

# CODE OF CONDUCT AND ETHICS

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2225 Lawson Lane, Santa Clara, CA 95054, USA

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# 1 Purpose and Scope

## 1.1 Purpose

ServiceNow, Inc. (collectively with its subsidiaries, the “**Company**”, “**we**”, “**our**”) is committed to the highest standards of legal and ethical business conduct and has long operated its business consistent with written operating principles and policies that reinforce this commitment. This Code of Business Conduct and Ethics, which is an element of the Company’s Legal Compliance Policy (the “**Code**”), summarizes the ethical standards for all officers and employees of the Company as well as the non-employee members of the Company’s Board of Directors (the “**Board**”) regarding their ServiceNow-related activities (collectively, the “**Company Members**”) and is a reminder of the seriousness of our commitment. Compliance with this Code is mandatory for every Company Member. In addition to this Code, Company Members are subject to and must comply with the Company’s Legal Compliance Policy and other policies and programs of the Company, as applicable. As used herein, references to “employee(s)” shall include contingent workers.

## 1.2 Scope

This Policy is applicable to all Company Members.

# 2 Policy

## 2.1 Introduction

Our business is complex in terms of the geographies and cultures in which we function and the laws with which we must comply. To help our officers and employees understand what is expected of them and to carry out their responsibilities, we have created this Code. Responsibility for overseeing adherence to this Code shall rest with the Chief Executive Officer of the Company (“**Chief Executive Officer**”), as instructed by the Board.

This Code is not intended to be a comprehensive guide to all our policies or to all responsibilities under law or regulation. All Company Members are expected to be familiar with applicable laws and regulations in their area of operation, and the Company expressly prohibits any activity by Company Members that violates any applicable law or regulation. This Code is a guideline, or a minimum requirement, that must always be followed.

We expect each of our officers and employees to read and become familiar with the ethical standards described in this Code. Violations of the law, our corporate policies, or this Code may result in disciplinary action, including dismissal.

## 2.2 Key Corporate Values

ServiceNow values and, through this Code, seeks to align its Company Members’ conduct with the following key corporate values:

### Respect and Dignity

All officers and employees are expected to comply with all applicable discrimination and harassment laws. In addition, we expect all officers and employees to interact with each other with mutual respect, dignity, kindness and common courtesy. Respect means that we value people equally, regardless of their race, religion, gender or other categories protected by applicable law.

### Performance and Execution

ServiceNow strives for a performance culture, one that rewards, recognizes and celebrates superior performance across all business disciplines. We want to excel and be the best at what we do. The Company will continually raise the bar on performance and shall communicate explicitly with our operating units and our employees on their performance.

We wish to have a culture of execution, one that is invested in continually improving our abilities to execute our stated strategies in all disciplines, in contrast to a culture that obsesses more with strategy than execution.

### Customer Focus

Our customers value our Company not only because of the great service we deliver, but because we hold ourselves to a higher business and ethical standard when engaging with customers, partners, suppliers, competitors and

third parties. No other constituency (e.g. investors, employees, partners) rates above the customer in importance. We would not be here without our customers, we would not be a business without our customers, and we could not continue to exist without our customers.

Our daily choices must center on what's best for our customers collectively.

## 2.3 Fair Dealing

Officers and employees are required to deal honestly, ethically and fairly with customers, partners, suppliers, competitors and other third parties. We:

