



**OCTOBER 2022 UPDATES TO THE CODE OF
BUSINESS CONDUCT AND ETHICS**

The Code of Business Conduct and Ethics was amended by the Board of Directors in October 2022 to, among other things, add provisions relating to human trafficking, and a process for reviewing potential false claims and mandatory/voluntary disclosures. See the amended and restated Code of Business Conduct and Ethics below for more details.

PAGERDUTY, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

(Updated October 2022)

1. Policy Overview

At PagerDuty, Inc. ("**PagerDuty**" or the "**Company**") we consistently aim for excellence and to provide value for both our customers and stockholders, and it is critical that we do so with integrity and high ethical standards. Acting with integrity is a cornerstone of our success. Integrity means being straightforward, honest and transparent in our professional and business relationships. This means doing what we say and saying what we do. Each of us makes a wide range of business and ethical decisions every day in the execution of our responsibilities on behalf of PagerDuty. It is unacceptable to cut legal or ethical corners for the benefit of PagerDuty or for personal benefit.

The purpose of this Code of Business Conduct and Ethics (this "**Code**") is to promote ethical conduct and to deter wrongdoing as well as the appearance of wrongdoing. Doing the right thing is more important than winning while risking our reputation or the trust of our customers, partners and stockholders.

This Code is designed to ensure:

- operating our business ethically and with integrity;
- avoiding actual or apparent conflicts of interest;
- compliance with the letter and spirit of all laws and PagerDuty policies, including full, fair, accurate, timely and understandable disclosure in reports and documents we file with the U.S. Securities and Exchange Commission (the "**SEC**") and in our other public communications; and
- the prompt internal reporting of suspected violations of this Code.

2. Scope

The Code applies to all of us: the directors, executives, employees and independent contractors of PagerDuty and its subsidiaries ("**Dutonians**" or "**Covered Persons**"). In addition to our own compliance, all of us must ensure that those we manage, and those that we hire to work on our behalf, comply with this Code.

3. Promoting Diversity and Respect

At PagerDuty, we believe Dutonians can do their best work when they can be their authentic selves in an environment that fosters diversity, inclusion and belonging. This commitment to diversity, inclusion and belonging has been a keystone of our cultural values since our founding. Every Dutonian plays a role in creating and maintaining a welcoming and respectful working

environment where everyone, no matter their background or individual characteristics, can truly thrive. We do not tolerate discrimination against any individual on the basis of any non-performance-related characteristics, including race, religion, gender, age, marital status, national origin, sexual orientation, citizenship status, disability, and other protected characteristics. We do not consider these factors when making decisions regarding recruiting, hiring, compensation, benefits, training, termination, promotions, or any other condition of employment or career development. This policy of non-discrimination is not limited to employees and potential employees, but extends to how we treat our partners, investors, customers, and other constituencies.

We treat each individual with respect and strive to create a work environment where all feel welcome to contribute. Together, as one diverse team, we solve real customer issues and fulfill our mission of connecting teams to real-time opportunities we elevate diversity and inclusion and align our work to the outcomes that matter.

4. Personal Conflicts of Interest

We have a duty to act in the best interests of PagerDuty and its stockholders, employees and other constituencies and not in our individual self-interest. A conflict of interest may exist where the interests or benefits of one person or entity conflict or appear to conflict with the interests or benefits of PagerDuty. Your decisions and actions related to PagerDuty should be based on the best interests of PagerDuty and not based on personal relationships or benefits, either for yourself or for others. PagerDuty personnel must never use or attempt to use their position with PagerDuty to obtain improper personal benefits.

