

CODE OF BUSINESS CONDUCT AND ETHICS FOR DIRECTORS

Policy

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1 Purpose of Policy

The Board of Directors of ServiceNow, Inc. has adopted this Code of Business Conduct and Ethics for Directors Policy (the “Code”) for members of the Company’s Board of Directors.

2 Scope of Policy

Each Director is responsible for his or her own compliance with this Code. If a Director has questions regarding the interpretation of the Code or of its application to a specific situation, these questions may be addressed to the Company’s General Counsel. Alternatively, directors may address such questions to the Chair of the Nominating and Governance Committee of the Board of Directors or to the Chairman of the Board. Directors are also expected and required to understand and comply with the Company’s Insider Trading Policy, the Code of Business Conduct and Ethics for Employees, and any other policies established by the Company with respect to Directors or Employees generally, except to the extent that this Code of Conduct and Ethics for Directors provides different or more specific guidance.

3 Policy

If a Director would like to seek a waiver of the application of the Code to a particular set of circumstances, the Director should address that request to the Chairman of the Board, with a copy to the Company’s General Counsel. Waivers of the Code may be granted only by the Board of Directors or, at the Board’s direction, the Nominating and Governance Committee. Any waiver so granted shall be publicly disclosed to the extent and in the manner prescribed by the federal securities laws and regulations and the rules of the New York Stock Exchange.

If a Director believes that any act prohibited by this Code has occurred and not been appropriately waived, the Director shall give prompt notice to the Chairman of the Board, or if the potential violation involves the Chairman or such Director, to the Chair of the Nominating and Governance Committee with, in either case, a copy to the Company’s General Counsel. The Board shall review and, as it deems appropriate, investigate any such report and to the extent that it finds that a violation exists or has occurred it shall authorize and direct the taking of appropriate action. Directors are expected to assist the Board as requested in connection with any such review or investigation. Similarly, if a Director believes that any act prohibited by the Code of Business Conduct and Ethics for Employees has occurred, the Director shall give prompt notice to the General Counsel.

Directors are expected to recognize that as leaders of the Company they are regarded as models of appropriate behavior by employees and other constituencies of the Company. Directors should support the Company’s efforts to ensure ethical behavior by all of its employees and encourage the appropriate reporting by employees of unethical behavior of which they may become aware.

Conflict of Interest

Directors shall avoid business, financial or other direct or indirect interests or relationships that conflict with the interests of the Company. An interest or relationship of a Director or family member of a Director is regarded as conflicting with the interests of the Company if its existence might reasonably be expected to interfere with the Director’s independent and objective fulfillment of his or her duties to the Company. Even situations that may appear to present a conflict of interest should be avoided unless such situation has been presented to the Board of Directors and it, or a duly designated committee of the Board, has determined that a conflict of interest does not exist or that the application of this Code to such situation should be waived.

Corporate Opportunities

Directors shall not take for themselves, family members or entities with which they are affiliated any opportunity of which they become aware through the use of Company property, information or position and shall not use Company property, information or position for personal gain.

Confidentiality

Directors are expected to maintain the confidentiality of any confidential information which they receive from the Company, except to the extent that disclosure is authorized by the Company or required by law. Confidential information may include, without limitation, information regarding the Company's operating results or financial condition, strategic initiatives, service launches or terminations or major transactions and also includes intellectual property such as trade secrets, matters that may be the subject of patents, copyrights or trademarks, service plans and information regarding service performance, customer and supplier information and pricing information.

Fair Dealing

The Company intends to deal fairly with its customers, suppliers, employees and competitors and expects that Directors will participate in its efforts to do so. No Director shall seek to take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practice.

Protection and Proper Use of Company Assets

Directors shall oversee the Company's efforts to protect the assets of the Company and to prevent the unauthorized use of Company assets. No Director shall use the assets of the Company for personal opportunity or gain. By using any Company electronic equipment or systems or by accessing the Internet or any Company intranet using a ServiceNow sign-on ID or any Company computer equipment or systems, a director acknowledges that he or she represents the Company and agrees to comply with our Acceptable Use Policy. The Acceptable Use Policy highlights critical rules for employees to follow when accessing our system, network and information resources, including rules with respect to the use of Internet and intranet services, e-mail, telephone and other electronic communication resources. The Acceptable Use Policy is an extension of this code. Violations of the Acceptable Use Policy will be handled in the same manner as other violations of this Code.

Compliance with Laws

It is the Company's policy to comply with all applicable laws and regulations. Each Director shall, in his or her service to the Company, comply with all applicable laws and regulations. The Board of Directors shall use reasonable efforts to oversee the Company's efforts to ensure compliance with applicable laws and regulations by all employees.

The Company shall maintain a copy of this Code in the section of the Company's website where corporate governance materials are maintained.