

# **QUALTRICS INTERNATIONAL INC.**

## **CODE OF ETHICS**

### **Introduction**

This Code of Ethics (this “Code”) provides a broad overview of the basic ethical principles that we share at Qualtrics International Inc. (the “Company”) and that guide our conduct. The Code sets forth requirements for honest and ethical conduct, ensures compliance with applicable governmental laws, rules and regulations and provides accountability for adherence to the Code. This Code applies to our directors, officers and employees (“Covered Persons”) and should be provided to and followed by our agents and representatives, including our consultants. Violations of this Code may result in disciplinary action, varying from reprimand to dismissal. Should you have any questions regarding these policies, please contact your supervisor or the Company’s designated compliance officer (the “Chief Compliance Officer”).

### **Conflicts of Interest**

A conflict of interest is a situation where a Covered Person’s personal or professional interests (or those of an immediate family member or other close relative or close friend or any other person who may act on such director’s, officer’s or employee’s behalf) can affect his or her ability to act in the Company’s best interests, or interfere or even appear to interfere with personal objectivity and obligations to the Company. All Covered Persons should engage in honest and ethical conduct, including avoiding any actual or apparent conflicts of interest. It is a duty for all employees to act in the Company’s best interests at all times. Employees and officers may not hold outside employment that interferes with their job performance at the Company. Officers and directors should also refer to the Company’s Policy and Procedures with Respect to Related Party Transactions for additional information.

All Covered Persons are obligated to review their personal and employment situations and should promptly report to the Chief Compliance Officer any material transaction or relationship that could be expected to give rise to an actual or apparent conflict of interest.

If you become aware of a business or financial opportunity as part of your work with the Company, you are not permitted to use any such information or take that opportunity for your own personal gain. You should not use Company property, information or your position for personal gain and should not compete with the Company or any of its affiliates directly or indirectly.

### **Record-Keeping**

We require honest and accurate recording and reporting of information in order to make responsible business decisions. We document and record our business expenses accurately. Questionable expenses should be discussed with the appropriate personnel in our accounting department. All of our books, records, accounts and financial statements are maintained in reasonable detail, appropriately reflect our transactions and conform both to applicable legal requirements and to our system of internal controls.

We avoid exaggeration, derogatory remarks, guesswork or inappropriate characterizations of people and companies in our business records and communications. We maintain our records according to our record retention policies. In accordance with those policies, in the event of litigation or governmental investigation, please consult with the Chief Compliance Officer.

## **Public Reporting**

We are a public company and as a result file reports and other documents with the Securities and Exchange Commission (the “SEC”) and the Nasdaq Global Select Market (“Nasdaq”), on which our common stock trades. In addition, we issue press releases and make other public statements that include financial and other information about our business, financial condition and results of operations. We endeavor to make full, fair, accurate, timely and understandable disclosure in reports and documents we file with, or submit to, the SEC and in our press releases and public communications.

We require cooperation and open communication with our auditors. It is illegal to take any action to fraudulently influence, coerce, manipulate or mislead any auditor engaged in the performance of an audit of our financial statements.

The laws and regulations applicable to filings made with the SEC, including those applicable to accounting matters, are complex. While the ultimate responsibility for the information included in these reports rests with senior management, numerous other employees participate in the preparation of these reports or provide information included in these reports. We maintain disclosure controls and procedures to ensure that the information included in the reports that we file or submit to the SEC is collected and communicated to senior management in order to permit timely disclosure of the required information.

If you are requested to provide, review or certify information in connection with our disclosure controls and procedures, you must provide the requested information or otherwise respond in a full, accurate and timely manner. Moreover, even in the absence of a specific request, you should report any significant information that you believe should be considered for disclosure in our reports to the SEC.

If you have questions or are uncertain as to how our disclosure controls and procedures may apply in a specific circumstance, promptly contact your supervisor or the Chief Compliance Officer. We want you to ask questions and seek advice. Additional information regarding how to report your questions or concerns (including on a confidential, anonymous basis) is included below in this Code under the heading “Reporting Illegal or Unethical Behavior.”

