



**GLOBAL CODE OF BUSINESS CONDUCT AND ETHICS**

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# Introduction

Marketo's Global Code of Business Conduct and Ethics (the "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 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.

We expect all Marketo employees, Board members, and contractors (together, "representatives" or "you") to know and follow this Code. Employee and contractors will be required to sign the acknowledgement at the end of this Code. The Code supplements and does not replace Marketo's Employee Handbook and other policies and procedures. You should consult applicable policies and procedures in specific areas as they apply. All policies are available on the Marketo's Wiki, but, if you have trouble finding one, please contact Legal.

## Marketo's Core Values

Our core values reflect what is most important to Marketo and how we conduct our mission to supercharge a nation of empowered marketers with inspiration, education and an unrivaled engagement platform. These values guide our relationships with each other, our partners, and our customers.

**Boldly Accountable – *Marketo is the People***

**Radically Transparent – *Integrity in All We Do***

**Customer-Obsessed – *Mutual Commitment to Customer Success***

## Leadership's Responsibilities

If you supervise others, you must always lead by example and uphold the highest standards. It is your responsibility to make sure that everyone on your team understands his or her responsibilities. You must also strive to create an environment in which people feel comfortable asking questions or raising concerns. If an issue related to this Code is raised, it is your responsibility to make sure that it is handled in the correct manner.

## Everyone's Responsibilities

As a member of the Marketo community, it is your responsibility to do the right thing in all of your business activities. You must read and follow both the letter and the spirit of this Code and Marketo's other policies. You must also understand and follow the laws and regulations that relate to your job. If you have any questions, it is your responsibility to seek guidance and get answers. Any questions about the Code or the appropriate course of conduct in a particular situation should be directed to Human Resources and/or Legal.

## **See Something, Say Something; Raising Issues and Concerns Related to the Code**

If you have questions about the Code or the appropriate course of conduct in a particular situation, please contact Human Resources or Legal. If you believe there has been a violation of laws, rules, regulations, or this Code, you have a responsibility to report it to Human Resources or Legal immediately.

Marketo prohibits retaliation, in any form, against anyone who, in good faith, reports violations or suspected violations or assists in an investigation of a reported violation. Report any acts that appear to be retaliation to your manager, Human Resources, or Legal.

All properly reported potential violations of this Code will be promptly investigated. Violators will be subject to discipline up to and including termination. In addition, any violations of law will be reported to the appropriate law enforcement authorities.

Marketo's "Policy Regarding Reporting of Accounting and Auditing Matters" sets forth specific processes in place for reports of violations of financial reporting obligations, accounting or internal auditing matters. You should promptly report any suspected violations regarding financial reporting, accounting, or internal auditing matters to the General Counsel or directly to the Audit Committee by email at [AuditCommittee@Marketo.com](mailto:AuditCommittee@Marketo.com). You may also make an anonymous report to the Audit Committee at <http://www.openboard.info/MKTO/>.

# Creating a Respectful Environment

At Marketo, we expect everyone to treat each other with respect and dignity. Everyone is entitled to a work environment that is free of unlawful discrimination and harassment.

## Equal Opportunity Employment

Marketo is an equal opportunity employer. We do not discriminate in employment opportunities or practices on the basis of gender, race, color, religion, age, citizenship, sexual orientation, gender identity, gender expression, marital status, pregnancy, national origin, ancestry, physical or mental disability or condition, or any other protected class under applicable federal, state, or local laws. We also prohibit unlawful discrimination based on the perception that anyone has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics.

## Harassment

Marketo is committed to maintaining a respectful workplace, which includes a working environment that is free from unlawful harassment. This policy applies to all work-related settings and activities, whether inside or outside the workplace, and includes business trips and business-related social events.

Please see the “Marketo Employee Handbook” for more details. If you believe that there has been a violation of these policies, you must report the possible violation to Human Resources or Legal.

## Slavery and Human Trafficking

At Marketo, all labor must be voluntary. We do not support or engage in slavery or human trafficking in any way. Marketo does not support, engage in, or require any:

- compelled, involuntary, or forced labor;
- labor to be performed by children;
- bonded labor;
- indentured labor; and
- prison labor.

Marketo prohibits the use of all forms of coerced or child labor and expects all of its Partners to avoid complicity in any practice that constitutes human trafficking, forced labor, or child labor.

