

# sumo logic

## Code of Business Conduct & Ethics

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## INTRODUCTION

At Sumo Logic, we have a company culture passionate about transforming the world through real-time, machine data analytics for everyone. We are committed to our core values:

- *We're in it with our customers:* we all play an essential part in providing a critical service that our customers, and we ourselves, depend on, creating an incredibly aligned relationship.
- *Bring light to dark:* we seek to provide transparency internally and externally, because information and context produces better decisions and removes uncertainty.
- *One single agenda:* we celebrate individuals who put the success of the team first, leave their personal agendas at the door, and work with complete integrity with everyone.
- *Work with heart:* we respect each other, assume good intentions, embrace diverse backgrounds and thinking, and believe time with family and friends is vital to our lives and well-being.
- *Learning culture:* we take calculated risks, learn from our mistakes, iterate and do better each time; we believe disciplined, reliable execution is essential to market leadership.

We've implemented this Code of Business Conduct and Ethics (the "**Code**") to ensure that these principles remain with us as we strive to create value for our employees, customers, partners, and stockholders. This Code should guide your actions as you represent Sumo Logic, and help you exercise good judgment and make the right decisions. Honest and ethical conduct is critical to our business. Our success depends on the trust we foster with our employees, with our customers and partners, and with our community by acting with integrity and in accordance with applicable laws. Each of us has a responsibility to follow this Code and model our core values.

While this Code outlines general guidelines and standards for business conduct, we can't predict every situation you may encounter or every concern you may have. This Code should be used along with common sense and good judgment, as well as applicable Sumo Logic policies and procedures, to guide appropriate behavior.

### **Overview**

This Code is designed to deter wrongdoing and to promote:

- honest and ethical conduct as we operate our business;
- the avoidance of actual or apparent conflicts of interest;
- compliance with all applicable laws and Sumo Logic policies;
- prompt internal reporting of suspected violations of this Code; and
- accountability for following this Code.

This Code is not the exclusive source of guidance and information regarding the conduct of our business. You should review and familiarize yourself with the specific policies and procedures that apply to your areas of responsibility. This Code is intended to supplement, not replace, any employee handbook and the other policies and procedures of the Company.

### **Scope**

When we mention “**Sumo Logic**,” we are referring to Sumo Logic, Inc. and all of its direct or indirect subsidiaries (which we sometimes refer to collectively as the “**Company**”).

If you work at Sumo Logic, whether as an employee, contractor, or consultant, this Code applies to you. In addition, this Code applies to all members of our Board of Directors (“**directors**”). While this Code applies to everyone equally, you are also responsible for ensuring that anyone we manage or hire to work on our behalf complies with the Code too.

### **Your Responsibility to Say Something**

You are expected to carefully read and understand this Code, and to understand and comply with the standards, policies, and procedures described in the Code.

In addition, part of your job is to help enforce this Code. Be alert to possible violations. If you become aware of any actual or potential violation of this Code, any Company policy or procedure, or any applicable law, rule, or regulation, you should promptly report it (see “Reporting Violations” below). If you are unsure about the situation, or not sure how to handle anything, say something! We want to hear from you.

### **Reporting Violations**

If you have questions or want to report a concern or violation, you can discuss the matter with your manager (or another manager you trust), or you can contact the Legal team at [legal-compliance@sumologic.com](mailto:legal-compliance@sumologic.com).

You can also report any questions, concerns or suspected violations through the Sumo Logic Compliance Hotline, which is hosted by an independent third party provider, EthicsPoint. If you report through the Sumo Logic Compliance Hotline, you may be able to submit your report anonymously, depending on the local laws where you work. You can submit a report online at <http://sumologic.ethicspoint.com> or by calling the U.S. toll-free number +1 (866) 714-1294. If you are calling from outside the United States, you can access global phone numbers at <http://sumologic.ethicspoint.com>.

Please provide as much information as possible so that your report can be appropriately investigated. When reports are not made anonymously, we will strive to keep your identity confidential. In certain circumstances, however, your identity may become apparent during an investigation or may need to be disclosed.

### **No Retaliation**

Sumo Logic does not tolerate retaliation. Reprisals, threats, retribution, harassment, or other methods of retaliation against anyone who, in good faith, reports or participates in an investigation of a suspected violation of applicable laws, this Code, or other Company policies, is prohibited.

If you believe that you have been subject to retaliation for having made a report or participated in an investigation, please immediately report it to your manager (or another manager you trust) or to the Legal team at [legal-compliance@sumologic.com](mailto:legal-compliance@sumologic.com). If for any reason you do not feel comfortable discussing the alleged retaliation with these people, please report it through the Sumo Logic Compliance Hotline.

