

NUTANIX PARTNER CODE OF BUSINESS CONDUCT AND ETHICS

This Code of Business Conduct and Ethics (“Code”) is designed to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in reports and documents we file with or submit to the U.S. Securities and Exchange Commission and in our other public communications;
- Compliance with applicable laws, rules and regulations;
- The prompt internal reporting of violations of this Code; and
- Accountability for adherence to this Code.

Nutanix strives to demonstrate integrity in every business interaction and is committed to conducting business ethically and in compliance with applicable laws and regulations. Nutanix requires businesses that associate themselves with our brand through the resale or distribution of our products and services to uphold the highest ethical standards. Nutanix requires all channel partners worldwide, including resellers, distributors, alliance partners, OEMs, NPN partners, public sector entities and any other commercial entity or individual with whom Nutanix may engage in the normal course of Nutanix’s day to day business operations (“Partner(s)”) to adhere to this Code. Nutanix may conduct due diligence and periodic monitoring of Partners to ensure compliance with this Code and with other applicable Nutanix policies, including, but not limited to FCPA/anti-bribery and anti-corruption policies and export compliance requirements. As a condition of doing business with Nutanix, you consent to such due diligence and monitoring and shall support these efforts upon request by Nutanix. Any violations of this Code will entitle Nutanix to exclude Partner from any Nutanix channel programs, deprive Partner of any benefits earned under such programs, and may result in immediate termination of Partner’s agreement(s) with Nutanix.

1. ETHICAL PRINCIPLES AND CORE VALUES

Nutanix expects that all of its Partners will operate their businesses in accordance with the following principles:

- *Honesty*
- *Integrity*
- *Trustworthiness*
- *Respect for others*
- *Responsibility*
- *Accountability*
- *Full compliance with all applicable laws, rules, statutes and regulations*
- *Commitment to this code*

Decision Making and the Code of Conduct

When making a decision, ask yourself the following:

- *Is it legal?*
- *Does it comply with this Code?*
- *Does it reflect Nutanix’s company values and ethics?*
- *Does it respect the rights of others?*

Reporting/Speaking Up

Nutanix encourages its Partners to ask questions and raise issues without fear of retaliation and is committed to treating reports seriously and investigating them thoroughly.

If you see something, say something! Partners must report suspected unethical, illegal or suspicious behavior immediately. Nutanix does not tolerate retaliation against any person or company who makes a good faith report of suspected misconduct or otherwise assists with an investigation or audit. Partner must not tolerate such retaliation either.

2. FAIR DEALING AND LEGAL COMPLIANCE

Partner must be committed to high standards of ethical conduct and must comply with all applicable legal and regulatory requirements and avoid engaging in any activity that involves even the appearance of impropriety.

Competition, Fair Dealings and Antitrust

While Nutanix competes aggressively for new business, relationships with business Partners are built upon trust and mutual benefits and full compliance with competition/antitrust laws and Partners must engage in fair business practices in advertising and sales.

As our valued Partner, you are required to:

- Communicate with end customers about Nutanix's products and services in a manner that is fair and accurate, and that discloses all relevant information. As our Partner, you must never misrepresent or embellish the features, functions or performance of Nutanix's technology or related services.
- Your employees are required to familiarize themselves with Nutanix's policies pertaining to ethics and compliance with law and remain aware of the consequences of any violation of policies or laws governing fair competition.
- Your employees must at all times refrain from price fixing, bid rigging, and any other anti-competitive activities in any geography or jurisdiction in which they operate. Your employees must be made to understand that they cannot coordinate end customer pricing with Nutanix or any other entity if your company is engaged in reselling or distributing Nutanix products or services. To do so would be considered price fixing and that is categorically illegal.
- Use only publicly available information to understand business, customers, competitors, technology trends, and regulatory proposals and developments and thereby completely abstain from any anti-competitive "bid-rigging" activities.
- You are required to notify Nutanix immediately of any breach of this provision or any other requirement of this document. Silence in the face of knowledge of a violation will exacerbate the problem and increase Nutanix's and your potential liability.

Bribery and Facilitation Payments

Partner will not attempt to influence the judgement or behavior of a person in a position of trust and/or decision-making authority or influence by providing any "gift" or anything of value in order to achieve a positive business result. This applies to persons in both government and in private business.

Partner will not permit facilitation (or "grease") payments to government officials or private business in order to secure or speed up routine actions.