1. Prohibit bribes, kickbacks or any other forms of improper payment, direct or indirect, to any third party, including but not limited to a representative of a government, labor union or organization, political party or candidate for political office, public international organization, customer, distributor or supplier in order to obtain a contract, some other commercial benefit or government action;
2. Prohibit our officers and employees from accepting any bribe, kickback or improper payment from anyone;
3. Prohibit gifts or favors to or from any customer, partner, distributor or supplier, except for promotional material of nominal value and gifts of modest value that are related to commonly recognized events or occasions, provided they are consistent with our policies, the recipient's policies and all applicable laws;
4. Limit marketing and client entertainment expenditures to those that are necessary, prudent, job related and consistent with our policies, the recipient's policies and all applicable laws;
5. Require clear and precise communication in our contracts, advertising, literature and other public statements and seek to eliminate misstatement of fact or misleading impressions;
6. Reflect accurately on all invoices to customers the sale price and terms of sale for services sold or rendered;
7. Protect all proprietary data our customers, partners or suppliers provide to us as reflected in our agreements with them or as compelled by law;
8. Prohibit our representatives from otherwise taking unfair advantage of our customers, partners or suppliers, or other third parties, through manipulation, concealment, abuse of privileged information or any other unfair-dealing practice; and
9. Require integrity, truthfulness and transparency of motives, particularly where the other party needs to know the truth, regardless of how it may disadvantage us.

## 2.4 Conflicts of Interest

All Company Members must avoid situations in which their personal interests may conflict, or appear to conflict, with the interests of the Company.

The responsibility for conduct within the letter and the spirit of this Code regarding conflicts of interest rests with each officer and employee. It is, however, important to avoid not only any situation that is an obvious conflict of interest, but also to be aware of situations that might appear to be a conflict. It is not possible to list every situation that may give rise to a conflict of interest. The list below contains examples of situations that may be deemed to constitute a conflict of interest requiring approval or ratification in accordance with the procedures described above.

- **Use of Company Property.** In the absence of prior Company approval, assets of the Company should be used for legitimate business purposes and for personal purposes only to the extent allowed by Company policy. All Company Members have an obligation to use Company property efficiently and should report any theft or damage to Company property to appropriate Company management personnel. 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 Company Member 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 Company Members to follow when accessing our systems, networks 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.

- **Dealings with Partners, Suppliers and Competitors.** Company Members shall select and deal with suppliers, customers, and other persons doing or seeking to do business with the Company in an impartial manner, without favor or preference based upon any considerations other than the best interests of the Company. Company Members shall not seek or accept, directly or indirectly, any payments, fees, services, or loans from any person or business entity that does or seeks to do business with the Company. This does not, however, prohibit a Company Member from receiving compensation for outside services that the Company permits such person to render, when such outside services will not affect the impartial discharge of such Company Member's duties or obligations to the Company. In the absence of prior Company approval, with regard to any person or business entity that does or seeks to do business with the Company, employees shall not seek or accept for themselves, or for any member of their families, any gifts, entertainment, or other favors of a character that goes beyond common courtesies consistent with ethical and accepted business practices and are consistent with our internal policies, the recipient's policies and all applicable laws.
- **Interests in or Relationships with Other Companies.** Company Members shall not own, directly or indirectly, a financial interest (other than the ownership of less than 5% of the capital stock of a competitor whose common stock is publicly traded) in any business entity that is in competition with, or a significant financial interest in any business entity that does or seeks to do business with, the Company except where such interest has been fully disclosed to the Company and a determination has been made by the Company that such interest will not influence any decision that such person might be required to make performing duties for the Company. Company Members shall not accept a directorship or other managerial position in, or serve as a consultant or employee of, a business entity, organized for profit, that does or seeks to do business with, or is in competition with, the Company, without receiving specific approval from their direct supervisor
- **Dealings with Related Parties.** Company Members shall not conduct business on behalf of the Company with a relative or a business entity with which the Company Member or a relative is associated, except where such dealings have been disclosed to the Company and senior management of the Company has given its specific written approval. Where the Company Member having the association is a director or an executive officer of the Company, such situation may be subject to approval or ratification in accordance with the procedure prescribed by the Company's Related Party Transaction Policy.
- **Loans.** The Company shall not make any loans to officers and employees unless the Board approves them. No supervisor shall solicit a loan from a subordinate or accept a loan from a subordinate. In no event shall the Company make a loan to any member of the Board or to any executive officer of the Company.
- **Reporting Obligations.** Company Members shall report in writing to their direct supervisor any personal ownership interest or other relationship that might affect their ability to exercise impartial, ethical business judgments in their area of responsibility. Each situation reported shall be reviewed by the Company Member's supervisor, and the supervisor shall make a determination, with guidance from the Compliance Officer designated under the Company's Legal Compliance Policy, as to whether a conflict of interest exists or may arise from such a situation. All Company Members shall give the Company their fullest cooperation in the correction of any situation in which a conflict exists or may arise. If the Company Member to whom the ownership interest or relationship relates is an Executive Officer of the Company, such relationship shall be reviewed in the manner prescribed by the Company's Related Party Transaction Policy.

