



# Our Code of Conduct and Ethics

**This is our guide and it applies to us all.** We want to make sure that all Asanas not only feel a sense of belonging, but also thrive in a work environment that is ethical and respectful towards employees, candidates, board members, contractors, customers, vendors, and all beings. Simply put, we want all members of the Asana community to do the right thing when interacting with each other and our business.

Our Code of Conduct and Ethics (this “Code”) contains guidelines for what doing the right thing looks like at Asana, how to conduct our business with the highest standards for integrity and respect, avoiding actual or apparent conflicts of interest, complying with the law and Asana’s policies, and what to do if a potential violation occurs.

This Code applies to all employees, contractors, officers, and board members, collectively referred to here as the “Asana community.”



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# Commitment Expectations

*This is really important to us.*

It is difficult to list or spell out every possible situation we might face. For this reason, we depend on you to use this Code as well as your good judgment to guide your behavior and to ask questions if you are ever unsure of the appropriate action to take.

It is the responsibility of the entire Asana community, regardless of the person's role, to make decisions and take actions in a manner that fully respects Asana's commitment to the letter and spirit of this Code.

This Code is intended to guide your behaviors and your actions. It's why we'll ask those in the Asana community to sign an acknowledgement that you've read this, and why failure to follow this Code may lead to disciplinary action, up to and including separation from the company.

But we know figuring out the right thing to do is not always straightforward. For this reason, we also have other resources, including our [Employee Handbook](#) and related policies you can refer to, and we encourage you to [reach out](#) if you have any questions or need additional guidance.

## Give & Take Responsibility

**Be aware & accountable.** It is the responsibility of all members of the Asana community to make decisions and take actions in ways that align with Asana's values and this Code.

**Revisit the Code of Conduct and Ethics.** Use this Code as a reference throughout the year such as during meetings with your manager, when developing new strategies, and considering team events. You will be required to acknowledge annually that you have read, understood, and agreed to follow this Code.

**Address behavior that is inconsistent with the Code.** Be proactive, clear, and direct in



responding to words or actions that do not live up to our values or ethics. Have a bias for action and maintain a high bar.

**Report all concerns of possible violations.** Promptly raise any concerns you have about potential violations of this Code to a manager, your People Partner, or any People Operation or Legal team member.

**Ask questions.** If you're unsure about a specific policy or guideline, [talk to someone](#).

## Manager Responsibility

**Take ownership.** Lead by example by developing a team culture of trust and integrity, and modeling practices that guide ethical behavior. Take responsibility for creating a work environment where people feel comfortable asking tough questions and raising concerns. In addition to our own compliance, all of us must ensure that those we manage, and those that we hire to work on Asana's behalf, comply with this Code.

**Take action.** As a manager, you have a special obligation to listen carefully when someone raises a concern, and to respond respectfully and in a way that demonstrates your commitment to solving the problem. While managers are empowered to address performance issues directly, any concerns around business misconduct or ethics should be escalated to Asana's Legal team or directly to the General Counsel. If you've attempted to report the situation and haven't received a response, or if you are uncomfortable reporting through any of the channels identified in the Code, please contact Asana's [Ethics Helpline](#).

## Questions are Encouraged

*We are all in this together.*

You should feel comfortable at any time voicing your concerns, or asking for clarification and guidance. We have provided direction about who to reach out to with questions below, but this is not intended to be all-encompassing or restrictive. The most important thing is to seek guidance from someone who can help.

- General questions and advice? Contact your manager (or another manager).
- Specific questions about our equal opportunity, harassment, discrimination or



relationships-at-work policies? Contact your People Partner (or another member of the People Operations or Legal teams).

- Specific questions about other conflicts of interest, confidentiality, legal compliance, business misconduct, or ethics violations? Contact Asana's Legal Team.



# Standards of Conduct

## Be Real: Our Commitment to Each Other

*Respect is a guiding principle for working with each other.*

At Asana, our success as a company in achieving our mission is built on the collaboration and collective impact of our community. Each of us is responsible for creating an environment where we all have equal opportunities to succeed and thrive regardless of our characteristics, positions, or relationships.

Asana is committed to providing a workplace free from discrimination or harassment. We expect every member of the Asana community to do their part to cultivate and maintain an environment where everyone has the opportunity to feel included, and is afforded the respect and dignity they deserve.

