

Effective September 21, 2023



CAPSTONE TOPCO, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

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INTRODUCTION

This Code of Business Conduct and Ethics (the “Code”), as adopted by the Board of Directors, is designed to deter wrongdoing and to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in reports and documents we file with or submit to the Board of Directors, lenders under the credit facility, bondholders, and in our public communications;
- compliance with applicable laws, rules and regulations;
- the prompt internal reporting of violations of this Code; and
- accountability for adherence to this Code.

This Code applies to all directors, officers and employees of Capstone TopCo, Inc. and its subsidiaries including Cvent, Inc. (collectively referred to herein as “Cvent” or the “Company”). Agents, suppliers and contractors of the Company may also be expected to read, understand and abide by this Code.

This Code should help guide your conduct in the course of our business. However, many of the principles described in this Code are general in nature, and the Code does not cover every situation that may arise. You have been hired or engaged because we believe you have the requisite common sense and good judgment that is required to discharge your duties in a manner that complies with this Code. **If you have any questions about applying the Code, it is your responsibility to seek guidance from your manager, senior leadership, the Human Resources Department or the Legal Department.**

This Code is not the exclusive source of guidance and information regarding the conduct of our business. You should consult applicable policies and procedures in specific areas as they apply. The Code is intended to supplement, not replace, the Employee Handbook, Cvent Whistleblowing Policy, and the other policies and procedures of the Company.

We are committed to continuously reviewing and updating our policies and procedures. The Company therefore reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law.

YOUR RESPONSIBILITIES

- You are expected to read and understand this Code of Business Conduct and Ethics.
- You must uphold these standards in day-to-day activities and comply with all applicable policies and procedures in the Code.
- Part of your job and ethical responsibility is to help enforce this Code. You should be alert to possible violations and promptly report violations or suspected violations

of this Code. Please refer to "Procedural Matters—Reporting Violations" for more information.

- You must cooperate with investigations into possible Code violations and be truthful and forthcoming in the course of these investigations.
- Reprisals, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in good faith in any investigation or process with respect to such a violation, is prohibited.
- In trying to determine whether any given action is appropriate, keep these steps in mind:
 - Obtain all relevant facts.
 - Assess the responsibilities and roles of those involved.
 - Using your judgment and common sense, evaluate whether the action seems unethical or improper.
 - Seek guidance.
- **If you are unsure about any situation or any provision of the Code, discuss the matter with your manager or responsible employees in the Legal or Human Resources Departments.**

GENERAL STANDARDS OF CONDUCT

Overview

Honest and ethical conduct is critical to our business. All employees, agents, suppliers and contractors have a duty to comply with applicable law and to act in an honest and ethical manner.

Compliance with law

You are responsible for complying with all laws, rules, regulations and regulatory orders applicable to the conduct of our business, in both letter and spirit, of the cities, states and countries in which the Company operates. If you are located or engaging in business outside of the United States, you must comply with laws, rules, regulations and regulatory orders of the United States, including the Foreign Corrupt Practices Act and U.S. anti-boycott and export rules and regulations, in addition to the applicable laws of other jurisdictions. If compliance with the Code should ever conflict with law, you must comply with the law.

You should undertake to acquire knowledge of the legal requirements relating to your duties sufficient to enable you to recognize potential dangers and to know when to seek advice from managers or other appropriate personnel. Questions about compliance should be addressed to the Legal Department.

Violations of laws, rules, regulations and orders may subject you to individual criminal or civil liability, in addition to discipline by the Company. Violations may also subject the Company to civil or criminal liability or the loss of business.

No discrimination or harassment

The Company is committed to providing a work environment that is free of discrimination and harassment. The Company is an equal opportunity employer and makes employment decisions on the basis of merit and business needs. In addition, the Company strictly prohibits harassment of any kind, including harassment on the basis of race, color, veteran status, religion, gender, sex, sexual orientation, age, mental or physical disability, medical condition, national origin, marital status or any other characteristics protected under federal or state law or local ordinance. Employees are protected from discrimination and harassment not only by other employees, but also non-employees such as suppliers, vendors, clients, contractors and other third-parties. Employees are obligated to immediately report instances of discrimination, harassment or retaliation of which they become aware to their Human Resources business partner for further investigation.

Health and safety

You are responsible for using good judgment to help ensure a safe and healthy workplace for all employees.