Immediately bringing any alleged retaliation to our attention enables us to honor our core values, and to promptly and appropriately investigate the reported retaliation. If a complaint of retaliation is proven to be true, appropriate disciplinary action will be taken against the accused party, up to and including termination of employment or any other working relationship that the accused may have with Sumo Logic.

## GENERAL STANDARDS OF CONDUCT

### *Overview*

We expect you to comply with applicable laws and to act in an honest and ethical manner in all dealings with Sumo Logic, our customers, our partners, our vendors, our stockholders, or other employees. You are responsible for your own conduct. No one has the authority to make you violate this Code, and any attempt to direct or otherwise influence someone else to commit a violation is unacceptable.

### *Compliance with Laws*

You are responsible for complying with all laws, rules, and regulations applicable to the conduct of our business, as well as with all Sumo Logic policies and procedures. You should familiarize yourself with the legal requirements related to your responsibilities such that you can recognize potential dangers and know when to seek advice. In some instances, this may include understanding legal requirements related to antitrust, privacy and data security, government contracting, export controls, anti-corruption and anti-bribery laws, securities laws, and/or immigration compliance. We encourage you to ask questions regarding compliance with laws and our policies.

No matter where you are located, you must comply with the laws, rules, and regulations of the United States and applicable laws of other jurisdictions. Disregarding the law or engaging in unlawful activity will not be tolerated by Sumo Logic. Violations of laws, rules, regulations, and orders may subject you to individual criminal or civil liability, in addition to discipline by the Company. Violations may also subject the Company to civil or criminal liability or the loss of business.

### *Anti-Corruption*

We will not tolerate bribery or any other form of corruption. These practices are prohibited by our Global Anti-Corruption Policy (the “**Anti-Corruption Policy**”). All of us, and all of our business partners, must fully comply with applicable laws prohibiting the bribing of public officials or individuals in the private sector.

### *Export Compliance*

As a global company, we must also be aware of export controls that regulate the manner in which we “export” certain products and services from country to country, as well as economic sanctions laws that may keep us from doing business with certain countries, entities, or individuals. Please refer to our Export and Sanctions Compliance Guidelines (the “**Export Guidelines**”) for additional information.

### *No Insider Trading*

You may never buy or sell securities based on material nonpublic information, nor may you tip others to do so. This applies to material nonpublic information about Sumo Logic, any of our customers or business partners, or any other third party.

Anyone who knowingly trades Sumo Logic’s securities while in possession of material, nonpublic information (or who knowingly tips others off to such information) will be subject to the law, as well as disciplinary action by Sumo Logic, up to and including termination. Insider trading is a crime, and will be treated accordingly.

Please refer to our Insider Trading Policy for more information. If you have questions regarding trading in the Company’s securities, contact the Legal team at [legal-compliance@sumologic.com](mailto:legal-compliance@sumologic.com) for guidance.

### *Free and Fair Competition*

We compete vigorously yet lawfully. Most countries have well-developed laws designed to encourage and protect free and fair competition. We are committed to obeying both the letter and spirit of these laws, which are often referred to as antitrust, consumer protection, competition, or unfair competition laws.

Competition laws generally regulate our relationships with customers, distributors, resellers, and vendors, including pricing practices (including predatory pricing, price fixing, and price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive distributorships, product bundling, restrictions on carrying competing products, termination, and many other practices. Competition laws also govern, usually quite strictly, relationships between us and our competitors. Collusion among competitors is illegal, and the consequences of a violation are severe. You must not enter into an arrangement of any kind with any competitor concerning prices, discounts, or other terms or conditions of sale; profits or profit margins; costs; allocation of product, customers, markets, or territories; limitations on production or supply; boycotts of customers or vendors; or bids or the intent to bid. You may not even discuss or exchange information on these subjects.

Although the spirit of these laws is straightforward, their application to particular situations can be quite complex. If any of these topics come up while you are talking with a competitor, stop the conversation and immediately contact the Legal team at [legal-compliance@sumologic.com](mailto:legal-compliance@sumologic.com). You should also contact the Legal team with any questions or when questionable situations arise.

### *Immigration Laws*

The U.S. and other countries impose restrictions on non-citizens visiting or working in the country. In many instances visas or work permits must be obtained from the government. You are

responsible for complying with all applicable immigration laws. If you have any uncertainty concerning the requirements of the law, you should consult with the HR or Legal teams before working in, or travelling to, a country of which you are not a citizen, or authorizing any person to do so.

#### *Loans by the Company*

Loans from the Company to directors and executive officers are prohibited. Loans from the Company to other officers or employees must be approved in advance by the Board of Directors or its designated committee.

