

**TENABLE HOLDINGS, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**

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In pursuing our mission, we strive to achieve the highest business and personal ethical standards as well as compliance with the laws and regulations that apply to our business. This Code of Business Conduct and Ethics (the “*Tenable Code*”) of Tenable Holdings, Inc. (“*Tenable*” or the “*Company*”) summarizes the business practices and regulatory requirements that guide our decision-making and business activities. We, as employees, officers, directors, volunteers and all other company agents and representatives of Tenable and its subsidiaries, are expected to act in conformity with the principles expressed in this Tenable Code. In addition, in acting as leaders, we are responsible for helping our fellow employees understand and comply with the Tenable Code.

This Tenable Code is an overview of Tenable’s principles of business conduct and ethics; it is intended to set standards of conduct and is not a restatement of all of Tenable’s policies and procedures. This Tenable Code cannot and is not intended to cover every applicable law or provide answers to all questions that might arise; for that, we must ultimately rely on each person’s good judgment of what is right, including when to seek guidance on the appropriate course of conduct from the Legal Department.

If you have any questions regarding this Tenable Code or its application to you in any situation, you should contact your manager, Tenable’s Legal team or Human Resources leadership.

**COMPLIANCE WITH LAWS, RULES AND REGULATIONS**

Acting ethically and obeying the law, both in letter and in spirit, is a core value of Tenable and the basis for this Tenable Code. Our success depends upon each person operating within ethical and legal guidelines. We expect employees to understand the legal and regulatory requirements applicable to their area of responsibility, including federal, state and foreign laws. It is also the obligation of each and every director, officer and employee of Tenable to become familiar with the goals and policies of the company and integrate them into every aspect of our business. You are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

Tenable regards violation of the law, company policies or this Tenable Code as a serious matter since violations may put the company and employees at risk. Any violation may subject you to disciplinary action and possible dismissal.

You have an obligation to promptly report to Tenable if you become aware of the violation of any law, rule or regulation by Tenable, whether by its officers, employees or directors, or any third party doing business on behalf of Tenable (see the Reporting and Compliance Procedures section, below). While it is Tenable’s desire to address matters internally, nothing in this Tenable Code should discourage you from reporting any illegal activity, including any violation of the securities laws, antitrust laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. This Tenable Code should not be construed to prohibit you from testifying,

participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

## **TRADE PRACTICES AND ANTITRUST COMPLIANCE**

Tenable supports vigorous, open and fair competition. When representing Tenable in the community, you are expected to compete energetically by promoting Tenable on the merits, not by disparaging competitors. Product or service comparisons should be fair and accurate. Outside the U.S., there are further constraints under comparative advertising regulations.

Tenable is subject to laws which regulate the free enterprise system by removing artificial restraints on competition or restraints on the free movement of goods and services. These laws, known as antitrust or trade practice laws, deal with agreements and practices which prevent free and fair trade, such as price fixing, discriminatory pricing, and certain tie-in sales.

Competitive information must be gathered with care. We must conduct all interactions with competitors, including social activities, as if they were completely in the public view, because they may later be subject to examination and unfavorable interpretation. Indeed, discussions of certain topics (such as prices) with competitors may be illegal. Any activity in violation of these laws is prohibited. If there is any doubt about the legality of a situation, please contact the Tenable Legal Department.

All Tenable purchases should be made strictly on the basis of quality, suitability, service, price and efficiency. As discussed below, any actual conflict of interest in making a purchase on behalf of Tenable is prohibited. You should also be careful to avoid any perceived conflict of interest as that would impact your reputation and Tenable's image. We should treat our suppliers fairly and equitably. It is Tenable policy to award orders and contracts on the basis of merit and without favoritism.

## **WORLDWIDE OPERATIONS**

Tenable's business operations must comply with the laws and practices which exist in many different locations. Certain U.S. laws also regulate Tenable's business conduct outside the United States. Some major U.S. laws which are applicable to Tenable's overseas business are the Foreign Corrupt Practices Act ("**FCPA**"), the Export Administration Regulations ("**EAR**") administered by the Department of Commerce's Bureau of Industry and Security ("**BIS**"), trade sanctions laws administered by the Department of the Treasury's Office of Foreign Assets Control ("**OFAC**") and, and the Trafficking Victims Protection Act ("**TVPA**") and its implementing regulations such as those found in the Federal Acquisition Regulation ("**FAR**").

