

1Password Code of Conduct

Why we have a Code of Conduct.

The Board of Directors of AgileBits Inc. doing business as 1Password (together with its subsidiaries, the **Company, 1Password, we, us, or our**) has adopted this Code of Conduct (the “**Code**”) in order to guide all of our decision making and business activities to:

- maintain a culture of integrity, accountability and respect, and honest and ethical conduct, including the handling of any real or apparent conflicts of interest;
- ensure compliance with applicable laws, rules and regulations;
- ensure fair and accurate financial reporting;
- protect the Company’s legitimate business interests, assets and confidential information; and
- promote prompt internal reporting of any potential violations of this Code without fear of reprisal.

It applies to all of us.

This Code applies to all employees, contractors, consultants, officers and directors of 1Password (which we will refer to as ‘**Bits** for the purpose of this Code), in the work that is done on behalf of the Company, and also any time when acting as 1Password’s representative. We also expect the contractors, consultants, partners, vendors and suppliers with whom we do business to demonstrate values and standards similar to those in this Code, and we strive to ensure that they are made aware of our policies that are applicable to the work they do with or for us. While this Code cannot explicitly list every situation that may arise, the principles outlined in the Code should be seen as providing a baseline for honest and ethical decision-making and behaviour.

We expect that you will act with integrity in your dealings with all ‘Bits, securityholders, customers, suppliers, partners, service providers, competitors, and anyone else with whom you have contact while performing your job. This Code is not intended to reduce or limit the other obligations you may have to the Company, it should be viewed as the minimum standard that we expect from you.

‘Bits must also comply with the Global Employee Handbook, applicable policies, process and procedures (all referred to as **policies**), all as updated from time to time. Our policies serve to further elaborate and expand on the minimum standards in the Code. Compliance with the Code, Global Employee Handbook, and all policies are a condition of work and employment with 1Password.

If you have any questions about this Code, its application to you or others in any situation, or if you know or suspect of any violation, please:

- Refer to the Global Employee Handbook and other 1Password policies, global and/or local; and,
- Contact your manager, your Human Resources Business Partner, and/or a member of the Legal team at #ask-legal on Slack, legal@agilebits.com, and/or through our Ethics and Compliance Hotline (see details below).



Promote an Ethical Culture in line with our values.

At 1Password, we promote high standards of integrity by conducting our business and duties, honestly, ethically, and in keeping to our values:

- Put people first.
- Lead with honesty.
- Keep it simple.

Follow the law wherever 1Password does business.

Compliance with Applicable Laws

It's crucial that we follow all applicable laws, rules, and regulations wherever we operate, both in letter and spirit.

While we don't expect every 'Bit to know all the details, it's important to be aware enough to recognize when you need to ask for advice from the right people, or if you suspect, or become aware of, any violations of any law, rule or regulation, whether by another 'Bit or any third party doing business with us or on our behalf. Please contact a member of the Legal Team at #ask-legal on Slack or legal@agilebits.com and/or report the potential violation through our [Ethics and Compliance Hotline](#).

Any violation by you of applicable laws may subject you to disciplinary action, up to and including termination of your employment or termination of your business relationship with the Company. Violations may also be referred to legal authorities for investigation and civil or criminal prosecution.

Involvement in Legal Matters

If you find yourself involved in any legal matter – be it criminal, civil, regulatory, or anything else – that might impact your ability to do your job or affect 1Password's reputation, please inform your manager or your Human Resources Business Partner right away. It's important we stay on top of these situations to protect both you and our Company.

Competition

At 1Password, we believe in open and fair competition. We stand out by showcasing and highlighting our strengths, not by disparaging our competitors.

There are laws against deceptive or unfair advertising, which require that product and service comparisons should be fair and accurate, not misleading, deceptive or unfairly exaggerated or disparaging.

These laws, known as antitrust, trade practice or competition laws, ensure a competitive marketplace and prohibit activities like price-fixing, market allocation, price discrimination, monopolization, and sharing competitively sensitive non-public information with competitors. Competitive information must be gathered with care and only through lawful means.



