

Procore Technologies Inc. Partner Code of Conduct

Procore Commitment

At Procore, we have three core values that drive our efforts: **openness, ownership, and optimism**. These values are core to Procore and our customers' success and guide us in everything we do, both internally and externally with customers, partners, and vendors.

Procore Partners become a part of the Procore family and ecosystem and embrace and uphold the Procore values including the highest degree of integrity. They are expected to conduct business in accordance with applicable laws and maintain the highest business standards in their operations with our shared customers.

The Procore Partner Code of Conduct expands and gives life to these important standards and expectations that ensure that together, Procore and its partners are delivering the best possible experience for our customers and the construction industry.

Please review this Code of Conduct and reference it as needed. We appreciate your support in upholding these values and setting the highest bar for partnership as we work together to connect everyone in construction on a global platform!

Tooey Courtemanche
Procore Founder & CEO

Overview

This Partner Code of Conduct (“Code”) sets out the expectations of Procore Technologies Inc. (“Procore”) as to how all Procore partners (“Partner” or “You”) will conduct themselves in conducting business, both in performance of their role as a Procore Partner but also in general. Procore expects Partners to conduct their business in a safe, ethical, and lawful manner reflecting positively on Procore. Partners must comply with all applicable laws, agreements with Procore, and this Code. If applicable laws are less restrictive than this Code, Partners are expected to, at a minimum, comply with this Code. If applicable laws are more restrictive than this Code, Partners are expected to, at a minimum, comply with applicable laws. This Code establishes a minimum set of required principles and conduct; however, it is up to You to conduct your business in an ethical and lawful manner. This Partner Code of Conduct is not intended to replace, supersede or conflict with any applicable law, regulation or contractual obligation with Procore.

General Requirements

As a Partner you agree to abide by the terms of this Code and acknowledge that continual compliance with this Code is a foundational requirement for participation in the Procore Partner program. You must have in place business controls that require both adherence with all applicable laws and regular training and review by your employees. Your company code of business conduct or description of the foregoing business controls must be made available to Procore upon request and be binding upon your employees and agents. Your suppliers and downstream partners should be encouraged to comply with the substance of your code of conduct and must act in compliance with anti-bribery laws.

I. Legal Compliance and Business Conduct

As a Partner you agree that all business conducted on behalf of Procore or in any way related to Procore of the Procore Partner program will be conducted in full compliance with this Code.

A) Anti-Corruption Laws: Procore expects its Partners to uphold the highest standards of integrity in all business interactions, transactions, and conduct. Procore has a zero-tolerance policy towards, and

prohibits, any and all forms of bribery, corruption, extortion, kickbacks and embezzlements. Anti-bribery laws, such as the FCPA, the United Kingdom Bribery Act, and other country-specific laws, make it unlawful to bribe any person for the purpose of obtaining or retaining business or obtaining an unfair advantage in any business dealing or transaction. You must comply with these laws. Neither You nor any of your agents or employees may offer, pay, promise or authorize any direct or indirect payments or provide anything of value (including, but not limited to, gratuities, gifts, favors, entertainment, loans) to any person, including a government official or employee, for the purpose of obtaining business. Accordingly, it is prohibited to invite public sector customers which includes government officials, public sector employees, employees of state-owned enterprises, employees of a department or agency of the government, representatives of political parties, etc. to hospitality events. Additional information regarding the FCPA rules and regulations is set forth at the U.S. Department of Justice's website at <http://www.usdoj.gov/criminal/fraud/fcpa/>.

B) Gifts and Business Courtesies: Partners should use discretion and care to ensure that any expenditure (i.e., gifts or meals) offered to or received by any Procore employee or third party is in the ordinary and proper course of business and could not reasonably be construed as a bribe or improper inducement. Gift giving is proper only if reasonable, non-excessive, and done as part of a valid and approved program or promotion when related to Procore products and services. You must not seek special favors, such as

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favorable treatment in connection with a deal, by offering or providing lavish gifts, kickbacks or things of value which are out of proportion given the situation at hand. It is appropriate to invite customers to education or training seminars sponsored by Procore, subject to Procore approval; however, it is inappropriate to offer lavish accommodations and/or sightseeing trips to customers attending such training. As always, consider the frequency and timing of any such gift to prevent any perceived impropriety. You must ensure that expenditures on customers and on Procore personnel or representatives are reasonable and in the ordinary and proper course of business. You must not exceed local gift giving customs and practices, nor violate related laws that may vary in different countries. Regardless of local practice, any payment or gift to a person acting in an official capacity and/or on behalf of the government, where designed to influence that individual's acts or decisions, is improper.