AVOIDING CONFLICTS OF INTERESTS

Overview

Your decisions and actions in the course of your employment with the Company should be based on the best interests of the Company, and not based on personal relationships or benefits. You should seek to avoid situations where your personal activities and relationships conflict, or appear to conflict, with the interests of the Company, except under guidelines approved by the Board of Directors. This includes situations where you may have or appear to have an indirect conflict through, for example, a significant other or a relative or other persons or entities with which you have a business, social, familial, personal or other relationship. A conflict may also arise when you take actions or have interests that make it difficult for you to perform your work for the Company objectively and effectively. You must disclose to your manager any interest that you have that may, or may appear to, conflict with the interests of the Company.

There are a variety of situations in which a conflict of interest may arise. While it would be impractical to attempt to list all possible situations, some common types of conflicts are discussed below.

Outside employment and directorships

Unless you are a non-employee director of the Company, you may not perform services as a director, employee, agent or contractor for a customer, a supplier or any other entity that has a business relationship with the Company without approval from the Chief Executive Officer, General Counsel or Global Head and VP, HR.

Further, you may not perform services as a director, employee, agent or contractor for any entity if your service will materially interfere with your full-time employment with Cvent. Non-employee directors of the Company must promptly inform the Company of any such service. No one may perform services as a director, employee, agent or contractor for any competitor of the Company.

Financial interests in other companies

You should not have a financial interest—including an indirect interest through, for example, a relative or significant other—in any organization if that interest would give you or would appear to give you a conflict of interest with the Company. You should be particularly sensitive to financial interests in competitors, suppliers, customers, distributors and strategic partners.

Transactions with the Company

If you have a significant financial interest in a transaction involving the Company—including an indirect interest through, for example, a relative or significant other or a business entity—you must disclose that interest to the Chief Financial Officer or General Counsel, and that interest must be approved by the Company in writing.

We encourage you to seek guidance if you have any questions as to whether an interest in a transaction is significant. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to that business.

Corporate opportunities

You may not directly or indirectly exploit for personal gain any opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Board of Directors or its designated committee and the Board of Directors or its designated committee declines to pursue the opportunity. You may not use Company property, information or position for personal gain. In addition, You may not compete with the Company. This section is subject to any exemptions in the Company's current Certificate of Incorporation.

Loans by the Company

Loans from the Company to, or guarantees by the Company of obligations of, directors, officers and other employees or their family members must be approved in advance by the Board of Directors or its designated committee.

Election or appointment to public office

You may serve in an elected or appointed public office provided that the position does not create or appear to create a conflict of interest.

Guidance and approvals

Evaluating whether a conflict of interest exists, or may appear to exist, requires the consideration of many factors. We encourage you to seek guidance and approval in any case where you have any questions or doubts. The Company may at any time rescind prior approvals to avoid a conflict of

interest, or the appearance of a conflict of interest, for any reason deemed to be in the best interest of the Company.

PUBLIC COMMUNICATIONS

Public communications and filings

The Company delivers reports and other documents to our lenders under our credit facility and to our bondholders and may file reports or other documents with certain regulatory authorities. In addition, from time to time the Company makes other public communications, such as issuing press releases or posting to one of the Company's corporate websites.

Depending upon your position with the Company, you may be called upon to provide information to help assure that the Company's 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 the Company's public disclosures.

Individuals involved in the preparation of reports and communications must use all reasonable efforts to comply with our disclosure controls and procedures, which are designed to ensure full, fair, accurate, timely and understandable disclosure in our reports and communications.

If you believe that any disclosure is materially misleading, it is your responsibility to bring this information to the attention of the Legal or Finance Department. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors.

Communication procedures

You may not communicate externally on behalf of the Company unless you are authorized to do so. The Company has established specific procedures regarding who may communicate information to the public, the press, market professionals (such as lenders and institutional investors) and shareholders on behalf of the Company:

- Our Chief Executive Officer, President, Chief Marketing Officer, General Counsel, Chief Financial Officer, and their authorized designees, are our official spokespeople for financial matters.
- Our Chief Executive Officer, President, Chief Marketing Officer and corporate communications personnel, and their authorized designees, are our official spokespeople for public comment, press, marketing, technical and other such information.

You should refer all calls or other inquiries from the press, market professionals or shareholders to the Corporate Communications Department, which will see that the inquiry is directed to the appropriate persons within the Company.

