

# **CODE OF BUSINESS CONDUCT AND ETHICS**

Updated as of June 10, 2025

## Table of Contents

<b>INTRODUCTION</b> .....	<b>5</b>
<b>YOUR RESPONSIBILITIES</b> .....	<b>6</b>
<b>GENERAL STANDARDS OF CONDUCT</b> .....	<b>6</b>
Overview .....	6
Compliance with law .....	6
Treating others with respect .....	7
<b>AVOIDING AND DISCLOSING POTENTIAL CONFLICTS OF INTERESTS</b> .....	<b>7</b>
Required standard of conduct.....	7
Outside employment and directorships .....	8
Financial interests in other companies .....	8
Transactions with Nutanix .....	8
Corporate opportunities .....	9
Loans by Nutanix .....	9
Improper benefits .....	9
Election or appointment to public office .....	9
Guidance and approvals.....	9
<b>PUBLIC COMMUNICATIONS</b> .....	<b>9</b>
Public communications and filings .....	9
Communication procedures .....	10
<b>Nutanix Social Media Policy</b> .....	<b>10</b>
<b>FINANCIAL REPORTING</b> .....	<b>10</b>
Overview .....	10
Compliance with rules, controls, and procedures .....	11
Accuracy of records and reports.....	11
Intentional misconduct .....	11
Dealing with auditors.....	12
Obligation to report potential violations.....	12
Keeping the Audit Committee informed.....	12

<b><i>PROHIBITION ON INSIDER TRADING</i></b> .....	<b>13</b>
<b><i>SAFEGUARDING COMPANY ASSETS &amp; PROTECTING PERSONAL DATA</i></b> .....	<b>14</b>
Overview .....	14
Protecting Nutanix’s information .....	15
Protecting Personal Information .....	16
Maintaining and managing records .....	17
<b><i>RESPONSIBILITIES TO OUR CUSTOMERS, SUPPLIERS AND COMPETITORS</i></b> .....	<b>17</b>
Overview .....	17
Improper payments or other benefits .....	18
Gifts and entertainment .....	18
Selecting suppliers .....	19
Procurement and Software Use .....	19
Side Letters and Side Agreements .....	19
Handling the nonpublic information of others .....	20
Improperly obtaining or using assets or information .....	20
Free and fair competition .....	21
<b><i>WORKING WITH GOVERNMENTS</i></b> .....	<b>21</b>
Overview .....	21
Government contracts .....	22
Requests by regulatory authorities .....	22
Improper payments to government officials .....	22
Political contributions .....	22
Lobbying .....	23
Trade restrictions.....	23
Immigration laws .....	23
<b><i>PROCEDURAL MATTERS</i></b> .....	<b>23</b>
Distribution .....	23
Acknowledgment.....	24
Approvals and waivers.....	24
Seeking Guidance .....	24

<b>Reporting violations.....</b>	<b>24</b>
<b>Investigations .....</b>	<b>25</b>
<b>Disciplinary action .....</b>	<b>26</b>
<b>ADDITIONAL INFORMATION .....</b>	<b>26</b>
<b>AMENDMENTS.....</b>	<b>27</b>
<b><i>Version History.....</i></b>	<b>27</b>

# INTRODUCTION

The purpose of this Code of Business Conduct and Ethics (this “Code”) is 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, and timely disclosure** in reports and documents we file with or submit to the U.S. Securities and Exchange Commission and in our other 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 Nutanix, Inc. and its subsidiaries (collectively, “we,” “us,” “our,” “Nutanix,” or the “Company”), who, unless otherwise specified, will be referred to jointly as “employees.” Agents and contingent workers (including agency workers and contractors) of Nutanix are also 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 this Code does not cover every situation that may arise. Use common sense and good judgment in applying this Code. **If you have any questions about applying this Code, it is your responsibility to seek guidance.**

This Code is not the exclusive source of guidance and information regarding the conduct of our business. You must consult applicable policies and procedures in specific areas as they apply.

