



## Code of Business Conduct and Ethics for Directors

Effective as of April 27, 2018

### Purpose

Smartsheet Inc. (collectively with its subsidiaries, “Smartsheet”) is committed to promoting high standards of honest and ethical business conduct and compliance with applicable laws, rules, and regulations. As part of this commitment, Smartsheet has adopted this Code of Business Conduct and Ethics for Directors (this “Code”), which is intended to apply the same high standards of honest and ethical business conduct to directors as are applied to officers and employees. This Code sets expectations and provides guidance applicable to every member of Smartsheet’s Board of Directors (each, a “director,” and collectively, the “directors”). Every director has a responsibility to read and understand this Code, and to use it as a guide for the performance of their responsibilities as a director. No one has the authority to make a director violate this Code, and any attempt to direct or otherwise influence someone else to commit a violation is unacceptable. This Code cannot address every ethical issue or circumstance that may arise, so, in complying with the letter and spirit of this Code, directors must apply common sense, together with high personal standards of ethics, honesty and accountability, in making business decisions. Directors should consider not only their own conduct, but also that of their family members. Throughout this Code, the term “family member” refers to a director’s spouse, parents, children and siblings, whether by blood, marriage or adoption, or anyone residing in such person’s home.

In addition to this Code, directors are expected to comply with other Smartsheet policies and procedures, many of which supplement this Code by providing more detailed guidance. Smartsheet may modify or update these specific policies and procedures from time to time and may adopt new policies and procedures in the future.

Nothing in this Code is intended to alter the existing legal rights and obligations of any of the directors, including under applicable law, Smartsheet’s amended and restated articles of incorporation, bylaws, and any agreement entered into between Smartsheet and any director.

Smartsheet expects all of its directors to help foster a sense of commitment to this Code among all directors, and to foster a culture of fairness, honesty, and accountability within Smartsheet. Smartsheet also expects directors to ensure that its agents, consultants, and contractors conform to the standards of this Code when

working on its behalf, especially when such agents, consultants, and contractors have been engaged by Smartsheet's Board of Directors (the "Board") or its committees.

If a director needs help understanding this Code, or how it applies to conduct in any given situation, he or she should contact the chair of the Nominating and Corporate Governance Committee of the Board (the "Chair") (or, in the case of the Chair, Smartsheet's General Counsel), who may consult with inside or outside legal counsel as appropriate). In addition, directors should be alert to possible violations of this Code by others and should report suspected violations without fear of any form of retaliation, as described in the Compliance Standards and Procedures section below. Alternatively, directors may report any violation anonymously through the procedures set forth in Smartsheet's Whistleblower and Complaint Policy.

Any director who violates the standards in this Code will be subject to appropriate action, which, in certain circumstances, may include removal from the Board, legal action, or referral for criminal prosecution.

## Legal Compliance

Directors must always obey the law while performing their duties for Smartsheet. Smartsheet's success depends upon each director operating within legal guidelines and cooperating with authorities. It is essential that directors know and understand the legal and regulatory requirements that apply to Smartsheet's directors and its business. While directors are not expected to have complete mastery of these laws, rules, and regulations, directors are expected to be able to recognize situations that require them to consult with others to determine the appropriate course of action. If directors have questions in the area of legal compliance, they should approach the Chair (or, in the case of the Chair, Smartsheet's General Counsel) immediately.

## Conflicts of Interest

Directors are expected to avoid actual or apparent conflicts of interest between their personal and professional relationships, including, if appropriate, recusing themselves from discussions of the Board when their participation could be perceived as creating such a conflict. A "conflict of interest" occurs when a personal interest interferes in any way - or even appears or could reasonably be expected to interfere - with the interests of Smartsheet as a whole.

Sometimes conflicts of interest arise when a director takes some action or has some outside interest, duty, responsibility, or obligation that conflicts with an interest of Smartsheet or his or her, duty to Smartsheet as a director. Conflicts of interest can also arise when a director or relative of a director (including a family member of a director) receives improper personal benefits as a result of a Smartsheet position.

