



Xactly[®]

Sustainable Supplier Code of Conduct

Introduction

Here at Xactly, our core values are C.A.R.E: Customer Focus, Accountability, Respect, and Excellence. Since its inception in 2005, Xactly has focused on these core values, making them an integral part of our company's culture. All business decisions in Xactly are made through the lens of these core values. These core values are not mere words, but something all Xactly employees aspire to live by every day.

We're passionate about cultivating a workplace environment that celebrates the uniqueness of each Xactlian. Diversity fuels our success and by embracing it, we empower our employees around the world to inspire change in the office and in the community.

Xactly expects the business partners that we work with, including all vendors, consulting firms, staffing agencies, and partners ("Suppliers") to adhere to the high standards set forth in this Supplier Code of Conduct as a condition of doing business with Xactly.

Customer Focus

Labor practices: Xactly recognizes that our company wouldn't be where it is today without our employees. The company's business decisions have a direct impact on our Xactly Community including our customers. Xactly has committed to fair labor practices. Our commitment to our employees' wellbeing translates into the wellbeing of our customer relationships. By adhering to this Code of Conduct, our Suppliers share this commitment.

Xactly is committed to the respect and protection of our employees, contractors, and consultants. This includes, but is not limited to, fair compensation, humane and productive working conditions, paid time off, no forced labor or human trafficking, freedom of association, and fair grievance procedures to bring concerns to management.

Ethical conduct: To ensure that our customers have trust in our company, Xactly requires our Suppliers be committed to the highest standards of ethical conduct. We expect our Suppliers to act responsibly and honestly in all aspects of their business by obeying all relevant international and domestic laws regarding ethical business practices. Additionally, our Suppliers must provide evidence that they have internal procedures to prevent:

- ▶ Conflicts of interest;
- ▶ Data security incidents;
- ▶ Bribery, corruption, fraud; and
- ▶ Money laundering.

Accountability

Compliance: Xactly requires that all Suppliers and subcontractors they partner with to be in compliance with Xactly's Supplier Code of Conduct and all applicable laws, regulations, and other legal requirements in jurisdictions in which they operate.

Labor practices: Xactly recognizes that our company wouldn't be where it is today without our employees. The company's business decisions have a direct impact on our Xactly Community. Xactly has committed to fair labor practices and, by adhering to this Code of Conduct, our Suppliers share this commitment.

Xactly is committed to the respect and protection of our employees, contractors, and consultants. Suppliers agree that they will adhere to all local, state, federal and international laws and regulations governing fair compensation, humane and productive working conditions, paid time off, restrictions on forced labor, human trafficking or child labor, freedom of association, and fair grievance procedures to bring concerns to management. Suppliers further agree to commit to the humane treatment of all employees, contractors, and consultants, including respecting limitations on working hours and meeting all wage requirements.

Data info and privacy: Xactly is committed to protecting the privacy and security of employee and customer data. We expect our Suppliers to comply with all applicable data privacy laws and regulation when processing personal information or personally identifiable information of Xactly and Xactly's employees, customers, Suppliers, and any other related party.

Intellectual property and confidentiality: Xactly's Suppliers may not share, disclose, or use the company's intellectual property, confidential information, or any other proprietary information that the Supplier acquires through its partnership with Xactly, except as provided within the contract or otherwise approved in writing.

Respect

Rights of employees: Xactly respects individual and cultural differences and will not tolerate discrimination. We expect that our Suppliers are committed to share in our commitment to equal opportunity and have the pertinent policies in place to protect every employee.

Suppliers will not discriminate in hiring or employment practices based on race, color, age, sex, gender, gender identity, gender expression, sexual orientation, marital status, ethnicity, national origin, caste, disability, genetic information, medical condition, pregnancy, religion, political affiliation, union membership, covered veteran status, or body art.

Suppliers will not permit harassment, sexual harassment, corporal punishment, inhumane treatment, bullying, or threats of physical violence. Suppliers shall provide a working environment that is free of abusive, violent, threatening, disruptive, demeaning, and other improper behavior.

Xactly encourages Suppliers to demonstrate commitment to a culture of inclusivity and diversity and share in Xactly's commitment in eliminating systemic bias from all functions of the business.

Safety: Xactly strives to provide a safe and happy work environment for all employees and agents and expects its Suppliers to meet the same standards. As such, Suppliers agree to meet all applicable health, safety, and sanitation requirements.

Environmental protection: Our Suppliers should conduct their business in ways that are environmentally responsible and comply with all environmental laws and regulations. Suppliers are required to not only comply with all laws and regulations regarding the environment in their countries of operation, but also go above and beyond to protect the future of the environment.

Suppliers must have:

1. EITHER: (A) The ability to track their Scope 1, 2, and 3 emissions on an annual basis and report them to Xactly if requested;
OR (B) A plan to implement Scope 1, 2, and 3 emissions tracking on an annual basis by 2025.
AND
2. An emissions reduction plan in place by 2025.

We ask our Suppliers to take action to reverse any environmental impacts incurred by their operations, large or small, in the communities in which they have a presence. Suppliers are also encouraged to positively impact their communities through the provision of resources that help support and improve the communities in which they operate.

Excellence

Xactly's Code of Conduct applies to any employee, agent, or other representative of a company or entity that provides goods or services for, on behalf of, or to Xactly Corporation.

Suppliers are required to conduct their business in a responsible and ethical manner and to exercise reasonable care and diligence to prevent any actions or conditions that could result in a conflict of interest. To be in compliance, Suppliers must have high standards for corporate governance and must carry out their business honestly and ethically.

Proof of compliance with this Code of Conduct is at the discretion of Xactly Corporation. Failure to comply may result in the discontinuation and prevention of future business relationships between Xactly and the Supplier.

We expect that every Supplier will monitor its own operations and policies through proper due diligence and audit activities.

Our Supplier's business practices and procedures built around anti-competitive practices, information disclosures, auditing and compliance issues all aid in building a governance story of strong business ethics.

Suppliers must maintain honest and accurate accounting and business records that comply with all relevant legal and regulatory requirements.

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