A conflict of interest may arise in many situations. While we cannot list them all in this Code, some examples include:

- serving as a director, employee or contractor for a company that has a business relationship with PagerDuty or is a competitor of PagerDuty;
- having a financial interest in a competitor, supplier or customer of PagerDuty, other than holding direct interest of less than a 1% in the stock of a publicly traded company;
- receiving something of material value from a competitor, supplier or customer of PagerDuty beyond entertainment or nominal gifts in the ordinary course of business, such as a meal or logo wear;
- being asked to present at a conference where the conference sponsor has a real or potential business relationship with PagerDuty (as a vendor, customer or investor, for example), and the sponsor offers travel or accommodation arrangements or other benefits materially in excess of our standard benefits; or
- directly or indirectly using for personal gain, rather than for the benefit of PagerDuty, an opportunity that you discovered through your role with PagerDuty.

Evaluating whether a conflict of interest exists can be difficult and may involve a number of considerations. We encourage you to seek guidance from your manager, your Human

Resources Business Partner, our Legal team, or the Compliance Officer when you have any questions in this regard.

If you are aware of an actual or potential conflict of interest, or are concerned that a conflict might develop, please discuss with your manager and your HR Business Partner, and then obtain approval from our General Counsel (the "**General Counsel**") and/or the chief employee responsible for compliance (the "**Compliance Officer**"), before engaging in that activity or accepting something of value.

We will abide by the securities laws that govern conflicts of interest by our executive officers and directors. As a result, the actions or relationships that will be considered conflicts with respect to our executive officers and directors are only those that meet the requirement for disclosure in our periodic filings with the SEC pursuant to Item 404 of Regulation S-K, referred to as related party transactions. Such related party transactions must be approved by PagerDuty's Board of Directors (the "**Board**") or the Audit Committee of the Board (the "**Audit Committee**") as required by applicable laws and regulations, and provided such approval is obtained in advance and such transactions are publicly disclosed, such approval shall not be deemed a waiver of this Code.

5. Organizational Conflicts of Interest

In addition to these sorts of personal conflicts of interest, the U.S. Government is concerned with organizational conflicts of interest ("**OCI**"), which could arise when PagerDuty does work that may give it an unfair competitive advantage with respect to future opportunities, or may put PagerDuty in a position where it is evaluating itself or its affiliates, or that allows PagerDuty to set the standards for an opportunity that it later may seek. Government procurement regulations restrict businesses from participating in a procurement or activity where there is an OCI absent an acceptable mitigation plan.

If you come across a situation that you suspect may give rise to an OCI, consult the Legal team immediately.

6. Bribery and Kickbacks

As described in more detail in PagerDuty's Anti-Corruption Policy, PagerDuty is committed to maintaining the highest standards of business conduct and ethics everywhere we operate or do business. This means that we all must comply with global anti-bribery laws in all of our interactions with customers, partners, employees, consultants, or anyone else we interact with on behalf of PagerDuty anywhere in the world. PagerDuty is also committed to doing our best to ensure the business practices of our business partners meet the same ethical standards.

PagerDuty strictly forbids its Covered Persons, contractors, and business partners from offering or giving to any person, or soliciting or accepting from any person, bribes or other improper payments or benefits. Neither you, nor our business partners, may offer or give anything of value to any person in order to influence that person so that PagerDuty may obtain or retain business or gain any other improper business advantage. "Anything of value" literally means anything – money, travel expenses, lavish meals, gifts, entertainment, offers of employment, or personal favors. While the anti-corruption laws prohibit bribery to any person, we should remain

especially careful and vigilant when it comes to our interactions with "Government Officials", which for these purposes includes not only officers or employees at any government department or agency, but also directors, officers and employees at any level at companies or entities that are government-owned or affiliated.

A "kickback" is something of value that is offered to obtain or in exchange for favorable treatment. U.S. law prohibits companies from soliciting or accepting kickbacks in connection with any U.S. government contract or subcontract.

Bribery and kickbacks can have very serious consequences for the individuals involved and for the Company. If you have any questions about the application of anti-corruption laws or any related issues, immediately seek advice from the Legal team or the Compliance Officer.

7. Gifts and Entertainment

Business gifts and entertainment are meant to create goodwill and sound working relationships and not to gain improper advantage with customers or facilitate approvals from government officials. Employees should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties, to influence business decisions, or to create a real or apparent sense of obligation. Our customers, suppliers and the public at large should know that our employees' judgment is not for sale.