#### **Conflicts of Interest**

At times, you may be faced with situations in which actions you take on behalf of Sumo Logic may conflict with your own personal or family interests. Ethical conduct also includes the ethical handling of actual or apparent conflicts of interest. A conflict of interest can arise from any personal activities or relationships that influence, or appear to influence, your ability to act in the best interests of Sumo Logic. A conflict of interest can arise directly or indirectly through the personal activities or relationships of another person or organization with which you have a family, social, personal, business, or other relationship. A conflict may also arise when you take actions or have interests that make it difficult for you to perform your work for the Company objectively and effectively. Your decisions and actions should be based on the best interests of Sumo Logic, and not based on personal relationships or benefits, either for yourself or others.

You must avoid situations in which your personal interests conflict, or appear to conflict, with the interests of Sumo Logic, unless otherwise approved by the Company's General Counsel. You must disclose to the Legal team any interest that you have that may, or may appear to, conflict with the interests of the Company.

There are a variety of situations in which a conflict of interest may arise. A few common examples of conflicts of interest are discussed below.

#### *Outside Employment*

Unless you are a non-employee director, you should not engage in any work outside of Sumo Logic (paid or unpaid) if it would interfere with your performance or responsibilities to the Company. You should not perform any outside consulting or advisory work for, or accept simultaneous employment with, any Sumo Logic customer, supplier, vendor, or other entity that has a business relationship with the Company, without prior written approval from the Company's General Counsel. Non-employee directors should promptly inform the Company's General Counsel of any such service.

Under no circumstances are you permitted to work for a competitor, or take part in any activity that enhances or supports a competitor's position, while still employed at the Company. Competitors are determined from time to time by the Company in its sole discretion.

#### *Outside Advisory Board and Director Service*

Unless you are a non-employee director of the Company, you may not serve on an advisory board or on the board of directors of any other entity that has a current or potential business relationship with the Company without prior written approval from your manager and the Company's General



Counsel. If approved, you must take steps to ensure that you do not participate in or have influence over the other entity's relationship with Sumo Logic. Non-employee directors of the Company must promptly inform the Company's General Counsel of any such service.

In addition, if you are an executive officer of the Company, you must obtain prior approval from the Company's Board of Directors to serve on the advisory board or the board of directors of any for-profit entity. If approved, subject to limitations under applicable law, such service shall be limited to one board of directors of a for-profit entity and one advisory board of a for-profit entity (provided however, that the Board of Directors may make exceptions to such limitations).

You may serve on the advisory board or board of directors of a not-for-profit entity provided that the position does not create or appear to create a conflict of interest.

Under no circumstances may you serve as a director of any for-profit entity that competes (or is likely to compete in the future) with Sumo Logic, as determined from time to time by the Company in its sole discretion.

### *Family Relationships*

We recognize that, in some cases, you may have family members also working for Sumo Logic. You should not be in a position to influence the terms and conditions of a family member's employment. Because such family relationships may lead to actual or apparent conflicts of interests, generally we do not allow direct or indirect reporting relationships between family members.

Before any family member of yours is hired to a position in your reporting chain (direct or indirect), you must inform and obtain written approval from the Company's General Counsel. Prior written approval of the Company's General Counsel is also required before any promotion or role assignment that would place two family members in the same reporting chain (direct or indirect).

### *Transactions with Related Parties*

As a general rule, you should avoid conducting Sumo Logic business with a family member, or with a business in which a family member is associated with in any significant role, or with other related parties. If the transaction is unavoidable, you must obtain prior written approval from the Company's General Counsel. Absolutely no preferential treatment should be given to the other party, and you will need to remove yourself from participating in or having any influence over the transaction or the relationship.

If the General Counsel determines that the transaction is required to be reported under SEC rules, the transaction will also be subject to review and approval by the Audit Committee of the Board (the "**Audit Committee**") pursuant to our Related Person Transaction Policy.

### *Financial Interests*

You should not have a financial interest in any organization if that interest would create or appear to create a conflict of interest with Sumo Logic, discredit or jeopardize the interests of Sumo Logic, or interfere with the Company's operations. You should be particularly sensitive to financial interests in customers, suppliers, vendors, partners, and competitors. Financial interests may be direct or indirect through a family member.

Stock holdings in publicly traded entities, either directly or through one or more funds, shall not be prohibited so long as such holdings represent less than 1% of the outstanding stock of such entity and are not otherwise of an amount that would give you or would appear to give you a conflict of interest with the Company.

#### *Corporate Opportunities and Improper Benefits*

You may not take advantage of any opportunities that you discover through your role at Sumo Logic (or through using Sumo Logic property or information) that the Company may want for itself. You can only pursue these opportunities if they are approved in advance by the Company's General Counsel or Board of Directors. In addition, you may not receive any improper benefit as a result of your position with the Company. You should not use your role at Sumo Logic (or any Sumo Logic property or information) for personal gain.