Anti-Bribery, Anti-Corruption

We're dedicated to upholding high standards of integrity at 1Password. We are subject to and must follow anti-bribery and anti-corruption laws, which means we never pay bribes or try to gain an advantage by improperly influencing government officials, customers, business partners, or anyone else.

Our records must accurately reflect all transactions and expenses. Creating or submitting false documentation is prohibited. For more details, please check out our Anti-Corruption Policy for further guidance.

International Trade Regulations

At 1Password, we adhere to all regulations regarding international trade, including import and export controls and sanctions against certain countries, entities, or individuals. Our policy is to follow these regulations, even if it means losing business opportunities. For more details, please review our Anti-Corruption Policy. Let's ensure we're always in compliance with these important rules.

Avoid Conflicts of Interest.

Conflicts of Interest

A conflict of interest occurs when a 'Bit's personal interest (including family, friendship or financial) or activity is inconsistent with or opposed to 1Password's best interest, or gives the appearance of impropriety or divided loyalty. You have an obligation to avoid situations that create real or perceived conflicts of interest. A conflict of interest can arise when a 'Bit (for themselves or for someone with whom they have a close personal relationship):

- Takes actions or has interests that may make it difficult to perform their work for the Company objectively and effectively
- Receives or gives improper personal benefits because of the 'Bit's position in the Company
- Has a material interest in an agreement or transaction involving the Company which they do not disclose
- Takes advantage of opportunities that are presented or known by them as a result of their position with us or through their use of corporate property or information
- Competes with us

Let's look at some common examples of conflicts of interest:

Gifts

It's important that we don't give or accept anything that could, or even seem to, improperly influence us, our partners or clients. Small, unsolicited gifts that are reasonable and customary and don't create any obligations for the receiver are usually fine, as long as they comply with local laws and our Anti-Corruption Policy.



Outside Activities

1Password recognizes and respects that you may want to take part in financial, business or other activities outside your job. However, as a 'Bit, these activities must be free of any actual or potential conflict with your duties to 1Password. We expect that your outside activities won't conflict with 1Password's interests or your responsibilities at 1Password, won't interfere with your work hours or ability to get your job done, and that you won't utilize 1Password resources for these activities.

Loans

Loans by the Company to, or guarantees by the Company of obligations of, any director or executive officer or their family members are prohibited.

Whether or not a conflict of interest exists or will exist can be unclear. Please refer to our Anti-Corruption Policy for additional guidance regarding gifts, entertainment, travel and gratuities, lobbying, political activity and donations, as well as our Travel and Expense Policy. You can also ask the Legal Department at #ask-legal on Slack or legal@agilebits.com.

If you have or become aware of a real or potential conflict of interest, you must promptly disclose it to your Manager, Human Resources Business Partner, or the Legal Department.

Any 'Bits seeking an exception must do so from the Chief Legal Officer, except for Directors and executive officers who must seek approval from the Board of Directors.

Treat everyone fairly, equitably and professionally.

Fair Dealing

Always make sure to interact honestly, ethically, and fairly with everyone including other 'Bits, our security holders, partners, suppliers, customers, competitors, and anyone else you encounter while acting on behalf of the Company or as our representative. You must not take unfair advantage of anyone through manipulation, hiding information, abusing confidential details, misrepresenting facts, or any other unfair practices. Let's keep our dealings transparent and ethical and live our value of "leading with honesty".

Respectful and Safe Work Environment

1Password is committed to providing an inclusive, equitable, and respectful work environment that is free of discrimination or harassment (including sexual harassment) in any form, including inappropriate and disrespectful behavior, intimidation, and other unwelcome conduct directed at an individual because of their inclusion in a protected class (such as race, colour, age, sex, sexual orientation, gender identity and expression, religion, disability, genetic information, family status, and any other protected classifications, in accordance with local laws).

We are also committed to providing a safe workplace, free of violence. We each have a responsibility to ensure the safety, health, and/or security of all Bits', vendors, service providers, or visitors.



If you become aware of any discriminatory or harassing conduct, or any risk to health, safety, or security of our workplaces, including at offsites and Company-organized events, you are required to report it immediately to your manager or your Human Resources Business Partner.