When dealing with other commercial entities, the exchange, as a normal business courtesy, of meals, token gifts or entertainment (such as tickets to a game or the theatre or a round of golf) is a common and acceptable practice as long as it is not extravagant and it:

- has a business purpose;
- is kept to a reasonable value;
- is **not** susceptible of being construed as a bribe or kickback;
- is **not** made or received on a regular or frequent basis;
- is appropriate to the business relationship and local custom;
- is **not** in violation of any laws;
- do not violate the standards of conduct of the recipient's organization or any contractual agreement between PagerDuty and the recipient's organization;
- are given openly and transparently and are properly documented in our books and records; and
- where necessary according to the rules set forth below, proper approvals are obtained prior to giving any gift, entertainment, or hospitality.

No gifts may ever be made in cash or cash equivalent (i.e., gift certificates, gift cards).

These principles apply to our transactions everywhere in the world, even where the practice is widely considered “a way of doing business.”

Under some statutes, such as the Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. The Foreign Corrupt Practices Act specifically 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 books of account, with all company transactions being properly recorded.

In the United States, with certain very modest limitations, federal and state ethics rules and gift restrictions **prohibit government employees** and officials, and their family members, from receiving **anything of value** from a company with whom it is or may be working. PagerDuty thus takes a very conservative approach and PagerDuty and its employees may not offer or provide anything of value, whether in the form of gifts, entertainment, meals, transportation, travel reimbursement etc. to any U.S. government official or employee (or members of their families) absent specific, written approval from the General Counsel or the Compliance Officer.

Discuss with the Compliance Officer or the Legal team any proposed entertainment or gifts if you are uncertain about their appropriateness.

8. Combatting Trafficking in Persons

Human trafficking is a serious worldwide problem, and the U.S. Federal Government takes a very strong stance against human trafficking. In line with the Government’s position, PagerDuty has a zero tolerance policy concerning human trafficking.

All U.S. government contractors, including PagerDuty, are prohibited from engaging in any of the following activities during contract performance, regardless of contract type or value:

- recruiting, harboring, transporting, providing or obtaining a person for a commercial sex act through the use of force, fraud or coercion or where the person induced is under the age of 18;
- recruiting, harboring, transporting, providing or obtaining a person for labor or services through the use of force, fraud or coercion;
- procuring commercial sex acts;
- using forced labor;
- destroying, concealing, confiscating or otherwise denying employees’ access to identity or immigration documents, such as passports, visas or driver’s licenses;
- using fraudulent or misleading recruitment practices, such as failing to disclose, in a format and language accessible to the worker, basic information about the work to be performed or making material misrepresentations regarding key employment terms and conditions;

- employing recruiters that violate the labor laws of the country where the recruitment takes place;
- charging workers recruitment fees;
- failing to provide return transportation or pay for the cost of return transportation to an employee at the end of employment who is not a national of the country where the work is to take place and was brought into that country to work on a U.S. government contract or subcontract, subject to limited exceptions;
- providing housing that fails to meet host country safety or housing laws; and
- failing to provide a written work document (such as an employment contract or recruitment agreement), if required, or providing one in a language that the worker does not understand.

Employees must immediately report any violation or suspected violation of this policy to the Legal team or the Compliance Officer. Any employee found to be in violation of this policy is subject to disciplinary action, including termination of employment.

9. Compliance

PagerDuty strives to comply with all applicable laws and regulations. It is your personal responsibility to adhere to the standards and restrictions imposed by those laws and regulations, including those relating to financial and accounting matters. The same applies to policies we adopt, such as this one. Even if conduct complies with the letter of the law or our policies, we must avoid conduct that will have an adverse effect on the trust and confidence of our customers, partners or investors.

Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as PagerDuty, to civil and/or criminal penalties.

