

Business conduct guide

Revised November 2019

Uber



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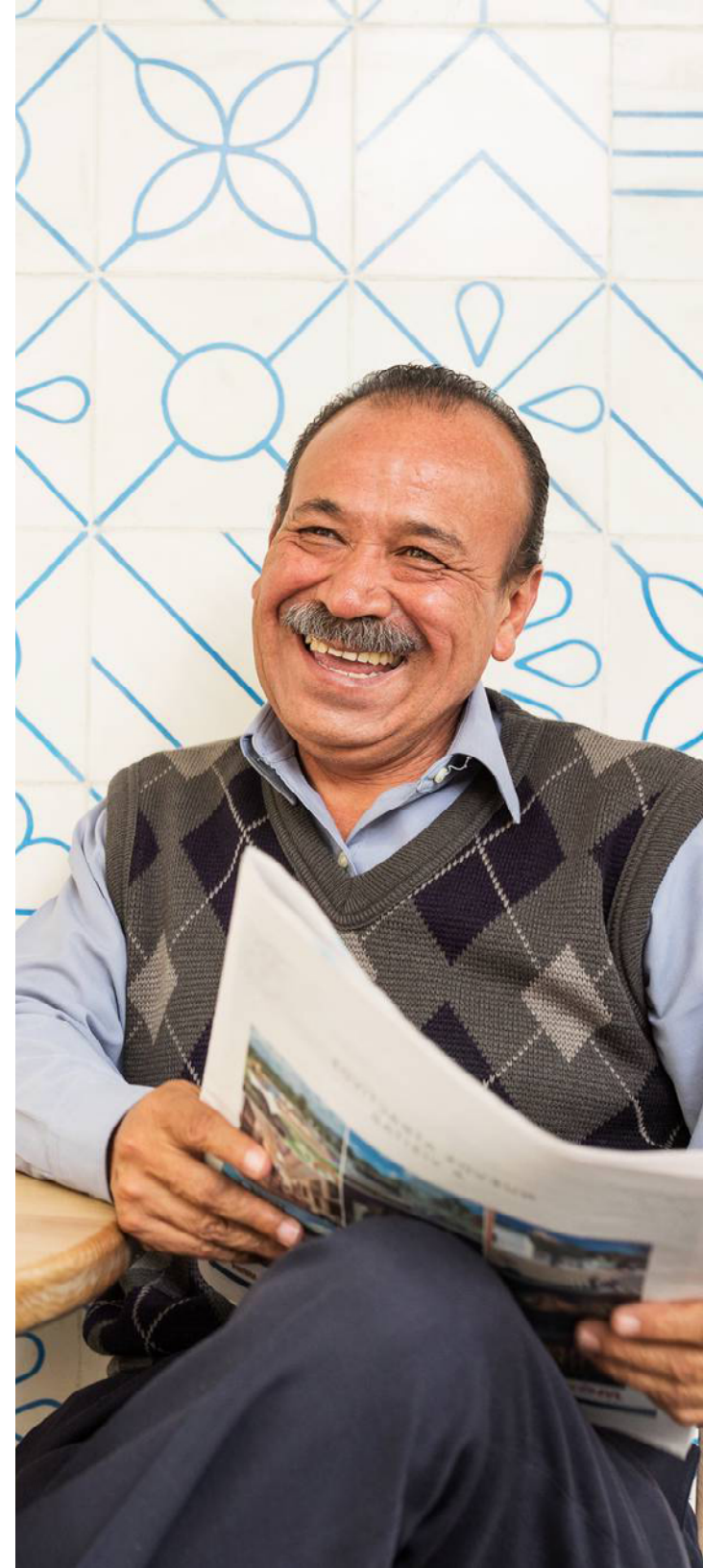
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We do the right thing

We ignite opportunity by setting the world in motion.

Each of us has a responsibility to treat each other respectfully and grow our business with integrity. The Business Conduct Guide helps us achieve our goals by providing resources to answer legal and ethical questions.

If you have questions as you use the Guide, please reach out to the Global Compliance Team. We're here to help.



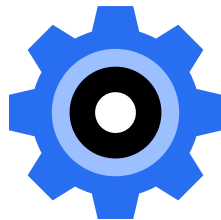
Making the right decision

Use this framework to help make the right decision.



Purpose

- ✓ Why am I doing this?
- ✓ Is it legal? Is it the right thing to do?



Process

- ✓ Did I follow the right steps?
- ✓ Did I consult the right experts?



Perception

- ✓ How does this look to riders, drivers, regulators, employees, media?
- ✓ How would this look in three to four years in the future?

Speak up

Everyone should feel comfortable speaking up, particularly with concerns about how we conduct our business.

