

Whistleblower and Complaint Policy

Version: 6.0

Effective: April 27, 2018

Approved by: Smartsheet Board of Directors

Summary: This policy describes the appropriate procedures for reporting and handling suspected violations of laws, rules, regulations, or internal policies.

Applies to: Smartsheet's and its subsidiaries' personnel worldwide as further defined below

Responsible Office: Questions about this Policy should be directed to the Legal Department

Website: [Internal Policy Portal](#)

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1. Purpose

Smartsheet Inc. (collectively with its subsidiaries, “**Smartsheet**”) is committed to promoting the highest standards of honest and ethical business conduct and compliance with applicable laws, rules, and regulations. As part of this commitment, Smartsheet has adopted this Whistleblower and Complaint Policy (this “**Policy**”). Employees are encouraged to promptly report any known or suspected wrongdoing per the procedures specified in this Policy. This Policy is designed to provide employees with confidential and anonymous reporting methods. You should understand, however, that nothing in this Policy limits, impedes, or restricts your ability to contact, report to, or file a charge or complaint with, the Securities and Exchange Commission, or any other federal, state, or local government agency or commission (“**Government Agencies**”). This Policy also does not limit your ability to participate and/or assist in any investigation or proceeding that may be conducted by any Government Agencies, including providing documents or other information without notice to Smartsheet. Nothing in this Policy limits your right to seek and/or receive an award for information provided to any Government Agencies or prohibits you from providing truthful information in response to a subpoena or other legal process.

2. Scope

This Policy applies to all persons employed by Smartsheet, and where state or local law requires, this policy also applies to certain independent contractors, former employees, or other persons as set forth in any applicable state or local law (collectively, “**Non-Employee Reporters**”). As used in this Policy, the terms “employee,” “employees,” and “managers” shall include Non-Employee Reporters in those jurisdictions where applicable law increases the scope of whistleblower protections beyond employees.

3. Reporting Violations

Employees should report to their managers or the Compliance Officer (as defined below), and managers receiving information from employees should report to the Compliance Officer, known or suspected violations of (a) applicable laws, rules, and regulations, (b) internal accounting controls, or accounting and auditing standards, or (c) any published corporate policies of Smartsheet (collectively, “**Applicable Rules**”). Employees should also report any complaints received from persons outside Smartsheet, and any complaints regarding third parties providing services to Smartsheet.

The Compliance Officer must (a) promptly consider any information submitted to them from an employee in a report, and (b) take appropriate action in accordance with Applicable Rules. The Compliance Officer will, in their discretion, provide this information to the Smartsheet’s Board of Directors (the “**Board**”) in the event the alleged wrongdoing involves, or could reasonably be expected to involve, any of the following:

- financial loss to Smartsheet in excess of \$5,000;
- improper acts by any member of Smartsheet’s finance team or executive team; or

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- such other wrongdoing as the Compliance Officer believes, in their discretion, is sufficiently material that reporting to the Board is appropriate.

For purposes of this Policy, Smartsheet has designated its General Counsel as its Compliance Officer (the “**Compliance Officer**”). The Compliance Officer may delegate their responsibilities under this Policy to other qualified Smartsheet employees from time to time. If the General Counsel is unavailable or otherwise unable to perform his or her obligations under this Policy, the next most senior employee in the Smartsheet Legal department will serve as the interim Compliance Officer.

Employees are expected to report all known and suspected violations of Applicable Rules. Employees may choose to report such violations **confidentially and anonymously** by any of the following means:

- by calling Smartsheet’s compliance hotline toll-free at any of the numbers located on the Smartsheet Employee Resource Center;
- by letter addressed to Smartsheet’s corporate headquarters at 500 108th Ave NE, Suite 200, Bellevue, WA 98004, Attention: Compliance Officer; or
- through the hotline form intake, a link to which is provided through the Smartsheet Employee Resource Center (note that any report through the hotline form intake will be directed to the Compliance Officer and certain other individuals in Smartsheet’s Legal and other general and administrative departments).

You may also choose to contact, report to, or file a charge or complaint with a Government Agency.

Smartsheet’s ability to investigate any report is largely dependent upon the quality and specificity of the information provided in the report. Accordingly, any employee reporting a known or suspected violation is encouraged to provide as much detail as possible regarding the subject matter of the complaint or concern. The Compliance Officer will be responsible for reviewing, or overseeing the review of, all reports. If the complaint or concern is submitted through the hotline form intake, the webform page will confirm successful submission. If the complaint or concern is submitted by mail or email, the Compliance Officer will acknowledge receipt of the report within seven days of such receipt by notifying the sender, unless the report was submitted anonymously.