# Protecting Sensitive Information

## Nonpublic Information and Intellectual Property

Marketo is committed to handling nonpublic information, whether it belongs to us or someone else, with care and in accordance with applicable laws. Nonpublic information may include, among other things:

- financial data and projections, such as sales bookings and pipelines;
- proprietary and technical information, such as trade secrets, patents, inventions, product plans, and customer lists;
- information regarding corporate developments, such as business strategies, plans for acquisitions or other business combinations, divestitures, major contracts, expansion plans, financing transactions, and management changes;
- personal information about individuals; and
- nonpublic information of customers, suppliers, and others.

If you have any questions about whether something is nonpublic information, please consult Legal.

### *Handling Marketo's Nonpublic Information*

In the course of your work, you will learn information about Marketo that is nonpublic. This information is extremely important to Marketo. As a general rule, you should not share Marketo's nonpublic information with outsiders, even with your close family or friends. Only share nonpublic information inside of Marketo with people who have a real need to know to perform their job function.

There are times when a specific deal or project may require sharing Marketo's nonpublic information outside of the company. Before doing so, check with Legal to make sure that the information is appropriate to share and that the correct steps have been taken to prevent misuse of the information (for example, a Non-Disclosure Agreement ("NDA") is in place). If you think that disclosing nonpublic information is otherwise required or necessary (i.e. you receive a subpoena or demand letter), you must contact Legal before sharing any nonpublic information.

Only access or use Marketo's nonpublic information for Marketo business purposes. Safeguard nonpublic information. Be careful not to reveal nonpublic information on the Internet, even inadvertently. Please see the NDA and Proprietary Information and Inventions Assignment you signed when you joined Marketo for more details.

### *Protecting Marketo's Intellectual Property*

Intellectual property is at the heart of Marketo's business, and everyone here works hard to create, market, and safeguard it. If we don't protect our intellectual property, Marketo risks losing its intellectual property rights and the value they afford.

Protect Marketo's intellectual property by avoiding inappropriate disclosures (see "Handling Marketo's Nonpublic Information" above). When disclosure is authorized, mark the information with an appropriate trademark, confidentiality, or patent legend (check with Legal if you're unsure about what to include). It is also very important that, when you create new intellectual property on Marketo's time or using Marketo's resources, that you share your creation with your managers so that Marketo can decide whether to seek formal protection.

### ***Handling Third Party Nonpublic Information***

Marketo plays by the rules. You are not allowed to obtain or use the nonpublic information of another company without its permission. You may not coerce or bribe your contacts to share other companies' nonpublic information. If you receive nonpublic information that you should not have, refrain using it and consult with Legal. Please see "Guidelines and Frequently Asked Questions About Use of Competitive Information" for more information.

When a company has given permission to use its nonpublic information, you must handle it responsibly and in accordance with any agreements we have with them. Nonpublic information includes notes, reports, conclusions, and other materials prepared by a Marketo representative based on the nonpublic information of others.

Once you have legitimately received nonpublic information, you should:

- abide by the terms of any relevant NDA, including any obligations with respect to the return or destruction of the nonpublic information;
- limit the use of the nonpublic information to the purpose for which it was disclosed;
- disseminate the nonpublic information only to those other company representatives with a need to know the information – if someone does not have a business reason to access nonpublic information, he or she should not access it; and
- protect the information from being stolen or unintentionally released.

### **Security**

Securing Marketo's data and assets and our customer's data is everyone's responsibility. Follow these guidelines while using Marketo equipment or while on Marketo premises:

- Always secure your laptop, important equipment, files, and your personal belongings, even while on Marketo's premises.
- Do not leave unsecured sensitive documents or documents containing nonpublic information on your desk or on your computer screen when you are not present.
- Take care not to reveal nonpublic information in a public place (i.e. while using a laptop on an airplane or speaking on a cell phone in a public place).
- Don't modify or disable passwords or other security and safety devices.
- Watch people who "tailgate" behind you through our doors.
- Do not visit websites that your browser warns are not encrypted.
- Do not install software from unverified sources.
- Be cautious of pop-ups.
- Do not conduct business on unencrypted WiFi.
- Turn-on multi-factor authentication for all services that you use to conduct Marketo business.
- Promptly report any lost or stolen belongings to IT and any suspicious activity to the building or Facilities.