If you are faced with an imminent threat to personal safety and/or an emergency, call local law enforcement or emergency services first, and then report as you are able.

Respect privacy, confidentiality, and protect the integrity and security of assets, communications, information and transactions.

Privacy and Confidentiality

You must maintain the privacy and confidentiality of information entrusted to us by the Company and other 'Bits, and by our customers, suppliers, and partners. Only share this information within the Company with those who need to know it to do their jobs, unless otherwise expressly authorized or legally required to disclose it.

Always take the necessary precautions to protect confidential business or personal information, whether it belongs to us or to another party where we've agreed to maintain confidentiality or privacy.

Remember, this obligation to maintain confidentiality continues even after you leave the Company. Let's handle all confidential and personal information with the utmost care and respect.

Protection of Company Assets

It's important to protect 1Password's assets, systems, and information, and to use them efficiently for legitimate business purposes. While some incidental personal use of 1Password systems is okay, theft, carelessness, and waste are prohibited as they directly impact the Company.

For security and network maintenance, authorized 'Bits within 1Password may monitor equipment, systems, and network traffic at any time. Please see our Information Security and Privacy Policy for more information. Let's make sure we're using our resources responsibly and securely.

Protection of Proprietary Information

Part of protecting 1Password's assets means safeguarding our proprietary information, which includes intellectual property like trade secrets, patents, trademarks, copyrights, business and marketing plans, engineering and manufacturing ideas, designs, databases, records, and any non-public financial data or reports. Unauthorized use or distribution of this information is not allowed and could lead to civil or criminal penalties.

Confidentiality obligations to third parties

You might have obligations to former employers or other third parties, like restrictions on using and disclosing confidential information, not soliciting former colleagues to join the Company, and non-competition agreements. It's important to follow these lawful obligations while performing your duties here.

Company Transactions

All transactions undertaken on behalf of the Company must be authorized in accordance with Company policies and must be documented accurately. You must never create or submit false, inaccurate, or misleading invoices, receipts, or other financial or business-related documents. Employees, contractors and consultants are responsible for the accurate and complete reporting of financial information within their respective areas of responsibility and for the timely notification to senior management of financial and nonfinancial information that may be material to the Company. We expect our employees, contractors and consultants to take this responsibility very seriously to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that we file with government agencies or releases to the general public.

Financial Books and Records

If you're involved in preparing or verifying our financial statements and other financial information, it's essential to ensure our books, records, and accounts are accurately maintained and comply with legal requirements and our internal controls. Cooperation is key—work closely with our accounting and internal audit teams, as well as our independent public accountants and both internal and external legal counsel.

Disclosure Requirements

If you're part of our disclosure process, here's what you need to do:

- Be familiar with and comply with the applicable disclosure requirements, our disclosure controls and procedures, and our internal controls over financial reporting.
- Ensure that all regulatory filings and any public communications about our financial and business condition are full, fair, accurate, timely, and understandable.

Company Authorized Spokespersons

Only authorized spokespersons are allowed to speak or post on behalf of 1Password. They are the only ones permitted to discuss internal matters or share internal information with anyone outside the Company, except when it's necessary for your job and there's a confidentiality/non-disclosure agreement (NDA) in place if needed.

If you get inquiries from the media, market professionals, security holders, or others, don't respond yourself. Instead, refer them to marketing-comms@agilebits.com

Personal interactions on Social Media and Public Platforms

When you're posting or responding on social media or other public forums in your personal capacity, remember that while we're all ambassadors for our Company, not everyone is an authorized spokesperson. Please don't rate or review our products or services on platforms like app stores or review sites, as this may have legal consequences for us.

Also, any behavior that negatively impacts your job performance or affects other 'Bits, customers, suppliers, vendors, or our legitimate business interests may result in disciplinary action, up to and including termination. Check out our Social Media and Employee Advocacy Policy to understand more.



Reporting Concerns and Corrective Action

Suspected Violations

If you're not sure if something may violate this Code, ask yourself:

- Could it be illegal, violate any of our other policies and/or is contrary to our values?
- Will it personally benefit you or someone you know and/or is it against the Company's interests?
- Would others at 1Password disagree with it?
- Would you be embarrassed if it were publicized or if your family found out about it?