You are responsible for knowing and following the policies in this Business Conduct Guide. It's important to raise questions if you are not sure what to do or if you have reason to think someone is not following our policies or the laws that apply to our business. We're better as a company when you exercise your power to prevent mistakes or wrongdoing.

Reach out to your manager first. Managers have a responsibility to create an open and supportive environment where their team feels comfortable raising concerns and questions. If you cannot reach your manager, or if you are not comfortable raising the issue with your manager, reach out to the People Team, Global Compliance, Legal, Internal Audit, or the Uber [Integrity Helpline](#), which is available 24 hours a day, 7 days a week. For the Helpline, in most regions, you may choose to remain anonymous—while offering as much detail as possible—in reporting your concern.

If you are involved in an investigation, you must cooperate fully and respond to inquiries, interviews, and requests for documents, promptly, completely and truthfully. We do not tolerate retaliation against anyone who raises genuine concerns in good faith or who participates in an investigation.



Be yourself & treat each other well

We are committed to fostering an environment where ALL people are welcome and supported.

We are more productive, more creative and happier when each of us can be our authentic self. Uber is committed to providing this kind of freedom by encouraging all employees to adopt a hyper-tolerance where all people, from all walks of life, are welcome and fiercely supported.

Our Employee Handbook sets forth the foundational guidelines that ensure we treat each other well. Please read the Handbook in its entirety. We highlight a few principles here that are important to all of our workplaces around the world.

Having a diverse workforce — made up of team members who bring a wide variety of skills, abilities, experiences and perspectives — is essential to

our success. We are committed to the principles of equal employment opportunity, inclusion and respect. We do not tolerate discrimination in any form against anyone.

Every Uber employee has a right to a work environment free from harassment. Harassment can include any behavior (verbal, visual or physical) that creates an intimidating, offensive, abusive or hostile work environment.

We are committed to compliance with human rights laws. We are committed to upholding fundamental human rights and believe that all human beings around the world should be treated with dignity, fairness, and respect. Uber does not

use or condone the use of slave labor or human trafficking and denounces any degrading treatment of individuals or unsafe working conditions.

We are committed to the safety and security of our employees and property. Bullying, threats, intimidation and violence in our workplace will not be tolerated. You may not possess firearms, other weapons, explosive devices or dangerous substances or materials in the workplace.

If you believe you or any other employee has been subjected to any form of discrimination, harassment, bullying or retaliation, notify your manager, the People Team, or the Uber [Integrity Helpline](#).

Giving back

Giving back is in our DNA. You can participate in company-sponsored projects or your own projects. Or both.

We participate in many humanitarian and charitable endeavors for positive social impact. That participation ranges from cash contributions to donations of Uber resources and employee time. When we choose to participate in a community project and utilize limited employee time and company resources, relevant representatives from management will communicate to employees in advance that the effort is a company-sponsored project.