#### *Other Situations; Guidance and Approval*

Some conflicts of interest are obvious; others may not be so clear. Evaluating whether a conflict of interest exists often requires a careful and thoughtful assessment of many factors. We encourage you to seek guidance and prior approval from the Company's Legal team at [legal-compliance@sumologic.com](mailto:legal-compliance@sumologic.com) in any case where you have any questions or doubts.

The Company may at any time rescind any prior approval to avoid an actual or apparent conflict of interest for any reason deemed to be in the best interest of the Company.

#### ***No Discrimination or Harassment***

We are committed to providing a work environment that is free of discrimination and harassment, and each employee is expected to create and maintain a respectful workplace culture.

Sumo Logic is an equal opportunity employer and makes employment decisions on the basis of merit and business needs. We strictly prohibit discrimination or harassment of any kind against anyone, including on the basis of race, color, veteran status, religion, gender, gender identity or expression, sex, sexual orientation, age, mental or physical disability, medical condition, national origin, marital status, or any other characteristics protected under applicable law. Employees are protected from discrimination and harassment not only by other employees, but also from non-employees such as suppliers, vendors, customers, contractors, and other third parties.

If you are aware of any instances of discrimination, harassment, or retaliation, you must immediately report it to the HR team for further investigation.

#### ***Human Rights***

We believe that our business and supply chain should reflect our values and respect for human rights, including improving our practices to combat modern slavery and human trafficking. Many of the jurisdictions in which we operate have adopted laws or regulations against modern slavery and human trafficking (including unlawful child labor). Specifically, the United States government has adopted a policy prohibiting trafficking in persons, as set forth in 48 CFR § 52.222-50. Any employee, contractor, or agent that violates this policy will be subject to disciplinary action, up to and including termination of employment or any other working relationship. We also expect our suppliers to obey all laws and regulations applicable to them, including those that require them to

treat workers fairly and provide a safe and healthy work environment. Please refer to our Supplier Code of Conduct and our Modern Slavery Statement for more information.

### ***Charitable Contributions***

We are committed to improving and promoting the interests of the communities in which we operate. You must obtain prior written approval of the Company's General Counsel or Chief Financial Officer before any charitable donation is made on behalf of Sumo Logic, including any request from a customer or other third party for a charitable donation or Sumo Logic's participation in a charitable event. No charitable donation may be made for the purpose of inducing anyone to use or recommend any of our products or services, or for any other improper purpose or in violation of applicable laws. Please refer to our Anti-Corruption Policy for more information.

## **PUBLIC COMMUNICATIONS AND FINANCIAL MATTERS**

### ***Public Communications and Filings***

Sumo Logic files reports and other documents with regulatory authorities, including the SEC and the Nasdaq Stock Market. In addition, we make a variety of other public communications, such as press releases.

Depending upon your position, you may be asked to provide information to help ensure that our public filings and communications are complete, fair, accurate, and understandable. You're expected to use reasonable efforts to provide complete, accurate, objective, relevant, timely, and understandable answers to questions about our public disclosures. You must also use reasonable efforts to comply with our disclosure controls and procedures, which are designed to ensure full, fair, accurate, timely, and understandable disclosure in our reports and other public communications.

If you believe that any public disclosure is materially misleading, or if you become aware of any material information that you believe should be disclosed to the public, it's your responsibility to inform the Company's General Counsel or Chief Financial Officer. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should report it immediately through the reporting channels described above. See "Introduction – Reporting Violations" for more information.

### ***Communication Policies***

Only people who have been specifically authorized may speak on behalf of Sumo Logic. Please refer to our External Communications and Regulation FD Compliance Policy for additional information on who may speak about Sumo Logic to the public, the press, market professionals (such as securities analysts, institutional investors, investment advisors, brokers, and dealers), and security holders. You should direct inquiries from external parties to these individuals.

Also, you must comply with our Social Media Policy when posting on any social media channel. Do not post any confidential or proprietary information about Sumo Logic, our customers, or any business partners.

## ***Compliance with Policies, Controls, and Procedures***

You are expected to act responsibly and exercise good judgment with respect to our finances and financial reporting. You must execute financial transactions only with authorization and in compliance with Sumo Logic's policies. You are also expected to honestly and accurately record and report all financial transactions and business information, comply with our system of internal controls, and follow applicable laws, regulations, and accounting practices.

## ***Accuracy of Records and Reports***

False, misleading, or incomplete information undermines our ability to make good decisions about resources, employees, and programs, and may result in violations of applicable laws. Making false or misleading records or reports is strictly prohibited. In addition, you may not intentionally misrepresent the Company's financial performance, establish undisclosed or unrecorded "slush funds" or other off-the-books accounts, or otherwise intentionally compromise the integrity of the Company's reports, records, policies, and procedures.

