



Effective October 20, 2020

## **DATTO HOLDING CORP.**

### **CODE OF ETHICS**

The Board of Directors (the “Board”) of Datto Holding Corp. (together with its subsidiaries, the “Company”) has adopted this Code of Ethics (the “Code”) in order to deter wrongdoing and promote:

1. honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
2. protection of the Company’s confidential information;
3. protection and proper use of the Company’s assets;
4. full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission (the “SEC”) and in other public communications made by the Company;
5. maintenance of accurate books, records and accounts relating to the Company’s business;
6. compliance with applicable governmental laws, rules and regulations, including, specifically, labor, discrimination, anti-corruption, anti-bribery, anti-kickback, anti-money, export control and sections laws, and compliance with the Company’s applicable policies relating thereto;
7. the prompt internal reporting of violations of the Code to an appropriate person or persons identified in the Code; and
8. accountability for adherence to the Code.

All directors, officers and employees are required to be familiar with the Code, comply with its provisions and report any suspected violations as described below. The Company may also determine that other persons should be subject to this Code, such as contractors or consultants.

### **HONEST AND ETHICAL CONDUCT**

The Company’s policy is to exhibit and promote high standards of integrity by conducting its affairs honestly and ethically, including acting in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts.

Each director, officer and employee must act with integrity and observe the highest ethical standards of business conduct in his or her dealings with the Company’s partners, customers, suppliers, service providers, competitors, employees and anyone else with whom he or she has contact in the course of performing his or her job.

## **CONFLICTS OF INTEREST**

A conflict of interest occurs when an individual's private interest interferes, or even appears to interfere, with the interests of the Company as a whole. A conflict of interest can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her work for the Company objectively and effectively. Conflicts of interest also arise 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.

Loans by the Company to, or guarantees by the Company of, obligations of directors, officers, employees or their family members are of special concern. Loans by the Company to, or guarantees by the Company of, obligations of any director or executive officer are expressly prohibited.

Other examples of potential conflicts of interest may include (a) employment by, consulting for, or service on the board of a competitor, partner, or supplier; (b) owning a significant financial interest in an entity that does business or seeks to do business with the Company; (c) soliciting or accepting gifts, favors or preferential treatment from any person or entity that does business or seeks to do business with the Company; and (d) engaging in work outside of the Company during the course of employment without prior authorization.

Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest should be avoided unless specifically authorized by the General Counsel and Chief Financial Officer or the Audit Committee, as necessary. If you have any questions or concerns about a potential conflict of interest or how to comply with this policy, you should discuss it with the General Counsel.

## **CORPORATE OPPORTUNITIES**

All directors, officers and employees owe a duty to the Company to advance its interests when the opportunity to do so arises. Directors, officers and employees are prohibited from taking for themselves personally opportunities that are discovered through the use of Company property, information or position. Directors, officers and employees may not use Company property, information or position for personal gain. In addition, no director, officer or employee may compete with the Company. This section is subject to any exemptions in the Company's current Certificate of Incorporation.

## **CONFIDENTIALITY**

Directors, officers and employees should maintain the confidentiality of information entrusted to them by the Company or by its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to investors in making a determination to buy or sell the Company's equity or debt securities, of use to the Company's competitors, or harmful to the Company or its customers if disclosed. All Company emails, voicemails and other communications are presumed confidential and should not be forwarded outside of the Company except where required for legitimate business purposes. Our employees are bound by the terms of the "Confidentiality, Assignment of Inventions, and Non-Compete Agreement" or similar terms they agree to in connection with their employment.

## **FAIR DEALING**

Each director, officer and employee should endeavor to deal fairly with the Company's partners, customers, suppliers, competitors and employees. No director, officer or employee should take unfair advantage of anyone through manipulation, concealment, abuse or privileged information, misrepresentation of facts or any other unfair dealing practice.

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

All directors, officers and employees (or any other persons subject to this Code) should protect the Company's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on the Company's profitability and are prohibited.