This Code is intended to supplement, not replace, the Company’s employment policies, work rules and guidelines, as applicable, and the other policies and procedures of Nutanix. This Code does not form part of any contract of employment or contract to provide services and Nutanix may amend, replace or withdraw it at any time, subject to applicable law.

Nutanix reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law.

**It is your responsibility to ensure that you are consulting the latest version of this Code to guide your conduct in the course of our business.**

## YOUR RESPONSIBILITIES

- You are expected to read, understand and comply with this Code.
- You must uphold the standards of conduct herein in your day-to-day business activities and comply with all applicable Nutanix policies and procedures in 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 are required to cooperate in good faith with investigations into possible Code violations and be truthful and forthcoming in the course of these investigations. Failure to cooperate in good faith with the Company’s investigation into an alleged violation of this Code may result in disciplinary action, up to and including termination.
- Reprisals, threats, retribution, or retaliation against any person who has in good faith reported a violation or a suspected violation of laws, rules, regulations, 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 or suspected violation, will not be tolerated. Concerns about retaliation or threatened or suspected retaliation should be reported through one of the channels listed in the “Reporting Violations” section of this Code.
- In trying to determine whether any given action is appropriate, use your best judgment and common sense, consider whether the action is potentially unethical or improper according to this Code. If you are not sure, please report it so we can assess further.
- If you are unsure about any situation or any provision of this Code or any other related policy, contact Compliance at [compliance@nutanix.com](mailto:compliance@nutanix.com).

## GENERAL STANDARDS OF CONDUCT

### Overview

Honest, respectful and ethical conduct is critical to our business. All employees and third-party staff engaged on behalf of or performing work for Nutanix have a duty to comply with applicable law and to act in an honest, respectful 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 addition, because Nutanix is a U.S.-headquartered company, regardless of where you are located, you must comply with laws, rules, regulations, and regulatory orders of the United States, including the U.S. Foreign Corrupt Practices Act and U.S. export controls and sanctions laws and regulations. If compliance with this Code should ever conflict with applicable law, you must comply with the law.

Where required and/or to the extent relevant for your role at Nutanix, you shall acquire adequate knowledge of the legal requirements relating to your duties. For example, some roles in our business may include understanding legal requirements related to antitrust, anti-money

laundering, engagement with public sector employees, privacy and data breach, government contracting, export controls, and/or immigration compliance.

Violations of laws, rules, regulations, and orders may subject you to individual criminal or civil penalties, in addition to disciplinary action by Nutanix. Violations may also subject Nutanix to civil or criminal liability and/or result in a loss of business.

## Treating others with respect

Nutanix celebrates being a global, multicultural and diverse organization. It is a core requirement of this Code that at all times we treat others with the utmost respect. Nutanix is an equal opportunity employer and makes employment decisions based on merit and business needs.

Nutanix is committed to providing a respectful work environment that is free of bullying, harassment and discrimination. These types of misconduct are unacceptable, including in any Nutanix workplace (whether in one of our offices or remote) or in any other work-related setting, such as at Nutanix, customer or partner events. Such conduct will not be tolerated.

## AVOIDING AND DISCLOSING POTENTIAL CONFLICTS OF INTERESTS

### Required standard of conduct

Your decisions and actions in the course of your employment with Nutanix should be based on the best interests of Nutanix, and not based on personal relationships or benefits you stand to gain from a transaction or other business dealing.

You are expected to avoid situations where your personal activities and/or relationships conflict, or appear to conflict, with the best interests of Nutanix, 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 Nutanix objectively and effectively. You must disclose to Nutanix any interest that you have that may, or may appear to, conflict with the best interests of Nutanix. Disclosures should be made using this [online form](#) or by emailing [conflicts@nutanix.com](mailto:conflicts@nutanix.com).

There are many ways in which conflicts of interest can arise. They include, but are not limited to, outside employment and directorships, financial interests in other companies, transactions with Nutanix, corporate opportunities, loans by Nutanix, improper benefits and election or appointment to public office.