Under the FCPA, the Company is prohibited from promising, offering, providing, authorizing, requesting, or accepting payments of money, or anything else of value, to or from any person while knowing or having reason to know that all or a portion will be offered, given or promised, directly or indirectly, to a foreign government official in order to corruptly influence a governmental or official act or to otherwise improperly obtain or retain business, improperly direct business to any person, or secure any improper advantage.

The TVPA sets forth the United States Government's commitment to eliminate modern forms of human trafficking,<sup>1</sup> whether occurring domestically and internationally. The TVPA, together with its implementing regulations, also provides the Government with the mechanisms to protect trafficking victims, prosecute traffickers, and prevent future trafficking opportunities. As a contractor to the U.S. Government, Tenable and its employees and suppliers are required to comply with the TVPA and implementing regulations, such as those found at FAR 52.222-50.

Export controls such as the EAR regulate exports of products and technical data from the United States and the re-export of these items from one foreign destination to another. OFAC and BIS administer trade sanctions and embargoes programs against certain designated countries, entities, and individuals, with whom transactions and dealings are generally prohibited.

Each employee must comply with Tenable's Anti-Corruption Policy and all applicable anti-corruption, export control, sanctions, and other international trade laws, which are described further below, and the TVPA. If you have any questions regarding this area, please contact the Tenable Legal Department.

## **HONEST AND ETHICAL CONDUCT AND FAIR DEALING**

Employees, officers and directors must endeavor to deal honestly, ethically and fairly with Tenable's suppliers, customers, competitors and employees. Statements regarding Tenable's products and services must not be untrue, misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice. You also must never create or submit false, inaccurate, or misleading invoices, receipts, or other financial or business-related documents to the Company.

## **ANTI-BRIBERY AND ANTI-CORRUPTION LAWS**

We are committed to maintaining the highest level of professional and ethical standards in the conduct of our business in all countries in which we operate or otherwise have business connections including the United States and other countries around the world. Our reputation for honesty, integrity, and fair dealing is an invaluable component of our financial and operational success, and of the personal satisfaction of our employees. To this end, it is important for all of our employees, officers, directors, and third-party agents to understand and comply with all applicable anti-bribery and anti-corruption laws and never make improper payments, bribes, or kickbacks or attempt to get or keep business or secure any advantage by attempting to improperly influence government officials, customers, business partners, or any other person.

As discussed in the Company's Anti-Corruption Policy, there are special rules to follow when dealing with or providing things of value (including business hospitalities) to government officials or to private persons. Please consult the Company's Anti-Corruption Policy, Third Party Gift,

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<sup>1</sup> Prohibited conduct includes, but is not limited to, severe forms of human trafficking, procurement of commercial sex acts, use of forced labor, denial of access to identity or immigration documents, misleading or fraudulent recruitment practices, recruiting which violates local laws, charging potential employees recruitment fees, failure to provide return transportation at the end of employment, failure to provide adequate housing, and failure to provide required documentation in a language the employee understands.

Meal and Hospitality Policy, and Travel & Expense Policy for guidance and the Company's policies regarding interactions and dealings with, and provision of gifts, meals, travel, and other benefits to, foreign and U.S. government officials and private persons (including customers), and reach out to the Legal Department with any questions. All Tenable's policies are available on [One.Tenable](#) under Pages / Legal Resources / Company Policies.

While we do not expect every person in the Company to become an expert in anti-corruption and anti-bribery laws, we do expect every employee to adhere to the Company's ethical standards, to be cognizant of these anti-corruption and anti-bribery laws and other applicable laws that relate to the issue of improper payments, and to seek guidance from the Legal Department whenever any uncertainty regarding those laws or standards arises. The penalties for not complying with anti-corruption and anti-bribery laws may be severe for both the Company and the individuals involved. If you have any questions regarding your or the Company's ethical and legal obligations under anti-bribery laws or the Anti-Corruption Policy, please consult the Legal Department.

### **BOOKS AND RECORDS AND INTERNAL ACCOUNTING CONTROLS**

It is very important that the Company's books and records accurately reflect the transactions and expenses of the Company. In fact, the FCPA requires public companies to maintain an accounting system that ensures reasonably detailed and accurate records of all financial transactions and a system of internal accounting controls that protects against off-book accounts and disbursements and other unauthorized payments. The Company is committed to complying with these rules. Thus, Tenable employees are prohibited from creating or submitting false or inaccurate documentation (e.g., invoices, purchase orders, expense reimbursements, etc.) in connection with our business activities. In addition, Tenable employees must not establish any off-the-books funds or unrecorded assets or liabilities, backdate contracts or other documents, create side letter or side agreements, or sign documents they are not authorized to sign. Please consult the Company's Anti-Corruption Policy for guidance and the Company's policies regarding the maintenance of books and records and internal controls. If you have any questions, please contact the Tenable Legal Department.