*We do this by:*

### **Creating equal opportunity for all**

Decisions related to hiring, compensating, training, evaluating performance, or terminating are made fairly, and we provide equal employment opportunities to all qualified candidates and employees.

We examine our unconscious biases and take responsibility for always striving to create an inclusive environment that makes every employee and candidate feel welcome.

### **Creating a harassment-free environment**

We do not allow any form of harassment or discrimination on the basis of age, ancestry, color, physical or mental disability, ethnicity, sex (including pregnancy), sexual orientation, gender identity or expression, genetic information, marital status, national origin, protected military or veteran status, family or medical care leave, race, religion, or any other characteristic protected by applicable laws, regulations, and ordinances. Our policy



of non-discrimination is not limited to Asanas and potential Asanas and extends to how we treat our partners, investors, customers, candidates, and other stakeholders.

## Reporting Discrimination or Harassment

Asana will not tolerate unlawful discrimination or harassment, or retaliation against anyone who make a good-faith complaint of harassment or discrimination or who participates in an investigation.

If you experience or witness any inappropriate behavior, discrimination, harassment, or retaliation, you must report it as soon as possible after the occurrence to your manager, another manager, your People Partner, or to a Legal team member. Every report of discrimination, harassment, or retaliation will be treated seriously and promptly reviewed. To protect the privacy of people involved, confidentiality will be maintained throughout the reporting process and any investigation process to the extent possible and appropriate under the circumstances.

For more information, read the [Anti Harassment Policy](#) in Asana's [Employee Handbook](#).

# Avoid Conflicts of Interest

*No one individual should benefit at the expense of others or the company.*

Our expectation is that business decisions are based solely on the best interests of Asana and its mission. The Asana community must never use or attempt to use their position with Asana to obtain improper personal benefits. A conflict of interest exists when your loyalties or actions are divided between Asana's interests and those that can be a personal benefit to you, your family, friends, vendors, or competitors. Even when no actual conflict exists, the appearance or perception of a conflict of interest can have negative effects, so it's important to consider how your actions may appear to others.

*Conflicts of interest can arise in many different situations. Below are some examples of when conflicts can arise, but this is not an exhaustive list. If you ever have questions, please reach out to a Legal team member:*



## **Investment & Ownership Interest (including those made by family members)**

In some circumstances, having a direct or indirect financial interest with another party (e.g., a competitor, customer, or vendor) can create an actual conflict or the appearance of one - both of which should be avoided. When evaluating your investment, consider the nature and size of your or your family member's (including family members not living in your same household) financial interest and whether that interest would impact your ability to act in Asana's best interests.

## **Giving or Receiving Gifts**

The exchange of gifts is a routine business practice and a way to express gratitude and build goodwill among companies with which we do business. Although giving or receiving gifts will not always create a conflict of interest, please be especially mindful in these situations; before offering or accepting a gift, consider whether your actions could reflect poorly on Asana or whether they might create the appearance of improper influence. For example, inexpensive gifts (gifts of less than \$100 in non-cash value are generally considered reasonable) or meals with prospects, partners, or clients are fine as long as they are not excessive, improper, or extravagant. It's especially important to be cautious when interacting with government officials where gifts of *any* value may be problematic; for more information, read Asana's [Anti-Corruption Policy](#).

## **Personal Relationships**

Be aware of how romantic, sexual, or family relationships can create an actual or perceived conflict of interest. More information on reporting guidelines and best practices can be found in our [Office Relationship Policy](#).

## **Special Considerations for Executive Officers and Directors**

For our executive officers and directors, some actions or relationships may require disclosure in our periodic filings with the U.S. Securities and Exchange Commission (the "SEC"). If you are an executive officer or director and have a personal or financial relationship that may create a conflict as described above, you must disclose that relationship to our General Counsel. If the conflict meets the SEC definition of a "related party transaction", Asana's Board of Directors, or Asana's Audit Committee, must approve the transaction in advance and you may not participate in any related discussions or decision-making. For more information, read Asana's [Related Party Transactions Policy](#).