All communications made to public audiences on behalf of the Company, including formal communications and presentations made to lenders, bondholders, ratings agencies, investors, customers or the press, require prior approval of the Chief Executive Officer, Chief Marketing Officer, General Counsel or the Chief Financial Officer.

FINANCIAL REPORTING

Overview

The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, security holders and other stakeholders.

Compliance with rules, controls and procedures

It is important that all transactions are properly recorded, classified and summarized in our financial statements, books and records in accordance with our policies, controls and procedures, as well as all generally accepted accounting principles, standards, laws, rules and regulations for accounting and financial reporting. If you have responsibility for or any involvement in financial reporting or accounting, you should have an appropriate understanding of, and you should seek in good faith to adhere to, relevant accounting and financial reporting principles, standards, laws, rules and regulations and the Company's financial and accounting policies, controls and procedures. If you are a senior officer, you should seek to ensure that the internal controls and procedures in your business area are in place, understood and followed.

Accuracy of records and reports

It is important that those who rely on records and reports—including managers and other decision makers, creditors, customers and auditors—have complete, accurate and timely information. False, misleading or incomplete information undermines the Company's ability to make good decisions about resources, employees and programs and may, in some cases, result in violations of law. Anyone involved in preparing financial or accounting records or reports, including financial statements and schedules, must be diligent in assuring that those records and reports are complete, accurate and timely. Anyone representing or certifying as to the accuracy of such records and reports should make an inquiry or review adequate to establish a good faith belief in their accuracy.

If you contribute in any way to the preparation or verification of the Company's financial statements and other financial information, you must (a) ensure that the Company's books, records and accounts are accurately maintained, and (b) be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting. Even if you are not directly involved in financial reporting or accounting, you are likely involved with financial records or reports of some kind—a voucher, time sheet, requisition, invoice or expense report. In addition, most employees have involvement with product, marketing or administrative activities, or performance evaluations, which can affect our reported financial condition or results. Therefore, the Company expects you, regardless of whether you are otherwise required to be familiar with finance or accounting matters, to use all reasonable efforts to ensure that every business record or report with which you deal is accurate, complete and reliable.

Intentional misconduct

You may not intentionally misrepresent the Company's financial performance or otherwise intentionally compromise the integrity of the Company's reports, records, policies and procedures. For example, you may not:

- report information or enter information in the Company's books, records or reports that fraudulently or intentionally hides, misrepresents or disguises the true nature of any financial or non-financial transaction or result;
- establish any undisclosed or unrecorded fund, account, asset or liability for any improper purpose;
- enter into any transaction or agreement that accelerates, postpones or otherwise manipulates the accurate and timely recording of revenues or expenses;
- intentionally misclassify transactions as to accounts, business units or accounting periods; or
- knowingly assist others in any of the above.

Dealing with auditors

Our auditors have a duty to review our records in a fair and accurate manner. You are expected to cooperate with independent and internal auditors in good faith and in accordance with law. In addition, you must not fraudulently induce or influence, coerce, manipulate or mislead our independent or internal auditors regarding financial records, processes, controls or procedures or other matters relevant to their engagement. You may not engage, directly or indirectly, any outside auditors to perform any audit, audit-related, tax or other services, including consulting, without written approval from the Controller and the Audit Committee of the Board of Directors.

Obligation to investigate and report potential violations

You should make appropriate inquiries in the event you may see, for example:

- financial results that seem inconsistent with underlying business performance;
- inaccurate financial records, including travel and expense reports, time sheets or invoices;
- the circumventing of mandated review and approval procedures;
- transactions that appear inconsistent with good business economics;
- the absence or weakness of processes or controls; or
- persons within the Company seeking to improperly influence the work of our financial or accounting personnel, or our external or internal auditors.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and the Company. You are required to promptly report any case of suspected financial or operational misrepresentation or impropriety.

Keeping the Board informed

The Board plays an important role in ensuring the integrity of our reports and financial statements. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Board. In particular, the Chief Executive Officer and senior financial officers such as the Chief Financial Officer and the Controller should promptly bring to the attention of the Board any information of which he or she may become aware concerning, for example:

- the accuracy of material disclosures made by the Company in its filings;
- material weaknesses or significant deficiencies in internal control over financial reporting;
- any evidence of fraud that involves an employee who has a significant role in the Company's financial reporting, disclosures or internal controls or procedures; or
- any evidence of a material violation of the policies in this Code regarding financial reporting.

