



Global Code of Business Conduct and Ethics

(Approved and effective July 30, 2026)

A Message About This Code

Zuora, Inc., together with its direct and indirect subsidiaries (collectively, “Zuora” or the “Company”) is committed to doing business honestly, ethically, and in compliance with all applicable laws. This Global Code of Business Conduct and Ethics (the “Code”) sets out the standards we expect of everyone who works for or with the Company. It cannot answer every question, so when a situation is not covered, use good judgment, apply high ethical standards, and ask for guidance.

1. Scope and Responsibilities

This Code applies to every director, officer, employee, contractor, and consultant serving the Company or any of its parent entities or subsidiaries, worldwide (collectively, “ZEOs”). Each ZEO is responsible for reading, understanding, and following this Code and the Company’s related policies. Leaders and managers have the added responsibility to model ethical conduct, foster a culture in which people feel safe speaking up, and ensure that those they supervise — and the Company’s agents and partners — understand and meet these standards.

Nothing in this Code changes the at-will nature of employment or any existing agreement between a ZEO and the Company, and this Code does not create any contractual right in any person.

2. Speaking Up and Non-Retaliation

If you know of or suspect a violation of this Code, the law, or Company policy, you must report it. Failure to report a violation of this may result in discipline up to and including termination of employment. You can raise concerns with your manager or another member of management, with ZEO Success (human resources) at **globalzsp@zuora.com**, or with the ethics team in the Legal Department at **ethics@zuora.com**, or you may report confidentially or anonymously (where local law permits) through the Company’s ethics hotline and web portal as described in the Ethics Reporting and Complaint Policy. Personnel who prefer another channel, or who wish to report confidentially or anonymously (where local law permits), may use any of the following:

- the Company’s third-party ethics hotline and web portal at **zuora.ethicspoint.com** or **1-844-348-5249** (additional local toll-free numbers are listed on the portal);

- a letter to the Company's principal office at 1001 E. Hillsdale Blvd., Suite 500, Foster City, CA 94404, marked "Attention: Legal Department"; or
- email to the ethics team in the Legal department at **ethics@zuora.com**.

The Company prohibits retaliation against anyone who reports a concern in good faith or participates in an investigation. **Nothing in this Code or any Company policy or agreement prevents you from reporting possible violations of law to, or participating in an investigation by, a government agency or regulator, and you do not need the Company's permission to do so.**

The Legal Department promptly investigates reported violations of applicable laws or Company policies with appropriate confidentiality, drawing on ZEO Success, internal or external counsel, and senior management as needed. The Audit Committee oversees the Company's ethics reporting procedures and receives reports regarding significant compliance matters, as appropriate.

3. Consequences

ZEOs who violate this Code are subject to discipline up to and including termination of employment or service, and, where warranted, referral to law-enforcement authorities and civil action.

4. Legal Compliance

Every ZEO must comply with the laws and regulations that apply to the Company's business and to their role. Legal compliance is the minimum, not the whole, of our ethical commitment. You are not expected to master every law, but you are expected to participate in all required compliance training, and you are expected to know and understand legal requirements that apply to Zuora's business and to their specific area of responsibility, along with recognizing when to seek guidance. When in doubt, contact the ethics team in the Legal department at **ethics@zuora.com**.

5. Conflicts of Interest

A conflict of interest arises when your personal interests interfere — or could reasonably appear to interfere — with the interests of the Company. Avoid actual or apparent conflicts of interest and promptly disclose any situation that could be, or could reasonably appear to be, a conflict of interest. The Legal Department (or, in the case of the General Counsel, the Chief Executive Officer or the Board) will determine whether the situation requires disclosure, approval, recusal, other safeguards, or no further action. Until the matter has been reviewed, ZEOs should not participate in Company decisions relating to the matter unless authorized to do so. Common examples of potential conflicts of interest include:

- competing with the Company, or helping a competitor (including by serving as its director or sharing Company information);

- working for, serving on the board of, or holding (or proposing to acquire or dispose of) a significant financial interest in a competitor, customer, supplier, partner, vendor, or any company that is, or is being considered as, an acquisition target, investment, or other strategic transaction involving the Company, where your Company responsibilities could affect—or reasonably appear to affect—your judgment or create a conflict of interest;
- engaging in outside employment, consulting, advisory work, board service, or other business activities that compete with the Company, interfere with your Company responsibilities, or otherwise create—or reasonably appear to create—a conflict of interest;
- accepting payments, gifts, loans, or preferential treatment from anyone who does or seeks to do business with the Company (see Section 9);
- taking for yourself a business opportunity that belongs to or interests the Company (see Section 6); or
- supervising, or doing Company business with, a family member.

If you are unsure whether a situation presents a conflict of interest, or if you need to disclose a potential conflict or seek approval, contact the ethics team in the Legal Department **ethics@zuora.com** or the Legal department at **corporatelegal@zuora.com** before taking action. Always seek pre-approval from Zuora's Legal department before engaging in any activity that may create a conflict of interest. Many potential conflicts can be appropriately managed once disclosed.

Directors' and officers' conflicts and any transaction involving the Company's owners or their affiliates are governed by the conflicts-of-interest and related-party-transaction provisions of the Corporate Governance Guidelines; directors and officers must comply with those provisions and with their fiduciary duties.

6. Corporate Opportunities

ZEOs owe a duty to advance the Company's legitimate business interests. You may not take for yourself (or for family or friends) an opportunity discovered through your position or the Company's property or information, use Company property or information for personal gain, or compete with the Company. If you wish to pursue an opportunity that may be related to the Company's business, consult the Legal Department first.