Anyone involved in preparing financial records or reports, including financial statements and schedules, must be diligent in assuring that those records and reports are complete, accurate, and timely. Even if you are not directly involved in financial reporting or accounting, you likely interact with financial records or reports of some kind – maybe an expense report, a time sheet, or an invoice. We expect you to use reasonable efforts to ensure that every record or report with which you deal is accurate, complete, and reliable.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and Sumo Logic, and can lead to a loss of public trust and faith in our business. You should promptly report any suspected financial or operational impropriety.

## ***Quarterly Compliance Certifications***

Depending on your role, we may ask you to certify your knowledge of various facts each quarter. We rely on certifications to record transactions, make legal and accounting determinations, and comply with laws. If you don't provide a certification or completely, honestly, and accurately complete a certification, you may be in violation of this Code.

## ***Side Letters***

We prohibit side letters and side agreements, which are agreements or promises with another entity (like a customer, partner, or supplier) that create contractual obligations or that modify or override the terms of another contract outside of our standard processes. Side letters open us up to legal risks and may affect our revenue recognition. If you want to make or change a contractual obligation, you must contact the commercial Legal team at [legal@sumologic.com](mailto:legal@sumologic.com). If you become aware of any side letter or side agreement, you need to let the Finance and Legal teams know about it as soon as you can.

## ***Business Expenses***

When you submit an expense for reimbursement or spend money on Sumo Logic's behalf, make sure that the cost is reasonable, directly related to our business, supported by appropriate documentation, and complies with our policies. Always submit expense reports in a timely manner, record the business purpose and relevant details, and comply with all submission

requirements. If you're uncertain about whether you should spend money or submit an expense for reimbursement, check with your manager or the Finance team. Managers are responsible for all money spent and expenses incurred by their direct reports and should carefully review such expenses and supporting receipts before approving. Please refer to the Travel and Expense Reimbursement Policy for additional information.

## **SAFEGUARDING SUMO LOGIC ASSETS**

### ***Overview***

You are responsible for the proper use of Sumo Logic's assets. This responsibility applies to all of the Company's assets, including your time, work and work product; cash and accounts; physical assets such as computers, equipment, facilities, and supplies; intellectual property, such as patents, copyrights, trademarks, inventions, technology, and trade secrets; and other confidential or proprietary information.

- You should use all reasonable efforts to safeguard our assets against loss, damage, misuse, or theft.
- You should be alert to situations that could lead to loss, damage, misuse, or theft of our assets, and should report any loss, damage, misuse, or theft as soon as it comes to your attention.
- You should not use, transfer, misappropriate, loan, sell, or donate our assets without appropriate authorization.
- You must take reasonable steps to ensure that we receive good value for any funds spent.
- You may not use our assets in a manner that would result in or facilitate the violation of law.

In addition, you should use and safeguard assets entrusted to the Company by customers, suppliers, vendors, business partners, and others as though they were ours.

### ***Personal Use of Company Resources***

Company resources, including time, materials, equipment, and information, are provided for business use. Nonetheless, occasional personal use is permissible as long as it does not affect job performance or cause disruptions, or otherwise violate any of our policies or procedures. We will not tolerate the use of Company resources to create, access, store, print, solicit, or send any materials that are harassing, threatening, abusive, sexually explicit, or otherwise offensive or inappropriate. Please refer to our Acceptable Use Policy for additional information.

Any Sumo Logic-provided computer or electronic device is owned by Sumo Logic, and Sumo Logic has the right to access them at any time. You should remember that any data or information sent, received, or stored on these devices, on the Company's network, or in a Sumo Logic work account is not considered private. To the extent permitted by applicable laws, we retain the right

to access any such information at any time, with or without your knowledge, consent, or approval. If and when it's time for you to move on, you must return all Sumo Logic-provided equipment.

Questions about the proper use of Company resources should be directed to your manager or the HR team.

### ***Use of Software***

We respect the intellectual property rights of others, just as we expect others to respect our intellectual property rights. All software used in our business must be appropriately licensed and approved. No illegal or unauthorized copies of software, or other copyrighted materials, should be made, used, or shared.

### ***Protecting Confidential Information***

While working at Sumo Logic, you may come into possession of information that has not been disclosed or made available to the general public. This nonpublic information may include, among other things:

- the Company's research and development activities and commercial product information and data;
- pricing, financial data, and projections, including sales bookings and pipeline;
- proprietary and technical information, such as trade secrets, patents, inventions, product plans and architecture, product infrastructure, customer lists, internal controls and procedures, and security measures;
- information regarding corporate developments, such as business strategies, plans for acquisitions or other business combinations, divestitures, major contracts, expansion plans, financing transactions, management changes, and security breaches or incidents;
- regulatory information;
- personal information about employees; and
- nonpublic information of customers (including customer data and use of our products and services), suppliers, vendors, and others.

