

Dropbox Worldwide Code of Business Conduct & Ethics

Hundreds of millions of people around the world rely on Dropbox to keep life organized and keep work moving. We're not just changing the way people work, we're designing a more enlightened way of working — and that starts from within.

Our Worldwide Code of Business Conduct and Ethics (“Code”) puts these principles into practice and reflects our belief that all our work at Dropbox should be consistent with our values and be held to the highest standards of ethical business conduct. Our values serve as our compass, and we expect them to guide how we treat each other and our users.

Please read this Code and ask questions or seek help if anything is unclear – all of us are responsible for ensuring that we conduct our business in accordance with these values and standards.

Our values & culture

Our values are a compass and part of everyday life for Dropboxers. Each one guides how we treat each other and our users.

Be Worthy of Trust

Millions of people and businesses trust us with their most important information. But this trust can vanish in an instant. That's why integrity is the foundation of our culture. We do the right thing, even when nobody's looking. And we're honest—even when it's uncomfortable.

They Win, We Win

Our customers come first. So we put in the work to deeply understand them. We ask, “Who's the customer?” and “What do they *really* need?” When they succeed, our business (and everything else) falls into place.

Keep It Simple

Simple things work better—and make more sense. So we build products that do a few things really well. And we don't overcomplicate life at Dropbox, whether it's a plan or a process. Getting to simple isn't always easy, but it's worth the effort.

Own It

We take responsibility for our work, from start to finish. When we get stuck, we unblock ourselves. When something goes wrong, we don't ask, "What did *they* screw up?" but "What could *I* do better?" We learn from our mistakes and keep going—until we have real impact.

Make Work Human

Our mission is to design a more enlightened way of working, for Dropboxers and the world. So we make products that prioritize our needs as humans. And we build a compassionate culture where you can do your best work—no matter who you are or where you're from.

What is the purpose of this Code?

TL;DR Our Code is designed to deter wrongdoing and promote:

- Integrity as we do our jobs and run our business
 - Honest and ethical conduct, including the handling of real or seeming conflicts of interest
 - Compliance with laws, rules & regulations
 - Fiscal responsibility
 - Prompt internal reporting of violations of this Code
 - Accountability for following this Code
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Who does this Code apply to?

This Code has been adopted by our Board of Directors and applies to every director, officer, employee and contingent worker of Dropbox and its subsidiaries. Although Dropbox operates in many countries around the world and our colleagues are citizens of nations with varying laws, regulations and customs, Dropbox's commitment to conducting business according to the highest standards of ethical conduct applies across national boundaries. Therefore, all Dropbox employees, directors and officers are required to read and comply with this Code. In addition, other persons performing services for Dropbox may be subject to this Code by agreement. For purposes of this Code, "we," "us," "our," and "Dropbox" refers to Dropbox, Inc. and its subsidiaries.

This Code is not a contract of employment and it does not convey any specific employment rights or guarantee employment for a specific time. In addition, obligations that arise during your

employment with Dropbox will continue after your employment ends. To the extent permitted by local law, those obligations include your responsibility to return all Dropbox assets in your possession, to maintain the confidentiality of personal, proprietary or confidential information about Dropbox or its users or customers, stockholders, vendors, suppliers, business partners, or former colleagues and to cooperate with any authorized internal or external investigations or litigation.

Scope

This Code covers our policies on business conduct to ensure compliance with our ethical standards and legal obligations and is applicable to every director, officer, employee and contingent worker of Dropbox and its subsidiaries.

Code Content

Honest and ethical conduct

While we constantly aim for excellence and to provide value for our users, customers, employees and stockholders, it's critical that we do so with integrity. It's unacceptable to cut legal or ethical corners for the benefit of Dropbox or for personal benefit. No one should take unfair advantage of anyone else.