### **ACCURATE FINANCIAL AND ACCOUNTING DISCLOSURES**

Our principal executive officer, principal financial officer and people who perform similar functions are our "senior financial officers" and are responsible for ensuring that disclosures in our periodic reports and other public communications are full, fair, accurate, timely and understandable.

### **TRADE RESTRICTIONS**

A number of countries, including the United States, maintain controls on the users and destinations to which products or software may be exported. The EAR, administered by the Department of Commerce's Bureau of Industry and Security, are designed to ensure that exports of products, services and technology are accomplished in a manner that is consistent with national security and foreign policy goals. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly, adverse to U.S. foreign policy interests, or to be supporting international terrorism. These controls include the trade and

economic sanctions administered by OFAC. The U.S. export control and sanctions regulations are complex and apply to transfers of goods (including software) and technology to foreign companies and foreign persons, whether in the United States or abroad. Thus, even an oral presentation containing technical information made to foreign nationals in the United States or access by foreign national employees based in the United States to certain technology may constitute a deemed export. The Company's products also use encryption, and as such may require certain U.S. authorizations before they can be exported. Additionally, the Company is generally prohibited from conducting any business involving the jurisdictions subject to comprehensive U.S. trade embargoes (currently, Cuba, Iran, Syria, North Korea, and the Crimea, Donetsk People's Republic, and Luhansk People's Republic regions of Ukraine). Finally, a specific license may be required before the Company can provide products or services to certain restricted end-users. The Legal Department can provide you with guidance on the relevant prohibitions and requirements under applicable export control and trade sanctions laws. The penalties for not complying with these laws may be severe for both the company and the individuals involved. As such, Company employees must comply with these rules. Please contact the Legal Department for additional guidance or if you have questions.

## CONFLICTS OF INTEREST

Employees, officers and directors must act in the best interests of Tenable. You must refrain from engaging in any activity or having a personal interest that presents a "conflict of interest." A conflict of interest occurs when your personal interest interferes, or appears to interfere, with the interests of Tenable, including when an employee, officer, or director, or a member of his or her family, receives improper personal benefits as a result of his or her position in the company. A conflict of interest can also arise whenever you take action or have an interest that prevents you from performing your Tenable duties and responsibilities honestly, objectively and effectively. Specific situations that could be considered conflicts of interest include:

- Accepting gifts and services, directly or indirectly, from suppliers or contractors;
- Employment by, or ownership of a business (other than minimal stock ownership for investment purposes), that is Tenable's competitor, customer, supplier, or other business partner;
- Use of company assets for personal purposes; and
- Selection of suppliers and persons seeking to do business with the company based on any considerations other than the best interests of the company.

Additionally, certain situations may not be in the best interest of Tenable when it appears to persons outside the company that a conflict exists. In these situations, you should apply the principles of this Tenable Code in deciding how to correct the situation with the goal of promoting Tenable's best interest.

In the interest of clarifying the definition of "conflict of interest," if any member of Tenable's Board of Directors (the "**Board**") who is also a partner or employee of an entity that is a holder of Tenable common or preferred stock, or an employee of an entity that manages such an entity (each, a "**Fund**"), acquires knowledge of a potential transaction (investment transaction or

otherwise) or other matter other than in connection with such individual's service as a member of the Board (including, if applicable, in such individual's capacity as a partner or employee of the Fund or the manager or general partner of a Fund) that may be an opportunity of interest for both Tenable and such Fund (a "**Corporate Opportunity**"), then, provided that such director has acted reasonably and in good faith with respect to the best interests of Tenable, such an event shall be deemed not to be a "conflict of interest" under this policy.

Additionally, Tenable abides by the securities laws that govern conflicts of interest by our executive officers and directors. As a result, the actions or relationships that will be considered conflicts with respect to our executive officers and directors are only those that meet the requirement for disclosure in our periodic filings with the SEC pursuant to Item 404 of Regulation S-K, referred to as related person transactions. Such related person transactions must be approved or ratified, as applicable, by the Audit Committee or the Board as required by applicable laws and regulations and consistent with the Company's policies. In the event such transaction is approved or ratified, it shall not be deemed a waiver of this Code.