If you have any questions as to what constitutes nonpublic information, please contact the Legal team at [legal-compliance@sumologic.com](mailto:legal-compliance@sumologic.com).

All nonpublic information must only be used for Sumo Logic's business purposes. You have an obligation to use all reasonable efforts to safeguard the Company's nonpublic information. You may not disclose nonpublic information to anyone outside of the Company, except when disclosure is required by law or when disclosure is required for business purposes and appropriate steps (such as a nondisclosure agreement) have been taken to prevent misuse of that information. This responsibility includes not disclosing nonpublic information in Internet discussion groups, chat rooms, or other social media platforms. You may not selectively disclose (whether in one-on-one or small discussions, meetings, presentations, proposals, or otherwise) any

material nonpublic information with respect to Sumo Logic, its securities, business operations, plans, financial condition, results of operations, or any development plan. You should be particularly vigilant when giving presentations or proposals to customers or other business partners that those presentations or proposals do not contain material nonpublic information. In cases where disclosing nonpublic information is required or necessary, you should coordinate with the Legal team. The misuse of nonpublic information is contrary to Company policy and may also be a violation of law.

Each employee is required to sign a proprietary information and inventions agreement or equivalent agreement that addresses the use and disclosure of nonpublic information of the Company.

Please refer to the section entitled “Handling the Nonpublic Information of Others” below for specific requirements relating to the nonpublic information of other third parties.

### ***Protected Communications***

Notwithstanding the foregoing, nothing in this Code 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 (“**Protected Activity**”). Notwithstanding, when engaging in such Protected Activity, 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. Protected Activity does not include the disclosure of any of the Company’s attorney-client privileged communications.

### ***Maintaining and Managing Records***

We are required to retain certain records and to follow specific guidelines in managing our records. Records include paper documents, email, text messages, social media posts, computer hard drives (including USB drives), and all other recorded information, regardless of medium or characteristics.

You should consult with the Legal team regarding the retention of records in the case of actual or threatened litigation or government investigation. The Legal team will notify you if a legal hold is placed on records for which you are responsible. A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Legal team determines and identifies what types of records or documents are required to be placed under a legal hold. If a legal hold is placed on records for which you are responsible, you must preserve and protect the necessary records in accordance with instructions from the Legal team. Records or supporting documents that are subject to a legal hold must not be destroyed, altered, or modified under any circumstance. A legal hold remains effective until it is officially released in writing by the Legal team. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Legal team.

Business records and communications often become public, and you should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that

can be misunderstood. This applies equally to email, internal messaging channels, and formal reports.

## **RESPONSIBILITIES TO OTHERS**

### ***Fair Dealing***

You should respect the rights of, and deal fairly with, the Company's customers, suppliers, vendors, competitors, and other business partners in compliance with applicable laws. You should not take unfair advantage of anyone through deception, misrepresentation, manipulation, coercion, abuse of privileged information, or any intentional unfair business practice.

### ***Improper Payments***

You should not give or accept any money, gifts, privileges, benefits (even if it has a nominal value or no value at all), or other items of value intended to improperly influence (directly or indirectly) any business decision or that otherwise violate applicable laws or create the appearance of impropriety. Our Anti-Corruption Policy sets forth in greater detail the Company's policies and practices regarding these payments. You should contact the Legal team at [legal-compliance@sumologic.com](mailto:legal-compliance@sumologic.com) if you have any questions as to whether a payment is proper.

### ***Gifts and Entertainment***

You may, from time to time, offer or accept gifts or entertainment to aid in building legitimate business relationships. Any gift or entertainment should be consistent with customary business practice and should be reasonable and appropriate for the circumstances – nothing lavish or excessive. You may not offer or accept gifts or entertainment, even if it has nominal value or no value at all, if it violates applicable laws, creates an appearance of impropriety, or compromises your objectivity and good judgment. In no circumstances may you accept any cash payment (or any other item of value) that could be construed as a bribe or a payoff. Please refer to our Anti-Corruption Policy and our Travel and Expense Reimbursement Policy for additional information on the policies and practices relating to gifts and entertainment.

In some regions outside of the U.S., it is customary and lawful for business executives to present gifts to representatives of their business partners. These gifts may be of more than a nominal value, and under the circumstances, returning the gifts or paying for them may be an affront to the giver. If you find yourself in such a situation, you must report the gift to the Company's General Counsel. In some cases, you may be required to turn the gift over to the Company.

Special restrictions apply when dealing with government employees. Please refer to the Company's Anti-Corruption Policy and "Working with Governments" below.

### ***Selecting Vendors***

The Company's policy is to select vendors based on the merits of their products, services, and business practices and to purchase supplies based on need, quality, service, price, and other terms and conditions of sale. You may not establish a business relationship with any vendor if you know or have reason to know that its business practices violate applicable laws.