A few examples of activities that could involve conflicts of interests include:

- Aiding Smartsheet competitors. This could take the form of service as a member of the board of directors of, or passing Smartsheet confidential information to, a competitor, or accepting payments or other benefits from a competitor.
- Involvement with any business that does business, or seeks to do business, with Smartsheet. Employment by or service on the board of directors of a business partner, customer, or service provider is generally discouraged and consultation with the Chair (or, in the case of the Chair, Smartsheet's General Counsel) is required prior to proceeding.
- Owning a significant financial interest in a competitor or a business that does business, or seeks to do business, with Smartsheet (which shall exclude a passive investment of 1% or less in a public company that is a competitor, business partner, supplier or vendor of Smartsheet). In evaluating such interests for conflicts, both direct and indirect interests that a director may have should be considered, along with the size and nature of the interest, the nature of Smartsheet's relationship with the other business, and whether the director has the ability to influence Smartsheet decisions that would affect the other business.

If a director has or plans to acquire a significant financial interest in a competitor, or in a business partner, customer or service provider with which such director has direct business dealings (or approval responsibilities), the director must consult with the Chair (or, in the case of the Chair, Smartsheet's General Counsel).

Conflicts of interest may also arise in other situations, such as:

- soliciting or accepting payments, gifts, loans, favors or preferential treatment from any person or entity that does or seeks to do business with Smartsheet (see Section 7 (Gifts and Entertainment) of the Smartsheet Anti-Corruption Policy for further discussion of the issues involved in this type of conflict); or
- taking personal advantage of corporate opportunities (see Section 4 (Corporate Opportunities) for further discussion of the issues involved in this type of conflict).

A director must avoid these situations (and others like them), where a director's loyalty to Smartsheet could be compromised. If a director believes a situation may exist in which he or she has a conflict of interest that would interfere with the ability to perform his or her responsibilities as a director, he or she must promptly notify the Chair (or, in the case of the Chair, Smartsheet's General Counsel). The Nominating and Corporate Governance Committee of the Board (the "Governance Committee"), acting where appropriate on the

advice and guidance of counsel, will then review all relevant facts and may: (a) determine that the conduct or situation does not amount to a conflict of interest; (b) provide guidance to avoid a conflict from developing (such as suggesting recusal from consideration or approval of specific matters that come before the Board); or (c) declare that a director may not pursue a certain course or action, or must terminate the conflict. In addition, all related party transactions, whether or not deemed to be a conflict of interest, must be approved in accordance with Smartsheet's Related Party Transactions Policy.

### Special Note Regarding Director Loans

Loans to directors or their family members by Smartsheet, or guarantees of their loan obligations, could constitute an improper personal benefit to the recipients of these loans or guarantees. Accordingly, beginning with the adoption of this Code, loans and guarantees for directors by Smartsheet are expressly prohibited by law and Smartsheet policy.

### Insider Trading

Directors are prohibited from using "inside" or material nonpublic information about Smartsheet, or about companies with which Smartsheet does business, in connection with buying or selling Smartsheet's or such other companies' securities, including "tipping" others who might make an investment decision on the basis of this information. It is illegal, and it is a violation of this Code and other Smartsheet policies, to tip or to trade on inside information. Directors are prohibited from using or sharing inside information for stock trading purposes or for any other purpose except to conduct Smartsheet business.

Directors must exercise the utmost care when in possession of material nonpublic information. Smartsheet's Insider Trading Policy provides guidance on the sorts of information that might be nonpublic and material for these purposes, and guidelines on when and how directors may purchase or sell shares of Smartsheet stock or other securities.

Please review Smartsheet's Insider Trading Policy for additional information.

### Corporate Opportunities

Directors may not compete with Smartsheet, or take personal advantage of business opportunities that Smartsheet might want to pursue. Even opportunities that are acquired through independent sources may be questionable if they are related to Smartsheet's existing or proposed lines of business. Directors owe a duty to advance Smartsheet's legitimate business interests when opportunities arise. Accordingly, participation by directors in an outside business opportunity that is related to Smartsheet's existing or proposed lines of business is prohibited. If a director believes a situation may exist in which he or she may

participate in a business opportunity that Smartsheet might want to pursue, then he or she must promptly notify the Chair (or, in the case of the Chair, the General Counsel).

## Competition and Fair Dealing

Smartsheet strives to compete vigorously and to gain advantages over its competitors through superior business performance, not through unethical or illegal business practices. No director may acquire proprietary information from others, possess trade secret information, or induce disclosure of confidential information from past or present employees of other companies through improper means. If a director has obtained information of this variety by mistake, or has any questions about the legality of future actions, he or she must consult with the Chair (or, in the case of the Chair, the General Counsel).