Conflicts of interest

As a Dropboxer, you must act within guidelines that prohibit real and seeming conflicts of interest with your role at Dropbox. Generally, conflicts of interest are situations that could divide a Dropboxer's loyalty between Dropbox and their own personal interests. Even the appearance of a conflict of interest could create a problem. It's critically important that you let us know when any conflicts, or situations that could be perceived as conflicts, come up. Often, we can put measures in place to protect you and Dropbox. That's why we require that real or seeming conflicts of interest be quickly disclosed to the legal team in accordance with Dropbox's [Conflict of Interest Policy](#).

Any of the following could result in a conflict of interest*:

- Outside employment;
- Outside advisory or board service;
- Outside investments and business interests (including investment advisory work);

- Doing Dropbox business with related parties;
- Giving or receiving gifts and entertainment;
- Taking personal advantage of Dropbox business opportunities;
- Working directly with a close relative, a romantic partner/significant other, or a member of your immediate household;
- Certain charitable gifts or political contributions; or
- Certain outside personal relationships with Dropbox employees, or contingent workers.

*If you're not sure whether a conflict exists, the legal team can help.

Outside employment

You may not engage in any outside employment that would interfere with your job performance or responsibilities. You must inform your lead or HR Business Partner ("HRBP"), as well as the legal team, before you take on any outside employment that might cause a potential conflict.

Outside advisory or board service

You must obtain approval from the legal team for certain activities that could present an actual or potential conflict of interest with your professional responsibilities here. For example, serving on technical advisory boards, boards of directors, or appointments to industry groups may present conflicts.

Members of Dropbox's Board of Directors must notify the Dropbox's Corporate Legal team in advance of accepting a new directorship at another public company and shall endeavor to notify the Corporate Legal Team in advance of accepting a new directorship at any other enterprise, but no later than promptly after acceptance.

Investments and business interests

If you, a relative, or a member of your household (including a roommate) are considering investing in a Dropbox supplier, customer, or competitor, take great care to make sure that the investment doesn't compromise your obligations as a Dropboxer.

Things to consider in determining whether there's a real or seeming conflict:

- The size and nature of your investment;
- Your ability to influence Dropbox's decisions and the decisions of the other company;

- Your access to Dropbox’s confidential information; and
- The nature of the relationship between Dropbox and the other company.

Always get approval from the legal team before making any such investment.

Business with related parties

You should avoid conducting any Dropbox business with a relative or significant other, or with a business with which you, a relative, or significant other is significantly associated. A potential conflict of interest can arise when an employee directs business from Dropbox to these types of related parties. To prevent a conflict of interest, employees directing business to or from Dropbox should discuss the situation with their lead, inform the legal team of the situation and remove themselves from the decision-making process.

If you’re unsure if a conflict of interest exists or may appear to exist, please contact the legal team. Even if a related party transaction appears to be in the best interests of Dropbox, you first must fully disclose the transaction to and receive approval from the legal team before engaging in it. If you discover that Dropbox has done business with a related party after the fact, you must promptly report it and seek approval from the legal team.

Giving and receiving gifts, travel, or entertainment

Sometimes employees may want to give a gift to a supplier, partner, or someone else who does business with Dropbox. Please review the Dropbox Global External Gifts & Entertainment Policy (the “Gifts Policy”) before giving a gift to any person or entity that does business with Dropbox. Inexpensive gifts, the occasional meal, celebratory events, and entertainment are all acceptable so long as they follow the Gifts Policy, are not overly lavish or extravagant, and do not appear improper. Dropboxers must exercise good judgment in accepting or providing gifts, travel, or entertainment and should talk to their lead or reach out to the legal team when in doubt about whether a gift is appropriate. Any payment of the travel expenses of any third party must be submitted to the legal team for pre-approval. Note that it is also never permitted to avoid compliance with the limits of the Gifts Policy by absorbing part of the cost yourself.

Please be especially careful when considering giving gifts to government or public officials. Contact the legal team to get pre-approval and make sure any gift you plan to give a government or public official does not violate the law or our policies, including the Dropbox Anti-Corruption and Anti-Facilitation of Tax Evasion Policy.