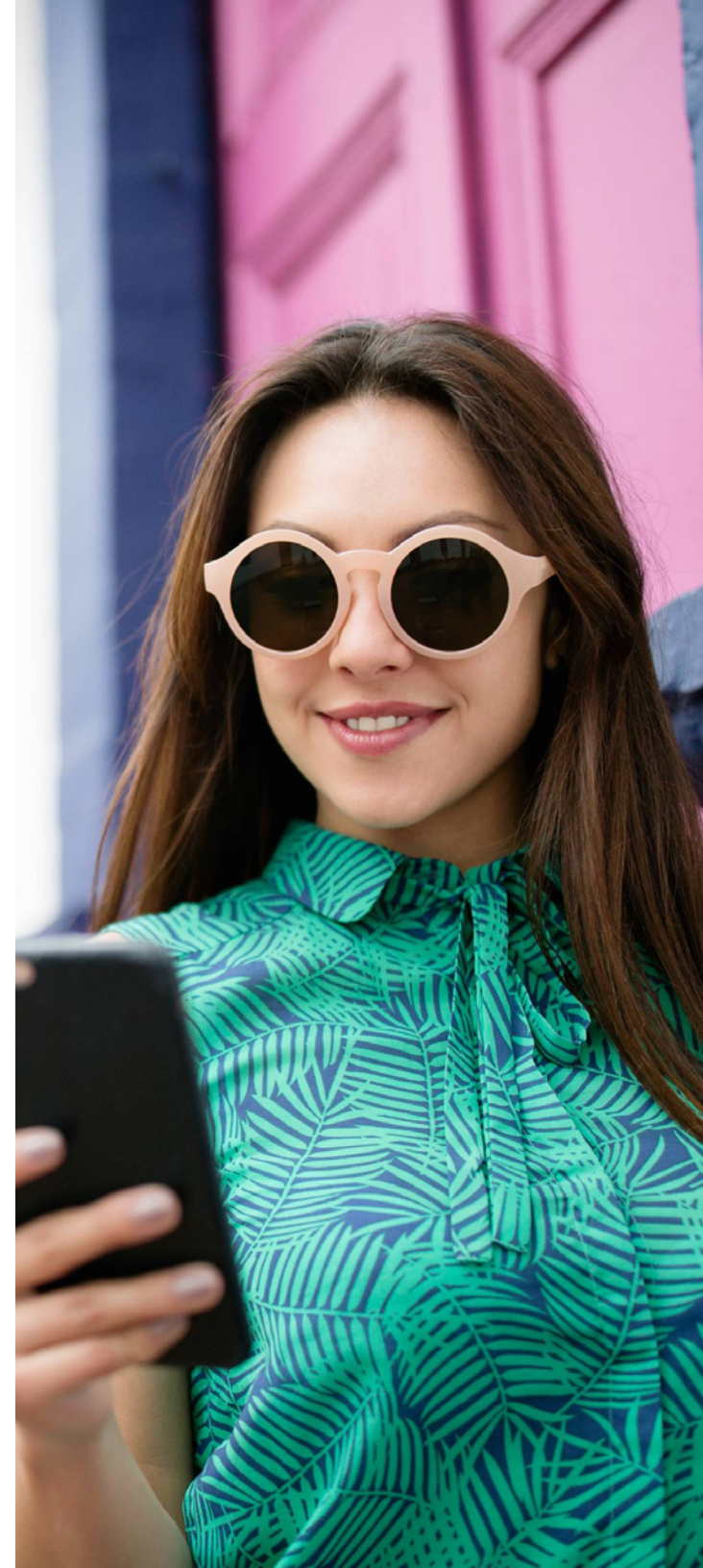
Be sure to separate your personal community activities from your work. Pursue community activities on your own time, with your own resources, as an individual private citizen, and not as a representative of Uber. Do not claim to represent, or imply representation of Uber to the public or in any public process or forum, unless specifically requested to do so by management. And never contribute to a charitable organization or cause in exchange for obtaining business or other potential advantages for Uber.



Telling our story

Uber has a positive impact on communities throughout the world. The Policy and Communications team works with press, community leaders and policy makers to tell that story.

The Policy & Communications team has tools and guidance on how to effectively engage with the press and our [Social Media Policy and Guidelines](#) offer helpful guidance on dealing with social media.



Communicating with the media

The Policy & Communications Team should be looped in on all media requests and inquiries.

Uber is a high-profile company and, from time to time, employees may be approached by reporters and other members of the media. In order to ensure that we speak with one voice and provide accurate information, you should direct all media inquiries to the Policy and Communications Team. No one should speak to the press without first receiving permission from the Uber communications team.

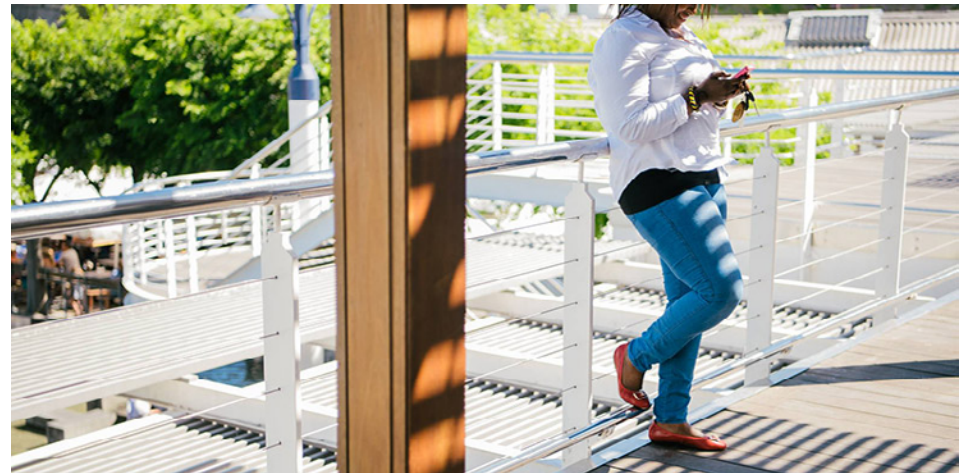


Social media

Social media has the potential to affect Uber's reputation. Use it wisely.

Social media has the potential to affect Uber's reputation. Employees are personally responsible for familiarizing themselves and complying with our Social Media Policy, which is found in the Employee Handbook and Social Media Guidelines on Teamdot. This Policy and its Guidelines apply to your personal use of social media.