You agree that you are required to:

- Select your third-party partners and vendors carefully and monitor them continuously to ensure that they comply with these anti-bribery and corruption policies;
- Keep accurate books and records at all times and monitor that funds are not being used for purposes of bribery, gifts or facilitation payments; and
- Refuse any offer or request for an unlawful payment and report the incident to Nutanix's ethics and compliance hotline.

Corruption, bribery, extortion or embezzlement, in any form, is strictly prohibited. Any violation of these laws will result in the immediate termination of your business relationship with Nutanix and possibly additional legal action.

Gifts and Entertainment

While gifts and entertainment among business associates can be appropriate ways to strengthen ties and build goodwill, they also have the potential to create the perception that business decisions are being unethically influenced. Nutanix is committed to winning business only on the merits of its products, services and people and Nutanix and Partner must comply with all legal requirements for giving and receiving gifts and providing meals and/or entertainment. Those laws include, but are not limited to, the Foreign Corrupt Practices Act of 1978 and the UK Anti-Bribery Law of 2013.

We require that your employees are trained to:

- Use sound judgment and comply with all applicable laws, rules, statutes and regulations regarding gifts and other benefits;
- Never allow gifts, entertainment or other personal benefits to influence decisions or undermine the integrity of business relationships;
- Never accept gifts or entertainment that are illegal, immoral or would reflect negatively on the company; and
- Never accept cash, cash equivalents, stocks or other securities.

Political Contributions and Charitable Contributions

Be aware that contributions made in the context of political campaigns, or contributions made for charitable causes that are favored by customers may run afoul of the law. If unsure as to a specific contribution, it is always best to err on side of the law and on the side of caution.

Government Sector Sales Rules

Partners must become familiar with, understand and comply with all laws, rules, statutes and regulations relating to sales to government entities.

Money Laundering

Money laundering is the process of concealing illicit funds by moving them through legitimate businesses to hide their criminal origin. This is illegal and Nutanix requires that its Partners adopt a policy of zero tolerance.

Your employees must never knowingly facilitate money laundering or terrorist financing, and must take steps to prevent inadvertent use of the company's business activities for these purposes. Employees should be trained to spot signs of money laundering, and your employees are to be required to immediately report any unusual or suspicious activities or transactions, such as:

- attempted payments in cash or from an unusual financing source or non-business account
- arrangements that involve the transfer of funds to or from countries or entities not related to the transaction or customer
- unusually complex deals that don't reflect a legitimate business purpose
- attempts to evade record-keeping or reporting requirements
- payments made in currencies other than those specified in the applicable contract

Insider Trading

As our business Partner, your employees may learn information about our company, clients, other business partners or companies that is not publicly available. It is illegal for any individual to use information that is not publicly available in order to profit on a stock trade or for other financial gain, or to share any such information with others.

Your employees must be trained so that they know that they are prohibited from:

- Buying or selling securities based on non-publicly available information; and
- Providing such non-public information or “tips”, or encourage another person to buy or sell securities based on such non-public “inside” information.

Obtaining and Using Business Intelligence

Partners who collect information on customers and markets in which they operate must do so only through legitimate means. Partner must not seek business intelligence by illegal or unethical means.

3. INTELLECTUAL PROPERTY

Partners must respect the trademarks and other intellectual property rights of Nutanix and other third-parties and may not knowingly use the intellectual property of any third-party without permission.

4. LABOR AND HUMAN RIGHTS

Partners must uphold the rights of workers and treat them with dignity and respect.

Equal Opportunity

Nutanix will not tolerate discrimination based on race, color, religion, gender, age, national origin, sexual orientation, marital status, disability or any other protected class. We cannot and will not maintain a business relationship with any entity that tolerates discrimination in its own workplace. You agree to maintain a work environment that contains a policy of anti-discrimination.

Harassment Any type of harassment, including physical, sexual, verbal or other, is prohibited and will result in termination of our relationship with Partner.

Harassment can include actions, language, written words or objects that create an intimidating or hostile work environment, such as:

- Yelling at or humiliating someone
- Physical violence or intimidation
- Unwanted sexual advances, invitations or comments
- Visual displays such as derogatory or sexually-oriented pictures or gestures
- Physical conduct including assault or unwanted touching
- Threats or demands to submit to sexual requests as a condition of employment or to avoid negative consequences

Bullying

At Nutanix, we are committed to ensuring that our employees and our Partner’s employees work in a safe and respectful environment that is free of bullying. Bullying can include:

- Spreading malicious rumors or gossip
- Excluding or isolating someone socially
- Establishing impossible deliverables
- Withholding necessary information or purposefully giving the wrong information
- Intimidating someone
- Impeding someone’s work
- Unfairly denying training, leave or promotion

- Constantly changing work guidelines
- Sending offensive jokes or emails
- Criticizing or belittling someone constantly
- Tampering with a person's personal belongings or work equipment

Forced Labor

You shall employ people under their own free will with no one being subjected to bonded or forced labor. This policy applies to not only your business operations but also those of your supplier network.