### **Marketo Assets and Resources**

We provide you with the tools and technology you need to most effectively perform your job. Please remember that these tools and technology are Marketo's property. To the extent permitted by law, Marketo may monitor, access, and disclose communications and other information on our corporate electronic facilities or on our premises.

# Speaking as One Team

## Public Statements

Occasionally, you may be contacted by outside sources requesting information about Marketo matters, including Marketo product and financial information or information regarding current or former Marketo representatives. All of this is Marketo confidential and may not be disclosed to outsiders. To avoid disclosing anything confidential, proprietary, incomplete, or inaccurate, you must decline to comment and immediately contact the appropriate Marketo representative listed in the “External Communications Policy.”

## Social Media and the Internet

Social media plays an important role in how we interact with industry thought leaders, prospects, and customers. Marketo encourages employees and contractors to engage in social media and online communities. However, you should not discuss any Marketo nonpublic information (including stock, product, financial, or operation information) online without permission.

Here are some other Dos and Don'ts:

DOs	DON'Ts
<p><b>DO</b> disclose your Marketo affiliation if creating content related to our industry</p>	<p><b>Do NOT</b> share any nonpublic or proprietary information</p>
<p><b>DO</b> disclose whether you are acting as a Marketo representative</p>	<p><b>Do NOT</b> speak as an official Marketo representative unless authorized</p>
<p><b>DO</b> remember that what you publish might be public for a long time, even if deleted</p>	<p><b>Do NOT</b> use Marketo's name in any social media identity (handle, username, screenname)</p>
<p><b>DO</b> tell the Social Media team about any potential problems, issues, or information about Marketo you find</p>	<p><b>Do NOT</b> provide references for Marketo partners without prior approval from PR and Legal</p>

See our “External Communications Policy” and “Social Media, Disclosure, and Ethics Policy” for more details.

## Playing with Integrity

As representatives of Marketo, it is important that we all use good judgment and make honest and ethical decisions. Your decisions and actions should be based on the best interests of Marketo, not on your personal interests.

### Conflicts of Interest

You must avoid any activity that creates or appears to create an actual or potential conflict of interest. A conflict of interest is a situation in which your actions or loyalties are (or may be) divided between personal interests and Marketo's interests, or between Marketo's interests and those of another. Conflicts of interest can arise not only with outsiders, such as customers or suppliers, but also with internal players, such as your manager or other employees. You can also have a conflict as a result of a relationship with a family member, friend, or business with which you are connected.

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may be problematic:

- working on outside activities (either alone or with others) that may compete with Marketo or offer similar services as Marketo;
- being involved in a company that desires to do business with Marketo;
- acting on behalf of anyone besides Marketo in any transaction with Marketo (i.e. helping someone sell products or services to Marketo); or
- hiring a relative.

If you have an interest in a transaction involving Marketo—including an indirect interest through a relative, friend, or a business entity—you must disclose that interest and/or seek approval of that transaction from Legal. You must also seek approval before soliciting or entering into any transaction with someone you supervise. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to that party. Marketo may at any time rescind prior approvals to avoid a conflict of interest, or the appearance of a conflict of interest, for any reason deemed to be in the best interests of Marketo. Transactions may be subject to Audit Committee approval and may be publicly reportable.

Conflicts are not always clear-cut. If you become aware of a potential conflict, if a previously approved transaction has changed or significantly expanded, or if you have any questions, consult with Legal.

### Outside Activities <sup>1</sup>

If you are an employee or full-time contractor and are engaged in any form of employment, self-employment, directorship, or consulting outside of Marketo that may pose a conflict of interest, you must inform Legal in writing of the outside activity. If Marketo determines that a conflict of interest exists or that the activity would interfere with your job function at Marketo, you may be asked to terminate the outside engagement if you would like to continue your relationship with Marketo. You may not use Marketo time or resources to work on outside activities, and you may not solicit Marketo representatives.

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<sup>1</sup> This section is not applicable to non-management directors. However, non-management directors should refer to the Corporate Governance Guidelines.