Sometimes you may be offered a gift, travel, or other compensation by someone in connection with the work you do at Dropbox. If you’re asked to attend a conference or speaking engagement*, it’s

okay to accept hotel and flight reimbursement with legal team approval, but you should never accept any other compensation, such as speaking fees or an honorarium. In the event you are offered compensation, you may direct that such compensation be donated to a non-profit organization pre-selected by the Social Impact team. Contact the Social Impact team if you'd like to learn more about this option.

Approval from the legal team is required prior to giving or receiving a gift that exceeds the dollar thresholds set forth in the Dropbox Global Gifts Policy.

*If you're planning to attend a conference or speaking engagement, make sure you're following the [Dropbox External Communications Policy](#), too.

Concerns about potential corruption often come up when gifts, travel, or entertainment are being given to a third party. Additional guidelines may be found in the Dropbox Anti-Corruption and Anti-Facilitation of Tax Evasion Policy.

Corporate opportunities

You may not take advantage of opportunities discovered through your job at Dropbox for personal gain, or for the personal gain of a roommate, close friend, relative or significant other, unless the opportunity is disclosed to and pre-approved by the legal team. These opportunities include, for example, inventing products or services, and writing books.

Personal relationships

Being in a personal relationship (e.g., married, dating, living together, family member/relative etc.) with another Dropbox employee, applicant, or contingent worker can possibly create a conflict of interest if that relationship might affect your judgment or appear to impact your judgment. Please disclose these relationships to your HRBP (or the relevant recruiter, if applicable), so Dropbox can determine if the relationship presents a conflict of interest. If you have questions, the legal team can help.

Keep in mind that these are guidelines and conflicts of interest are fact-specific. For example, you may accept a gift from a vendor that complies with the thresholds set forth in the Gifts Policy, but if you then decide to do business with that vendor without evaluating others, there could be a potential conflict of interest. When in doubt about any potential conflict of interest, contact the legal team.

Compliance with law

Everyone at Dropbox is expected to comply with the law. While it's impossible for anyone to know all aspects of every applicable law, you should understand the major laws and regulations that apply to your work. Consult the legal team with any questions or concerns. A few specific areas of legal compliance are discussed below.

Insider trading

Because Dropbox believes firmly in transparency and trust across the organization, you may find yourself in possession of inside information. Inside information is any material nonpublic information, positive or negative, about Dropbox or other organizations with which we work. "Material" is information that an average investor would find useful when buying or selling securities. "Nonpublic" information is confidential information not yet shared broadly outside of the company.

Remember that we may also possess confidential information relating, or belonging, to our customers, partners, or other third parties. It's equally important that we treat this information with the same care we treat our own.

The bottom line is: at Dropbox, we never buy or sell securities based on inside information, nor do we "tip off" others to do so. It doesn't matter how you learned it; making a trade while in possession of material nonpublic information is never acceptable. It violates the law and the trust we've built with our fellow employees, our users, customers, partners, and investors.

To learn more, take a look at the Dropbox Insider Trading Policy, which covers how Dropboxers can lawfully trade in Dropbox stock and explains our trading windows, blackout periods and trading plans.

Bribery and anti-corruption

Dropbox won't tolerate bribery or corruption. Such practices are prohibited by the Dropbox Anti-Corruption and Anti-Facilitation of Tax Evasion Policy, which is overseen by Dropbox's Chief Legal Officer. There's no potential benefit that can justify damaging our integrity and reputation, or the trust others place in us. All bribery is prohibited.

All Dropboxers and our business partners must fully comply with the Foreign Corrupt Practices Act (“FCPA”) and other applicable laws prohibiting the bribing of public officials or individuals in the private sector (such as the U.K. Bribery Act). Even though the FCPA is a U.S. law, it applies to all our employees, directors, and contingent workers and to our actions everywhere.