In addition, conflicts of interest can raise FCPA and other anti-corruption concerns. Please consult the Company's Anti-Corruption Policy and Third Party Gift, Meal and Hospitality Policy for additional guidance.

It is your responsibility to disclose any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest to the General Counsel or, if you are an executive officer, to the Board of Directors, who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest. If you are unsure about whether conduct may be in violation of this policy, please contact the Human Resources leadership or the Legal Department.

#### **GIFTS, MEALS, TRAVEL, HOSPITALITIES, AND ENTERTAINMENT**

Tenable's employees and contingent workers may be permitted to accept or provide *reasonably priced, modest* gifts, meals, travel, and hospitalities, and entertainment for legitimate, *bona fide* business purposes. As further governed by Tenable's (i) Anti-Corruption Policy, (ii) Third Party Gift, Meal and Hospitality Policy, and (iii) Travel & Expense Policy, Tenable employees and third parties must first obtain appropriate approval (as described therein) prior to providing anything of value to a third party. If you have any questions about providing or receiving things of value to or from third parties, please contact the Legal Department.

#### **PROTECTION AND PROPER USE OF CORPORATE ASSETS**

We all have a duty to protect Tenable's assets. Theft, carelessness and waste have a direct impact on Tenable's financial performance. Employees, officers and directors must use Tenable's assets and services solely for legitimate business purposes of Tenable and not for any personal benefit or the personal benefit of anyone else.

Employees, officers and directors must advance Tenable's legitimate interests when the opportunity to do so arises. You must not take for yourself personal opportunities that are discovered through your position with Tenable or the use of property or information of Tenable.

## CONFIDENTIALITY

Employees, officers and directors must maintain the confidentiality of confidential information entrusted to them by Tenable or other companies, including our suppliers and customers, except when disclosure is authorized by a manager or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, employees and contractors must take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to Tenable or another party for whom Tenable has agreed to maintain confidentiality, such as a customer, is communicated within Tenable only to those employees who have a need to know such information to perform their responsibilities for Tenable. All Tenable emails, voicemails and other communications are presumed confidential to Tenable and should not be forwarded or otherwise disseminated to individuals outside of Tenable, except where required for Tenable-related business reasons. Similarly, all customer and supplier information is confidential information and might also include personally identifiable information which you are legally required to protect and keep confidential.

You also must abide by any lawful obligations that you have to your former employer. These obligations may include restrictions on the use and disclosure of confidential information, restrictions on the solicitation of former colleagues to work at Tenable and non-competition obligations.

Your obligation to treat certain information as confidential does not end when you leave Tenable. You may not disclose any confidential information to a new employer or to others after ceasing to be a Tenable employee, director or consultant.

All employees are required to sign an Employee's Intellectual Property, Non-Disclosure, and Non-Solicitation Agreement with Tenable which provides additional detail on your confidentiality obligations that are not contained in this Tenable Code.

## USE OF COMPANY TECHNICAL RESOURCES

It is extremely important that you take all necessary measures to ensure the security of your computer and any computer or voicemail passwords. You must use caution when sending sensitive or confidential information in any messages that are widely distributed or sent outside Tenable. If you have any reason to believe that your password, credentials or the security of a Tenable technological resource has been compromised, then you must contact your manager and follow the documented incident response procedures.

Access to, and use of, Tenable systems and information must comply with Tenable's Acceptable Use Policy (located on [One.Tenable](#)). Access to, and use of, Tenable-approved Artificial Intelligence ("AI") technologies ("*AI Tools*") must comply with Tenable's Artificial Intelligence Usage Policy (located on [One.Tenable](#)). Whenever you use a Tenable computer or communications resource to send e-mail, voicemail or to access Internet services, remember that you are acting as a representative of Tenable. Your use of Tenable resources could reflect poorly on Tenable, damage our reputation, and expose you personally and Tenable to legal liability. In addition, all e-mail, voicemail and files stored on Tenable computers are Tenable's property. You should therefore have no expectation of privacy in connection with these resources. The use of

technological resources, including approved AI Tools, must be consistent with all other Tenable policies, including those relating to sexual harassment, privacy, patents, copyrights and trademarks. You are prohibited from using Tenable's technological resources to transmit, display, store, publish or purposely receive pornographic, obscene or sexually explicit material.