You may not serve as a director, partner, employee of, or consultant to, or otherwise work for or receive compensation for personal services from, any affiliate, customer, partner, supplier, distributor, reseller, licensee, or competitor of Marketo or any other business entity that does or seeks to do business with Marketo that may pose a conflict of interest without the prior written consent of the Chief Executive Officer and General Counsel.<sup>2</sup> Neither the Chief Executive Officer nor any of his or her direct reports may serve on the boards of directors of more than two companies other than Marketo (whether public or private) without the prior approval of the Board. You are encouraged to work with non-profit organizations that do not fall into the categories above on your own time, but you may not do so as a representative of Marketo.

### **Investments**

Generally, you may personally invest in the shares of publicly traded companies. However, you may not own a significant financial interest in a competitor or a business that does business with Marketo or seeks to do business with Marketo. In evaluating such interests for conflicts, both direct and indirect interests that a person may have will be considered, together with the specific details of the proposed or actual relationship. For clarification, ownership of less than one (1) percent of a publicly traded corporation, even if a competitor or supplier, is not considered a conflict.

### **Corporate Opportunities**

You may not exploit for personal gain any opportunities that are discovered through the use of corporate intellectual property, information, or your position with Marketo unless the opportunity is disclosed fully in writing to Legal, and the Chief Executive Officer and the General Counsel approve your proposed role in and/or pursuit of the opportunity in advance and in writing.<sup>3</sup>

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<sup>2</sup> Prior Board approval is required for the Chief Executive Officer, and prior approval of the Chief Executive Officer and Chief Financial Officer is required for the General Counsel.

<sup>3</sup> Prior Board approval is required for the Chief Executive Officer, and prior approval of the Chief Executive Officer and Chief Financial Officer is required for the General Counsel.

## Following the Rules

### Compliance with Law

You are responsible for complying with all laws, rules, regulations, and regulatory orders applicable to the conduct of our business. If you are located or engaging in business outside of the U.S., you must comply with laws, rules, regulations and regulatory orders of the U.S., including the Foreign Corrupt Practices Act and U.S. export rules and regulations, in addition to the applicable laws of other jurisdictions. If compliance with the Code should ever conflict with law, you must comply with the law.

You should undertake to acquire knowledge of the legal requirements relating to your duties. This is so that you will know when to seek advice from managers or other appropriate personnel. In some instances, this may include knowing and understanding legal requirements related to antitrust, privacy and data breach, government contracting, export controls, or immigration compliance.

Violations of laws, rules, regulations and orders may subject you to individual criminal or civil liability, in addition to discipline by Marketo. Violations may also subject Marketo to civil or criminal liability or the loss of business. In addition, you may not establish a business relationship with a third party if you know or have reason to know that its business practices violate applicable laws.

### Gifts and Entertainment <sup>4</sup>

Business gifts and entertainment can build goodwill and sound working relationships among business partners. However, a problem may arise if:

- receiving a gift or entertainment would compromise, or could reasonably be viewed as compromising, your ability to make objective and fair business decisions on behalf of Marketo; or
- offering a gift or entertainment would be, or could reasonably appear to be, an attempt to obtain business through improper means or to gain any special advantage in our business relationships.

You should never authorize, offer, promise, give, solicit, or accept any money, gifts, entertainment, privileges, gratuities, benefits, or other items of value intended to improperly influence, directly or indirectly, any business decision or that otherwise violate law or create the appearance of impropriety. The offering or acceptance of improper payments when dealing with foreign officials or commercial entities abroad can also result in violations of the Foreign Corrupt Practices Act, the United Kingdom Bribery Act, and other foreign laws and regulations prohibiting corruption and commercial bribery.

You must use good judgment and ensure there is no violation of these principles. No gift or entertainment should be given or accepted by any Marketo representative, family member of a representative, or agent unless it meets **ALL** of the following conditions:

- is not a cash gift;
- is consistent with customary business practices;
- is not excessive in value;
- cannot be construed as a bribe or payoff;
- does not violate any laws or regulations; and
- is not one of a series of small gifts or entertainments that can be construed as part of a larger, expensive gift.

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<sup>4</sup> Please also see “Working with Governments - Improper Payments to Government Officials” later in this section.

You must provide written notice to Legal if you receive or would like to give a gift that is excessive in value or is outside of the bounds of reasonable and customary gifts. A reasonable and customary gift could be, for example, a modest Christmas gift or a modest congratulatory gift upon completion of a contract negotiation.