### ***Handling the Nonpublic Information of Others***

You must handle the nonpublic information of others responsibly and in accordance with our agreements with them. Nonpublic information of others includes notes, reports, conclusions, and other materials prepared by a Company employee based on the nonpublic information of others.

You should not accept information from a third party unless an appropriate nondisclosure agreement (“**NDA**”) has been signed. **NEVER ACCEPT A THIRD PARTY’S NDA (INCLUDING ONLINE OR CLICK-THROUGH TERMS) THAT HAS NOT BEEN REVIEWED BY THE LEGAL TEAM.** Only certain individuals are authorized to enter into agreements on behalf of the Company, and you should contact the Legal team to coordinate the appropriate execution of NDAs or other agreements.

Even after an NDA is in place, you should accept only the information that is necessary or appropriate for the intended purpose, such as a decision on whether to proceed to negotiate a transaction or agreement. If more detailed or extensive information is offered and it is not necessary or appropriate for your immediate purposes, it should be refused. If you receive any nonpublic information accidentally or from an unknown source, you should contact the Legal team immediately for directions on how to proceed.

Once Sumo Logic has received nonpublic information, you should use all reasonable efforts to:

- comply with the terms of the NDA, including any obligations with respect to the return or destruction of the nonpublic information;
- limit the use of the nonpublic information to the purpose for which it was disclosed.

### ***Protecting the Data Privacy of Others***

We work diligently to safeguard the data privacy of our employees, customers, prospects, business contacts, vendors, and website visitors. Each of us is required to understand the legal and contractual responsibilities that are applicable with respect to protecting third party data. No one should access third party data unless they have a legitimate business reason to do so. If you do access such data, you must follow the appropriate procedures to prevent the unauthorized use or release of that data.

You must observe all applicable data protection standards, laws, rules, and regulations, as well as all Sumo Logic policies related to security, personal data, and privacy. Please refer to our Acceptable Use Policy and our Global Personnel Privacy Notice for additional information.

### ***Improperly Obtaining or Using Assets or Information***

You may not unlawfully obtain or use the materials, products, intellectual property, proprietary or nonpublic information, or other assets of anyone, including customers, vendors, competitors, and other business partners. You must respect the copyrights of others and may not use software, services, or other copyrighted material if doing so would violate the rights of a copyright holder or exceed the terms of a license. You may not coerce or improperly induce past or present employees of other companies to disclose proprietary or nonpublic information of their former or current employers.

## **WORKING WITH GOVERNMENTS**

### ***Overview***

Special rules govern our business and other dealings with governments. You should use all reasonable efforts to comply with all applicable laws and regulations governing contact and dealings with governments, government employees, and public officials. If you deal with governments, government employees, or public officials, you should undertake to understand the special rules that apply. If you have any questions concerning government relations, you should contact the Legal team at [legal-compliance@sumologic.com](mailto:legal-compliance@sumologic.com).

### ***Government Contracts***

You should use all reasonable efforts to comply with all relevant laws and regulations that apply to government contracting. You should refer any contract with any governmental entity to the Legal team for review and approval. Suspected or actual violations of law must be reported to the Legal team as soon as known. In addition to your duty to investigate and report suspect violations of law or this Code, described elsewhere herein, the Company may have an affirmative duty to report violations to the government. Failure to report such conduct to the Company could materially harm the Company.

### ***Requests by Regulatory Authorities***

You must cooperate with appropriate government inquiries and investigations in accordance with applicable laws. It is important, however, to protect the legal rights of the Company with respect to its nonpublic information. All government requests for information, documents, or investigative interviews should be referred to the Legal team. You should work with the Legal team in responding to requests by regulatory authorities to ensure appropriate responses and to avoid inappropriate disclosure of attorney-client privileged materials, trade secret information, or other nonpublic information. This policy should not be construed to prevent an employee from engaging in a Protected Activity.

### ***Political Contributions***

We comply fully with all applicable laws, rules, and regulations regarding political contributions. Sumo Logic's assets—including Company funds, employees' work time, and Company premises and equipment—must not be used for, or be contributed to, political campaigns or political activities under any circumstances without prior written approval from the Company's General Counsel. Please refer to our Anti-Corruption Policy for more information.

### ***Lobbying***

You must obtain prior written approval from the General Counsel for any work activity that requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation. Work activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials on behalf of the Company. Preparation, research, and other background activities that are done in support of such lobbying communication are also covered by this policy even if the communication ultimately is not made.

## **WHISTLEBLOWER POLICY**

### ***Overview***

Consistent with the Company's core values, we rely upon our directors, officers, employees, contractors, consultants, and others who do business with us to bring to light good faith concerns regarding our business practices, including: (1) reporting suspected legal violations; (2) providing truthful information in connection with an inquiry or investigation by a governmental body; and (3) identifying potential violations of the Code.