## Outside employment and directorships

You may not perform services (whether paid or unpaid) as a director, employee, agent or contractor for a customer, partner, supplier, or any other entity or organization without express prior written approval from Nutanix. This requirement does not apply to non-employee directors of Nutanix. Requests for written approval to perform such services should be submitted using the [online form](#) or by emailing [conflicts@nutanix.com](mailto:conflicts@nutanix.com) **before** you commence such services.

Non-employee directors of Nutanix must promptly inform Nutanix of any such service. If you are an employee-director or an officer subject to the Section 16 reporting requirements of the U.S. Securities Exchange Act of 1934, as amended (a “*Section 16 Officer*”), you must also obtain prior approval from the Board of Directors.

All employees shall be limited to service on not more than one (1) board of directors of a for-profit entity and not more than one (1) advisory board of a for-profit entity. For the purposes of this provision, service on one or more committees that are part of a board of directors, or an advisory board shall not separately count toward the limit on board service.

Exceptions to these limits must be approved by the Board of Directors (for any employee-directors or Section 16 Officers) or the Chief Executive Officer (for all other employees). You may not perform services as a director, employee, agent or contractor for any competitor of Nutanix. Furthermore, you remain subject to this Code in all respects, and it is your responsibility to continue to comply with this Code, including its provisions regarding conflicts of interest and safeguarding of Company assets, while you serve as a director, employee, agent or contractor for another entity.

## Financial interests in other companies

You must not hold 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 Nutanix. You should be particularly sensitive to financial interests in competitors, suppliers, customers, distributors, and strategic partners.

## Transactions with Nutanix

If you have a financial interest in a transaction involving Nutanix—including an indirect interest through, for example, a relative or significant other or a business entity—you must disclose that interest and that interest must be approved by Nutanix. If you have any questions as to whether a financial interest in a transaction is significant, you should seek guidance prior to the proposed transaction from Nutanix Legal. If it is determined that the transaction is required to be reported under U.S. Securities and Exchange Commission rules, the transaction will be subject to review and approval by the Audit Committee of the Board of Directors (the “Audit Committee”). 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 your 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.

## Loans by Nutanix

Loans from Nutanix to its directors and executive officers are prohibited. Loans from Nutanix to other officers and employees must be approved in advance by the Board of Directors or its designated committee.

## Improper benefits

You may not receive any improper benefit as a result of your position with Nutanix.

## 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. Requests for written approval to serve in such a role must be submitted using the [online form](#) or by emailing [conflicts@nutanix.com](mailto:conflicts@nutanix.com) **before** you commence such service.

## Guidance and approvals

Evaluating whether a conflict of interest exists, or may appear to exist, requires the consideration of many factors. You should seek guidance and approval in any case where you have any questions or doubts regarding a possible conflict of interest. Nutanix 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 Nutanix.

# PUBLIC COMMUNICATIONS

## Public communications and filings

Nutanix files reports and other documents with regulatory authorities, including the U.S. Securities and Exchange Commission. In addition, from time-to-time Nutanix makes other public communications, such as issuing press releases.

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

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

If you believe that any disclosure is materially misleading or if you become aware of any material information that you believe should be disclosed to the public, it is your responsibility to bring this information to the attention of the Legal Department. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee.

### Communication procedures

You may not communicate externally on behalf of Nutanix unless you are authorized to do so. Nutanix has established specific policies regarding who may communicate information to the public, the press, market professionals (such as securities analysts, institutional investors, investment advisors, brokers, and dealers) and security holders on behalf of Nutanix. Only employees who are specifically authorized by such policies may communicate externally on behalf of the Company on the topics for which those employees are authorized to speak.

You must refer all calls or other inquiries from the press, market professionals or security holders to the Investor Relations or Corporate Communications Departments for handling. All communications made to public audiences on behalf of Nutanix, including formal communications and presentations made to investors, customers, or the press, require prior approval in accordance with the Company’s established policies for such communications, which approval will include a review by Investor Relations or Corporate Communications personnel, as applicable, as well as Accounting and Legal personnel.