In addition, if you are giving a gift, it is your responsibility to ensure that your conduct complies with the limitations and approval requirements of the “Marketo Global Travel and Expense Policy.” Direct any questions about whether any gifts or proposed gifts are appropriate to Legal. Please see our “International Business Activities Policy” for more details about gifts, entertainment, and payments.

## **Integrity and Fair Dealing in the Marketplace**

While Marketo competes vigorously in all of its business activities, we remain committed to dealing fairly with our customers, as well as our competitors, and conducting our activities in accordance with applicable competition laws. Since we are a global enterprise, we must also ensure integrity in our operations worldwide.

The Foreign Corrupt Practices Act is a federal anti-bribery law that makes it unlawful for any U.S. citizen or any representative of a U.S. corporation to give *anything* of value to a foreign official in order to obtain or retain business (see “—Working with Governments—Improper Payments to Government Officials” in this section below). Most countries also have laws designed to encourage and protect free and fair competition. These laws are broad and far-reaching and regulate Marketo’s relationships with its distributors, resellers, suppliers, and customers. Competition laws generally address the following areas: pricing practices (including predatory pricing, price fixing, and price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination, and many other practices.

Competition laws also govern, usually very strictly, relationships between Marketo and its competitors. Collusion among competitors is illegal, and the consequences of a violation are severe. You must not enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts or other terms or conditions of sale; profits or profit margins; costs; allocation of product, customers, markets or territories; limitations on production or supply; boycotts of customers or suppliers; or bids or the intent to bid, or even discuss or exchange information on these subjects.

## **Working with Governments**

Special rules govern our business and other dealings with governments. You should use all reasonable efforts to comply with all applicable laws and regulations governing contact and dealings with governments, government employees, and public officials. If you deal with governments, government employees, or public officials, you must understand the special rules that apply.

### ***Government Contracts***

Refer any contract with any governmental entity to Legal for review and approval.

### ***Requests by Regulatory Authorities***

Refer all government requests for Marketo information, documents, or investigative interviews to Legal immediately.

### ***Improper Payments to Government Officials***

You may not offer any payment or business amenity to a public official or a government employee if doing so could reasonably be construed as having any connection with Marketo's business, even if it has a nominal value or no value at all. You should be aware that what may be allowed in dealings with commercial businesses may be illegal and possibly criminal in dealings with the government. Contact Legal for guidance.

Whether you are located in the U.S. or abroad, you are also responsible for fully complying with the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act makes it illegal to offer, pay, promise to pay or authorize to pay any money, gift or other item of value to any foreign official, political party or candidate to assist Marketo or another to obtain or retain business. The Foreign Corrupt Practices Act forbids doing indirectly, such as through an agent, reseller, or consultant, what it would be illegal to do directly. Illegal payments to government officials of any country are strictly prohibited. All managers and supervisory personnel must monitor continued compliance with the Foreign Corrupt Practices Act. Please see our "International Business Activities Policy" for more details.

### ***Political Contributions***

Marketo reserves the right to communicate its position on important issues to elected representatives and other government officials. It is Marketo's policy to comply fully with all local, state, federal, foreign, and other applicable laws, rules, and regulations regarding political contributions. Marketo's assets—including company funds, employees' and contractors' work time, and company premises and equipment—must not be used for, or be contributed to, political campaigns or political activities under any circumstances without prior written approval from Legal.

### **Export Controls**

Marketo requires compliance with laws and regulations governing export controls in both the U.S. and in the countries where Marketo conducts its business. A number of countries maintain controls on the destinations to which products may be exported. Some of the strictest export controls are maintained by the U.S. against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to exports from the U.S. and to exports of products from other countries, when those products contain U.S.-origin components or technology. Even activities that may seem innocuous could lead to a violation of export laws. For example, an oral presentation containing technical data made to foreign nationals in the U.S. may constitute an export subject to control. Any questions about export control laws and regulations should be directed to Legal.

# Special Considerations for People with Financial Reporting Obligations

We are required to follow strict accounting principles and standards, to maintain and report financial information accurately and completely in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with law. Senior financial employees and the Chief Executive Officer must take special care to act with integrity at all times and to instill this value within their organizations. In particular, these senior officers must ensure their conduct is honest and ethical, that they abide by all public disclosure requirements by providing full, fair, accurate, timely and understandable disclosures, and that they comply with all other applicable laws and regulations.

