

Code of Business Conduct and Ethics

Adopted April 2018

This Code of Business Conduct and Ethics (the “Code”) was adopted by the Board of Directors of Pivotal Software, Inc. (together with its subsidiaries, “Pivotal”).

1. Adherence to Our Core Values

All of the employees, officers and directors of the Company are expected to: do the right thing, do what works and be kind.

Adherence to these core values should be reflected in all of Pivotal’s business activities, including relationships with employees, customers, suppliers, partners, competitors, the government, the public and Pivotal’s stockholders. Even well-intentioned actions that violate the law or the Code may result in negative consequences for Pivotal and the individuals involved. Pivotal must strive to foster an ethical culture, and all employees, officers and directors must conduct themselves in accordance with the language and spirit of the Code and seek to avoid even the appearance of improper behavior. Any violation of the Code may result in discipline, up to and including employment termination, as well as civil and criminal penalties.

2. Compliance with Laws, Rules and Regulations

Pivotal is strongly committed to conducting its business affairs with honesty and integrity and in full compliance with all applicable laws, rules and regulations. No employee, officer or director of Pivotal shall commit an illegal or unethical act, or instruct others to do so, for any reason.

3. Trading on Inside Information

Using non-public, Company information to trade in securities of the Company or another publicly traded company, or providing a family member, friend or any other person with a “tip,” is illegal. All non-public, Company information should be considered inside information and should never be used for personal gain. You are required to familiarize yourself and comply with Pivotal’s Securities Trading Policy, available here. You should contact the Office of the General Counsel with any questions about your ability to buy or sell securities.

4. Protection of Confidential Proprietary Information

Confidential proprietary information generated and gathered in Pivotal’s business is a valuable Company asset. Protecting this information plays a vital role in Pivotal’s continued growth and ability to compete, and all proprietary information should be maintained in strict confidence, except when disclosure is authorized by the Company or required by law.

Proprietary information includes all non-public information that might be useful to competitors or that could be harmful to Pivotal, its customers or its suppliers if disclosed. Intellectual property, such as trade secrets, patents, trademarks and copyrights, as well as business, research and new product plans, objectives and strategies, records, databases, salary and benefits data, employee medical information,

customer, employee and suppliers lists and any unpublished financial or pricing information must be protected.

Unauthorized use or distribution of proprietary information violates Company policy and could be illegal. Such use or distribution could result in negative consequences for both Pivotal and the individuals involved, including potential legal and disciplinary actions. Pivotal respects the property rights of other companies and their proprietary information and requires its employees, officers and directors to observe such rights.

Your obligation to protect Pivotal's proprietary and confidential information continues even after you leave Pivotal, and you must return all proprietary information in your possession upon leaving Pivotal.

5. Open Source and Licensing Guidelines

Pivotal is committed to open source software ("OSS") development, community best practices, promoting compliance with legal obligations relating to OSS licenses and protecting Pivotal's intellectual property. Use and contribution of OSS are subject to a review and tracking process, and there are guidelines in place to expedite the use of approved licenses, available here.

6. Conflicts of Interest

Employees, officers and directors have an obligation to act in the best interest of Pivotal. All employees, officers and directors should endeavor to avoid situations that present a potential or actual conflict between their interest and the interest of Pivotal.

A "conflict of interest" occurs when a person's private interest interferes in any way, or even appears to interfere, with the interest of Pivotal, including its subsidiaries and affiliates. A conflict of interest may arise when an employee, officer or director takes an action or has an interest that may make it difficult for him or her to perform his or her work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director (or his or her family members) receives improper personal benefits as a result of the employee's, officer's or director's position in Pivotal.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations that may constitute a conflict of interest:

- Working, in any capacity, for a competitor, customer or supplier while employed by Pivotal
- Accepting gifts of more than modest value or receiving personal discounts (if such discounts are not generally offered to the public) or other benefits as a result of your position in Pivotal from a competitor, customer or supplier
- Competing with Pivotal for the purchase or sale of property, products, services or other interests
- Having an interest in a transaction involving Pivotal, a competitor, a customer or supplier (other than as an employee, officer or director of Pivotal and not including routine investments in publicly traded companies)
- Receiving a loan or guarantee of an obligation as a result of your position with Pivotal
- Directing business to a supplier owned or managed by, or which employs, a relative or friend

Situations involving a conflict of interest may not always be obvious or easy to resolve. You should report actions that may involve a conflict of interest to the Office of the General Counsel.