All Company assets should be used only for legitimate business purposes. Any suspected incident of fraud or theft should be reported for investigation immediately.

Company assets include the Company's proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business and marketing plans, processes and procedures, engineering and manufacturing ideas, designs, databases, records and any non-public financial data or reports. Unauthorized use or distribution of this information is prohibited and could also be illegal and result in civil or criminal penalties.

## **DISCLOSURE**

The Company's periodic reports and other documents filed with the SEC and other regulators, including all financial statements and other financial information, must comply with applicable federal securities laws and SEC rules, along with other public communications made by the Company.

Each director, officer and employee who contributes in any way to the preparation or verification of the Company's financial statements and other financial information must ensure that the Company's books, records and accounts are accurately maintained. Each director, officer and employee must cooperate fully with the Company's accounting and internal audit departments, as well as the Company's independent public accountants and counsel.

Each director, officer and employee who is involved in the Company's disclosure process must:

1. be familiar with and comply with the Company's disclosure controls and procedures and its internal control over financial reporting; and
2. take all necessary steps to ensure that all filings with the SEC and all other public communications about the financial and business condition of the Company provide full, fair, accurate, timely and understandable disclosure.

## **COMPLIANCE**

Directors, officers and employees should comply, both in letter and spirit, with all applicable laws, rules and regulations in the cities, states and countries in which the Company operates.

Although not all directors, officers and employees are expected to know the details of all applicable laws, rules and regulations, it is important to know enough to determine when to seek advice from appropriate personnel. Questions about compliance should be addressed to the Legal Department.

Insider trading is unethical, illegal and a violation of the Company's Insider Trading Policy.

## **REPORTING AND INVESTIGATION OF VIOLATIONS**

Your most immediate resource for any matter related to this Code is your supervisor. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concerns with a member of the Legal Department.

Actions prohibited by this Code involving directors or executive officers must be reported to the General Counsel or the Audit Committee.

If you are aware of a suspected or actual violation of this Code, you have a responsibility to promptly report it. You may report actions prohibited by this Code at any time by communicating to the General Counsel or by making an anonymous submission through the Datto Whistleblower Hotline.

To report violations:

- log into the Datto Whistleblower Hotline at [www.convercent.com/report](http://www.convercent.com/report) to report in your preferred language; or
- call the Datto Whistleblower Hotline, which supports more than 300 languages, and report violations with the help of a Convercent call center representative. United States callers should place a toll-free call to 1-800-461-9330 and non-United States callers may place a collect call to +1-720-514-4400.

After receiving a report of an alleged prohibited action, the Audit Committee or the General Counsel must promptly take all appropriate actions necessary to investigate. Investigations will

be carried out with the highest degree of confidentiality as is possible under the particular circumstances.

The Datto Whistleblower Hotline should only be used for reporting violations, but general questions relating to the Code may be sent to the Company's General Counsel or the Legal Department at [legal@datto.com](mailto:legal@datto.com). All directors, officers and employees are expected to cooperate in any internal investigation of misconduct.

## **PROHIBITION ON RETALIATION**

The Company does not tolerate acts of retaliation against any director, officer or employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code, and any such retaliation may be a violation of the Company's Whistleblower Policy.

## **ENFORCEMENT**

The Company must ensure prompt and consistent action against violations of this Code.

Upon receipt of a determination that there has been a violation of this Code, the Board or the General Counsel will take such preventative or disciplinary action as it deems appropriate, including, but not limited to, reassignment, demotion, dismissal and, in the event of criminal conduct or other serious violations of the law, notification of appropriate governmental authorities.

## **WAIVERS**

The Board or the Audit Committee (in the case of a violation by a director or executive officer) or the General Counsel (in the case of a violation by any other person) may, in its discretion, waive any violation of this Code.

Any waiver for a director or an executive officer shall be disclosed as required by SEC and New York Stock Exchange rules.