## Compliance with Rules, Controls, and Procedures

It is important that all transactions are properly recorded, classified, and summarized in our financial statements, books, and records in accordance with our policies, controls, and procedures, as well as all generally accepted accounting principles, standards, laws, rules, and regulations for accounting and financial reporting. If you have responsibility for or any involvement in financial reporting or accounting, you should have an appropriate understanding of, and you should seek in good faith to adhere to, relevant accounting and financial reporting principles, standards, laws, rules, and regulations, and Marketo's financial and accounting policies, controls, and procedures. This includes ensuring that all bookkeeping and records comply with the Foreign Corrupt Practices Act where applicable. If you are a VP level employee or higher, you should seek to ensure that the internal controls and procedures in your business area are in place, understood, and followed.

## Accuracy of Records and Reports

It is important that those who rely on records and reports—managers and other decision makers, creditors, customers and auditors—have complete, accurate, and timely information. False, misleading, or incomplete information undermines Marketo's ability to make good decisions about resources, employees and programs and may, in some cases, result in violations of law. Anyone involved in preparing financial or accounting records or reports, including financial statements and schedules, must be diligent in assuring that those records and reports are complete, accurate, and timely. Anyone representing or certifying as to the accuracy of such records and reports should make an inquiry or review adequate to establish a good faith belief in their accuracy.

Even if you are not directly involved in financial reporting or accounting, you are likely involved with financial records or reports of some kind—a certification voucher, time sheet, invoice, or expense report. In addition, most employees have involvement with product, marketing, or administrative activities, or performance evaluations, which can affect our reported financial condition or results. Therefore, Marketo expects you, regardless of whether you are otherwise required to be familiar with finance or accounting matters, to use all reasonable efforts to ensure that every business record or report with which you deal is accurate, complete and reliable.

## Intentional Misconduct

You may not intentionally misrepresent Marketo's financial performance or otherwise intentionally compromise the integrity of Marketo's reports, records, policies and procedures. For example, you may not:

- report information or enter information in Marketo's books, records, or reports that fraudulently or intentionally hides, misrepresents, or disguises the true nature of any financial or non-financial transaction or result;
- establish any undisclosed or unrecorded fund, account, asset, or liability for any improper purpose;
- enter into any transaction or agreement that accelerates, postpones, or otherwise manipulates the accurate and timely recording of revenues or expenses;

- intentionally misclassify transactions as to accounts, business units, or accounting periods; or
- intentionally assist others in any of the above.

### **Dealing with Auditors**

Our auditors have a duty to review our records in a fair and accurate manner. You must cooperate with independent and internal auditors in good faith and in accordance with law. In addition, you must not fraudulently induce or influence, coerce, manipulate, or mislead our independent or internal auditors regarding financial records, processes, controls, or procedures or other matters relevant to their engagement. You may not engage, directly or indirectly, any outside auditors to perform any audit, audit-related, tax, or other services, including consulting, without written approval from Finance.

### **Obligation to Investigate and Report Potential Violations**

You should make appropriate inquiries in the event you see, for example:

- financial results that seem inconsistent with underlying business performance;
- inaccurate financial records, including travel and expense reports, time sheets or invoices;
- the circumventing of mandated review and approval procedures;
- transactions that appear inconsistent with good business economics;
- the absence or weakness of processes or controls; or
- persons within Marketo seeking to improperly influence the work of our financial or accounting personnel, or our external or internal auditors.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and Marketo and can lead to a loss of public faith in Marketo. You are required to promptly report any case of suspected financial or operational misrepresentation or impropriety.

## Administration, Waiver, and Amendment

Marketo's Board of Directors has adopted this Code and, directly and through its committees, oversees compliance. The Code may be amended by the Board. Marketo's General Counsel is responsible for ensuring adherence to the Code. Any waivers of the provisions of this Code must be approved in writing by the General Counsel or, with respect to executive officers or directors, by the Board of Directors.

### *Adoption and Amendment History:*

Adopted by the Board of Directors, effective as of August 1, 2014

Amended, effective as of May 15, 2018

Updated, as of July 9, 2018. (awall, djewell)

Updated, as of September 24, 2018. (jluman)