The following are some of the most significant additional laws to which PagerDuty is subject:

Insider Trading. Covered Persons who have access to confidential (or “inside”) information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct our business. All nonpublic information about PagerDuty or about companies with which we do business is considered confidential information. To use material nonpublic information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information, is not only unethical, it is illegal. Covered Persons must exercise the utmost care when handling material inside information. Please refer to our Insider Trading Policy for more detailed information.

Antitrust. Antitrust laws, sometimes called unfair competition laws, are designed to protect the competitive process. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors.

Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct.

Certain kinds of information, such as pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from the Legal team or our Compliance Officer whenever you have a question relating to these laws.

Lobbying/the Byrd Amendment: U.S. federal law prohibits the use of federally appropriated money to pay any person for influencing or attempting to influence officials of the Executive or Legislative branches, including members of Congress and their staffs, in connection with the award or modification of U.S. Government contracts. PagerDuty will not use federal funds for lobbying purposes.

False Statements: This law imposes criminal liability for false statements arising from knowingly and willfully falsifying, concealing, or covering up a material fact or making false, fictitious, or fraudulent statements to an employee of a federal government agency. (18 U.S.C. § 1001.) This statute is frequently used to prosecute companies and individuals for false statements that are made by employees to agencies in the course of the competition for or performance of a federal government contract. A knowing false representation about our ability or agreement to comply with virtually any of the federal government contract requirements could subject PagerDuty and other individuals to criminal liability. It is PagerDuty's policy that all Covered Persons are required to record information accurately and truthfully, and to avoid misrepresentations.

False Claims: Civil liability for false claims arises from knowingly making or causing to be made a false or fraudulent claim for payment or approval to an officer or employee of the U.S. (31 U.S.C. §§ 3729- 3733.) Criminal liability for false claims arises for making or presenting to any federal agency a claim that is known to be false, fictitious or fraudulent. (18 U.S.C. § 287.) The civil and criminal False Claims Acts are frequently used to prosecute companies and individuals for knowing submission of false or fraudulent claims for payment under a federal government contract. It is PagerDuty's policy that all Covered Persons are required to record information accurately and truthfully, and to avoid misrepresentations.

Procurement Integrity: During the conduct of a federal government procurement, PagerDuty Covered Persons, representatives and consultants must not solicit, obtain or disclose contractor bid and proposal information or proprietary or source selection information. The Procurement Integrity Act also places restrictions on employment discussions with current and former federal officials with regard to future non-government employment. PagerDuty Covered Persons should avoid such discussions and refer any questions or requests to the Legal team or the Compliance Officer.

Restrictive Trade/Boycotts/Sanctions: Any request to participate in any activity that could have the effect of promoting a boycott or restrictive trade practice fostered by a foreign country against customers or suppliers located in a country friendly to the United States or against a U.S. person, firm or corporation must be reported promptly to the Legal team or the Compliance Officer. Likewise, it is PagerDuty policy to comply with all U.S. and other applicable sanctions laws and regulations. Any questions concerning sanctions compliance should be referred to Legal team or the Compliance Officer.

Export Control. U.S. export laws and regulations, including the International Traffic in Arms Regulations (ITAR) and the Export Administration Regulations (EAR), require U.S. Government approvals for international transfer (including to non-U.S. citizens within the U.S.) of certain technical data, equipment, and technology. Exporting such items without proper authorization to "non-U.S. persons," as defined by applicable regulations, may have severe business consequences for PagerDuty. Any question you have concerning compliance with export control laws and regulations should be raised with Legal team or the Compliance Officer.

10. Fair Dealing

We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult the Legal team or the Compliance Officer.

You are expected to deal fairly with our customers, employees and anyone else with whom you have contact in the course of performing your job. Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

11. Protection and Proper Use of Company Assets

All Covered Persons are expected to protect PagerDuty's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, products and buildings, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not

use our corporate name, any brand name or trademark owned or associated with PagerDuty or any letterhead stationery for any personal purpose.

You may not, while acting on behalf of PagerDuty or while using our computing or communications equipment or facilities, either:

- access the internal computer system (also known as “hacking”) or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as “spam”) or material of objectionable content in violation of applicable law, trafficking in contraband of any kind or espionage of any kind.