## **Corporate Opportunities**

As a member of the Asana community, you may not take personal advantage of opportunities that you become aware of as a result of your position with us or through your use of Asana property or information. This includes not accepting employment,





advisory roles, or board seats from competitors or business partners that would compete against, influence, or harm Asana in any way. Even opportunities acquired privately by you may be questionable if they relate to our business. These opportunities include, for example, inventing products or services and writing books. Additionally, significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved by Asana's General Counsel.

**Seek guidance.** If you're unsure about whether an actual or perceived conflict of interest exists, be proactive and ask a Legal team member before engaging in the activity or accepting something of value.

# Keep Confidential Information Confidential

*It's that straightforward. But, to make sure it's clear...*

As a member of the Asana community, you will have knowledge of information that is confidential and proprietary to Asana. Please recognize this information as confidential and the result of significant team effort and resources. The sharing of confidential information, whether intentional or accidental, can have negative consequences for the company. It's your responsibility to know which information is confidential and to follow the practices put in place to protect it.

*We do this by:*

## **Protecting Confidential Information at All Times**

- Properly secure, label, and dispose (when appropriate) of confidential materials.
- Safeguard Asana's electronic assets and customer information by following the security protocols you have been trained on.
- Protect our intellectual property by not discussing confidential information in public places such as elevators, airports, or outside our offices.



### Securing Data

- Ensure you are keeping data safe. This means having strong passwords and diligence for where and how data is stored.

### Protecting Confidential Information Shared with Business Partners

- Ensure proper Non-Disclosure Agreements are in place before sharing non-public information with third parties. More information on our NDA process can be found in our [NDA Inbox](#).

### Managing Public Communications & Social Media

- Avoid accidental or intentional disclosure in media. This includes social media outlets like Facebook, LinkedIn, or personal blogs.
- Unless you are explicitly authorized to do so, do not speak to the media or analysts on behalf of Asana.
- Read our [Asana Social Media Policy](#) for more information.

# Compliance

## Do Great Things, Fast...and Fairly, and Within Legal Boundaries

*We are all responsible for adhering to standards and restrictions imposed by applicable laws and regulations and Asana's policies, including those relating to financial and accounting matters.*

Different countries have different laws and regulations; however, because Asana is incorporated in the United States, our global employees often are subject to U.S. law as well as the laws of the country where they work. Whenever local customs or practices may conflict with this Code or the law, contact our Legal team for guidance.



We strive to comply with all applicable laws and regulations in our day-to-day business practices. It is your personal responsibility to follow those laws and regulations - and this Code - including those standards relating to financial and accounting matters. Violation of domestic or foreign laws, rules and regulations may subject you, as well as Asana, to civil and/or criminal penalties.

### **Anti-Corruption Laws**

Regardless of local practices or actions by competitors, you must never directly or indirectly make a payment (cash or any other items of value, or provide a service or a meal) to any official or employee of a government, state-owned, or affiliated entity (e.g., educational institutions), public international organization or political party (including political candidates) to obtain or retain business for Asana, or to acquire any improper advantage. Additionally, you must also avoid the appearance of improper interactions with government officials. As a global organization, we have a duty to fully comply with the laws in the countries in which we do business as well as the U.S. Foreign Corrupt Practices Act of 1977, as amended (FCPA), and, if applicable, the U.K. Bribery Act. For more information, please refer to our [Anti-Corruption Policy](#).

### **Insider Trading**

As part of the Asana community, you may have access to material, nonpublic, confidential (or “inside”) information about our company or companies with which we do business. Material information is information about a company that is not publically available, but if it were, might “tip” or influence someone’s investment decision about that company. Examples of material, non-public information include: financial reports or performance; the development of new products or projects; proposed acquisitions, joint ventures or divestitures; or changes in leadership. You may not use or share this information for stock trading purposes or for any other purpose except to conduct our business. Insider trading is not only unethical, it is illegal; in order to avoid potential problems, you should interpret the term “material non-public information” broadly and contact a member of the Legal team for guidance. For more information, please refer to our [Insider Trading Policy](#).

### **Antitrust**

Asana competes aggressively, but fairly, and always within legal boundaries because we know that healthy competition inspires us to “do great things, fast.” Antitrust laws are designed to promote a free and open marketplace by making illegal agreements or collusion among competitors. We all have a responsibility to comply with these laws wherever we operate and to avoid even the appearance of unreasonably restricting competition.