7. Insider Trading

Every ZEO is prohibited from using "inside" or material nonpublic information about Zuora or about companies with which Zuora does business, in connection with buying or selling any companies' securities, including "tipping" others who might make an investment decision on the basis of this information. It is illegal, and it is a violation of this Code, Zuora's Insider Trading Policy, and other Zuora policies, to tip or to trade on inside information. Please review the Insider Trading Policy for additional information.

8. Anti-Corruption; International Trade

The Company prohibits bribery and corruption in all forms and complies with the U.S. Foreign Corrupt Practices Act, the UK Bribery Act, and other applicable anti-corruption laws. You may not offer, give, request, or accept anything of value to obtain an improper advantage, whether dealing with government officials or in the commercial context, and you must follow the Company's **Anti-Corruption Policy**, including its rules on gifts and hospitality, third parties, and pre-approvals.

You must also comply with laws governing international trade, including economic sanctions and embargoes (such as those administered by OFAC), export controls, and U.S. anti-boycott rules. Refer any question about a restricted country, party, or transaction, and any government request for information, documents, or an interview, to the Legal department before acting.

9. Working with Governments

Business with governments is subject to special rules. Refer any contract with a governmental entity to the Legal department for review, and refer all government requests for information or interviews to the Legal department immediately. Business courtesies that are acceptable in the commercial context may be improper or illegal when a government official is involved; when in doubt, seek guidance before offering anything of value.

10. Gifts and Entertainment

Building relationships through reasonable business meals, entertainment, and occasional modest gifts is acceptable, provided nothing is given or accepted that could improperly influence a business decision or create even the appearance of an obligation. Heightened rules apply to anything involving a government official (see the **Anti-Corruption Policy**). Use good judgment, keep courtesies modest and transparent, and record them accurately.

11. Fair Dealing and Competition

Compete vigorously but fairly. Deal honestly with the Company's customers, suppliers, partners, and competitors, and do not take unfair advantage of anyone through manipulation, concealment, misuse of confidential information, or misrepresentation. Comply with antitrust and competition laws: do not agree with competitors to fix prices, rig bids, allocate markets or customers, or boycott others, and do not exchange competitively sensitive information (such as pricing) with competitors. ZEOs in procurement and sales must follow the Company's specific procurement and revenue-related policies. Antitrust questions should go to the Legal Department.

12. Accurate Books, Records, and Financial Integrity

Honest, accurate records are essential to the Company and to those who rely on it, including its owners, lenders, customers, and auditors. Every ZEO must ensure that transactions are properly authorized and accurately and completely recorded in reasonable detail and in accordance with applicable accounting standards and the Company's internal controls; must never make a false or misleading entry or maintain an off-the-books fund or asset; and must cooperate fully and honestly with the Company's finance function, internal and external auditors, and legal counsel. If you believe a record or financial statement is inaccurate, or that internal controls are not being followed, report it under Section 2.

13. Confidentiality, Privacy, and Company Assets

Confidential information. Protect the Company's confidential and proprietary information, and the confidential information of customers and partners entrusted to us, both during and after your time with the Company, and do not use or disclose it except as authorized or legally required. Do not bring or use another party's confidential information without authorization. Your obligations under your confidentiality/invention-assignment or contractor agreement continue to apply. Nothing in this Section or any Company agreement prevents you from communicating with or providing information to a government agency as described in Section 2.

Data privacy and security. Protect the personal information entrusted to the Company, and comply with the Company's data-protection, privacy, and information-security policies and with applicable data-protection laws. Report any suspected data or security incident immediately to **security@zuora.com**.

Company assets and communications. Use Company assets efficiently and for legitimate business purposes; incidental personal use is permitted. The Company may access, monitor, and disclose information on its systems and equipment consistent with applicable law. Safeguard equipment, credentials, and facilities, and do not disable security controls. Protect the Company's intellectual property and follow Legal's guidance on disclosure and marking.

14. Responsible Use of Artificial Intelligence and Technology

ZEOs must use artificial intelligence and other emerging technologies responsibly and in accordance with the Company's technology, data, security, and acceptable-use policies. Do not input confidential, personal, or proprietary information into unapproved tools; maintain appropriate human oversight of AI-assisted decisions; and be alert to accuracy, bias, intellectual-property, privacy, and security risks. Raise questions with Legal or Security.

15. Respectful Workplace; Equal Opportunity

The Company is committed to a workplace free of unlawful discrimination and harassment and treats everyone with dignity and respect. The Company is an equal-opportunity employer and does not tolerate discrimination or harassment based on any characteristic protected by applicable law, in any work-related setting. Report suspected violations to ZEO Success or the Legal Department.

16. Legal Holds

If you receive notice of a litigation, investigation, or legal hold, preserve all potentially relevant records and do not alter or destroy them, and cooperate with the Legal department. The Legal Department determines the scope of any legal hold.

17. External Communications

Only authorized spokespersons may speak for the Company. Refer media, analyst, and investor inquiries to **press@zuora.com**, and do not disclose Company confidential information (including product or financial information) publicly or on social media without authorization. Follow the Company's communications and social-media policies.

18. Administration, Waivers, and Amendment

The General Counsel serves as the Company's Compliance Officer responsible for interpreting this Code, overseeing investigations and training, and recommending updates. The Board (or a committee to which it delegates authority) reviews this Code periodically. Any amendment or waiver of this Code must be in writing and approved by the Board or an authorized committee. The Company will communicate material changes to ZEOs. Because the Company is privately held, amendments and waivers are not subject to public disclosure.

This Code states fundamental principles and does not create any legal rights in any customer, partner, supplier, competitor, owner, or other third party. Questions should be directed to the Legal Department at ethics@zuora.com.