If you receive authorization to access another entity’s internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization.

Any misuse or suspected misuse of our assets must be immediately reported to your supervisor, the Legal team, or the Compliance Officer.

12. Confidentiality

One of our most important assets is our confidential information. As a Covered Person of PagerDuty, you may learn of information about PagerDuty that is confidential and proprietary. You also may learn of information before that information is released to the general public. Covered Persons who have received or have access to confidential information should take care to keep this information confidential. Confidential information includes non-public information that might be of use to competitors or harmful to us or our customers if disclosed, such as business, marketing and service plans, financial information, product ideas, source and object Codes, engineering ideas, designs and techniques, databases, customer and supplier lists, pricing strategies, inventions, mask works, personnel data, personally identifiable information pertaining to our employees, customers or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by our customers, suppliers and partners. This information may be protected by patent, trademark, copyright and trade secret laws.

In addition, because we interact with other companies and organizations, there may be times when you learn confidential information about other companies before that information has been made available to the public. You must treat this information in the same manner as you are required to treat our confidential and proprietary information. There may even be times when you must treat as confidential the fact that we have an interest in, or are involved with, another company.

Except as specified below, you are expected to keep confidential and proprietary information confidential unless and until that information is released to the public through approved channels (usually through a press release, a filing with the SEC or a formal

communication from a member of senior management). Every Covered Person has a duty to refrain from disclosing to any person confidential or proprietary information about us or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels. This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other employees of PagerDuty, unless those fellow employees have a legitimate need to know the information in order to perform their job duties. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

You should also take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks, mobile devices, memory sticks and laptop computers, should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. You may not discuss our business, information or prospects in any "chat room," regardless of whether you use your own name or a pseudonym. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and "quasi-public" areas in and around our place of business. All PagerDuty emails, voicemails and other communications are presumed confidential and should not be forwarded or otherwise disseminated outside of PagerDuty except where required for legitimate business purposes.

In addition to the above responsibilities, if you are handling information protected by any privacy policy published by us, such as our website privacy policy, then you must handle that information in accordance with the applicable policy.

Notwithstanding the above, nothing in this Code limits or prohibits you from lawfully reporting waste, fraud, or abuse related to the performance of a U.S. federal government contract to a designated investigative or law enforcement representative of a federal department or agency authorized to receive such information (e.g., agency Office of the Inspector General), or from filing a charge or complaint with, or otherwise communicating or cooperating with or participating in any investigation or proceeding that may be conducted by, any federal, state or local government agency or entity, including disclosing documents or other information as permitted by law or taking other actions (including receiving any whistleblower award provided for under such laws) that are protected under the whistleblower provisions of federal or state law, without giving notice to, or receiving authorization from, PagerDuty.

13. Corporate Opportunities

You may not take personal advantage of opportunities for PagerDuty that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way.

In the interest of clarifying above, if any member of the Board of Directors who is also a partner or employee of an entity that is a holder of PagerDuty capital stock, or an employee of an entity that manages such an entity (each, a "**Fund**"), acquires knowledge of a potential

transaction (investment transaction or otherwise) or other matter other than in connection with such individual's service as a member of the Board (including, if applicable, in such individual's capacity as a partner or employee of the Fund or the manager or general partner of a Fund) that may be an opportunity of interest for both PagerDuty and such Fund, then, provided that such director has acted reasonably and in good faith with respect to the best interests of PagerDuty, such an event shall be deemed not to be a violation this Code.

14. Maintenance of Corporate Books, Records, Documents and Accounts; Financial Integrity; Public Reporting; Accurate Financial and Accounting Disclosures

Our principal Chief Executive Officer, Chief Financial Officer and people who perform similar functions are our "senior financial officers" and are responsible for ensuring that disclosures in our periodic reports and other public communications are full, fair, accurate, timely and understandable.