Under no circumstances can we:

- discuss or agree on prices with competitors;
- agree with competitors to set bids or to divvy up customers or markets; or



- agree with competitors to stop engaging with a shared partner, supplier or customer.

Other activities that may be illegal or inappropriate include:

- sharing competitively sensitive information (e.g., prices, costs, market information, etc.) with competitors; or
- entering into a business arrangement or pursuing a strategy with the sole purpose of harming a competitor.

Failing to comply with antitrust laws could result in your imprisonment and/or severe penalties to you and Asana. While the spirit of these laws is straightforward, their application is complex so please seek assistance from your manager or the Legal team whenever you have a question.

## **Fair Dealing**

We pursue our mission fairly and honestly. Our goal is to “to help humanity thrive by enabling the world’s teams to work together effortlessly” and win in the market through our awesome product and amazing service, not through unethical or illegal business practices.

We respect the confidential information of our competitors, as well as the confidential information of former employers of Asanas. If you come across an opportunity to take advantage of confidential information, don’t do it. And if you find yourself with access to a competitor’s confidential or proprietary information, do not use that information and contact a member of the Legal team right away.

You are also expected to deal fairly with our customers, members of the Asana community, and anyone else you have contact with when performing your job. Asanas involved in the purchase of products and services have a special responsibility to adhere to principles of fair competition by selecting suppliers based on commercial considerations such as quality, cost, availability, service and reputation, and not special favors.

## **Financial Integrity & Public Reporting**

### **Accurate Financial and Accounting Disclosures**

As a publicly traded company, we rely upon the validity, accuracy, and completeness of our accounting and other business and corporate records in preparing the reports that we file



with the U.S. Securities and Exchange Commission (the “SEC”). Securities laws require that our reports provide full, fair, accurate, timely, and understandable disclosure and fairly present our financial condition and results of operations.

Although our Chief Executive Officer, Chief Financial Officer, and other “senior financial officers” are responsible for ensuring that disclosures in our reports and other public communications are full, fair, accurate, timely, and understandable, each of us—not just Asanas in Finance—have a responsibility to follow internal processes to ensure all transactions are accurately reflected. We do this because it’s the right thing to do and because financial integrity helps us maintain the trust and confidence we’ve built with employees, stockholders, creditors, governmental agencies, and other stakeholders.

To make sure that we get this right, Asana maintains a system of internal controls to reinforce our compliance with legal, accounting, tax, and other regulatory requirements in every location in which we operate.

Stay up to date and in full compliance with applicable regulations and our system of internal controls as they relate to your work, and don’t hesitate to contact our Finance team or Legal team if you have any questions. Here are some core concepts of Asana’s financial integrity and fiscal responsibility:

- entries made in our books and records are accurate and do not intentionally hide or disguise the nature of any transaction;
- transactions are supported by appropriate documentation;
- sales and expenses are recorded during the appropriate accounting period;
- the terms of sales and other commercial transactions are reflected accurately in the documentation for those transactions and all of the documentation is reflected accurately in our books and records; and
- no cash or other assets are maintained for any purpose in any unrecorded or “off-the-books” fund.

The entire Asana community should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about Asana that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. Actions that would get in the way of that work include:

- intentionally causing, or authorizing action that causes, our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;



- not cooperating fully or accurately with our finance and accounting department, independent public accountants, and counsel. Not responding to their questions with candor or providing them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete;
- coercing, manipulating, misleading or fraudulently influencing our Finance team, our independent public accountants, or our counsel; or
- knowingly making (or causing or encouraging any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omitting (or causing or encouraging any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

If you observe or suspect any of the conduct mentioned above or become aware of any departure from these standards, immediately report it to your manager, our General Counsel, Asana's Audit Committee, or one of the other compliance resources described in our [Ethics and Reporting Policy](#).

## Company Resources

**Asana gives us the tools and equipment we need to work effectively, but counts on us to protect and use our resources honestly and efficiently.** Resources include our physical property, such as computer equipment, supplies, facilities, and products, and may also include intangible assets, such as information systems, intellectual property, and company time. Although incidental personal use of company resources may be permitted (e.g., checking personal email while using an Asana laptop), you should only use company resources for legitimate business purposes, and protect them from misuse, theft, damage, or loss. Not sure if a certain use of company assets is okay? Please ask your manager or People Partner.