Our Policies:	<a href="#">Nutanix External Policy and Guidelines</a>  <a href="#">Nutanix Social Media Policy</a>
---------------	---

## FINANCIAL REPORTING

### Overview

As a public company, we are required to follow strict accounting principles and standards, to report financial information accurately and completely in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with law. 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 Nutanix's financial and accounting policies, controls, and procedures. This includes ensuring that all bookkeeping and records comply with the Foreign Corrupt Practices Act where applicable, as explained in greater detail in Nutanix's Anti-Corruption Compliance Policy and Guidelines. If you are a director level Nutanix employee or higher, you are responsible for ensuring 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—*e.g.*, managers and other decision makers, creditors, customers, and auditors—have complete, accurate and timely information. False, misleading, or incomplete information undermines Nutanix'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 must make an inquiry or review adequate to establish a good faith belief in their accuracy.

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, 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, Nutanix 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, and recorded in accordance with Company policies.

## Intentional misconduct

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

- Report information or enter information in Nutanix'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 VP, Corporate Controller, Internal Audit or the Audit Committee.

## Obligation to report potential violations

You are required to promptly report any case of suspected financial or operational misrepresentation or impropriety. Examples include the following:

- 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 Nutanix seeking to improperly influence the work of our financial or accounting personnel, or our external or internal auditors.

Reports should be submitted to the Compliance team at [compliance@nutanix.com](mailto:compliance@nutanix.com) or through our hotline via secure web form at [www.nutanix.ethicspoint.com](http://www.nutanix.ethicspoint.com) or by calling (+1) 844-723-8366 (from the U.S.). Reports to the hotline may be submitted anonymously. Dishonest or inaccurate reporting can lead to civil or criminal liability for you and Nutanix and can lead to a loss of public faith in Nutanix.

## Keeping the Audit Committee informed

The Audit Committee plays an important role in ensuring the integrity of our public reports. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee. In particular, the Chief Executive Officer and senior financial officers such as the Chief Financial Officer and VP, Corporate Controller must

promptly bring to the attention of the Audit Committee any information of which he or she may become aware concerning, for example:

- The accuracy of material disclosures made by Nutanix in its public 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 Nutanix'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.

## PROHIBITION ON INSIDER TRADING

You may not directly or indirectly through others (for example, through significant others, family members or controlled entities) engage in any transaction involving the securities of Nutanix or any other company while you are aware of material nonpublic information about Nutanix or the other company. In addition, you may not disclose material nonpublic information concerning Nutanix or any other company to friends, family members or any other person or entity not authorized to receive such information where such person or entity may benefit by trading on the basis of such information. These obligations are in addition to your obligations with respect to nonpublic information generally, as discussed above.

U.S. federal securities laws prohibit directors, officers, employees and other individuals who possess material non-public information from trading on the basis of that information, disclosing material nonpublic information to others who may trade based on that information, or making recommendations or expressing opinions as to transactions in securities while aware of material nonpublic information.

Information should be regarded as material if there is a substantial likelihood that a reasonable investor would consider it important in deciding whether to buy, hold or sell securities or would view the information as significantly altering the total mix of information in the marketplace about the issuer of the security. Information is considered nonpublic if the information has not been broadly disseminated to the public for a sufficient period to be reflected in the price of the security. Violations of U.S. securities laws may result in civil and criminal penalties, including disgorgement of profits, civil judgments, fines, and jail sentences.

You should be aware that stock market surveillance techniques are becoming increasingly sophisticated, and the probability that U.S. federal or other regulatory authorities will detect and prosecute even small-level trading is significant. Insider trading rules are strictly enforced, even in instances when the financial transactions seem small.

You may not make an unauthorized disclosure of any nonpublic information acquired in the course of your service with Nutanix or misuse material nonpublic information in securities trading. Any such actions will be deemed violations of Nutanix's Insider Trading Policy. All employees should

review and understand Nutanix's Insider Trading Policy. If you have any questions regarding trading in Nutanix's securities, contact [insidertradingpolicy@nutanix.com](mailto:insidertradingpolicy@nutanix.com) for guidance.