Child Labor

Neither you nor your suppliers shall employ any people under the minimum legal working age of the country in which they work. Partner must comply with all applicable child labor laws, including the minimum age for employment in all countries where it does business, or the age for completing compulsory education in such countries, whichever is higher.

Wages and Benefits

Partners must pay their workers at least the minimum wage, including compensation for overtime hours, required by applicable laws and regulations and provide all legally required benefits. Workers must be paid in a timely manner, and the basis on which workers are being paid must be clearly conveyed to them in a timely manner. Partners must maintain accurate records of employee hours worked and wages paid.

Health and Safety

Partner must be committed to creating safe working conditions and a healthy work environment for all of their workers, and Partner must comply with all applicable health and safety regulations in the applicable geography, including but not limited to OSHA.

5. CONFLICTS AND RESPONSIBLE USE OF COMMUNICATIONS

Conflicts of Interest

A conflict of interest can occur when your organization's activities, investments or associations compromises your ability to act in the best interests of our partnership. Under this Code, you are required inform your employees that they must avoid the types of situations that can give rise to conflicts of interest.

Under this Code, you must require that your employees disclose any relationships, associations or activities that could create actual, potential, or even perceived conflicts of interest to their manager or the Human Resources Department, and you in turn agree to promptly inform us.

External Communication on Behalf of Nutanix

You acknowledge and agree that you are not authorized to make any public statement or representations on behalf of Nutanix.

Use of Social Media

Social media provides opportunities to network and create exposure for your company and brand, as well as ours, but there are risks associated with employees' use of social media platforms. Your employees are expected to be trained to not post anything on social media about Nutanix that is inaccurate, misleading, unfair, deceptive, obscene or offensive.

Employees are required to:

- Reveal their relationship with your company as well as ours when commenting online about issues related to Nutanix;
- Respect the privacy of other persons and refrain from publishing photos of them without their consent. This is especially applicable if your employee is posting anything about a Nutanix customer or other business partner; and
- You must ensure any information that your employees post related to the company is accurate. You agree and acknowledge that you are responsible for the online conduct of your employees.

Your employees must not:

- “Pretext” or “Catfish”, i.e., pretend to be someone they are not online;
- Share confidential information about Nutanix, its clients, stakeholders or suppliers; or
- Post comments or pictures that could harm Nutanix’s brand, reputation or commercial interests

6. CONFIDENTIALITY, PRIVACY AND SECURITY

Confidentiality

Except as may expressly allowed under our contract with your company, your company and your employees are required to maintain the confidentiality of all Nutanix proprietary information. Proprietary information includes all non-public information that might be unlawful to disclose or otherwise harmful to Nutanix and its customers and/or other business partners if disclosed.

Confidential information can include, but may not be limited to:

- Customer lists
- Pricing information
- Terms of contracts
- Company policies and procedures
- Information Security Protocols
- Financial statements, data or records
- Product development and marketing plans and strategies
- Trade secrets
- Nutanix employee information
- Any other information that could damage Nutanix or its customers or suppliers if it was disclosed

Privacy

Nutanix is committed to ensuring the privacy of its customers, employees, and others (“Nutanix Stakeholders”). Partners are required to comply with all privacy laws and regulations. Partners must take appropriate precautions including administrative, technical, and physical measures to safeguard Nutanix Stakeholders’ personal information against loss, theft, and misuse, as well as unauthorized access, disclosure, alteration, and destruction. We require that our Partners do the same with their own employees and stakeholders. You are required to strictly adhere to the provisions of HIPAA, GDPR and all other applicable laws, rules, statutes and regulations that pertain to privacy matters.

We require that you ensure that your employees and contractors not disclose any private, personal information of:

- Nutanix Employees
- Nutanix Customers
- Nutanix Suppliers
- Nutanix Competitors
- Other Third parties

This type of information includes but is not limited to names, addresses, health care information, phone numbers, addresses, email addresses, etc. You must require that your employees and contractors store all personal information securely, mark it as confidential and store it only for as long as it is needed for the purpose for which it was collected.