Social media provides unique opportunities to share stories about our business and listen, learn and engage with users and communities. However, use of social media also presents certain risks and carries with it certain responsibilities. As a result, only authorized personnel can post to Uber's social media channels. If you wish to post to Uber's social media channels you should contact the Global Social team for guidance.



Conflicts of interest, insider trading & government relations

Uber does not buy market access, business, or policy outcomes with money, gifts, or other perks.

Our continued success depends on building good relationships with customers, shareholders and governments. We do the right thing. Period.



Be loyal

Put Uber's interests above your own interests when making business decisions.

At times, we may be faced with situations where the actions we take may present, or create the appearance of a conflict with our interests and those of Uber. These conflicts can exist when our private interests, including personal, family, social or financial interests interfere in any way with the performance of our responsibilities with respect to Uber. This issue could come up because the course of action that is best for us personally may not also be the best course of action for Uber. We owe a duty to Uber to advance its legitimate interests.

Determining whether a conflict of interest exists is not always easy to do. Even an appearance of a conflict can look bad and should be avoided. Employees seeking guidance should review the Corporate Policy on Conflicts of Interest. Employees with a question regarding a conflict of interest should contact the Global Compliance team. Before engaging in any activity, transaction or relationship that might give rise to a conflict of interest, employees must notify their direct manager and seek review by completing the [Conflict of Interest Disclosure Form](#).

Here are examples of activities that may present conflicts of interest that you must discuss with your manager and for which you must obtain approval from Compliance:

- 1 **Conflicting employment:** Working or consulting – either you or a family member – for a competitor or potential competitor, or having other outside employment that conflicts with your Uber work duties.
- 2 **Nepotism in hiring:** Hiring or supervising family members or others with whom you have a close, personal relationship.
- 3 **Nepotism in business transactions:** Awarding Uber business to a company owned or controlled by an Uber employee or his or her family.
- 4 **Corporate opportunity:** Taking advantage of a business opportunity or potential opportunity, discovered through the use of Uber's property or information or through your position at Uber, for personal gain.
- 5 **Investments:** Holding a financial interest in any entity with which Uber conducts business, or that competes with Uber unless otherwise disclosed and approved; interests of less than 1% of publicly traded companies are typically excluded.
- 6 **Interested party transactions:** Having a personal interest, financial interest or potential gain in any Uber transaction, separate from being an Uber employee and shareholder.
- 7 **Gifts:** Accepting gifts, discounts, favors or services from a customer/ potential customer, competitor or supplier, that might compromise or appear to compromise their ability to make objective and fair business decisions.

Insider trading

Do not use information obtained while working for Uber to trade securities.

During the course of your relationship with Uber, you may receive material non-public information regarding Uber or other companies. Many countries in which we operate, including the U.S., have insider trading laws that restrict any trading of securities and other similar activities by anyone who is aware of material non-public information. Material non-public information is information not generally known to the public that a reasonable investor may consider important when considering whether to buy or sell securities in a company.

As a general matter, any employee who is aware of material, non-public information regarding Uber or any other company may not trade in that company's securities. Employees are also prohibited from passing along such information to others who may use it to trade in that company's securities.

Our Insider Trading Policy has important information and details regarding these restrictions, including information on company-wide trading windows and blackout periods. If you are not certain whether a proposed transaction complies with Uber's Insider Trading Policy, you should contact the Legal team.

Receiving gifts & business entertainment

Employees may accept modest, unsolicited gifts and business entertainment, but never money or gift cards.

We should avoid any actions that create a perception that Uber provided favorable treatment to outside entities in exchange for business courtesies such as gifts, gratuities, meals, hospitality, entertainment or other benefits.






However, employees may accept unsolicited business courtesies of modest value that promote successful working relationships and goodwill with our business partners. A good rule of thumb is whether you would be comfortable telling your manager about the courtesy or having it be known by the public. Be transparent.

Employees who award business or who can influence the allocation of business must be particularly careful to avoid actions that create the appearance of favoritism or that may adversely affect the company's reputation for impartiality and fair dealing.






Receiving gifts & business entertainment

Employees may accept:

-  Flowers
-  Food and drink (such as wine, chocolates, edible arrangements)
-  Gifts of a modest value that mark a special occasion, like closing a deal
-  Gifts of modest value, like shirts, hats, water bottles and other swag
-  Meals or entertainment that are shared with the person who has offered to pay so long as they are reasonable and infrequent

Employees may not accept:

-  Cash or cash equivalents (such as gift cards)
-  Expensive gifts including sports and entertainment tickets unless you have obtained Compliance pre-approval
-  Any gifts from a vendor or supplier while negotiating a contract or a deal with them

In general, receiving business courtesies valued at more than US \$150 per person will not be permitted. Local restrictions may impose lower limits. Please seek guidance from the Global Compliance team and review the global Policy against Bribery and Corruption for other limits.