SAFEGUARDING COMPANY ASSETS

Overview

All employees, agents, suppliers and contractors are responsible for the proper use of Company assets. This responsibility applies to all of the Company's assets, including your time, work and work product; cash and accounts; physical assets such as inventory, equipment, vehicles, computers, systems, facilities and supplies; intellectual property, such as patents, copyrights, trademarks, inventions, technology and trade secrets; and other proprietary or nonpublic information.

- You should use all reasonable efforts to safeguard Company assets against loss, damage, misuse or theft. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.
- You should be alert to situations that could lead to loss, damage, misuse or theft of Company assets, and should report any loss, damage, misuse or theft as soon as it comes to your attention.
- You should not use, transfer, misappropriate, loan, sell or donate Company assets without appropriate authorization.
- You must take reasonable steps to ensure that the Company receives good value for Company funds spent.

- You may not use Company assets in a manner that would result in or facilitate the violation of law.
- You should use, and safeguard assets entrusted to the Company's custody by customers, suppliers and others in the same manner as Company assets.

Protecting the Company's information

In the course of your involvement with the Company, you may come into possession of information that has not been disclosed or made available to the general public. This nonpublic information may include, among other things:

- financial and sales data and projections;
- proprietary and technical information, such as trade secrets, patents, copyrights inventions, product plans and designs, databases and customer lists;
- business and marketing plans;
- information regarding corporate developments, such as business strategies, plans for acquisitions or other business combinations, divestitures, major contracts, expansion plans, financing transactions and management changes;
- personal data about employees; and
- nonpublic information of customers, suppliers and others.

If you have any questions as to what constitutes nonpublic information, please consult the Legal Department.

All nonpublic information must only be used for Company business purposes. You have an obligation to use all reasonable efforts to safeguard the Company's nonpublic information. You may not disclose nonpublic information to anyone outside of the Company, except when disclosure is required by law or when disclosure is required for business purposes and appropriate steps have been taken to prevent misuse of that information. This responsibility includes not disclosing nonpublic information in Internet discussion groups, chat rooms, bulletin boards or other electronic media. In cases where disclosing nonpublic information is required or necessary, you should coordinate with the Legal Department. The misuse of nonpublic information is contrary to Company policy and may also be a violation of law.

Each employee is required to sign a non-disclosure agreement that addresses the use and disclosure of confidential information of the Company.

Maintaining and managing records

The Company is required by local, state, federal, foreign and other applicable laws, rules and regulations to retain certain records and to follow specific guidelines in managing its records. Records include paper documents, email, texts (e.g. SMS or MMS), social media posts, compact discs,

computer hard drives, and all other recorded information, regardless of medium or characteristics. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees, agents, suppliers, contractors and the Company.

You should consult with the Legal Department regarding the retention of records in the case of actual or threatened litigation or government investigation. The Legal Department will notify you if a legal hold is placed on records for which you are responsible. A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Legal Department determines and identifies what types of records or documents are required to be placed under a legal hold. If a legal hold is placed on records for which you are responsible, you must preserve and protect the necessary records in accordance with instructions from the Legal Department. Records or supporting documents that are subject to a legal hold must not be destroyed, altered or modified under any circumstance. A legal hold remains effective until it is officially released in writing by the Legal Department. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Legal Department.

RESPONSIBILITIES TO OUR CUSTOMERS, SUPPLIERS AND COMPETITORS

Overview

You should respect the rights of, and deal fairly with, the Company's customers, suppliers, business partners and competitors in compliance with law. You should not take unfair advantage of anyone through deception, misrepresentation, manipulation, coercion, abuse of privileged information or any intentional unfair business practice.

Improper payments

You should not authorize, offer, promise or give, or solicit or accept, money, gifts, entertainment, privileges, gratuities, benefits or other items of value intended to improperly influence, directly or indirectly, any business decision or that otherwise violate law or create the appearance of impropriety. You should contact the Legal Department, Chief Financial Officer, or Global Controller if you have any questions as to whether a payment is proper.

Gifts and entertainment

You may, from time to time, provide or accept business amenities to aid in building legitimate business relationships. Business amenities may include gifts, meals, access to educational seminars, services, entertainment, reimbursements, favors, privileges or other items of value.