## **RESPECT FOR PEOPLE AND NONDISCRIMINATION**

You are critical to the success of Tenable, and our policy is to treat you with fairness and respect. Tenable is an equal opportunity employer. We do not tolerate discrimination against applicants or employees based on race, color, religious creed, national origin, gender, sexual orientation, age, disability, veteran status, marital status, or any other classification protected by applicable law. We prohibit discrimination based on these protected categories in decisions concerning recruitment, hiring, compensation, benefits, training, termination, promotions, or any other condition of employment or career development. We are committed to providing a work environment that is free from discrimination and/or harassment of any type. We will not tolerate the use of discriminatory slurs; unwelcome, unsolicited sexual advances or harassment; or any other remarks, jokes or conduct that create or foster an offensive or hostile work environment. Each person, at every level of the organization, must act with respect and civility toward customers, coworkers and outside firms.

Please see the Employee Handbook for further detail.

## **CORPORATE COMMUNICATIONS**

Due to the importance of effective and accurate communications by Tenable with the financial community and the general public only those individuals designated by Tenable are authorized to communicate with industry research analysts and the news media and to issue written public statements (most often as press releases) about Tenable. Refer all inquiries to the Chief Communications Officer who will answer or route them to the appropriate Tenable spokesperson.

## **WAIVERS OF THIS TENABLE CODE**

Any amendment or waiver of any provision of this Tenable Code must be approved in writing by the Board or, if appropriate, its delegate(s) and promptly disclosed pursuant to applicable laws and regulations. Any waiver or modification of the 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 Tenable's capital stock is listed.

## **REPORTING AND COMPLIANCE PROCEDURES**

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Tenable Code. Any employee, officer or director who knows or suspects that any other employee or representative of Tenable has engaged or is engaging in Company-related conduct that violates applicable law or this Tenable Code has an affirmative obligation to report such information.

Tenable provides a variety of ways to report suspected violations, express concerns regarding compliance with this Tenable Code, and ask questions or seek guidance, including:

- Directly to your manager, the Chief People Officer, or the General Counsel
- By email to Tenable's internal reporting alias at [WeCare@tenable.com](mailto:WeCare@tenable.com)
- Via Tenable's ethics hotline, by calling 1-866-854-1450 (in the US) or +1 (402) 517-3533 (outside the US) or by visiting <https://www.openboard.info/TENB/index.cfm>. Please note, reports made via the hotline, whether by phone or online, may be made anonymously.

You may report any violation of this Tenable Code on a confidential or anonymous basis. Whether you make such a report openly or anonymously, Tenable will not discipline, discriminate against or retaliate against any employee who reports such conduct in good faith. Any manager who receives a report of a violation of this Tenable Code must immediately email [WeCare@tenable.com](mailto:WeCare@tenable.com). If Tenable receives information regarding an alleged violation of this Tenable Code, Tenable shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and, if warranted, the Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to executive leadership for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or the Audit Committee.

Employees, officers and directors are required to cooperate fully and honestly with any inquiry or investigation by Tenable regarding an alleged violation of this Tenable Code. You must answer all questions truthfully. Never do anything that would interfere with an investigation, including destroying or fabricating evidence, intimidating witnesses, or improperly disclosing information in a manner that impedes a fair review. Failure to cooperate fully and honestly with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

Tenable leadership shall determine whether violations of this Tenable Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Tenable Code. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Audit Committee, respectively, shall determine whether a violation of this Tenable Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Tenable Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Moreover, any manager who directs or approves of any conduct in violation of this Tenable Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including discharge.

## **NO RETALIATION**

Tenable will not retaliate against any individual for filing a good-faith concern regarding non-compliance with this policy. Tenable will not retaliate against any individual participating in the investigation of any such complaint either. Finally, Tenable will not permit any such retaliation by any manager or executive officer, or by any company with which we contract. If you believe you have been subjected to retaliation or the threat of retaliation, please file a complaint with our Chief People Officer and/or our General Counsel. We will take appropriate corrective action if you experience an improper response in violation of this policy.

## **DISSEMINATION AND AMENDMENT**

Tenable reserves the right to amend, alter or terminate this Tenable Code at any time for any reason. The most current version of this Tenable Code can be found on [One.Tenable](#) under Pages / Legal Resources / Company Policies.

This document is not an employment contract between Tenable and any of its employees, officers or directors and does not alter Tenable's at-will employment policy.