Our Policies:	<a href="#">Insider Trading Policy</a>
---------------	--

## SAFEGUARDING COMPANY ASSETS & PROTECTING PERSONAL DATA

### Overview

All employees, agents, contingent workers and contractors are responsible for the proper use of Company assets. This responsibility applies to all of Nutanix'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 must use all reasonable efforts to safeguard Company assets against loss, damage, misuse, or theft.
- You must ensure the accuracy of all expense reports submitted to the Company and ensure such submissions are made in compliance with applicable Company policies and procedures.
- You must be alert to situations that could lead to loss, damage, misuse, or theft of Company assets, and must report any loss, damage, misuse, or theft as soon as it comes to your attention.
- You must not use, transfer, misappropriate, loan, sell or donate Company assets without appropriate authorization.
- You must take reasonable steps to ensure that Nutanix receives good value for Company funds spent.
- You must not use Company assets in a manner that would result in or facilitate the violation of law.
- You must use and safeguard assets entrusted to Nutanix's custody by customers, suppliers, and others in the same manner as Company assets.

Our Policies:	<a href="#">Acceptable Use Policy</a>
---------------	---------------------------------------

## Protecting Nutanix's information

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

- Financial data and projections including but not limited to sales bookings and pipelines;
- Proprietary and technical information, such as trade secrets, patents, inventions, product plans and customer lists;
- 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 or confidential information about employees, contractors or contingent workers; and
- Nonpublic information received from or involving customers (including, without limitation, customer data), suppliers, partners and other third parties.

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 must use all reasonable efforts to safeguard Nutanix's nonpublic information. You must not disclose nonpublic information to anyone outside of Nutanix, 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 storing nonpublic information in personally owned cloud accounts, or disclosing nonpublic information in Internet discussion groups, chat rooms, bulletin boards or other electronic media. It also includes not storing nonpublic information on any personally owned devices except as allowed by the Nutanix Acceptable Use Policy. 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.

Nothing in this provision shall in any way limit or prohibit you from filing a charge or complaint with, or otherwise communicating or cooperating with or participating in any investigation or proceeding that may be conducted by any federal, state or local government agency or commission, including the Securities and Exchange Commission, the Equal Employment Opportunity Commission, the Occupational Safety and Health Administration and the National Labor Relations Board. You may disclose documents or other information to such government agencies, as permitted by law, without giving notice to, or receiving authorization from, Nutanix. You may also accept an award from any government agency for information provided to them. However, you should take reasonable precautions to prevent the unauthorized use or disclosure of any confidential or proprietary information of Nutanix to any parties other than the applicable government agency(s), and you should not disclose any Nutanix attorney-client privileged communications or attorney work product.

Use or misappropriation of Nutanix non-public information for any personal purpose is strictly prohibited. This prohibition includes the use of proprietary, technical information, or any other nonpublic information in connection with any other business venture, unless approved in writing by the Chief Legal Officer.

Each employee is required to sign an Employment, Confidential Information and Invention Assignment Agreement, or equivalent agreements that address the use and disclosure of confidential information of Nutanix.

Our Policies:	<a href="#">Information Classification Policy</a>
---------------	---

## Protecting Personal Information

In order to operate its business and provide its products and services, Nutanix may collect, store, process, transfer and use the Personal Information of our customers, partners, employees, former employees, applicants and current or former members of the Board of Directors. Examples of Personal Information that Nutanix may collect, process or store include:

- Identity and contact information
- Transaction information
- Social media information
- Communications information
- Advertising and marketing information
- Device information
- Usage information

Nutanix has an accountability-based privacy program built upon the following privacy principles:

- **Transparency & Choice** - We are transparent about what we collect and why. We provide clear notice and process only when we have a legal basis to do so.
- **Data Minimization** - We only collect the data we need, use it only for the purposes we say, and keep it for only as long as necessary to fulfill those purposes.
- **Purpose Limitation** - We only use data for the purposes we describe at the time of collection or in an otherwise compatible manner.
- **Data Integrity** - We take reasonable steps to ensure data is accurate, complete and current.
- **Data Security** - We implement strong information security controls to protect data.
- **Data Sharing** - We will only share data with third parties where they have equivalent or stronger protections in place.
- **Individual Rights** - We honor privacy rights that individuals have under applicable worldwide privacy laws.