When providing personal information, your employees and contractors must limit access to only those with a clear business need for the information.

Your employees and contractors are required to report any breaches of privacy, including the loss, theft of or unauthorized access to personal information, to their manager, and in turn any such breach must be immediately reported to us, and you are required to take any and all steps that Nutanix may suggest to mitigate any damage or loss that Nutanix may incur as a result of the breach.

Information Technology

It is possible that you may be provided some IT equipment from Nutanix, such as a laptop computer. You may therefore have access to Nutanix company data that is stored on that equipment or may be accessed by that equipment. Your employees and contractors are required to help safeguard all computer equipment and data against malicious acts by individuals inside or outside the company. We require that you provided industry standard Cyber-security training to all employees and contractors to ensure compliance with computer security policies.

Nutanix Bookings Policy

If you are engaged in acting as a reseller or distributor of Nutanix's products and services, you are required to be intimately familiar with our Bookings Policy posted on the [Partner Portal](#).

Without diluting the above requirement of knowing our Bookings Policy in detail, you are required to be specifically aware of the following:

- You are required to at all times fully comply with all applicable laws, rules, statutes and regulations pertaining to Export Control matters;
- You may not supply Nutanix technology to any person or entity that is excluded under OFAC or any other applicable law or regulation;
- Under no circumstances should you engage in or enter into any "side agreements" or commitments of any nature with any customers outside of the deliverables stated in the applicable purchase order; e.g, any agreements that call for different payment terms or software features or functionality that is not specified in the contract or quote.
- You may not enter into any transaction for the provision of Nutanix technology or services unless\until you have a valid PO from the end user customer; and
- Any and all information provided to Nutanix pursuant to the sale or licensing of our services or technology must be complete and fully accurate in all respects.

7. CORPORATE RESPONSIBILITY

The Environment

Nutanix is committed to reducing the environmental impact of our operations and expects you to share that commitment. You must conduct your operations in ways that are environmentally responsible and endeavor to reduce or eliminate waste, including water and energy, by implementing appropriate conservation measures in your facilities.

Business Controls

Partners must maintain effective business controls that are capable of preventing and detecting unlawful conduct by their employees and counterparties. An effective business controls program should contain the following: (i) periodic risk assessments that lead to adjustments in business controls that take into account the current risk environment; (ii) a commitment to legal compliance, ethics, environmental, occupational health and safety, commercial practices, and labor programs; (iii) a designated company representative(s) responsible for overseeing and implementing legal compliance, ethics, environmental, occupational health and safety, commercial practices, and labor programs; and (iv) clearly communicated mechanisms for employees to report misconduct or seek guidance without fear of retaliation.

Record Keeping

As a public company, Nutanix maintains accurate books and records, and as our Partner, we require that you keep your books, records, accounts and financial statements in a complete, accurate, understandable, detailed and timely manner.

All documents that pertain to Nutanix related business must be maintained for at least five (5) years or as required by law post date of transaction.

Your employees are required to, and your systems must be designed so as to:

- Maintain these records for as long as required;
- Maintain official record keeping systems to retain and file records required for business, legal, financial, research or archival purposes; and
- Your employees must be trained to never destroy documents in response to, or in anticipation of, an investigation or audit.

8. COMPLAINTS

Partner will comply with this Code, Nutanix's policies, procedures, requirements and other Partner obligations as established by Nutanix from time to time, including those set out on the [Partner Portal](#), each of which is incorporated herein by reference.

Ensuring Compliance and Process to Receive and Investigate Reports of Violations

Partner must have in place a process whereby its employees, independent contractors, consultants, and others who do business for or on behalf of Partner can safely and confidentially report violations of this Code to Partner's management, and to do so anonymously (subject to local legal restrictions on anonymous reporting). Partner must promptly investigate any observed or reported violations of this Code.

Corrective Action Process

Partner must have a process for timely correction of any deficiencies or violations of this Code identified by any internal or external audit, assessment, inspection, investigation, or review.

Reporting

Partner must in good faith report any violations of this Code (whether such violations are your own, another Partner's, or a Nutanix employee's) to nutanix.ethicspoint.com or call: +1 (844) 723-8366 IMMEDIATELY.

Training

You are required to ensure that all of your employees are fully and competently trained on the content of this Code. This training must be repeated on a regular basis.