## **Competition and Fair Dealing**

We compete fairly and honestly. We do not engage in unethical or illegal business practices such as stealing proprietary information, possessing trade secret information that was obtained without the owner’s consent or inducing disclosure of this type of information by past or present employees of other companies.

## **Discrimination and Harassment**

The diversity of our employees is a tremendous asset. We provide equal opportunity in all aspects of employment and will not tolerate discrimination or harassment of any kind. The Company is committed to providing a workplace free of discrimination and harassment based on race, color, religion, age, gender, national origin, ancestry, sexual orientation, disability, veteran status, or any other basis prohibited by applicable law. Examples include derogatory comments based on a person's protected class and sexual harassment and unwelcome sexual advances. Similarly, offensive or hostile working conditions created by such harassment or discrimination will not be tolerated.

## **Health and Safety**

We are committed to providing a safe and healthy work environment. We follow safety and health rules and practices and promptly report accidents, injuries and unsafe equipment, practices or conditions to a supervisor or more senior manager.

We do not permit violence or threatening behavior in the workplace. We report to work in condition to perform our duties at our best, free from the influence of illegal drugs, alcohol and other mood-altering substances. We do not tolerate the use of such substances in the workplace.

## **Protection and Proper Use of Company Assets**

Theft, carelessness and waste of Company assets have a direct impact on our profitability and should be avoided. Any suspected incident of fraud or theft should be promptly reported to a supervisor or, if appropriate, a more senior manager for investigation. We carefully safeguard our confidential information. Unauthorized use or distribution of confidential information is prohibited and could also be illegal, resulting in civil or even criminal penalties.

## **Confidentiality**

In carrying out the Company's business, Covered Persons may learn confidential or proprietary information about the Company, its customers, distributors, suppliers or other third parties. Confidential or proprietary information includes all non-public information relating to the Company, or other companies, that would be harmful to the relevant company or useful or helpful to competitors if disclosed, including financial results or prospects, information provided by a third party, trade secrets, new product or marketing plans, research and development ideas, potential acquisitions or investments, or information of use to our competitors or harmful to us or our customers if disclosed.

Covered Persons must maintain the confidentiality of all information so entrusted to them, except when disclosure is authorized or legally mandated. Covered Persons must safeguard confidential information by keeping it secure, limiting access to those who have a need to know in order to do their job, and avoiding discussion of confidential information in public areas. This prohibition includes, but is not limited to, inquiries made by the press, analysts, investors or others. Covered Persons also may not use such information for personal gain.

## **Compliance with Laws, Rules and Regulations**

The Company is obligated to comply with all applicable laws, rules and regulations. It is the personal responsibility of each Covered Party to adhere to the standards and restrictions imposed by these laws, rules and regulations in the performance of his or her duties for the Company. The Chief Executive Officer and Chief Accounting Officer or Controller (or persons performing similar functions) of the Company are also required to promote compliance by all employees with the Code and to abide by Company standards, policies and procedures.

## **Payments to Government Personnel**

The Company is committed to complying with all applicable laws that prohibit corrupt payments to government officials and employees of government-owned or controlled businesses, including, but not limited to, the U.S. Foreign Corrupt Practices Act (the “FCPA”). In compliance with such laws, we do not give anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business (a “Corrupt Payment”). We do not promise, offer or deliver to any foreign or domestic government employee or official or any third party any gift, favor or other gratuity that would be illegal. All allegations of corruption will be taken seriously and thoroughly investigated, with violations resulting in discipline up to and including termination.

This anti-corruption policy applies to all employees, agents, representatives and members of the Board of Directors (the “Board”) of the Company. Such persons are prohibited from (a) offering, giving, promising or authorizing someone else to offer, give or promise any Corrupt Payment, (b) offering, giving, promising or authorizing someone else to offer, give or promise a payment or anything of value to any government official without the prior written approval of the Company’s Chief Compliance Officer and (c) making a payment or giving anything of value to any government official to expedite any administrative or legal action. Such persons are required to (i) fully disclose and closely monitor payments made to any government official for legitimate purposes, (ii) maintain accurate financial books and records of all payments made to government officials and (iii) exercise due diligence when selecting persons or firms to represent the Company and require such persons to comply with the FCPA, all applicable anti-corruption laws and the terms of this anti-corruption policy.

