

ADVERTISING STANDARDS

If Partner is, with Cohesity's prior written approval, engaged in any advertising, marketing, or promotional activities that reference or implicate Cohesity, its name, logo, or services in any manner, the advertising, marketing, or promotional materials must comply with all laws, rules, and regulations, and must be truthful and accurate. Advertising, marketing, or promotional materials may not be false, misleading, or have a tendency to deceive, and all claims in advertising, marketing, or promotional materials must be substantiated by adequate supporting documentation. All Partners' advertising must clearly disclose the material terms and limitations of advertised offers.

Partners may not misrepresent products, services, and prices, or make unfair, misleading, inaccurate, or false claims about, or comparisons with, competitor offerings.

MARKETING AND SALES PRACTICES

Partners' marketing and sales practices must reflect a commitment to honest and fair dealings with their current and potential customers. Partners must not engage in any misleading or deceptive practices.

INSIDER TRADING

Partners must comply with all applicable U.S. local, and international insider trading and securities laws governing transactions in the securities of Cohesity. Partners may sometimes receive material, non-public information about Cohesity and Cohesity customers, vendors, suppliers, distributors, or other companies engaged in business or contemplating a transaction with Cohesity. Partners must not use such information for the personal benefit of the Cohesity partner, its employees, or any other person. Non-public information is also subject to the restrictions discussed in the section of this Partner Code titled "Data Protection and Data Security."

DATA PROTECTION AND DATA SECURITY

Partners must strictly protect Cohesity's and its customers' information. Partners must not disclose any such information to any unauthorized third party and information must be used only for business with Cohesity or Cohesity's customers pursuant to Cohesity's agreements and all data privacy and security laws and regulations; including but not limited to the EU's General Data Protection Regulation, the California

COHESITY

Consumer Protection Act and other similar laws and regulations. Partners also must comply with all government data use restrictions including those pertaining to the International Traffic in Arms Regulations, classified materials, and controlled unclassified technical data. Cohesity's software, documentation, or other materials are considered Cohesity confidential information and may not be reproduced without the express written consent of Cohesity.

INTELLECTUAL PROPERTY

Partners must respect Cohesity's intellectual property rights and the intellectual property rights of others. Partners must comply with all applicable agreements and U.S., local, and all other applicable laws relating to Cohesity's intellectual property rights. Partners may not misuse any Cohesity trademarks or copyrighted materials or improperly disclose Cohesity's confidential information or trade secrets. Partners also are prohibited from infringing on the intellectual property rights of third parties in any manner related to their Cohesity partner status. Partners must notify Cohesity of any unauthorized use of Cohesity's copyrights, trademarks, trade secrets, proprietary, or confidential information by itself or a third party.

HUMAN RIGHTS, LABOR STANDARDS, AND FAIR LABOR PRACTICES

Cohesity is committed to protecting and promoting human rights wherever it does business. Cohesity expects Partners to (a) support internationally recognized human rights and treat their own employees fairly, with dignity and respect, (b) comply with all applicable laws and regulations regarding health and safety in the workplace, wages, and benefits, and (c) work toward the eradication of human trafficking and slavery and the elimination of child labor in their operations and in their supply chains. In addition, Cohesity expects Partners to support fair labor practices, including the freedom to associate, freely chosen employment and to create a work environment that is free from harassment and discrimination. Partners must comply with all relevant slavery and human trafficking laws in the countries in which they do business. Cohesity may require additional written certification of compliance with these laws from Partners. Cohesity Partners must use reasonable measures to ensure that it does not use minerals from conflict regions.

DIVERSITY

Consistent with our corporate values, Cohesity encourages our Partners to consider reasonable ways to promote diversity and inclusion in its hiring, business and supply chains in compliance with government, non-government and private industry requirements.

ENVIRONMENTAL LAWS

Cohesity is committed to conserving, protecting and respecting the environment. Partners must conduct their operations in compliance with all applicable environmental laws, regulations, and standards. We encourage our Partners to have their own environmental management plan and create internal goals to reduce environmental impact.

COHESITY

INVESTIGATIONS AND ONGOING MONITORING OF PARTNER'S COMPLIANCE

Partners must, consistent with applicable laws and contractual obligations, provide reasonable assistance to any investigation by Cohesity of a violation of this Partner Code of Conduct or of an integrity violation by a Cohesity employee if related to the Partner's business or applicable laws relevant to their Partner status, and to allow Cohesity reasonable access to all documentation concerning the Partner's compliance with this Partner Code of Conduct and laws applicable to their sale and distribution of Cohesity products and services.

REPORTING REQUIREMENTS

If you become aware of any potentially improper conduct by a Cohesity employee, agent, consultant, other Partner, or someone employed or contracted by you, you should report this activity via the Cohesity EthicsLine at 1-844-989-1481 in the U.S., or via the corresponding web portal at <https://www.cohesity.ethicspoint.com>. Where permitted by law, reports through the Cohesity Business Ethics and Compliance Hotline or web portal can be made anonymously.

Policy Owner:	Martin Hoffman, Chief Compliance Officer
Version Control	
Policy Effective Date:	March 8, 2021
Previous Revision Date:	New

Approvals

This policy has been reviewed and approved by the following:

Name	Title	Signature	Date
Martin Hoffman	Chief Compliance Officer	DocuSigned by: <i>Martin Hoffman</i> 1812B9CD8B4C452...	Mar 8, 2021
Timothy Robbins	Vice President, Legal & General Counsel	DocuSigned by: <i>Tim Robbins</i> 47D77955A0AD448...	Mar 9, 2021
Michael Houghton	WW Channel Leader	DocuSigned by: <i>Mike Houghton</i> 4E90ED4C2F9F471...	Mar 9, 2021