You are expected to abide by these principles in order to ensure that Personal Information is protected and handled in a manner that is transparent, compliant and ethical. Actual or suspected incidents of unauthorized access or other concerns regarding the collection, use or storage of Personal Information should be immediately reported to [privacy@nutanix.com](mailto:privacy@nutanix.com).

Our Policies:	<a href="#">Nutanix Privacy Statement</a> <a href="#">Employee Privacy Policy</a> <a href="#">Applicant Privacy Notice</a>
---------------	--

## Maintaining and managing records

Nutanix is required by local, state, federal, 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, electronic files and records (including those stored in cloud-based services and repositories), computer hard drives (including USB 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, contractors and Nutanix.

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 must 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 and professionally with, Nutanix’s customers, suppliers, business partners and competitors (including any Nutanix business prospects) in compliance with law and any applicable Nutanix policies and/or procedures. You must not take

unfair advantage of anyone through deception, misrepresentation, manipulation, coercion, abuse of privileged information or any other unfair business practice.

### Improper payments or other benefits

You must not authorize, offer, promise, give, solicit or accept money, gifts, entertainment, privileges, gratuities, any other benefits, or any items of value intended to (or which reasonably could) improperly influence, directly or indirectly, any business decision, outcome or transaction, or that otherwise violates law or creates the appearance of impropriety.

Offering, providing or accepting improper payments when dealing with officials or commercial entities or organizations locally or abroad can result in violations of the U.S. Foreign Corrupt Practices Act, the United Kingdom’s Bribery Act, and other laws and regulations around the world that prohibit corruption and commercial bribery. Nutanix’s Anti-Corruption Compliance Policy and Guidelines detail Nutanix’s policies and practices regarding improper payments and other benefits.

You should contact Compliance at [compliance@nutanix.com](mailto:compliance@nutanix.com) if you have any questions as to whether a payment is proper.

Our Policies:	<a href="#">Anti-Corruption Compliance Policy and Guidelines</a>
---------------	--

### 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, services, entertainment, reimbursements, loans, 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 and are subject to the limits and approval requirements outlined in Nutanix’s Global Travel and Expense Policy. Business amenities must not violate law or create an appearance of impropriety. You may not provide or accept any cash payment, or other business amenity that can be construed as a bribe, kickback or payoff. All Company funds expended for business amenities must be accurately recorded in Nutanix’s books and records. Nutanix’s Anti-Corruption Compliance Policy and Guidelines and Nutanix’s Global Travel and Expense Policy provides additional details and rules relating to gifts and entertainments and the propriety of such gifts when dealing with public sector employees, foreign officials or foreign commercial entities. Contact Compliance at [compliance@nutanix.com](mailto:compliance@nutanix.com) if you have any questions as to whether a business amenity is permissible.

Nutanix employees should never solicit gifts, meals or entertainment from third parties, but may accept reasonable and appropriate gifts. See the value limits and rules outlined in the Global

Travel and Expense Policy for guidance. 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 [compliance@nutanix.com](mailto:compliance@nutanix.com). In some cases, you may be required to turn the gift over to Nutanix.

Special restrictions apply when dealing with government employees. For more information, see the section below on “Working with Governments.”

Our Policies:	<a href="#">Global Travel and Expense Policy</a>
---------------	--

## Selecting suppliers

Nutanix’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 or have reason to know or suspect that its business practices violate applicable laws.

## Procurement and Software Use

Nutanix ensures that it appropriately procures any goods and services, including software, cloud services, and/or data that it uses. Whenever purchasing any goods or services you must follow all applicable procurement policies and procedures. For additional information, see the [Nutanix Purchase Order Policy](#) and the [Contract Review, Approval and Signature Authority Policy](#).