These laws and the Dropbox Anti-Corruption and Anti-Facilitation of Tax Evasion Policy prohibit offering anything of value to government officials in order to obtain or keep business or to secure some other improper advantage, as well as the payment of “kickbacks,” meaning the offering or acceptance of corrupt payments and other advantages between non-governmental persons and entities. We can’t do these things directly or indirectly through a partner or third party. All Dropboxers must obtain pre-approval from Dropbox’s Chief Legal Officer or his or her delegate before giving anything of value to a government official.

That doesn’t mean that all gifts are prohibited—providing or accepting occasional meals, or tickets to sporting and cultural events, may sometimes be appropriate. But frequent or substantial gifts can create an actual or apparent conflict of interest or illicit payment. See the Gifts Policy and the “Giving and receiving gifts, travel, or entertainment” section of this Code for more guidance.

Finally, all transactions, including expense reimbursement, marketing development funds, price discounts and rebates, must be accurate and true and not disguise the real purpose of any discount, expense, etc.

Charitable gifts

We need to ensure that Dropbox donations aren’t being given for improper purposes or in violation of anti-corruption laws. So, if a customer or other third party requests a Dropbox charitable donation or Dropbox’s participation in a charitable event, pre-approval from the legal team is required.

Political contributions

Contributions by companies to politicians, candidates, political parties, political action committees, or other political organizations are highly regulated. For this reason, all political contributions by or on behalf of Dropbox must be pre-approved by our Chief Legal Officer or his or her delegate. This includes paid attendance at events to raise funds for politicians or political activities. It also includes things like lending Dropbox assets, making Dropbox facilities available for event space or contributing employee time to assist in political activities. Dropbox does not permit any political contribution, gift, or use of Dropbox assets in exchange for an official action by a federal, state, or local government official, or as a gratuity for an action the official has already taken.

We want you to exercise your political rights on your own time, so long as it's clear you're not doing so with the use of Dropbox resources or in a way that suggests Dropbox's endorsement.

Discounts

Be aware of giving excessive discounts to partners or third parties that could be viewed as bribes or for other improper purposes. All documents requesting discounts must accurately reflect the purpose or character of the discounts.

Trade compliance

We need to be aware of these factors when sharing or shipping Dropbox products or information from one country to another:

- Export controls—especially those that relate to products, information, and technical data that we may transmit from country to country.
- Economic sanctions that keep us from doing business with certain countries, entities, or individuals.

Reach out to the legal team for assistance, especially when doing business in new markets or dealing with prospective government officials and agencies.

Anticompetitive agreements with competitors

You must never enter into any agreement with a competitor to:

- Fix prices or discounts;
- Limit production;
- Allocate markets or customers;
- Rig bids;
- Violate fair bidding practices; or
- Share competitively sensitive information with a competitor (such as costs, prices, contract terms, inventories, or marketing plans), even if under a nondisclosure agreement.

Such activities may be illegal or carry the appearance of illegality or corruption. Any agreement with a competitor must be approved by the legal team.

Anticompetitive dealings with customers or suppliers

You may not do any of the following without approval from the legal team:

- Discriminate among, or give preferential treatment to, individual channel partners;
- Dictate or impose restrictions on the price charged by a reseller to an end user; or
- Grant or assign any exclusive sales territory to any channel partner.

Unlawfully obtaining business intelligence

We must obtain business intelligence appropriately. You must not steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of others, including business partners and customers.

Fair sales and marketing practices

We compete vigorously for business based solely on the merits of our products and services. Dropbox won't participate in any activities that unfairly harm competition. At Dropbox, we want to win, but win fairly.

Existing laws govern relationships between a company 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 of any kind with competitors 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. You should refrain from even discussing or exchanging information on these subjects.

Financial matters and business practices

Dropboxers are expected to act responsibly and exercise sound judgment with respect to Dropbox's finances and financial reporting. Investors rely on accurate and fair financial and business information to understand our financial results. Dropboxers must execute financial transactions only with authorization and in compliance with Dropbox's policies. Dropboxers are also expected to honestly and accurately record and report all financial transactions and business information, comply with Dropbox's system of internal controls, and follow applicable laws, regulations, and accounting practices.