C) Antitrust and Competition Laws: Antitrust and competition laws are designed to protect consumers and industry participants against unfair business practices and promote a healthy marketplace for goods and services. Procore is committed to compliance with the applicable antitrust or competition laws of all countries and expects the same from You. These laws vary from country to country but they generally prohibit agreements or actions that reduce competition, unreasonably restrain trade, or are deceptive or misleading. Violations of antitrust or competition laws may result in severe penalties, including large fines and jail terms.

You must not agree with any competitors or other Partners to fix, adjust, or control prices for Procore products or services; structure or orchestrate bids to direct a contract to a certain competitor or Partner; boycott suppliers or customers; divide or allocate markets or customers; or limit the sale of products or product lines. Partners must not accept, read, or use information about products and plans of market participants which is identified or identifiable as confidential information unless the Partner is authorized by the other market participant to do so. Also, Partners must not talk with market participants about Procore internal matters, such as pricing and conditions of sale, costs, overviews of the market, organizational processes, or other confidential information, from which other market participants could

draw competitive advantage over Procore.

D) Compliance with Export Regulations: Certain exports require prior authorization and/or licenses from the cognizant export control authorities or may be prohibited entirely. Procore conducts its global business in strict compliance with applicable international trade laws and expects its partners to do the same. Moreover, as a U.S. company, Procore must comply with U.S. anti-boycott laws that prohibit U.S. entities, and their subsidiaries and affiliates from participating in or otherwise furthering economic boycotts or embargoes imposed by certain other nations that are not sanctioned by the U.S. government (“unsanctioned non-U.S. boycotts”). Additionally, Procore and our employees may not furnish information concerning Procore’s or any other person’s business relationships with a boycotted country or blacklisted company. United States export control laws govern all exports, reexport, and use of U.S.-origin products, services, and technical data, wherever located. Procore requires that You comply fully with all U.S. and applicable foreign and multilateral export laws..

E) Environmental Laws: Partners must conduct their operations in ways that are environmentally responsible and in compliance with all applicable environmental laws, regulations, and standards.

F) Human Rights and Fair Labor Practices: Partners must comply, and require each of their suppliers to comply, with all health and safety regulations, laws upholding the rights of persons with disabilities, domestic and international labor laws, and fair labor practices. Partners must observe and comply with

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international principles relating to human rights, including but not limited to the Trafficking Victims Protection Act and the UK Modern Slavery Act of 2015. Partners must never discriminate illegally based on race, color, age, gender, sexual orientation, ethnicity, religion, disability, union membership, marital status, or political affiliation.

G) Securities and Insider Trading Laws: Partners are expected to comply with applicable insider trading and securities laws governing transactions in the securities of Procore or other entities. Securities include common stocks, bonds, options, futures, and other financial instruments. Partners that possess or have access to material, non-public information gained through their work with Procore may not use that information to trade in Procore securities or the securities of another company to which the information pertains. The Management and/or the Directors of the Partner shall ensure that its employees do not engage in any other action to take advantage of, or pass on to others, material information gained through work with Procore until a reasonable time after full public disclosure has occurred.

H) Data Protection: Procore expects that its Partners will understand, track, and comply with all laws and regulations relating to data protection that are relevant to their actions as a Procore Partner. With respect to any data Partner collects or receives by virtue of its Partner status, Partner shall apply the same level of data protection as set forth in Procore’s Privacy Notice located at <http://www.Procore.com/legal/privacy>. Partner must also keep confidential any personal information received from Procore, not use such information for any purpose other than as originally intended, and implement appropriate safeguards to ensure the protection, integrity and security of such personal information.

II. Financial Integrity

You must maintain accurate and complete books and records regarding sales of Procore products and

services and all related transactions. You must accurately document all transactions related to your order for Procore products or services, and your business records must be retained in accordance with record retention policies and all applicable laws and regulations. Documents must not be inappropriately altered or signed by those lacking proper authority. All requests for non-standard discounts must be accurate and for legitimate business purposes. Margins derived from misleading and/or unjustified non-standard discounts are inappropriate, and may not be used to pay or otherwise reward a customer, employee, or other third party. Placing an order with Procore without the existence of a corresponding end user agreement is not an acceptable Procore business practice and is prohibited.