## 2.5 Confidentiality and Corporate Assets and Corporate Opportunities

Company Members are, on occasion, entrusted with the Company confidential information and with the confidential information of Company suppliers, customers or other business partners. This information may include, without limitation: (1) technical or scientific information about current and future services or research;

(2) business or marketing plans or projections; (3) earnings and other internal financial data; (4) personnel information; (5) supplier and customer lists; (6) customer and supplier contracts; (7) Company intellectual property assets; and (8) other non-public information that, if disclosed, might be of use to competitors, or harmful to the Company's suppliers, customers or other business partners. This information is the property of the Company, or the property of its suppliers, customers or business partners, and in many cases was developed at great expense. All officers and employees in the U.S., upon commencement of employment with the Company, shall sign an At Will Employment, Confidential Information, Invention Assignment, and Arbitration Agreement provided by the Company; all officers and employees outside the U.S. will sign locally appropriate Confidentiality Information and Invention Assignment agreements or employment agreements addressing confidentiality and invention assignment. Strict adherence to that Confidentiality or similar Agreement is required of each officer and employee.

Company Members shall not take for themselves, or for family members or any other entities with which they are affiliated, any opportunity of which they become aware through the use of Company property or information, or through their position with the Company, and shall not use Company property or information, or their position with the Company, for personal gain other than actions taken for the overall advancement of the interests of the Company.

## **2.6 Special Ethics Obligations for Company Members with Financial Reporting Responsibilities**

As a public company, it is of critical importance that the Company filings with the U.S. Securities and Exchange Commission and its other disclosures to the public be accurate and timely. Depending on their position, Company Members may be called upon to provide information to ensure that the Company's public reports are complete, fair and understandable. All Company Members are to take this responsibility very seriously and to provide prompt and accurate answers to inquiries related to public disclosure requirements.

The Chief Executive Officer, Chief Financial Officer, Legal Department personnel and Finance Department personnel bear a special responsibility for promoting integrity throughout the organization, with responsibilities to stakeholders both inside and outside of the Company. The Chief Executive Officer, Chief Financial Officer, and members of the Legal and Finance Departments have a special role not only to adhere to these principles themselves but also to ensure that a culture exists throughout the Company as a whole that ensures the fair, accurate, comprehensive, and timely reporting of financial results. Because of this special role, the Chief Executive Officer, Chief Financial Officer, all members of the Legal and Finance Departments and all other Company Members must:

1. Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships;
2. Provide information that is accurate, complete, objective, timely and understandable to ensure full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, government agencies and in other public communications;
3. Comply with applicable governmental laws, rules and regulations, and acquire appropriate knowledge of such laws, rules and regulations relating to the Company's duties sufficient to enable the Company Member to recognize potential dangers and to know when to seek legal advice;
4. Promptly follow the reporting procedures outlined in Section 2.8 of this Code and the Whistleblower and Complaint Policy when becoming aware of any conduct believed to be a violation of law or business ethics or of any provision of this Code, including any transaction or relationship that reasonably could be expected to give rise to such a conflict; and
5. Promote accountability to this Code among all Company Members.