Employees requesting Compliance pre-approval to accept business courtesies should fill out the business courtesy pre-approval [form](#). For general questions, please contact the Global Compliance team.



Giving gifts & entertainment


Employees may give modest gifts, but not to gain an unfair business advantage.


We may give modest gifts, branded swag, hospitality, meals, and entertainment, so long as we follow local laws and the recipient's internal policies. An employee may never use personal funds or resources to do something that cannot be done with Uber resources. We must account for business courtesies in accordance with approved company procedures and accurately enter them in Concur.

The same rules apply for both giving and receiving courtesies. To offer or give courtesies valued above US \$150, check first with the Global Compliance team. Local restrictions may impose lower limits. Please consult with the Global Compliance team and check the global Policy against Bribery and Corruption for other limits. You also should seek guidance from the business partner receiving the courtesy since the policies of the recipient's company may be more restrictive. Special rules apply for dealings with governments, so check the next section.


Employees may give:


-  Company swag (like Uber branded shirts, hats, water bottles)
-  Modest gifts


 Uber credits and promotional codes for Uber credits per the Uber Credits Policy (US\$50)

 Reasonable meals or entertainment to discuss business

Employees may not give:

 Cash or cash equivalents

 Expensive gifts without Compliance approval

 More than US\$50 in Uber credits without management approval per the Uber Credits Policy

 Paid travel without Compliance approval

Employees requesting Compliance pre-approval to give business courtesies should fill out the business courtesy pre-approval [form](#). For general questions, please contact the Global Compliance team.

Special rules for dealings with governments

Be mindful of additional requirements regarding Government Officials.

Global anti-corruption laws and Uber policy prohibit improper influence and giving anything of value, such as financial payments, gifts, travel, investments, service agreements, partnerships and political contributions to Government Officials and employees in exchange for business or policy outcomes. Uber policy also prohibits actions intended to interfere with official government enforcement activity. These laws and policies apply globally, not just in the United States, and cover not only Uber employees and contractors, but also third parties we retain, such as consultants and lobbyists.

Uber's Global Anti-Corruption Policy explains how to interact with government agencies and officials, including when retaining third parties who interact with the government on our behalf. In some circumstances, hiring a close relative of a Government Official as an employee could be interpreted as providing a benefit in exchange for a favorable government decision. The Global Policy for Hiring Relatives of Government Officials describes how to consider and potentially hire close relatives of Government Officials in compliance with legal requirements. [Uber's Corporate Policy on our Applications and Government Employees](#) explains permitted and prohibited uses of our applications and practices relative to Government Officials.

Finally, Uber's Policy on Interactions With U.S. Public Officials explains when interactions with U.S. government officials or employees could be considered lobbying. In some U.S. jurisdictions, you must first register as a lobbyist before engaging in lobbying activity, so it is important that employees obtain pre-approval from the U.S. Political Law Team before engaging in any conduct that could be considered lobbying.

Political activities & contributions

Personal civic engagement is important but must be kept appropriately separate from Uber.

You may support the political process through personal contributions or by volunteering your personal time to the candidates or organizations of your choice. However, you may not conduct these activities on company time or use any company resources. If you decide to express a personal view in a public forum (such as a letter to the newspaper), do not use Uber letterhead, company email, or reference your business title or address. You also may not make or commit to making political contributions on behalf of Uber.