III. Fair Business Practices

A) Marketing and Sales Practices: Partners must not engage in any misleading or deceptive practices. All advertising, marketing, or promotional activities that reference or implicate Procore, its logo, or products and services in any manner, must comply with all laws, rules, and regulations, as well as all related Procore policies, and must be truthful and accurate. Partners must not misrepresent products, services, features, capabilities, functionality, and prices, or make unfair, misleading, inaccurate, exaggerated or false claims about, or comparisons with, competitor offerings.

B) Conflicts of Interest: The term “conflict of interest” describes any circumstance that could cast doubt on your ability to act with total objectivity with regard to the distribution of Procore products and services. A conflict of interest also exists where there is a choice between acting in a personal interest

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(financial or otherwise) or in the interest of Procore. While engaged in Procore-related work, you must exercise reasonable care and diligence to avoid any actions or situations that could result in a conflict of interest. If You believe that You have an actual or potential conflict with Procore or any of its employees, then You must report all pertinent details to Procore. You must not ask or encourage Procore employees to violate Procore’s guidelines for business conduct.

C) Compliance with Contractual Obligations: Partners must comply with their obligations under all agreements in place with Procore and others. Partners should consult with their Procore Partner manager if they have specific questions about the various provisions in their agreements with Procore.

D) Intellectual Property Laws; Confidentiality: Partners must not infringe on Procore’s copyrights, trademarks and other intellectual property rights. Partners are also prohibited from infringing on the intellectual property rights of third parties in any manner. You must not use Procore’s patented technology or reproduce copyrighted software, documentation, or other materials without appropriate written permission. You must safeguard confidential information by not transferring, publishing, using, or disclosing it except as in accordance with applicable regulations, contractual requirements, or this Code. Confidential or personal information or information that is protected by privacy standards should be safeguarded, shared internally only with those employees with a need to know, and not misused or disclosed to unauthorized third parties.

E) Government Sector Sales Rules: Partners must become familiar with, track, understand, and comply with all laws and regulations relating to sales to government entities and government sector customers that are relevant to their Partner status. Partners shall strictly observe the laws, rules, and regulations that govern the acquisition of products and services by any governmental entity of any country and the performance of government contracts. Upon request of Procore, Partner will provide Procore with details on public sector engagements involving sale or distribution of Procore products and services.

IV. Compliance Monitoring

A) Business Controls: Partners must maintain effective policies, documentation and business controls that are capable of preventing and detecting unlawful conduct by their employees, agents and business partners. Partners shall ensure that their business controls contain the following components: (i) periodic risk assessments that lead to adjustments to existing policies and practices, when necessary; (ii) a written code of conduct that expressly confirms Partners' commitment to, and states objectives for, their compliance and ethics, program (iii) a designated company representative responsible for overseeing and implementing such compliance and ethics program; and (iv) clearly communicated mechanisms for employees to report misconduct or seek guidance without fear of retaliation. In addition, all Partners must complete all Partner due diligence screenings mandated by Procore, including, but not limited to, certifying on at least an annual basis, so that such Partner is in compliance with anti-bribery and other applicable laws, and has completed the required partner ethics and compliance training on an ongoing basis. Partners must provide reasonable assistance to any investigation by Procore of a violation of this Code or applicable laws, and will allow Procore reasonable access to all facilities, records and documentation concerning their compliance with this Code and laws applicable to their sale and distribution of Procore products and services.

B) Questions and Reporting Helpline: Partners should contact their Procore Partner manager if they have any questions regarding Procore's policies or this Partner Code of Conduct. You also may report any conduct by Your employees, independent contractors and agents, and representatives that You have

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reason to believe constitutes an actual, apparent, or potential violation of this Code or applicable laws relating to the sale or distribution of Procore products and services.

Procore is committed to an environment where open, honest communications are the expectation, not the exception. In situations where you prefer to place an anonymous report in confidence, Procore provides an anonymous reporting site managed by a third party, EthicsPoint. To access EthicsPoint either dial (844) 269-9217 toll-free, 24 hours a day, seven days a week or submit information via <https://secure.ethicspoint.com/domain/media/en/gui/54631/index.html>.

The information you provide through the hotline will be sent to us by EthicsPoint on a totally confidential and anonymous basis if you should choose.