Nothing in this Code is intended to prevent any employee from reporting information to federal or state law enforcement agencies when an employee has reasonable cause to believe that the violation of a federal or state statute has occurred.

### ***Accounting and Auditing Complaints***

All accounting and auditing complaints received will be entered on an accounting and auditing matters log, which shall include, among other things, information regarding the date the complaint was received, a description of the complaint, the submitter (if provided), and the status and disposition of an investigation of the complaint. Receipt of the complaint will be acknowledged to the sender, within a reasonable period following receipt, if appropriate information for response is supplied.

The General Counsel or Chief Financial Officer will report immediately to the Audit Committee matters they deem significant (e.g., allegations of fraud or allegations of accounting or auditing matters she believes to be questionable involving executive officers). The Audit Committee shall direct and oversee an investigation of such complaints, as well as any complaints initially directed to the Audit Committee, as it determines to be appropriate.

All other complaints regarding accounting or auditing matters that the General Counsel or Chief Financial Officer deems not to be significant shall be reviewed under the direction and oversight of the General Counsel or Chief Financial Officer, who will involve such other parties (e.g., members of the internal audit team or outside advisors) as deemed appropriate. The General Counsel or Chief Financial Officer shall provide the Audit Committee with a quarterly report of all accounting or auditing complaints received and an update of pending investigations. The Audit Committee may request special treatment for any complaint and may assume the direction and oversight of an investigation of any such complaint.

### ***Other Complaints***

Non-accounting or non-auditing complaints shall be logged separately and will be forwarded to the appropriate person or department for investigation (e.g., the General Counsel, HR, or Security), unless the Chief Executive Officer, Chief Financial Officer, or General Counsel deems other treatment is necessary (e.g., such complaint involves a finance employee or an executive officer). The General Counsel shall retain written complaints, the accounting and auditing matters log, and all related documentation as required under applicable law.

## **INVESTIGATIONS AND DISCIPLINARY ACTIONS**

### ***Investigations***

The Board of Directors (or its designated committee) will be responsible for investigating violations and determining appropriate disciplinary action for matters involving directors or executive officers. The Board of Directors (or its designated committee) may designate others to conduct or manage investigations on its behalf and recommend disciplinary action.

Subject to the oversight of the Board of Directors (or its designated committee), the Company's General Counsel will be responsible for investigating violations and determining appropriate disciplinary action for other employees, contractors, or consultants. The General Counsel may designate others to conduct or manage investigations on their behalf and recommend disciplinary action. The General Counsel will periodically report Code violations and the corrective actions taken to the Board of Directors (or its designated committee). The Board of Directors reserves the right to investigate violations and determine appropriate disciplinary action on its own and to designate others to do so in place of, or in addition to, the Company's General Counsel.

We will promptly investigate any suspected violations. A person suspected of violating this Code may be suspended with or without pay while an investigation is conducted. We will follow local grievance procedures in jurisdictions where such procedures apply. You must cooperate with investigations into possible Code violations and be truthful and forthcoming in the course of these investigations.

### ***Disciplinary Action***

Any director, employee, contractor, or consultant who violates this Code, any other Sumo Logic policy, or any applicable laws and regulations governing our business, may be subject to disciplinary action, up to and including termination of employment or business relationships. Also, anyone who fails to report a violation (or fails to move promptly to report it) will be subject to the same disciplinary action. And, remember, some violations of this Code are illegal and may subject the violator to civil or criminal liability.

## **OTHER INFORMATION**

### ***Distribution and Acknowledgement***

All directors and employees will receive a copy of this Code at the time they join the Company and will receive periodic updates. Any contractor or consultant should also be provided with a copy of this Code. All employees must confirm and acknowledge that they have read this Code and that they understand and agree to comply with its provisions; an electronic acknowledgement will be sufficient. Acknowledgments will be kept as part of your personnel records.

### ***Annual Training and Certification***

Each year, you will be required to complete a training course on this Code, and to re-certify your acknowledgement. Even if you fail to complete the training or make your acknowledgement, you are still required to comply with this Code, any other Sumo Logic policy, or any applicable laws.

### ***Amendments and Modifications***

We continuously review and update our policies and procedures. Therefore, this Code is subject to modification from time to time for any reason. Any amendment or modification of this Code must be approved by our Board of Directors (or its designated committee) and promptly disclosed in accordance with applicable law.

### ***Waivers***

Any waiver of any provision of this Code for a director or executive officer must be approved in writing by the Board of Directors (or its designated committee) and promptly disclosed in accordance with applicable laws or regulations. Any waiver of any provision of this Code with respect to any other employee, contractor, or consultant must be approved in writing by the Company's General Counsel. However, any waiver of any provision 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 pursuant to the Related Person Transaction Policy.