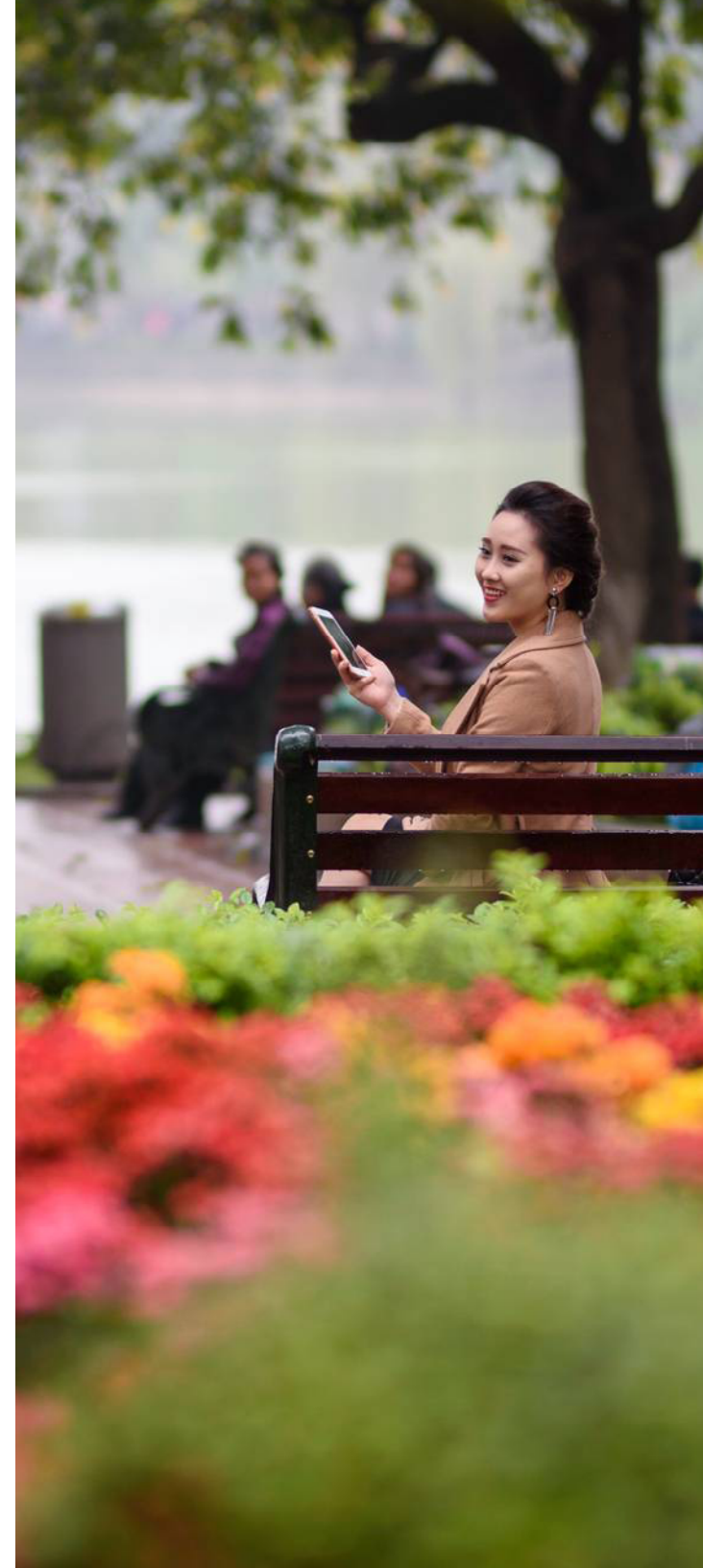
In addition, if you are (1) an employee who works on government contracts in the US or (2) a registered lobbyist in the US you have certain obligations before you or an immediate family member makes, or solicits, a political contribution. Please read the full [Employee Political Activity Policy](#).



Competing fairly

We compete fiercely and fairly
and on the merits.

We make every effort to abide by the antitrust and competition laws of all
countries where we do business.



Competitors & fair trade practices

We support fair competition and free access to markets.

Antitrust and competition laws around the world are designed to promote fair competition. They prohibit collusion among competitors (for example, agreement on prices, discounts, incentives, geographic allocation or exchanging commercially sensitive information) as well as conduct that results in an unjustified “monopoly” position.

Uber’s policy is to comply with the antitrust and competition laws of all countries in which we operate. Because of the complexity of these laws and the potential legal consequences of violating them (including large fines and criminal penalties), Uber employees must consult with the Legal team if they face a situation they believe may involve antitrust or competition law issues.



Accurate marketing

Our marketing, advertising and sales materials must be truthful, fair, non-misleading and supported by reliable evidence.