Dropbox files reports and other documents with regulatory authorities, including the U.S. Securities and Exchange Commission. In addition, from time to time we make other public disclosures, such as in press releases or on our website or blog.

Depending upon your position with Dropbox, you may be called upon to provide information to help assure that our public reports and communications are complete, fair, accurate, and understandable. You are expected to use all reasonable efforts to provide complete, accurate, objective, relevant, timely, and understandable answers to inquiries related to our public disclosures.

Dropboxers involved in preparing public reports and communications must use all reasonable efforts to comply with our disclosure controls and procedures.

If you believe that any disclosure is materially misleading or if you become aware of any material information that you believe should be disclosed to the public, it is your responsibility to bring this information to the attention of the legal team. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should follow the procedures set forth in the Dropbox Whistleblower Policy to report this conduct to your lead, your HRBP, our Chief Legal Officer, our Chief Financial Officer, or through Convercent, Dropbox's third-party whistleblower hotline. Convercent reports can be submitted anonymously.

Business expenses

Dropboxers are expected to spend money wisely. When you submit an expense for reimbursement or spend money on Dropbox's behalf, make sure that the cost is reasonable, directly related to our business, supported by appropriate documentation, and complies with our policies. Always submit expense reports in a timely manner, record the business purpose and relevant details, and comply with all submission requirements.

If you're uncertain about whether you should spend money or submit an expense for reimbursement, check with your lead or the Travel & Expense team. Leads are responsible for all money spent and expenses incurred by their direct reports, and should carefully review such expenses and supporting receipts before approving. Please refer to the Travel & Expense Policy for additional guidance.

Quarterly compliance certifications

Depending on your position at Dropbox, we may ask you to certify your knowledge of various facts each quarter. Dropbox relies on certifications to record transactions, make legal and accounting determinations, and comply with laws.

If you don't provide a certification or if your certification is not complete, honest, and accurate, you may be in violation of this Code. This will result in disciplinary action, which may include termination of your employment.

Money laundering and third-party payments

Dropbox is committed to complying fully with all anti-money laundering and anti-terrorism laws throughout the world. Dropboxers must comply with our Electronic Funds Policy and Accounts Payable guidelines to ensure compliance with this principle. What's money laundering? Money laundering occurs when individuals or organizations try to conceal illicit funds or make these funds look legitimate.

Dropboxers requesting payments to vendors, or potential vendors, as well as those monitoring payments to Dropbox, must flag suspicious activity. The following examples may be indications of potential money laundering:

- Attempts to make large cash payments;
- Payments by or to someone who's not a party to the contract;
- Requests to pay more than provided for in the contract;
- Payments made in currencies other than those specified in the contract; or
- Payments from an unusual, non-business account.

Side letters and side agreements

Dropbox prohibits the creation of side letters and side agreements, which are agreements or promises with another entity (like a customer, partner or supplier) that create contractual obligations or that modify or override the terms of another contract outside of our standard processes. Side letters open Dropbox up to legal risks and may impact our revenue recognition. If you want to make or change a contractual obligation, you must contact the commercial legal team. For more detail about side letters, please see Side Agreement Policy.

If you become aware of any side agreement or side letter, you need to let the legal or accounting teams know about it as soon as you can.

Using and protecting Dropbox assets, systems, and facilities

Access to Dropbox facilities

Each Dropbox facility has policies to ensure the security and confidentiality of our communications, protect Dropbox assets from theft, misuse, or destruction, and keep Dropboxers and guests safe. All Dropboxers are responsible for complying with the policies for the facilities where they work and the systems that they use.