In order to avoid conflicts of interests, senior executive officers and directors must disclose to the Office of the General Counsel any material transaction or relationship that reasonably could be expected to give rise to such a conflict, and the Office of the General Counsel shall notify the Board of Directors of any such disclosure. Conflicts of interests involving the Office of the General Counsel and directors shall be disclosed to the Board of Directors.

7. Protection and Proper Use of Company Assets

Protecting Company assets against loss, theft or other misuse is the responsibility of every employee, officer and director. Loss, theft and misuse of Company assets directly impact Pivotal's profitability. Any suspected loss, misuse or theft should be reported to your manager, Human Resources representative or the Office of the General Counsel.

The sole purpose of Pivotal's equipment, vehicles, supplies and technology is the conduct of Pivotal's business. They may only be used for Company business consistent with Company guidelines.

8. Information Technology and Privacy

Pivotal's IT systems are the property of Pivotal, and all of these systems must be used appropriately, for work-related matters, and consistent with applicable laws and policies, including policies relating to security and information protection. You should not have an expectation of privacy with respect to Pivotal's IT systems.

Processing sensitive data should be undertaken only when specifically authorized and only as necessary for legitimate business purposes. You should observe appropriate laws, safeguards, protocols and security measures when handling such information.

9. Record Retention

Records are to be maintained consistent with Pivotal's Document Retention Policy, available here. If you become aware of a subpoena, actual or threatened litigation or other legal or investigative matter that relates to Pivotal and you have documents that may be relevant, you must promptly notify the Office of the General Counsel and retain and preserve those documents, including documents that may otherwise be automatically deleted or destroyed, until advised by the Office of the General Counsel otherwise.

10. Corporate Opportunities

Employees, officers and directors are prohibited from taking for themselves business opportunities that are discovered through the use of corporate property, information or position. No employee, officer or director may use corporate property, information or position for personal gain, and no employee, officer or director may compete with Pivotal. Competing with Pivotal may involve engaging in the same line of business as Pivotal, or any situation where the employee, officer or director takes away from Pivotal opportunities for sales or purchases of products, services or interests. Employees, officers and directors owe a duty to Pivotal to advance its legitimate interests when the opportunity to do so arises.

11. Signatory Authority Policy

No employee, officer or director Pivotal should act, or appear to act, on behalf of Pivotal beyond the scope of his or her role. Only specifically designated people have, pursuant to Company policy, the authority to bind Pivotal to contract terms, sign Pivotal documents, commit resources, and speak on behalf of Pivotal. Pivotal's Contract Approval and Signature Policy, available here, defines Pivotal's policies governing contract approval and signature authority.

12. Fair Dealing

To establish and maintain strong and long-lasting relationships, we must be honest, empathetic and trustworthy in our dealings with customers, as well as with vendors and other third parties. Long-term relationships are more valuable than short-term gains. Each employee, officer and director of Pivotal should endeavor to deal fairly with customers, suppliers, competitors, the public and one another at all times and in accordance with ethical business practices. No one should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice. No bribes, kickbacks or other similar payments in any form shall be made directly or indirectly to or for anyone for the purpose of obtaining or retaining business or obtaining any other favorable action. Pivotal and any employee, officer or director involved may be subject to disciplinary action as well as potential civil or criminal liability for violation of this policy.

Occasional business gifts to, or entertainment of, non-government employees in connection with business discussions or the development of business relationships are generally deemed appropriate in the conduct of Company business. However, these gifts should be given infrequently and their value should be modest. Gifts or entertainment in any form that would likely result in a feeling or expectation of personal obligation should not be extended or accepted. Any gift giving should be fully visible to Pivotal management, and accurately reported on expense reports.

Practices that are acceptable in a commercial business environment may be against the law or the policies governing federal, state or local government employees. Therefore, no gifts or business entertainment of any kind may be given to any government employee without the prior approval of the Office of the General Counsel.