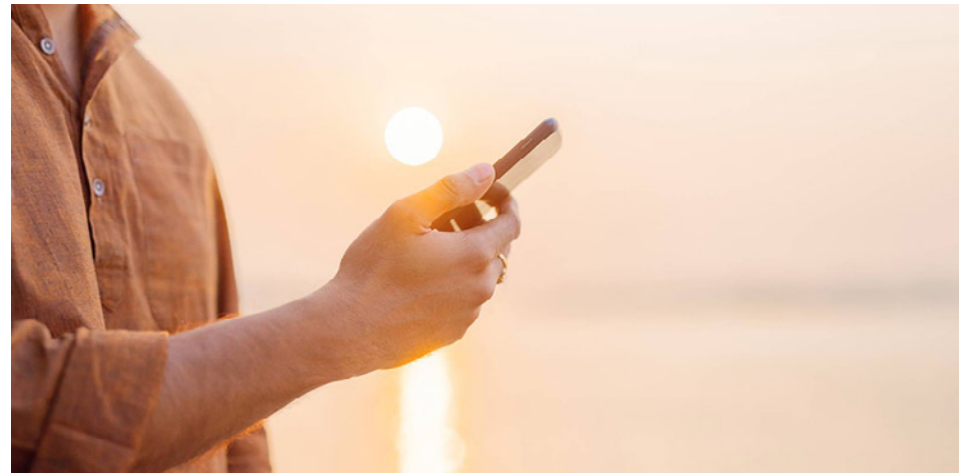
Any claims we make about Uber, our products or services, and even our competitors, must be truthful, fair, non-misleading, and substantiated. We cannot omit key facts or conditions. Instead, we must be straightforward in how we present ourselves and our products and services – relying on data or other evidence to back-up our claims. There are laws which strictly prohibit deceptive or unfair advertising and practices, and such practices are also inconsistent with our policies and cultural norms.



Competitive intelligence

We may only gain information about our competitors from legitimate sources.

Gathering information about our competitors, often called competitive intelligence, is a legitimate business practice. It helps us stay competitive in the marketplace. However, we must never use any illegal or unethical means to get information about other companies. Uber's Competitive Intelligence Policy explains which practices are permitted for gathering competitive intelligence, including obtaining publicly available news accounts and industry surveys. The policy also identifies practices that are prohibited, such as obtaining information by fraud or misrepresentation. These rules also apply to the consultants, vendors, and other partners whom we hire. If you have questions, please review the Competitive Intelligence Policy and contact the Global Compliance team.



Protect Uber's information & assets

At Uber, we have a lot of important assets to protect, including our business confidential information, our users' and employees' data, company equipment, and intellectual property.



Uber confidential information

One of our most important assets is our confidential information. Employees who have received or have access to confidential information must take care to keep this information confidential.

Employees should take the approach that anything not known outside of Uber is valuable confidential information that cannot be shared outside Uber in any forum without explicit authorization from Legal.





Sharing confidential information outside Uber could expose it to competitors, jeopardize our business, and threaten or destroy our ability under the law to protect such information. Examples of such confidential information include Uber data, business practices, content discussed in All Hands and staff meetings, source code, algorithms, software, etc.






Rider & driver partner information

Be a responsible data steward. Riders and drivers trust us with their personal information.

Our Internal Privacy Policy discusses privacy at Uber, including our privacy principles:

-  We do the right thing with data
-  We recognize privacy as an invaluable component for building world-class products and services
-  Privacy is central to our products' entire lifecycle
-  We collect and use data for specific, approved, and lawful purposes, and only the amount we need

-  We are transparent about how we collect, use, and share data
-  We give users choices regarding their data
-  We act responsibly to secure user data

Our [User Privacy Policy](#) outlines how we collect, access, use, share, retain, and delete such information.

Uber's Data Access Policy and Network & Device Acceptable Use Policy prohibit employees from accessing riders' and drivers' information without a legitimate business purpose tied to an employee's role and responsibilities.

Employee personal information

Our employees' privacy is as important as riders' and drivers' privacy.

Uber's Employee Privacy Statement describes the data that Uber may collect in connection with your employment, and how that information may be accessed, used, transferred and disclosed. The Employee Privacy Statement describes the steps that Uber takes to prevent unlawful or unauthorized processing of employee's personal information and the accidental loss of or damage to such information.



Company equipment

Use Uber's equipment for Uber business.

Uber's assets, including computers, phones, email and information, are meant to be used for the benefit of the company. These assets are not for personal gain or for the benefit of others outside of Uber. It is your responsibility to keep Uber's assets safe from loss, theft, damage, or fraud (which includes inappropriate use). Your use of Uber's assets is subject to the Employee Privacy Statement and the Network & Device Acceptable Use Policy.



Intellectual property

Protecting Uber's Intellectual Property (IP).

Uber's IP is one of our most important assets and is critical to the success of Uber, as it helps strengthen our brand, protect competitive and commercial advantages, deter copying, promote business deals, and enhance investor confidence in our business. Our IP is protected under law via trademarks, copyrights, patents, and trade secrets, and covers Uber's trademarks, logos, branding, products, technology, algorithms, designs, software, hardware, APIs, code, proprietary data, processes, technical documentation, and so on.

Consult with the Uber IP team if you know about any proposed trademarks (whether it is the name or logo for a product or service or a marketing slogan), as well as any new innovations and creations, so that steps may be taken to clear and protect them. Because Uber takes the protection and enforcement of IP so seriously, it takes the infringement of its IP seriously as well. Infringement or a violation of Uber's IP rights will be strictly enforced.