Computers and other equipment

You must care for any equipment provided by Dropbox (like your laptop) and use it responsibly for Dropbox business purposes. There may be times you want to use Dropbox equipment for personal use. This can't interfere with Dropbox business or violate any law or Dropbox policy. Whenever you use any Dropbox equipment at a location outside of Dropbox's facilities, you need to take precautions to protect the equipment from theft. All Dropbox equipment must be fully accessible to Dropbox and remains Dropbox property. If you bring your own equipment to a Dropbox facility or use it for Dropbox work, you must comply with all policies relating to use of such equipment.

Software and content

All software you use in your work for Dropbox must be appropriately licensed and approved. Any non-licensed software should be removed. It's against Dropbox policy to make, use, or share illegal or unauthorized copies of software or other copyrighted material.

Retaining records

Dropbox's records and information are important assets. Such documents or records include not only transaction records, but other electronic records, such as e-mail, voicemail, messaging apps, and hard drives. You must manage business records and dispose of them only in the manner and timeframe established by Dropbox's document retention policies, including those contained within the Trust Program Policy.

Protecting information and intellectual property("IP")

The innovations created by Dropboxers every day are vital to our success. We expect Dropboxers to understand the value of these innovations and take appropriate steps to protect them. This means

disclosing to Dropbox all inventions or other IP created or improved as part of your work for Dropbox, protecting confidential information, and avoiding the improper use of third-party confidential information or IP.

Disclosing Dropbox's confidential information

We sometimes have to disclose Dropbox confidential information in the course of performing our jobs. If you need to disclose Dropbox confidential information, you must use a non-disclosure agreement ("NDA") approved by the legal team. See the Confidentiality Resources Policy for additional information.

Requests by regulatory authorities

Stewardship of our users' data is a responsibility we embrace. All government requests for Dropbox information, documents, or interviews of Dropboxers should be referred to the legal team immediately. This doesn't prevent Dropboxers from providing information to a government or law enforcement agency if he or she reasonably believes that the information discloses a legal violation by Dropbox or its agents.

Handling the confidential information of others

We need to take special care to handle the confidential information of others responsibly. We should treat the confidential information of third parties with the same degree of care we treat Dropbox's confidential information and follow all agreements to safeguard the information of others.

Accepting third-party confidential information

Dropboxers must make sure there's an NDA in place before accepting any confidential information from a third party. Contact the commercial legal team for assistance.

Need to know

Once a third party has disclosed confidential information to Dropbox under an NDA, we must comply with its terms and limit use of confidential information to the specific purpose for which it was intended.

You should never attempt to obtain a competitor's confidential information improperly. This includes asking another Dropboxer to disclose confidential information they received while working at another company.

If you obtain another company's confidential information accidentally or from an unknown source, it may be unethical or even illegal to use the information. You should immediately contact the legal team to determine how to proceed.

Data privacy and the Dropbox Trust Program

Trust is the foundation of our relationship with millions of people and businesses around the world. We value the confidence our users have in us and take the responsibility of protecting their information seriously. To be worthy of their trust, we built and will continue to grow Dropbox with an emphasis on security, compliance, and privacy.

Understand your obligations

You can learn more about our commitment to privacy by reading our User Data Privacy Policy, our Information Security Policy, and the Trust Program Policy.

Open source and third-party commercial software

Dropbox is committed to open-source software ("OSS") development and uses OSS extensively. But, the careless use or inclusion of third-party OSS, or release of Dropbox technology under an OSS license, can impact Dropbox's intellectual property rights. Similarly, failing to comply with the terms of a commercial license to third-party software incorporated in our products can create serious legal risks for Dropbox.

You must submit a request for approval through Dropbox's online OSS/Third-Party Commercial request tool before taking any of the following actions:

- using or modifying third-party commercial software or OSS;
- incorporating third-party commercial software or OSS into Dropbox products, technology, tools, or service offerings; or
- releasing or contributing any software developed at Dropbox under an OSS license.

See [A Guide to Using Open Source Software at Dropbox](#) for more information.