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

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



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

If you receive authorization to access another entity's internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization. If you are aware of any misuse or suspected misuse of our assets, immediately inform your manager or our General Counsel.

Anything you do using Asana's corporate electronic facilities (e.g., our computers, mobile devices, network, etc.) or store on our premises (e.g., letters, memos, and other documents) might be disclosed to people inside and outside Asana. For example, Asana may be required by law (e.g., in response to a subpoena or warrant) to monitor, access, and disclose the contents of corporate email, voicemail, computer files, and other materials on our electronic facilities or on our premises. In addition, Asana may monitor, access, and disclose employee communications and other information on our corporate electronic facilities or on our premises where there is a business need to do so such as protecting the Asana community and users, maintaining the security of resources and property, or investigating suspected employee misconduct (subject to local privacy laws).

# Addressing & Reporting

## Acting on Violations of the Code

*Have a bias for action when you experience, observe, or become aware of any misconduct.*

At Asana, we're committed to creating a culture that has a bias for action. Our responsibility towards this Code is not limited to our own actions, but also includes holding each other accountable. If you see something that's not right, don't just look the other way or assume someone else is handling it.

In line with our conscious communication norms, you should feel empowered to directly address any individual that you believe is acting in a way that is not reflective of the Code, our [Employee Handbook](#), or any of our policies. You can review some of our communication tools and resources for how to approach a conversation [here](#), and remember that your manager or People Partner are available to provide coaching on difficult conversations.

If the actions continue after the person has awareness, or if you believe that the misconduct has the potential to negatively impact you, others, or our business, you have the right and responsibility to quickly report the information directly through any of these channels:

- Your manager or another manager at the company
- A People Partner or any member of the People Operations or Legal teams
- The General Counsel, Head of People, or Chief Financial Officer
- If you've attempted to report the situation to any of the above and haven't received a response, or if you are uncomfortable reporting through any of the above channels, please contact the [Ethics Helpline](#).

We take every report seriously and will investigate it thoroughly and as confidentially as possible. Even if you are not sure whether a Code violation has occurred, by reporting





concerns, you help Asana address and remedy issues promptly and prevent future problems from arising.

Any violation of this Code, including bad-faith or knowingly false reports of Code violations, may result in disciplinary action up to and including termination and legal proceedings, if warranted. If you have knowledge of a potential violation and fail to report it via the process set forth above, you too may be subject to disciplinary action under this Code.

## Ethics Helpline

We strive to create an honest, safe and open environment in which you feel comfortable raising issues that are not reflective of our Code. In most cases, a manager, your People Partner, or a People Operations or Legal team member will be in the best position to resolve the issue quickly. You can share your concerns in any way that feels most comfortable to you: in person, via a task, or in Slack.

If you've attempted to report the situation to any of the above and haven't received a response, or if you are uncomfortable reporting through any of the above channels, you may raise a concern via our [Ethics Helpline](#).

## 100% Safe Space: No Tolerance for Retaliation

*You will not be penalized for doing the right thing.*

Asana strictly prohibits any form of retaliation against anyone who makes a good-faith report of potential misconduct or who participates in a Code investigation, even if it turns out to be unfounded. All claims of retaliation will be taken seriously and will be investigated. If you believe that someone has been retaliated against, report it to your



manager, another manager, your People Partner, or to any member of the People Operations, or Legal team.

Examples of retaliation may include termination, reduced salary, role reassignment, negative performance evaluations, or behavior that intimidates or alienates, or any other action taken against someone solely because they raised a concern directly, reported a concern, or participated in an investigation.

# Additional Guidance

## Amendments and Waivers

Any amendment or waiver of any provision of this Code must be approved in writing by the Board or, if appropriate, its delegate(s) and promptly disclosed as appropriate pursuant to applicable laws and regulations. Any waiver or modification of this Code for a director, executive officer or senior financial officer will be promptly disclosed to stockholders if and as required by applicable law or the rules of any stock exchange on which any of Asana's capital stock is listed.

We are committed to continuously reviewing and updating our policies. Therefore, we may amend this Code at any time and for any reason. We welcome your comments about this Code. Contact a member of Asana's Legal team with any such comments.

Last Amended: December 16, 2022