Respecting third-party IP

At Uber, we not only take steps to protect our own IP, but we also respect the IP of other organizations and their respective efforts to protect such third-party IP.

No Uber employee should bring to Uber or use any third-party IP without explicit authorization from Legal. Violations could result in serious legal consequences for the relevant Uber employee and the company. The IP team should be consulted for any questions about third-party IP, or if anyone outside Uber contacts you about allegations of infringement of third-party IP.

Contracting, financial reporting & recordkeeping

We are transparent, honest and accurate when entering into contracts, disclosing financial information, and maintaining records.



Contracts & trade compliance

We follow procurement and trade compliance laws.

Our Global Procurement Policy provides guidelines and establishes procedures for all Uber employees in any situation where they are involved in a purchasing process. U.S. federal law requires that subcontractors follow certain government procurement rules related to ethics and business conduct. You are expected to know and comply with all government procurement rules applicable to our business.

Uber complies with global import and export laws and regulations that impact with whom we can do business (People), where we operate (Places) and the transfer of sensitive technologies (Products).

People. Our systems and processes have been designed to facilitate compliance with respect to payments to drivers and suppliers, as well as hiring employees and contingent workers, so use established systems and processes for all financial transactions and hiring decisions. Uber partners with vetted, established third party service providers to move our goods and act as customs brokers on our behalf to support the global scope of our fast-paced business. Any discussions regarding freight forwarding, customs brokerage, or powers of

attorney related to import/export matters must be raised to the Global Compliance team for oversight.

Places. We currently are prohibited from operating in Cuba, Iran, North Korea, Sudan, Syria and the Crimea region of Ukraine without authorization from the U.S. government. Contact Global Compliance if you want to explore doing business in or with individuals in these geographies to ensure we do so lawfully.

Products. Sensitive technologies, including those that support autonomous transportation, may require licenses for import and export. If you are involved in these activities, you are responsible for knowing and following these laws. All Uber-owned products moving across international borders must do so in compliance with the relevant countries' applicable import and export controls, including proper and accurate classification and payment of any duties or tariffs. Contact Global Compliance with questions.

We do not cooperate with foreign boycotts that are not approved by the U.S. government. If you receive a request related to any boycott, contact Global Compliance and do not respond to the request.

Money laundering is conduct designed to disguise proceeds of criminal activity by individuals or entities. We forbid knowingly engaging in transactions that facilitate money laundering or result in unlawful diversion.

Accurate financial & public disclosures

We are responsible for providing accurate, complete and clear information about our business.

We are responsible for ensuring that financial reports and public filings meet legal requirements and accounting standards. Investors count on us to provide accurate information to make informed decisions.

It is also your responsibility to be transparent and cooperative with and provide complete and accurate information to Internal Audit or to outside accountants regarding any audit or review of our company's financial statements.

Concerns regarding financial accounting, internal controls, or auditing matters should be promptly reported through Uber's [Integrity Helpline](#) or to Internal Audit, Global Compliance or a manager you trust who can report your concern through the [Integrity Helpline](#) by proxy. Reports through the Helpline may be made anonymously and will be handled in a confidential manner.



Corporate recordkeeping

Our records make up our corporate memory and contain information critical to the continuity of our business.

Proper recordkeeping and information governance requires that Uber keep accurate and timely records for business, financial and legal reasons. Uber securely maintains data for the duration of the retention period set forth in the appropriate retention schedule as defined by its information governance policies. From time to time, records must be kept longer for legal reasons, and you may be required to comply with the Legal Hold process upon notification from Legal. Records and data retained solely for the convenience of an employee may be retained only for as long as it has business value, but in no event longer than 3 years.

At the expiration of the Retention Period or Legal Hold, data may be deleted or destroyed through an automated or manual process.



Code of Ethics for Directors

Our Directors, officers and employees must comply with the Code of Ethics.

This Business Conduct Guide applies in its entirety to all of Uber's members of the Board of Directors, officers and employees. However, only the following sections constitute the Code of Ethics for the purposes of the rules of the SEC and the listing standards of the New York Stock Exchange: Speak up, Be yourself and treat each other well, Giving back, Telling our story, Conflicts of interest & government relations, Competing fairly, Protect Uber's information & assets, Contracting, Financial reporting and record-keeping. Additionally, Directors, officers and employees must not take for themselves opportunities related to Uber's business; use the Company's property, information, or position for personal gain; or compete with the Company for business opportunities. Sections listed include any subsections contained therein. All sections not listed above, as well as all sidebars, Q&As, examples, and linked policies or documents, are not included in the Code of Ethics.