Communicating with others

Dropbox is committed to providing accurate, timely, and clear disclosure in our public communications. Because any external communications can affect our business, Dropboxers must be thoughtful and conscientious about what they say and write in public on behalf of the company. In general, only people who have been specifically authorized may speak on behalf of Dropbox without prior approval. Please refer to the Dropbox External Communications Policy for more information.

The press

If the press approaches you for interviews or to provide comments, immediately refer these inquiries to the Comms team.

The financial community

Dropbox has certain responsibilities about how we distribute information publicly, particularly to the financial community. If financial analysts or investors contact you, refer them to our investor relations team.

Social media

Dropboxers must exercise proper care and good judgment when using social media. If you use social media, you're expected to adhere to Dropbox's Social Media Policy. You must never disclose confidential information about Dropbox, our customers, or of our any business partners. You are ultimately responsible for what you post online.

Public speaking

If you're asked to speak publicly to the media or at an event that may relate to your position at Dropbox or to our business or market, you must obtain advance approval under the Dropbox External Communications Policy.

Please be aware that you cannot accept any personal compensation for public speaking. If the organization asking you to speak offers reimbursement for expenses, you may accept this reimbursement—but only with the prior approval of your lead.

A place where Dropboxers can do their best work

We work and live in every corner of the world, and we respect and value different experiences and viewpoints. We always act respectfully toward one another. Creativity and innovation flourish in an environment of openness and mutual respect.

Authenticity

We act as a global team that embraces different perspectives, seeks innovation from everywhere, and enables our colleagues, our customers, and our communities to change the world. We value groundbreaking thinking and new ways of approaching problems—and we know that to solve the most complex problems, we need to attract the most creative, innovative, and committed people from across the globe.

Fair employment practices

Dropbox is committed to providing equal employment opportunities for all Dropboxers and people who apply to work at Dropbox. Dropbox doesn't discriminate in employment opportunities (including hiring or promotion) or practices (including discipline, compensation, or benefits) on the basis of race, color, religion, sex, gender identity or expression, transgender status, genetics, marital or veteran status, age, national origin, ancestry, physical disability (including HIV and AIDS), mental disability, medical condition, pregnancy or child birth (including breast-feeding), sexual orientation, or any other characteristic protected by law.

Dropbox will promptly address reports of discrimination, or harassment. If you believe you've observed or been subjected to discrimination or harassment in violation of Dropbox's policies, you should immediately contact your lead or HRBP. Dropbox won't retaliate and will not tolerate retaliation against a Dropboxer for bringing a complaint in good faith or participating in any investigation in good faith. You should report any concerns about retaliation immediately. See "No retaliation" below.

Protection of human rights

Dropbox respects human rights and is committed to maintaining ethical and environmentally responsible working conditions and business operations. As part of that commitment, we do not tolerate any form of slavery or human trafficking in our operations and we strive to ensure that our policies and procedures support our commitment to human rights. If you observe or suspect that any slavery or human trafficking may be taking place within our operations, please follow the procedures set forth in the Dropbox Whistleblower Policy to report your concerns to your lead, HRBP, our Chief Legal Officer, our Chief Financial Officer, or through Convercent. Convercent reports can be submitted anonymously.

Safety and security

At Dropbox, we expect you to treat others fairly and with respect, and to be professional at all times. Dropbox promotes and provides a work environment that's free of violence. We don't tolerate threats of violence, acts of aggression, intimidation, or hostility. Any potentially dangerous situations must be reported immediately to the physical security team. For more information, see the Dropbox Physical Security Policy.

Each employee at Dropbox must comply with all applicable laws and Dropbox policies to promote an injury-free, safe, and secure workplace.

Cooperating with investigations

Dropbox will conduct investigations of all alleged or actual violations of our policies, procedures, and laws. All employees and business partners are required to cooperate with any Dropbox investigation.

You must take your participation in any investigation seriously. The following actions will result in disciplinary action, including possible termination of employment:

- Destroying evidence related to a violation of this Code, other Dropbox policies, or the law;
- Failing to provide evidence when requested;
- Providing false or misleading information in an investigation;
- Not fully cooperating with an investigation; or
- Not following instructions related to an investigation (for example, discussing the investigation with other employees if you're instructed not to).