Any employee procuring software, cloud services, or data from a third-party vendor must do so through the appropriate procurement process and must ensure that such software, cloud services, or data is used in accordance with its license, and that sufficient licenses are procured to meet the expected need. Any overuse of software cloud services, or data must be appropriately addressed with the vendor according to the terms of the applicable agreement.

Employees may assume that any software, cloud services, or data provided by IT or obtained through approved Nutanix channels is appropriately licensed.

Nutanix may periodically audit procurement and software usage. Your obligations with respect to these audits are discussed in “Dealing with auditors” above. If you have any questions about whether your software is appropriately licensed, please contact [compliance@nutanix.com](mailto:compliance@nutanix.com).

## Side Letters and Side Agreements

Nutanix prohibits the creation of side letters and side agreements. A side agreement is any written or verbal agreement, promise, or commitment with another entity (e.g., business

partner, supplier, or customer) that would modify the terms of a written contract or create a new agreement that has not been approved in accordance with the Contract Review, Approval and Signature Authority Policy.

Side agreements may include an offer to provide additional products or services, including software features that have not been released or committed.

Our Policies:	<a href="#">Contract Review, Approval and Signature Authority Policy</a>
---------------	--

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

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 an agreement. 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 Nutanix has received nonpublic information, you must 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, contingent workers or contractors with a need to know the information to perform their jobs for Nutanix, as may be set forth in the relevant NDA.

## Improperly obtaining or using assets or information

You must not unlawfully obtain or use the materials, products, intellectual property, proprietary or nonpublic information or other assets of anyone, including suppliers, customers, business partners and competitors. You must respect the copyrights of others and may not use software, services, or other copyrighted material, if doing so would violate the rights of a copyright holder or exceed the terms of a license. You must not coerce or induce past or present employees of

other companies or prospective employees of any Nutanix entity, to disclose proprietary or nonpublic information of their former or other employers to Nutanix.

## 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 Nutanix'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 Nutanix 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.

Nutanix is committed to complying with both the letter and spirit of these laws, which are often referred to as antitrust, consumer protection, competition, or unfair competition laws. Although the intention of these laws is straightforward, their application to particular situations can be quite complex. To ensure that Nutanix 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, contingent workers and contractors of Nutanix must 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

You must comply with all relevant laws and regulations that apply to government contracting. You must refer any contract with any governmental entity to the Legal Department for review and approval.

## 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 Nutanix with respect to its nonpublic information. All government requests for Company information, documents or investigative interviews must be referred to the Legal Department. You must 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 Code should not be construed as preventing an employee, contractor or contingent worker from confidentially disclosing information to a government or law enforcement agency where they have reasonable cause to believe that the information discloses a violation of, or noncompliance with, a state or federal statute or regulation.

## Improper payments to government officials

You must not offer any payment, business amenity, favor or job opportunity to a public official or a government employee (or to members of their family) if doing so could reasonably be construed as attempting to improperly influence them. You should be aware that what may be permissible in dealings with commercial businesses may be deemed illegal and possibly criminal in dealings with the government. If unsure, you should contact the Legal Department for guidance.

Whether you are located in the United States or anywhere else in the world, you are responsible for fully complying with the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act makes it illegal to offer, pay, promise to pay, or authorize to pay any money, gift or other item of value to any foreign official, political party or candidate to assist Nutanix or another to obtain or retain business. The Foreign Corrupt Practices Act forbids doing indirectly, such as through an agent, reseller, or consultant, what it would be illegal to do directly. All managers and supervisory personnel are expected to monitor continued compliance with the Foreign Corrupt Practices Act. If you have questions or concerns about the Foreign Corrupt Practices Act, please refer to Nutanix's Anti-Corruption Compliance Policy and Guidelines or contact Compliance at [compliance@nutanix.com](mailto:compliance@nutanix.com).

## Political contributions

Nutanix reserves the right to communicate its position on important issues to elected representatives and other government officials. It is Nutanix's policy to comply fully with all local, state, federal, and other applicable laws, rules, and regulations around the world regarding political contributions. Nutanix'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.