If your answer to any of these questions is "yes" or "maybe", please seek further guidance before proceeding any further, and please report it if the situation involves others.

Reporting Concerns

If you know of or suspect any conduct that may violate applicable law or this Code, you must report such information immediately:

- To your manager;
- To your Human Resources Business Partner;
- To the Chief Legal Officer; and/or
- Through our [Ethics and Compliance Hotline](#), where you can choose to report anonymously.

It's important to know that nothing in this Code should discourage you from reporting any illegal activity, including violations of securities laws, antitrust laws, or any other laws and regulations, to the appropriate authorities. This Code also doesn't prevent you from testifying, participating, or assisting in any state or federal administrative, judicial, or legislative proceeding or investigation.

Regardless of any confidentiality or nondisclosure agreements you may have with us (including in employment agreements, separation agreements, or other employment or compensation agreements), we do not restrict current or former employees from communicating, cooperating, or filing complaints with any government or law enforcement bodies regarding possible legal or regulatory violations that are protected under applicable whistleblower provisions. Any agreement in conflict with the above is deemed amended by us to be consistent with the applicable laws and regulations.

Obligations of Managers

Any manager who directs or approves conduct that violates this Code, or who becomes aware of such conduct and doesn't report it promptly, will be subject to investigation and disciplinary action, up to, and including termination of employment. If a manager or Human Resources Business Partner receives a report of an actual or suspected Code violation, they must immediately notify the Chief Legal Officer. If the report involves a member of the Legal Team, the Chief Executive Officer must be informed directly. Reports of Code violations by an Officer must be reported to the Board of Directors.



Upon receiving a report of a potential violation, the Board of Directors, relevant managers, Human Resources Business Partners, and/or the Chief Legal Officer will initiate an investigation and take appropriate action, if required.

Cooperation with Investigations

We expect all 'Bits to cooperate fully in any investigation of alleged violations of this Code. Failure to do so, or deliberately providing false, misleading or incomplete information may result in disciplinary action, up to, and including termination of employment.

Corrective Action

1Password is committed to promptly investigating and taking action against violations of this Code. If, upon investigation, it is determined that a violation has occurred, the findings will be sent to the Chief Legal Officer or to the Board, who will then take appropriate preventive or disciplinary actions in accordance with applicable law, such as reprimands, probation, suspension, demotion, salary reduction, termination, or restitution.

In cases involving criminal conduct or serious legal violations, we may be obligated to report to governmental or regulatory authorities for further investigation or prosecution.

Conduct that violates the Code is never permitted and therefore is always considered outside the scope of work of any 'Bit acting on behalf of the Company.

Waivers

The Board of Directors (in the case of a violation by a director or executive officer) or the Chief Legal Officer (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code. Any waiver of this Code for, or violation of this Code by, a director or an executive officer shall be disclosed if required by applicable law.

No Retaliation

1Password prohibits any form of retaliation against a 'Bit who makes a report in good faith of known or suspected misconduct or violations of this Code or our policies. Retaliation includes acts like demotion, discharge, discipline, discrimination, harassment, suspension, or threats. Employees who participate in good faith in the investigation of such complaints are also protected from retaliation.

Retaliatory conduct itself constitutes a violation of this Code and will be promptly and thoroughly investigated. Disciplinary action, up to and including termination, will be taken as appropriate against those found engaging in retaliation. We expect all 'Bits to maintain an environment where reporting concerns is safe and encouraged, without fear of reprisal.



Any allegations of retaliation should be reported for investigation immediately to your lead, your Human Resources Business Partner, to the Chief Legal Officer, or via our Ethics and Compliance Hotline:



Mobile: 1passwordmobile.ethicspoint.com

Online: 1password.ethicspoint.com

Call Toll-free:

USA_Canada 844-787-0281

Administration of this Code

The Board of Directors may, from time to time, amend the Code. It is your responsibility to ensure compliance with the most recent version of the Code.

The Legal team is responsible for the administration of the Code. If you have any questions about the Code generally or any questions about reporting any violations of the Code, they may contact the Legal team at #ask-legal on Slack or legal@agilebits.com.