Any business amenity should be consistent with customary business practice and should be reasonable and appropriate for the circumstance. Business amenities should not be lavish or excessive. Business amenities should not violate law or create an appearance of impropriety. You should avoid providing or accepting any cash payment, or other business amenity that can be construed as a bribe or payoff. All Company funds expended for business amenities must be accurately recorded in the Company's

books and records. We encourage you to contact the Legal Department or Chief Financial Officer if you have any questions as to whether a business amenity is permissible.

In some business situations outside of the United States, it is customary and lawful for business executives to present gifts to representatives of their business partners. These gifts may be of more than a nominal value, and under the circumstances, returning the gifts or paying for them may be an affront to the giver. If you find yourself in such a situation, you must report the gift to the General Counsel. In some cases, you may be required to turn the gift over to the Company.

Special restrictions apply when dealing with government employees. For more information, see the next section on "Working with Governments".

Selecting suppliers

The Company's policy is to select suppliers based on the merits of their products, services and business practices and to purchase supplies based on need, quality, service, price and other terms and conditions of sale. You may not establish a business relationship with any supplier if you know that its business practices violate applicable laws.

Handling the nonpublic information of others

You must handle the nonpublic information of others responsibly and in accordance with our agreements with them. Nonpublic information of others includes notes, reports, conclusions and other materials prepared by a Company employee based on the nonpublic information of others.

You should not knowingly accept information offered by a third party, including a customer, supplier or business partner, that is represented as nonpublic, or that appears from the context or circumstances to be nonpublic, unless an appropriate nondisclosure agreement has been signed with the party offering the information. You should contact the Legal Department to coordinate the appropriate execution of nondisclosure agreements on behalf of the Company.

Even after a nondisclosure agreement is in place, you should accept only the information that is necessary or appropriate to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate a deal. If more detailed or extensive information is offered and it is not necessary or appropriate for your immediate purposes, it should be refused. If any such information is inadvertently received, it should be transferred to the Legal Department for appropriate disposition.

Once the Company has received nonpublic information, you should use all reasonable efforts to:

- abide by the terms of the relevant nondisclosure agreement, including any obligations with respect to the return or destruction of the nonpublic information;
- limit the use of the nonpublic information to the purpose for which it was disclosed; and
- disseminate the nonpublic information only to those other Company employees, agents, suppliers or contractors with a need to know the information to perform

their jobs for the Company, as may be set forth in the relevant nondisclosure agreement.

Protecting Data Privacy of Others

Cvent works diligently to safeguard the data privacy of our clients, prospects, our client's business contacts, suppliers and website visitors. Each of our employees, agents and suppliers are required to understand the legal and contractual responsibilities that are applicable to them with respect to safeguarding third-party data. No one should access third-party data unless they have a legitimate business reason to do so, and if they do access such data, they must follow appropriate procedures to prevent the unauthorized use or release of that data.

Improperly obtaining or using assets or information

You may not unlawfully obtain or use the materials, products, personal data, intellectual property, proprietary or nonpublic information or other assets of anyone, including suppliers, customers, business partners and competitors (including, but not limited to, trading in the securities of companies for which you have material non-public information). You may not coerce or improperly induce past or present employees of other companies to disclose proprietary or nonpublic information of their former or other employers.

Free and fair competition

It is our policy to lawfully compete in the marketplace. Our commitment to fairness includes respecting the rights of our competitors to compete lawfully in the marketplace and abiding by all applicable laws in the course of competing.

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. These laws are broad and far-reaching and regulate the Company's relationships with its distributors, resellers, suppliers and customers. Competition laws generally address the following areas: pricing practices (including predatory pricing, price fixing and price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination and many other practices.

Competition laws also govern, usually quite strictly, relationships between the 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, written or oral, express or implied, with any competitor 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, or even discuss or exchange information on these subjects.

The Company is committed to obeying both the letter and spirit of these laws, which are often referred to as antitrust, consumer protection, competition or unfair competition laws. Although the spirit of these laws is straightforward, their application to particular situations can be quite complex. To ensure

that the Company complies fully with these laws, you should have a basic knowledge of them and should promptly involve our Legal Department when questionable situations arise.

WORKING WITH GOVERNMENTS

Overview

Special rules govern our business and other dealings with governments. Employees, agents, suppliers and contractors of the Company should use all reasonable efforts to comply with all applicable laws and regulations governing contact and dealings with governments, government employees and public officials. If you deal with governments, government employees or public officials, you should undertake to understand the special rules that apply. If you have any questions concerning government relations, you should contact the Legal Department.