Directors are expected to deal fairly and honestly with anyone with whom they have contact, particularly in the course of performing duties as a director. The making of false or misleading statements about Smartsheet competitors is prohibited by this Code, inconsistent with Smartsheet's reputation for integrity, and harmful to Smartsheet's business. Directors may not take unfair advantage of anyone through misuse of confidential information, misrepresentation of material facts, or any other unfair business practice.

## Financial Integrity; Public Reporting

Smartsheet's disclosure controls and procedures are designed to help ensure that its reports and documents filed with or submitted to the U.S. Securities and Exchange Commission (the "SEC") and other public disclosures are complete, fair, and accurate, fairly present its financial condition and results of operations, and are timely and clear. In connection with the preparation of the financial and other disclosures that Smartsheet makes to the public, including by press release or filing a document with the SEC, directors must, in addition to complying with all applicable laws, rules, and regulations, follow these guidelines:

- act honestly, ethically, and with integrity;
- comply with this Code;
- endeavor to ensure complete, fair, accurate, timely and understandable disclosure in the Smartsheet's filings with the SEC;
- raise questions and concerns regarding Smartsheet's public disclosures when necessary and ensure that such questions and concerns are appropriately addressed;

- act in good faith, without misrepresenting material facts or allowing independent judgment to be subordinated by others; and
- comply with our disclosure controls and procedures, and internal controls over financial reporting.

If a director becomes aware that Smartsheet's public disclosures are not complete, fair, and accurate, or if he or she becomes aware of a transaction or development that he or she believes may require disclosure, the director should report the matter immediately to the Chair (or, in the case of the Chair, the General Counsel).

## Gifts and Entertainment

All directors must be careful to avoid even the appearance of impropriety in giving or receiving gifts and entertainment. For additional information, please see Smartsheet's Anti-Corruption Policy.

## Political Contributions

Smartsheet does not make contributions or payments that could be considered a contribution to a political party or candidate, or to intermediary organizations such as political action committees. For additional information, please see Smartsheet's Anti-Corruption Policy.

## International Business Laws

Directors are expected to comply with all applicable laws, both foreign and domestic, wherever conducting Smartsheet business, including laws prohibiting bribery, corruption, or doing business with specified individuals, companies, or countries. Smartsheet also expects directors to comply with U.S. laws, rules, and regulations governing the conduct of business by U.S. citizens and entities outside the United States.

Relevant U.S. laws, rules and regulations, which extend to all of our activities outside the United States, include:

- the Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment, and requires the maintenance of accurate records of any payments and gifts made;
- U.S. embargoes, which restrict or, in some cases, prohibit U.S. persons, corporations and, in some cases, foreign subsidiaries from doing business with certain countries, groups, or individuals;
- export controls, which restrict travel to designated countries; prohibit or restrict exporting from the United States goods, services, and technology to designated countries and identified persons or

entities; and prohibit or restrict the re-export of U.S.-origin goods from the country of original destination to designated countries or identified persons or entities; and

- anti-boycott compliance, which prohibits U.S. companies from taking any action that has the effect of furthering any unsanctioned boycott of a country friendly to the United States.

For additional information, please see Smartsheet's Anti-Corruption Policy. If a director has a question as to whether an activity is restricted or prohibited, they are expected to contact the General Counsel before taking any action.

## Confidentiality

Smartsheet depends upon its confidential information, and relies on a combination of patent, copyright, and trademark laws; trade secrets; confidentiality procedures; and contractual provisions to protect it. Confidential information includes: (a) business, marketing, product and service plans; (b) business and pricing strategies; (c) financial information and forecasts; (d) product architecture, source codes, engineering ideas, designs, databases, technical information and other intellectual property; (e) personnel information; (f) customer and business partner lists and data; (g) similar types of information provided to Smartsheet by its customers, service providers, and business partners; and (h) all other non-public information (regardless of its source) that, if disclosed, might be of use to competitors or otherwise harmful to Smartsheet or its customers, service providers and business partners. A director who has had access to Smartsheet confidential information must keep it confidential at all times, including at all times after such director ceases to be a director of Smartsheet.