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or test results, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the SEC. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about PagerDuty

that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no employee may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;
- all employees must cooperate fully with our finance and accounting department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete;
- no employee, director or person acting under their direction, may coerce, manipulate, mislead or fraudulently influence our finance and accounting department, our independent public accountants or counsel, if the employee, director or other person knows or should know that the action, if successful, could result in rendering PagerDuty's financial statements materially misleading; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any Covered Person who becomes aware of any violation of these standards has a responsibility to report that knowledge immediately the Legal Team, the Compliance Officer, or the Audit Committee, or one of the other compliance resources described in our Whistleblower Policy on reporting complaints regarding accounting and auditing matters.

15. Managing Compliance

A. Accountability

This Code is a statement of certain fundamental principles, policies and procedures that govern PagerDuty Covered Persons in the conduct of our business. Reported violations of this Code will be investigated and appropriate action taken. Any violation of this Code, including fraudulent reports, may result in disciplinary action. That disciplinary action may include termination of employment or legal relationship and legal proceedings if warranted.

B. Mandatory and Voluntary Disclosures

In accordance with FAR 52.203-13, Contractor Code of Business Ethics and Conduct, PagerDuty must timely disclose, in writing, to the agency Office of the Inspector General ("OIG"), with a copy to the Contracting Officer, whenever, in connection with the award, performance, or closeout of a contract or any subcontract thereunder, the Company has credible evidence that a principal, employee, agent, or subcontractor of the Company has committed (a) a violation of

Federal criminal law involving fraud, conflict of interest, bribery, or gratuity violations found in Title 18 of the United States Code; or (b) a violation of the civil False Claims Act (31 U.S.C. § 3729-3733).

PagerDuty reviews and takes seriously all reported or suspected violations and, when appropriate, may initiate an internal review to investigate any allegations relating to its government contracts and subcontracts in order to determine whether disclosure is required. All investigations are conducted by the Legal team and may involve outside experts (e.g., auditors, legal counsel, etc.). The results of any inquiry or investigation will be documented to sufficiently address the reported or suspected violations, and will generally describe the reported allegation or allegations, the applicable standard(s), the steps taken to inquire into or investigate the allegation(s), a summary of the facts and any conclusions, and, if applicable, any remedial actions taken or recommended. If PagerDuty determines that there has been a violation that under applicable law requires reporting, PagerDuty will promptly disclose the potential violation consistent with applicable law and regulations.

In addition to the requirements of FAR 52.203-13, PagerDuty has the discretion to make voluntary disclosures of potential violations of federal law and instances of significant employee misconduct. Such disclosures may be the result of an investigation.

C. Reporting

All Covered Persons are expected and required to report violations of this Code, other PagerDuty policies, and all laws and regulations. Any indication or suggestion by our business partners, agents, or by another employee to make an improper payment or mischaracterize a transaction in our books and records, or any suspicion that any such actions are being taken, should immediately be reported.

As explained above, under U.S. federal regulations, PagerDuty is required to file a report whenever it has credible evidence of a violation of the federal False Claims Act or contract-related crimes involving fraud, conflicts of interest, bribery, or gratuities restrictions, or a significant overpayment by the U.S. government. Failure to make a report in such a situation could subject PagerDuty to significant legal consequences. It is therefore the responsibility of all Covered Persons to timely report any known or suspected violations of this Code of Business Conduct and Ethics including:

- Any known or suspected violations of criminal law involving fraud, conflict of interest, bribery or gratuity violation, or any violation of the civil False Claims Act made in connection with the award, performance or close out of a government contract or subcontract; and
- Any known or suspected significant overpayments made in connection with a government contract.