## **2.7 Compliance with all Laws, Rules, and Regulations**

The Company will comply with all laws and governmental regulations that are applicable to its activities, and expects all officers and employees to obey the law, including the laws of the United States as well as applicable foreign laws. Specifically, the Company is committed to:

1. Maintaining a safe and healthy work environment;

2. Promoting a workplace that is free from unlawful discrimination, harassment or retaliation under applicable laws;
3. Supporting fair competition and laws prohibiting restraints of trade and other unfair trade practices;
4. Protecting the reasonable privacy expectations of everyone with whom we do business, including our customers, partners, suppliers, visitors to our website, and employees;
5. Complying with applicable environmental laws;
6. Prohibiting any illegal payments, gifts, or gratuities to any third parties, including but not limited to any government official, labor union or organization, political party or candidate for political office, public international organization, or customer, distributor or supplier;
7. Prohibiting the unauthorized use, reproduction, or distribution of any third party's trade secrets, copyrighted information or confidential information;
8. Complying with all applicable securities laws; and
9. Complying with U.S. embargoes, export controls and anti-boycott laws.

Company Members who have questions as to whether an activity is restricted or prohibited should contact the Compliance Officer before taking any action.

## **2.8 Questions, Reporting, and Effect of Violations**

Compliance with this Code is, first and foremost, the individual responsibility of every Company Member. The Company attempts to foster a work environment in which ethical issues and good faith concerns may be raised and discussed with supervisors or with others without fear of retaliation.

If an employee is aware of a suspected or actual violation of this Code by others, he or she should report it in accordance with the procedures outlined below. The employee and the Company will be best served by bringing the concern into the open so that any problems can be resolved quickly and more serious harm can be prevented. The Company will not allow any retaliation against any Company Member who acts in good faith in reporting any violation of this Code.

The Company offers employees many ways to get answers to their questions about ethical issues and to raise any concern about what might be a violation of this Code:

- Generally, each employee's supervisor or manager will be in the best position to resolve the issue quickly. However, if you are uncomfortable reporting your concern to your manager or supervisor, the Company's Whistleblower and Complaint Policy specifies other alternative channels through which you may make a report or raise your concerns.
- Employees may raise their concerns orally or in writing.
- Each employee should give his or her name and other pertinent information when making a report because it makes the investigation and resolution of the suspected violations being reported more effective and efficient. If you are uncomfortable doing so, however, you may choose to make a report anonymously, in which case your report will have to be processed with additional precautions and may impair the Company's ability to thoroughly investigate your concerns.

In addition, the Company has established procedures for employees to formally report actions or circumstances that they believe may violate this Code. These procedures are summarized below and may be found in the Company's Whistleblower and Complaint Policy, which is posted on the Company's internal website.

These procedures have been established so that properly trained individuals will be made aware of and can then investigate any alleged violation of this Code. Employees should not conduct their own investigation either before or after making a report.

Officers and employees who violate any law, governmental regulation or this Code may face appropriate, case-specific disciplinary action, which may include demotion or discharge. Violating this Code may also mean breaking the law, subjecting such employee and/or the Company to criminal penalties (fines or prison sentences) or civil sanctions (damage awards or fines).

### 3 Administration, Waiver, Amendment and Rights

The Board has established the standards of business conduct contained in this Code and oversees compliance. The Chief Executive Officer has been given the responsibility of ensuring adherence to the Code. While serving in this capacity, the Chief Executive Officer reports directly to the Board.

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to modification. Any amendment or waiver of any provision of this Code must be approved in writing by the Board and will be promptly communicated to you. Any waiver or amendment will be reported as required by federal securities laws or the rules of the New York Stock Exchange.

This Code summarizes the ethical standards for all Company Members and is a reminder of the seriousness of our commitment. It is not intended to and does not create any legal rights for any customer, partner, service provider, supplier, competitor, stockholder or any other person or entity.

### 4 Roles & Responsibilities

The following table identifies the roles for enforcing, distributing, and adhering to the Code.

Role	Responsibility
Compliance Officer	Enforces the Code.
Company Members	All employees of the Company and non-employee members of our Board of Directors must adhere to this Code.