The laws or customs of other countries in which we operate may be less clear. It is our policy to comply with those laws or customs; however, if a local law or custom seems to contradict the principles described in this Code, or if you have any questions regarding this anti-corruption policy, contact a supervisor or the Chief Compliance Officer for guidance.

## **Insider Trading**

Trading on inside information is a violation of federal securities law. Covered Parties in possession of material non-public information about the Company or companies with whom we do business must abstain from trading or advising others to trade in the respective company’s securities from the time that they obtain such inside information until adequate public disclosure of the information. Material information is information of such importance that it can be expected to affect the judgment of investors as to whether or not to buy, sell, or hold the securities in question. To use

non-public information for personal financial benefit or to “tip” others, including family members, who might make an investment decision based on this information is not only unethical but also illegal. Covered Parties who trade stock based on insider information can be personally liable for damages totaling up to three times the profit made or loss avoided by the respective Covered Party.

For additional information, please refer to the Company’s Insider Trading Policy.

## **Reporting Illegal or Unethical Behavior**

In order to encourage reports of illegal or unethical behavior (including violations of this Code), we keep all reports confidential and do not allow retaliation for good faith reports of possible misconduct by others. It is also our duty to cooperate in internal investigations of alleged misconduct. If you observe or suspect any corrupt activity, contact the Chief Compliance Officer immediately to report such activity. The Company does not tolerate retaliation against anyone who makes such a report in good faith. A report may be made anonymously to our toll-free confidential hotline (the “Whistleblower Hotline”) that operates 24 hours per day, seven days per week and 365 days per year at the following website or telephone number:

Website: [ethics.qualtrics.com](http://ethics.qualtrics.com)

Phone: (800) 461-9330 | SMS: 435-660-4730

(International numbers available at the website portal listed above)

We must all work to ensure prompt and consistent action against unethical or illegal behavior. Oftentimes a violation of this Code will be easy to recognize and should be promptly reported to a supervisor or, if appropriate, the Chief Compliance Officer. However, in some situations it is difficult to know right from wrong. Since none of us can anticipate every situation that will arise, it is important that we have a way to approach a new or sensitive question or concern. Here are some questions that can be asked:

- (1) ***What do I need to know?*** In order to reach the right solutions, we must be as fully informed as possible.
- (2) ***What specifically am I being asked to do? Does it seem unethical or improper?*** This will focus the inquiry on the specific action in question and the available alternatives. Use good judgment and common sense. If something seems unethical or improper, it probably is.
- (3) ***What is my responsibility?*** In most situations, there is shared responsibility. Should my colleagues be informed? It may help to get others involved and discuss the issue.
- (4) ***Have I discussed the issue with a supervisor?*** This is the basic guidance for all situations. In many cases, a supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is the supervisor’s responsibility to help solve problems.
- (5) ***Should I seek help from Company management?*** In the case in which it may not be appropriate to discuss an issue with a supervisor, or where you would not be

comfortable approaching a supervisor with your question, discuss it with the Chief Compliance Officer. If for some reason you do not believe that your concerns have been appropriately addressed, you should seek advice from our Chief Executive Officer or Chief Financial Officer. Alternatively, we have established procedures to permit confidential, anonymous submissions of concerns regarding alleged violations of this Code, including concerns with respect to questionable accounting or auditing matters. Confidential anonymous submissions should be made through the Whistleblower Hotline or mailed directly to the Chief Executive Officer, the Chair of the Board or the Chief Compliance Officer at the principal executive office of the Company.

## **Waivers**

Consistent with Nasdaq rules, only our Board may waive a provision of this Code for our executive officers or directors, and any waiver should be promptly disclosed to the Company's stockholders. Waivers of this Code for any other employee may be made only by our Chief Executive Officer, and then only under special circumstances.

## **Conclusion**

The Company's good name and reputation depend, to a very large extent, upon you taking personal responsibility for maintaining and adhering to the policies and guidelines set forth in this Code. Your business conduct on behalf of the Company must be guided by the ethical principles, policies and guidelines set forth in this Code.

Approved and Adopted: December 15, 2020