To report a matter directly to the Board, employees may send an email to whistleblower@smartsheet.com or send a letter addressed to Smartsheet’s corporate headquarters at the address listed above, Attention: Board of Directors. **Employees may submit reports anonymously if desired, but, if reporting by email, please remember to take appropriate steps to ensure anonymity is maintained.** The Board will take whatever steps it deems necessary to respond to a report that it receives, which may include referring the matter to the Compliance Officer or legal counsel for investigation.

4. Statement of Non-Retaliation

It is against Smartsheet policy, and violates applicable laws, for anyone to intentionally retaliate

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against any person who provides information to law enforcement or the Compliance Officer concerning a fact or a reasonable, good faith belief that a violation of any Applicable Rule has occurred. Moreover, Smartsheet does not permit any form of intimidation or retaliation by any Smartsheet employee, contractor, subcontractor, director, officer, or agent against an employee because of a lawful act done by the employee to:

- provide information, cause information to be provided, propose to provide information, or otherwise assist in an investigation regarding conduct which the employee reasonably believes constitutes a violation of Applicable Rules or that the employee reasonably believes poses a substantial and specific danger to the public health or safety; or
- file, cause to be filed, testify, participate in, or otherwise assist in a proceeding, hearing, or inquiry filed or to be filed relating to a violation of Applicable Rules.

Prohibited forms of intimidation or retaliation against an individual include, but are not limited to, discharge, demotion, suspension, threats, harassment, or any other manner of discrimination with respect to an employee’s terms or conditions of employment based on lawful actions of such individual described above with respect to a good faith report, cooperation, or assistance with an investigation conducted by Smartsheet (“**Prohibited Retaliation**”). Employees that engage in Prohibited Retaliation will be subject to discipline, up to and including termination of employment.

Smartsheet will afford additional protections from retaliation to employees in accordance with applicable law.

5. Management Responsibilities

In cases in which an employee reports a known or suspected violation in good faith and is not engaged in the reported conduct, Smartsheet will attempt to keep its discussions and actions confidential to the extent possible and will do so in compliance with Applicable Rules governing employee privacy. All reports and records associated with complaints or reports made under this Policy will be considered confidential information, and access will be restricted to members of Smartsheet’s Board of Directors, Smartsheet’s internal and external legal counsel, and others who are involved in investigating a complaint or report. Access to reports and records may be granted to other parties at the discretion of the Compliance Officer.

6. Investigation and Record Keeping

Employees should not independently conduct their own investigation. Instead, they are expected to make their complaint or report by following the procedures in this Policy. The Compliance Officer will review all complaints and reports of a suspected violation and will coordinate the investigation and resolution of all such complaints and reports to ensure that corrective action, as necessary and appropriate, is taken within three months of the date a full complaint or report is submitted.

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7. Record Retention

The Compliance Officer will maintain a log of all complaints and reports, tracking their receipt, investigation, and resolution. Smartsheet will preserve records of complaints and reports made under this Policy and associated log(s) for a reasonable period of time, as determined by the Compliance Officer. After the established retention period, the records and associated log(s) may be disposed of in accordance with Smartsheet policy.

8. Reporting Violations of this Policy

The Compliance Officer will report to the Board on the nature of all material reports of known and suspected violations of Applicable Rules received since the previous meeting of the Board. If the Compliance Officer (or their designee) determines that reporting prior to the next scheduled Board meeting is necessary or appropriate, the Compliance Officer will contact the chair of the Board, or such other person designated by the Board, to decide whether a special Board meeting should be called in order for the Compliance Officer to provide a report of a known or suspected violation in advance of the next scheduled Board meeting.

The Board will take whatever steps it deems necessary to respond to any violation report received by Smartsheet.

9. Enforcement and Penalties

The Board is responsible for reviewing this Policy and confirming that the procedures contained herein are in place. The Board may request reports from Smartsheet officers and other employees about the implementation of this Policy and take any other steps in connection with that implementation as it deems necessary. The Board may amend this Policy and the associated procedures at its discretion.

10. Revision History

Rev. #	Date	Author	Description of Changes
1.0	4/27/18	<i>Fenwick & West LLP</i>	Original template.
2.0	5/30/19	<i>Smartsheet Legal</i>	General edits.
2.5	5/28/20	<i>Smartsheet Legal</i>	Updated to Smartsheet company policy template and format.
3.0	5/27/21	<i>Smartsheet Legal</i>	General edits.
4.0	6/1/22	<i>Smartsheet Legal</i>	General edits.
4.5	5/31/23	<i>Smartsheet Legal</i>	Company address update; general edits.

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5.0	5/28/24	<i>Smartsheet Legal</i>	General edits.
6.0	5/8/26	<i>Smartsheet Legal</i>	General edits.