Government contracts

As a company that contracts with governmental entities, the Company has a special role as a steward of public resources. In the course of conducting Company business, integrity must underlie all Company relationships. The Company expects you to adhere to high ethical standards, promote ethical behavior and be honest and forthright in dealings with government business partners. You must not engage in conduct or activity that may raise questions as to the Company's honesty, impartiality, or reputation or otherwise cause embarrassment to the Company. Every action should be judged by considering whether it is legal, fair to all concerned, in the best interests of our stakeholders, employees and customers and able to withstand public scrutiny. When making decisions, ask yourself: Does this foster trust with governments and customers?

Cvent does business with governmental entities in the U.S. and around the world, and these government contracts are highly regulated. You should use all reasonable efforts to comply with all relevant laws and regulations that apply to government contracting. All employees who support U.S. federal, state, and/or local government customers must understand and follow the policies and [procedures for selling to the government](#). Contact the Legal Department for guidance if you are unsure if you are doing business with a government entity.

Requests by regulatory authorities

You must cooperate with appropriate government inquiries and investigations in accordance with law. It is important, however, to protect the legal rights of the Company with respect to its nonpublic information. All government requests for Company information, personal data, documents or investigative interviews should be referred to the Legal Department. You should work with the Legal Department in responding to requests by regulatory authorities to ensure appropriate responses and to avoid inappropriate disclosure of attorney-client privileged materials, trade secret information or other nonpublic information. This policy should not be construed to prevent an employee from disclosing information to a government or law enforcement agency where the employee has reasonable cause to believe that the information discloses a violation of, or noncompliance with, a state or federal statute or regulation.

Knowingly making a false claim or false statement to the government is a violation of law and can subject both the Company and individual employees to civil and criminal sanctions, including fines, suspension, debarment and prison sentences. It is the responsibility of each employee to ensure that all claims and statements submitted to the government are truthful and not misleading.

Improper payments and corrupt activity

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 but not limited to the places where we have offices. Our reputation for honesty, integrity, and fair dealing is an invaluable component of our financial success, and of the personal satisfaction of our employees.

One law directly relevant to that commitment is the U.S. Foreign Corrupt Practices Act, known as the FCPA. The FCPA is a criminal statute that prohibits all U.S. companies and persons from corruptly offering, promising, paying, or authorizing the payment of anything of value to any foreign official to influence that official in the performance of his or her official duties. Company employees are thus prohibited from providing anything of value - which is not limited to money but also includes gifts, entertainment, meals, travel expenses, etc.- to a foreign government official in order to improperly influence the official's actions or decision-making. This prohibition also applies whether the offer or payment is made directly or through a third person such as a reseller, sales agent, consultant, or other business partner. The Company could be held liable for payments made by its joint venture partners, resellers, or sales agents.

The FCPA also requires us to maintain an accounting system that ensures reasonably detailed and accurate records of all of its financial transactions and a system of internal accounting controls that protects against off-book accounts and disbursements and other unauthorized payments. Our 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. The penalties for violating the FCPA are very severe and potentially devastating to both the Company and the individuals involved (including imprisonment).

Another law implicating our commitment to the highest ethical standards is the United Kingdom Bribery Act of 2010 ("Bribery Act"). The Bribery Act is broader than the FCPA insofar as the Bribery Act prohibits providing anything of value to any person, including but not limited to foreign government officials, for the purpose of improperly influencing their official decision-making process or abuse their position. Furthermore, the Bribery Act prohibits the receipt of an improper payment and, most importantly, imposes strict liability on U.K. corporations and those doing business in the U.K. for bribery committed by an associated person. Both individuals and companies doing business in the United Kingdom may be subject to its provisions and penalties for violating the Bribery Act may likewise be severe.

India's principal anti-corruption legislation is the Prevention of Corruption Act (Amendment), 2013 ("PCA"), which criminalizes the bribery of public servants. Under the PCA, it is unlawful to offer a public servant "gratification other than legal remuneration for an official act." The PCA further prevents public servants from obtaining anything of value (such cash or a non-cash gift) from persons with whom the public servant is likely to engage in business (i.e. public procurement transactions). Unlike

the FCPA, there is no exception for "facilitation" payments meant to speed the public servant's deliberations. In addition, most Indian government entities require the signing of a mandatory "Pre-Contract Integrity Pact," which imposes restrictions on both the Company and the state from engaging in bribery during public procurement.