If you have a concern about conduct that you believe to be a violation of a law, regulation or PagerDuty policy, or you are aware of questionable legal, financial or accounting matters, or simply are unsure whether a situation violates any applicable law, regulation or PagerDuty policy, please:

- Notify the Legal team (legal@pagerduty.com) or our Compliance Officer; or
- If you don't believe your concern is being adequately addressed, or you are not comfortable speaking with one of the above-noted contacts, or you believe you are the subject of retaliation for good-faith reporting of a concern, please report your concern via our hotline, through which you may choose to identify yourself or remain anonymous:
 - Online at www.pagerduty.ethicspoint.com
 - By phone at:
 - U.S. or Canada: (844) 709-4046
 - Australia:
 - Step 1: Dial the direct access number for your location:
 - (Optus): 1-800-551-155
 - (Telstra): 1-800-881-011
 - Step 2: At the English prompt dial (844) 709-4046
 - UK:
 - Step 1: Dial the direct access number for your location:
 - (British Telecom): 0-800-89-0011
 - Step 2: At the English prompt dial (844) 709-4046

Our Compliance Officer, Legal team, and/or a member of the audit committee of our Board of Directors, or others, as appropriate, will review any concerns submitted through the hotline. Whether you identify yourself or not, your contact will be kept strictly confidential to the extent reasonably possible within the objectives of these guidelines, the Company's policies, and the law.

We expect our employees to do their best to comply with this policy. It is important that you stay vigilant to ensure there are no violations of this policy by anyone. Do not stay silent in the face of a potential violation. If you have knowledge of a potential violation and fail to report it via the process set forth above, you too may be subject to disciplinary action under this Code.

D. No Retaliation

Retaliation in any form against an individual who has raised a concern (sometimes referred

to as a “whistleblower”) is a serious violation of this Code and of law. It is PagerDuty’s policy not to retaliate in any way against any employee or person who has raised a good-faith concern regarding non-compliance with this Code or any other policy or violation of law. PagerDuty will not retaliate against any individual participating in the investigation of any such complaint either. Finally, PagerDuty will not permit any such retaliation by any manager or executive officer, or by any company with which we contract.

E. Investigation

PagerDuty will informally inquire into any and all reported or suspected violations, and as necessary, initiate a formal internal investigation. An inquiry and investigation differ in scope and degree of formality. Typically, an inquiry is relatively limited in nature and conducted by the Legal team or its designee. An informal inquiry may give rise to a more formal investigation, which may include retention of outside experts (e.g., auditors, legal counsel, etc.). A formal investigation is merited for more serious allegations. The results of any inquiry or investigation will be documented in a confidential memorandum. The memorandum shall set forth the reported allegation or allegations, the applicable standard or standards, the steps taken to inquire into or investigate the allegation(s), a summary of the facts, conclusions, and remedial actions taken or recommended.

If PagerDuty determines that there is credible evidence of a violation of criminal law involving fraud, conflict of interest, bribery or gratuity violation, or any violation of the civil False Claims Act made in connection with the award, performance or close out of a government contract or subcontract, or if there has been a significant overpayment in connection with a government contract, PagerDuty will disclose the potential violation or significant overpayment to the Office of the Inspector General for the responsible agency, and provide a copy of such notice to the applicable government contracting officer.

F. Consequences

Employees who violate this Code of Business Conduct and Ethics will be subject to disciplinary action up to and including termination of employment. Violations may also result in civil or criminal penalties.

An employee who witnesses a violation and fails to report it, or who fails to take reasonable steps to prevent or detect such a violation may also be subject to discipline. Also, a supervisor or manager may be subject to discipline to the extent that the violation reflects inadequate supervision or lack of diligence.

Principals—*i.e.*, officers and those with primary management or supervisory responsibilities within the Company—who violate the Code of Business Conduct and Ethics will be excluded from working on government contracts, in addition to other potential consequences.

16. Waivers of this Code

Any amendment or waiver of any provision of this Code must be approved in writing by the Board or, if appropriate, its delegate(s) and promptly disclosed pursuant to applicable laws and regulations. Any waiver or modification of the Code for a director, executive officer or senior

financial officer will be promptly disclosed to stockholders if and as required by applicable law or the rules of any stock exchange on which any of PagerDuty's capital stock is listed.

17. Amendments

We are committed to continuously reviewing and updating our policies. We therefore may amend this Code at any time and for any reason. We welcome your comments about this policy as well. Contact your manager or our Compliance Officer with any such comments.