Making a difference

Dropbox is committed to using its resources for social good, including through Dropbox for Good ("DfG"), a grassroots community of Dropboxers who seek to leverage the power of our people, products, and resources to make the world a better place. DfG empowers Dropboxers to impact local and global communities through social justice advocacy, philanthropy, and volunteerism. We encourage you to get involved in the community in a way that's meaningful to you and to utilize Dropbox's Matching Gift Program.

In doing so, please be aware of any potential conflicts of interest. See Dropbox's Conflicts of Interest Policy for more information.

Changes to this Code

Dropbox reserves the right in its sole discretion to modify or eliminate any of the contents of this Code without prior notice, although we'll always strive to provide Dropboxers with reasonable notice of any material change. Also, if you fail to read and/or acknowledge this Code, that doesn't mean you're exempted from your responsibility to comply with it, as well as applicable laws, regulations, and Dropbox policies.

Ethics helpline and reporting concerns

We strive to maintain the highest ethical standards at Dropbox. We're committed to having a workplace in which employees can report an ethical concern free of any harassment, discrimination, or retaliation in violation of Dropbox's policies. If you discover questionable, fraudulent, or illegal behavior, or other behavior that might violate this Code or Dropbox's policies, you should report it immediately.

Please refer to the Dropbox Whistleblower Policy for more information on reporting concerns. It lists ways you can report a concern, including:

- talking with your lead;
 - talking with your HRBP;
 - talking with the legal team; or
 - through Convercent, Dropbox's third-party whistleblower hotline, which can be done anonymously; the Audit Committee of our Board of Directors (the "Audit Committee" oversees complaints submitted via Convercent.
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No retaliation

Dropbox is committed to providing a work environment in which all Dropboxers feel free to raise their good faith concerns free of retaliation, discrimination, or harassment. Accordingly, we will not tolerate any retaliation in violation of our policies against anyone who reports in good faith or

participates in the investigation of any suspected Violation or Fraudulent Activity under the Whistleblower Policy.

If you believe that you have been subject to retaliation in violation of our policies for having made a good faith report or for having participated in an investigation relating to an alleged Violation or Fraudulent Activity under the Whistleblower Policy, please tell Dropbox's Chief Legal Officer, Chief Financial Officer, or your HRBP, or let us know through Convercent, which can be done anonymously. Bringing this behavior to our attention promptly enables us to honor our values and appropriately investigate. If allegations of retaliation in violation of our policies are proven, we'll take appropriate disciplinary action against the responsible person, up to and including termination of employment or any other working relationship that they may have with Dropbox.

Confidentiality

Information disclosed during the course of an investigation will, to the extent practical, remain confidential. We may need to disclose confidential information, for example, to facilitate the investigation, take remedial action, or comply with the law (among other reasons). Access to reports and records of complaints may be granted to regulatory agencies and other parties at the discretion of the Audit Committee.

Violations of this Code

We will take appropriate action against any employee, director, or member of management who violates this Code or any other Dropbox policy. This could include, at our discretion, immediate termination of employment or business relationship.

Waiver of Code provisions

Reach out to Dropbox's Chief Legal Officer if you think you need a waiver of any provision of this Code. If you're a member of Staff or of Dropbox's Board of Directors, any waiver will need to be approved by the Board of Directors.

Annual Code training and certification

Each year, you will be required to complete training courses on this Code, Information Security, and Privacy and certify that you agree to comply with its provisions. You'll receive an e-mail with

instructions about how to complete the training and make your certification. Even if you fail to complete the training or make your certification, though, you're still required to comply with this Code, applicable laws, regulations, and Dropbox policies that relate to your job. *Failure to complete the training or make your certification may, however, affect your eligibility to participate in the Dropbox Cash Bonus Program.*