If you have any questions regarding you or the Company's ethical and legal obligations under the FCPA, Bribery Act, PCA, or other anticorruption laws, please consult Cvent's Anticorruption Policy, which is managed by the Legal Department. While we do not expect every person in the Company to become an expert in anticorruption laws, we do expect every employee to adhere to the Company's ethical standards, to be cognizant of the FCPA, Bribery Act, PCA 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. Departures from our business standards will not be tolerated and any employee found to have violated applicable anticorruption laws is subject to possible termination and may be reported to the appropriate authorities. We encourage you to review the Anticorruption Policy carefully and to discuss any questions you may have with the Legal Department.

Political contributions

The Company reserves the right to communicate its position on important issues to elected representatives and other government officials. It is the Company's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. The Company's assets—including Company funds, employees' work time and Company premises and equipment—must not be used for, or be contributed to, political campaigns or political activities under any circumstances without prior written approval.

Lobbying

You must obtain approval from the Chief Executive Officer or the Legal Department for any work activity that requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation. Work activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials on behalf of the Company. Preparation, research and other background activities that are done in support of such lobbying communication are also covered by this policy even if the communication ultimately is not made.

Trade restrictions

A number of countries maintain controls on the destinations to which products or software maybe exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to deemed exports from the United States and to deemed exports of products from other countries when those products contain U.S.-origin components or technology. For example, software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States or access by foreign nationals to certain technology may constitute a controlled export. The Legal Department can provide you with guidance on which

countries are prohibited destinations for Company products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a U.S. government license.

PROCEDURAL MATTERS

Distribution

All employees will receive a copy of this Code at the time they join the Company and will receive periodic updates.

Acknowledgment

All new employees must sign an acknowledgment form confirming that they have read the Code and that they understand and agree to comply with its provisions. Signed acknowledgment forms will be kept in your personnel file. Failure to read the Code or to sign an acknowledgement form does not excuse any person from the terms of the Code.

Approvals and waivers

Except as otherwise provided in the Code, the Board of Directors or its designated committee must review and approve any matters requiring special permission under the Code for a member of the Board of Directors or an executive officer. Except as otherwise provided in the Code, the Chief Financial Officer and the General Counsel must review and approve any matters requiring special permission under the Code for any other employee, agent or contractor.

Any waiver of any provision of this Code for a member of the Board of Directors or an executive officer must be approved in writing by the Board of Directors or its designated committee. Any waiver of any provision of this Code with respect to any other employee must be approved in writing by the Chief Executive Officer, Chief Financial Officer and the General Counsel.

Copies of approvals and waivers will be retained by the Company.

Reporting violations

Actions prohibited by this Code involving directors or executive officers must be reported to the Audit Committee and the General Counsel. Actions prohibited by this Code involving anyone other than a director or executive officer must be reported to the reporting person's supervisor, Human Resources, Legal Department, Senior Management or via the Hotline. After receiving a report of an alleged prohibited action, the Audit Committee, the General Counsel or the relevant supervisor must promptly take all appropriate actions necessary to investigate.

The Company complies with applicable whistleblower protections and, in accordance, will protect employees who disclose contractor, subcontractor, or grantee misconduct in any judicial or administrative proceeding relating to waste, fraud, or abuse on a federal award. Complying with these protections means that you will not be discharged, demoted, or otherwise discriminated or retaliated against as reprisal for disclosing such misconduct.

You should promptly report violations or suspected violations of this Code to your manager or higher levels of management, the General Counsel or the **Cvent Ethics Hotline**. You can file a report with the hotline by phone at (877) 219-5568 in the USA, 000-800-100-1635 in India, 0808-234-1077 in the UK or via the Internet at www.cvent.ethicspoint.com. If you wish to remain anonymous, you may choose to not provide contact information when contacting the hotline. More detailed information on filing reports (i.e. raising concerns or alerts) are to be found in Cvent's Whistleblowing Policy. Cvent's Whistleblowing Policy is subject to any central, local, state, federal, foreign or other applicable laws.

If your concerns relate to accounting, internal controls or auditing matters, or if the General Counsel is implicated in any violation or suspected violation, your hotline reports will be routed to the Chair of the Audit Committee. If you make an anonymous report, please provide as much detail as possible, including copies of any documents that you believe may be relevant to the issue.