Directors must not share Smartsheet confidential information, or any confidential information of a customer, service provider, or business partner, with anyone who has not been authorized to receive it, except when disclosure is authorized or legally mandated. Unauthorized use or distribution of this information is extremely serious; it could be illegal and result in civil liability or criminal penalties.

Directors must take precautions to prevent unauthorized disclosure of confidential information. Accordingly, directors should take steps to ensure that business-related paperwork and documents are produced, copied, faxed, filed, stored, and discarded by means designed to minimize the risk that unauthorized persons might obtain access to confidential information. Directors should not discuss sensitive matters or confidential information in public places, and should avoid discussing confidential information on cellular phones to the extent practicable. Directors may not post Smartsheet confidential information online, including in any "chat room," or forum, regardless of whether a pseudonym is used. Please see Smartsheet's Social Media Policy for additional information.

All Smartsheet emails, voicemails, and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of Smartsheet, except where required for legitimate business purposes.

Directors are required to observe the provisions of any other specific policy regarding privacy and confidential information that Smartsheet may adopt from time to time, as well as any applicable laws relating to data protection and privacy. Any inappropriate handling of Smartsheet confidential information or any security breach impacting Smartsheet confidential information should be reported immediately to Smartsheet's General Counsel.

## Protection and Proper Use of Company Assets

Theft, carelessness, and waste have a direct impact on Smartsheet's profitability. Any misuse or suspected misuse of Smartsheet assets must be immediately reported to the Chair (or, in the case of the Chair, the General Counsel).

## Media Contacts and Public Communications

It is Smartsheet's policy to disclose material information to the public only in accordance with Smartsheet's Corporate Communications Policy in order to avoid inappropriate publicity and to ensure that all such material information is communicated in a way that is reasonably designed to provide broad, non-exclusionary distribution of information to the public. Only those individuals designated as official spokespersons in the Corporate Communications Policy may address questions regarding financial matters. Please see the Corporate Communications Policy for additional information.

## Amendment and Waiver

Any amendment or waiver of this Code must be in writing and approved by the Governance Committee. Any such amendment or waiver may be publicly disclosed if required by applicable laws, rules, and regulations.

## Compliance Standards and Procedures

### Compliance Resources

Smartsheet has an obligation to promote ethical behavior. Every director is encouraged to talk to the Chair (or, in the case of the Chair, Smartsheet's General Counsel) when in doubt about the application of any provision of this Code.

## Clarifying Questions and Concerns; Reporting Possible Violations

If a director encounters a situation or is considering a course of action and its appropriateness is unclear, he or she is expected to discuss the matter promptly with the Chair (or, in the case of the Chair, Smartsheet's General Counsel); even the appearance of impropriety can be very damaging and should be avoided. If a director is aware of a suspected or actual violation of this Code by others, he or she has a responsibility to report it. Reporting procedures, including anonymous reporting procedures, are described in Smartsheet's Whistleblower and Complaint Policy. Directors who wish to anonymously submit a concern or complaint regarding a possible violation of this Code should follow the procedures outlined in Smartsheet's Whistleblower and Complaint Policy. Directors should raise questions or report potential violations of this Code without any fear of retaliation in any form; Smartsheet will take prompt disciplinary action against any director, officer, or employee who retaliates against the reporting director.

## Responsibility for the Investigation

The Board is ultimately responsible for the investigation and resolution of all suspected or actual violations of this Code. Alleged violations of this Code will be investigated by the Governance Committee and may result in discipline and other action at the discretion of the Board upon recommendation of the Governance Committee, including, where appropriate, removal from the Board. The Board and the Governance Committee will conduct their investigations with the highest degree of confidentiality that is possible under the specific circumstances. The Chair, the Governance Committee, or Smartsheet's General Counsel, as the case may be, may consult with other members of the Board and outside counsel as appropriate.

## Administration of this Code

The Governance Committee is responsible for reviewing this Code as set forth in its charter. It may take any steps in connection with the implementation of this Code as it deems necessary. The Governance Committee will have the authority to amend this Code and procedures associated with this Code at its discretion. Smartsheet will notify directors of any material changes to this Code.

## No Rights Created

This Code is a statement of fundamental principles, policies, and procedures that govern the conduct of Smartsheet directors. It is not intended to and does not create any legal rights for any customer, supplier, competitor, shareholder, or any other non-employee or entity.