Except in certain limited circumstances, the Foreign Corrupt Practices Act ("FCPA") prohibits giving anything of value directly or indirectly to any "foreign official" for the purpose of obtaining or retaining business. When in doubt as to whether a contemplated payment or gift may violate the FCPA, contact the Office of the General Counsel before taking any action.

13. Quality of Public Disclosures

Pivotal has a responsibility to provide full and accurate information in our public disclosures, in all material respects, about Pivotal's financial condition and results of operations. Pivotal's reports and documents filed with or submitted to the U.S. Securities and Exchange Commission and its other public communications shall include full, fair, accurate, timely and understandable disclosure, and Pivotal has established a Disclosure Committee consisting of senior management to assist in monitoring such disclosures. In order to comply with these public disclosure requirements and Pivotal's other reporting obligations, it is essential that employees, directors and officers report all business transactions honestly, accurately and in compliance with all of Pivotal's policies and procedures. For example, employees, officers and directors must provide accurate expense reports and documentation relating to sales transactions. Falsification of business documentation, whether or not it results in personal gain, is never permissible.

14. Equal Opportunity, Non-Discrimination and Fair Employment

Pivotal values the creativity, energy and strength that results from a diverse workplace. Pivotal's policies for recruitment, advancement and retention of employees forbid discrimination on the basis of any criteria prohibited by law, including but not limited to race, sex and age. Pivotal's policies are designed to ensure that employees are treated, and treat each other, fairly and with respect and dignity. In keeping with this objective, conduct involving discrimination or harassment of others will not be tolerated. All employees are required to comply with the Company's policy on equal opportunity, non-discrimination and fair employment, available here.

15. Compliance with Trade and Antitrust Laws

Pivotal conducts its business in strict compliance with import and export laws and regulations around the world. Trade laws in the United States and certain other countries restrict the export of certain types of technology to other countries and prohibit essentially all technology sales to certain embargoed countries. Pivotal must also comply with specific economic trade sanctions. These laws govern the transfer of Company know-how, products and technology (including the downloading of software) throughout the world.

Antitrust laws prohibit agreements among competitors on such matters as prices, terms of sale to customers and allocating markets or customers. Antitrust laws can be very complex, and violations may subject Pivotal and its employees to criminal sanctions, including fines, jail time and civil liability.

If you have any questions regarding trade or antitrust laws, consult the Office of the General Counsel.

16. Political Contributions and Activities

Any political contributions made by or on behalf of Pivotal and any solicitations for political contributions of any kind must be lawful and in compliance with Company policies. This policy applies solely to the use of Company assets and is not intended to discourage or prevent individual employees, officers or directors from making political contributions or engaging in political activities on their own behalf. No one may be reimbursed directly or indirectly by Pivotal for personal political contributions.

17. Environment, Health and Safety

Pivotal is committed to conducting its business in compliance with all applicable environmental and workplace health and safety laws and regulations. Pivotal strives to provide a safe and healthy work environment for our employees and to avoid adverse impact and injury to the environment and communities in which it conducts its business. Achieving this goal is the responsibility of all officers, directors and employees.

18. Compliance with the Code and Reporting of Any Illegal or Unethical Behavior

All employees, directors and officers are expected to comply with all of the provisions of the Code. The Code will be strictly enforced and violations will be dealt with immediately, including by subjecting persons who violate its provisions to corrective and/or disciplinary action such as dismissal or removal from office. Violations of the Code that involve illegal behavior will be reported to the appropriate authorities.

Situations which may involve a violation of ethics, laws, rules, regulations or this Code may not always be clear and may require the exercise of judgment or the making of difficult decisions. Employees, officers and directors should promptly report any concerns about a violation of ethics, laws, rules, regulations or the Code in any of the following ways:

- Contact your manager or Human Resources representative at AskHR@Pivotal.io
- Contact the Office of the General Counsel by e-mail at GeneralCounsel@Pivotal.io or by telephone at 510.340.6474
 - Any such concerns involving any senior executive officer or director should be reported to the Office of the General Counsel, and the Office of the General Counsel shall notify the Audit Committee of any violation
 - Any such concerns involving the General Counsel should be reported to the Audit Committee
- In the case of accounting, internal controls or audit matters, you may contact the Audit Committee of the Pivotal Board of Directors by e-mail at AuditCommittee@Pivotal.io.
- Alternatively, you may report violations to Pivotal's third-party ethics hotline reporting company, EthicsPoint. You may contact the EthicsPoint hotline by telephone at 1.855.729.4278 in the United States, and 1.855.729.4277 outside the United States, or at <http://Pivotal.Ethicspoint.com>.
- Interested parties may also communicate directly with Pivotal's non-employee directors through contact information located in Pivotal's annual report on Form 10-K.

Such reports may be made anonymously. An anonymous report should provide enough information about the incident or situation to allow Pivotal to investigate properly. If reports require confidentiality, including keeping an identity anonymous, Pivotal will endeavor to protect this confidentiality, subject to applicable law, regulation or legal proceedings.

Pivotal will not retaliate against any person who uses this procedure. Open communication of issues and concerns by all employees without fear of retribution or retaliation is vital to the successful implementation of this Code. All employees, officers and directors are required to cooperate in any internal investigations of misconduct and unethical behavior.

Pivotal recognizes the need for the Code to be applied equally to everyone it covers. The Office of the General Counsel will have primary authority and responsibility for the enforcement of this Code, subject to the supervision of the Audit Committee of the Board of Directors, including in the case of accounting, internal accounting controls or auditing matters, and Pivotal will devote the necessary resources to enable the Office of the General Counsel to establish such procedures as may be reasonably necessary to create a culture of accountability and facilitate compliance with the Code. Questions concerning the Code should be directed to the Office of the General Counsel.

The provisions of this Section 18 are qualified in their entirety by reference to Section 19.

19. Reporting Violations to a Governmental Agency

You understand that you have the right to:

- Report possible violations of state or federal law or regulation that have occurred, are occurring or are about to occur to any governmental agency or entity, or self-regulatory organization
- Cooperate voluntarily with, or respond to any inquiry from, or provide testimony before any self-regulatory organization or any other federal, state or local regulatory or law enforcement authority
- Make reports or disclosures to law enforcement or a regulatory authority without prior notice to, or authorization from, Pivotal
- Respond truthfully to a valid subpoena

You have the right to not be retaliated against for reporting, either internally to Pivotal or to any governmental agency or entity or self-regulatory organization, information which you reasonably believe relates to a possible violation of law. It is a violation of federal law to retaliate against anyone who has reported such potential misconduct either internally or to any governmental agency or entity or self-regulatory organization. Retaliatory conduct includes discharge, demotion, suspension, threats, harassment and any other manner of discrimination in the terms and conditions of employment because of any lawful act you may have performed. It is unlawful for Pivotal to retaliate against you for reporting possible misconduct either internally or to any governmental agency or entity or self-regulatory organization.

Notwithstanding anything contained in this Code or otherwise, you may disclose confidential Company information, including the existence and terms of any confidential agreements between yourself and Pivotal (including employment or severance agreements), to any governmental agency or entity or self-regulatory organization.

Pivotal cannot require you to withdraw reports or filings alleging possible violations of federal, state or local law or regulation, and Pivotal may not offer you any kind of inducement, including payment, to do so.

Your rights and remedies as a whistleblower protected under applicable whistleblower laws, including a monetary award, if any, may not be waived by any agreement, policy form or condition of employment, including by a predispute arbitration agreement.

Even if you have participated in a possible violation of law, you may be eligible to participate in the confidentiality and retaliation protections afforded under applicable whistleblower laws, and you may also be eligible to receive an award under such laws.

20. Waivers and Amendments

Any waiver of the provisions in this Code for executive officers or directors may only be granted by the Board of Directors and will be disclosed to Pivotal's stockholders within the period prescribed by rules of the Securities and Exchange Commission and the New York Stock Exchange. Any waiver of this Code for other employees may only be granted by the Office of the General Counsel. Amendments to this Code must be approved by the Audit Committee and amendments of the provisions of this Code applicable to the CEO and the senior financial officers will also be promptly disclosed to the Company's stockholders as required by the rules referred to above.