When reports are not made anonymously, reasonable efforts will be made to keep your identity confidential. In certain circumstances, however, your identity may become apparent during an investigation or may need to be disclosed (e.g., in regulatory proceedings). Accordingly, it is not feasible for the Company to give a blanket guarantee of confidentiality.

The Company will not tolerate retaliation against anyone who, in good faith, makes a report of any violation or suspected violation under this Code or any other Company policy. Any such retaliation would be considered a serious violation of this Code and result in appropriate disciplinary action. Such action may include termination of employment, and in some cases, referral to government officials, which could result in the imposition of criminal or civil liability.

Reprisals, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited. For further reference as to actual possibility of maintaining anonymity or prohibited reprisals please refer to the Cvent Whistleblowing Policy.

Investigations

The Board of Directors or its designated committee will be responsible for investigating violations and determining appropriate disciplinary action for matters involving members of the Board of Directors or executive officers. The Board of Directors or its designated committee may designate others to conduct or manage investigations on its behalf and recommend disciplinary action.

Subject to the general authority of the Board of Directors to administer this Code, the Chief Financial Officer, General Counsel or Vice President of Human Resources will be jointly responsible for investigating violations and determining appropriate disciplinary action for other employees, agents, suppliers and contractors. The Chief Financial Officer, General Counsel or Vice President of Human Resources may designate others to conduct or manage investigations on their behalf and recommend disciplinary action. The Chief Financial Officer, General Counsel or Vice President of Human Resources will periodically report Code violations and the corrective actions taken to the Board of Directors or its designated committee. The Board of Directors reserves the right to investigate violations and determine appropriate disciplinary action on its own and to designate others to do so in place of, or in addition to, the Chief Financial Officer, General Counsel or Vice President of Human Resources.

The Company will promptly investigate any suspected violations. If it is determined that evidence of a violation exists, the individual subject to investigation will be notified. The subject of an investigation will have an opportunity to respond to any allegations made against that person. A person suspected of violating the Code may be suspended with or without pay while an investigation is conducted. The Company will follow local grievance procedures in jurisdictions where such procedures apply.

Disciplinary action

The Company will take appropriate action against any employee whose actions are found to violate the Code. Disciplinary actions may include, at the Company's sole discretion, oral or written reprimand, suspension or immediate termination of employment or business relationship, fines, or any other disciplinary action or combination of disciplinary actions as deemed appropriate to the circumstances. A record of the disciplinary action will be retained in the employee's personnel file.

In determining what disciplinary action is appropriate in a particular case, the Company will consider all relevant information, including the nature and severity of the violation, any history of warnings and violations, whether the violation appears to have been intentional or inadvertent and whether the violator reported his or her own misconduct. The Company will strive to enforce the Code in a consistent manner while accounting for all relevant information. An alleged violator may make a written request for reconsideration within 14 days of notification of the final disciplinary decision.

Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Certain violations of this Code may also be subject to civil or criminal prosecution by governmental authorities and others. Where laws have been violated, the Company will report violators to the appropriate authorities.

ADDITIONAL INFORMATION

Nothing in this Code of Business Conduct and Ethics creates or implies an employment contract or term of employment. Employment at the Company is employment at-will. Employment at-will may be terminated with or without cause and with or without notice at any time by the employee or the Company. Nothing in this Code shall limit the right to terminate employment at-will.

The policies in this Code do not constitute a complete list of Company policies or a complete list of the types of conduct that can result in discipline, up to and including discharge.

ACKNOWLEDGMENT CODE OF BUSINESS CONDUCT AND ETHICS

- I acknowledge that I have received and read the Company's Code of Business Conduct and Ethics.
- I acknowledge that I understand the standards, policies and procedures contained in the Code of Business Conduct and Ethics and understand that there may be additional standards, policies, procedures and laws relevant to my position.
- I agree to comply with the Code of Business Conduct and Ethics.
- I acknowledge that if I have questions concerning the meaning or application of the Code of Business Conduct and Ethics, any Company policies, or the legal or regulatory requirements applicable to my position, it is my responsibility to seek guidance from my manager, the Human Resources Department, the Legal Department or other relevant individuals or departments.
- I acknowledge that neither this Acknowledgement nor the Code of Business Conduct and Ethics is meant to vary or supersede the regular terms and conditions of my employment by the Company or to constitute an employment contract.

(print name)

(signature)

(date)

Please review and sign, and return this form to the Human Resources Department.