Employees engaging in political activity will do so as private citizens and not as representatives of the Company. An employee's personal lawful political contribution, or decision not to make a contribution, will not influence the employee's compensation, job security or opportunities for advancement.

## Lobbying

You must obtain approval from the Chief Legal Officer 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 Nutanix. 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 may be 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. Contact [tradecompliance@nutanix.com](mailto:tradecompliance@nutanix.com) for 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.

## Immigration laws

Numerous countries around the world impose restrictions on non-citizens visiting or working in the country. In many instances visas or work permits must be obtained from the government. You are responsible for complying with all applicable immigration laws relevant to your employment or provision of services to Nutanix. If you have any uncertainty concerning the requirements of the law, you should consult with the Legal Department before working in, or traveling to, a country of which you are not a citizen, or authorizing any person to do so.

# PROCEDURAL MATTERS

## Distribution

All employees will receive a copy of this Code or have this Code made available to them, at the time they join Nutanix and will receive periodic updates. Agents and contingent workers (including

agency workers and contractors) engaged on behalf of or performing work for Nutanix should also be provided with a copy of this Code.

## Acknowledgment

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

## Approvals and waivers

Except as otherwise provided in this Code, the Board of Directors or its designated committee must review and approve any matters requiring special permission under this Code for a member of the Board of Directors or an executive officer. Except as otherwise provided in this Code, the Chief Financial Officer and the Chief Legal Officer must review and approve any matters requiring special permission under this 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 and promptly disclosed, along with the reasons for the waiver, to the extent required by law or regulation. Any waiver of any provision of this Code with respect to any other employee, agent or contractor must be approved in writing by the Chief Financial Officer and the Chief Legal Officer.

Copies of approvals and waivers will be retained by Nutanix.

## Seeking Guidance

You are encouraged to and may always seek guidance from and direct questions to managers, the Human Resources, or Legal Departments when in doubt about the best course of action to take in a particular situation. Questions regarding this Code should be directed to Compliance at [compliance@nutanix.com](mailto:compliance@nutanix.com). Concerns or suspected violations should be handled according to the procedures in the Reporting Violations section below.

## Reporting violations

You must promptly report violations or suspected violations of this Code through an appropriate channel. Nutanix provides many alternative channels to foster an environment where employees feel comfortable raising any such violations:

- You may raise such matters with any member of senior management, your Human Resources business partners, the Chief People Officer, a member of the Legal Department, the Chief Legal Officer, the Chief Financial Officer, or by sending an email to [compliance@nutanix.com](mailto:compliance@nutanix.com) (which is monitored by certain members of Nutanix's Compliance team).

- If your concerns relate to accounting, internal controls or auditing matters, or if the Chief Legal Officer or other designated Legal Department contact is implicated in any violation or suspected violation, you may also contact the Audit Committee at 1740 Technology Drive, Suite 150, San Jose, California 95110, ATTENTION: Audit Committee of Nutanix, Inc.
- You may also report a violation or suspected violation to Nutanix’s confidential hotline by (a) calling +1 (844) 723-8366 (from the U.S.) or (b) through a secure web form at [nutanix.ethicspoint.com](https://nutanix.ethicspoint.com). You may choose whether to identify yourself or report anonymously via the hotline.

In all circumstances, you are encouraged to share your identity when reporting, as it will help Nutanix conduct the most thorough investigation possible. It is more difficult to thoroughly investigate anonymous reports. However, if you are uncomfortable doing so, you may also report anonymously. 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 possible for Nutanix to give a blanket guarantee of confidentiality.

Reprisals, threats, retribution, or retaliation against any person who has, in good faith, reported a violation or a suspected violation of laws, rules, regulations, this Code, or other Company policies, or against any person who is, in good faith, assisting in any investigation or process with respect to such a violation, will not be tolerated. Concerns about retaliation or threatened retaliation should be reported through one of the channels listed above.

Our Policies:	<a href="#">Whistleblower and Anti-Retaliation Policy</a>
---------------	---

## 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 Legal Officer and VP, Ethics & Compliance will be responsible for investigating violations and determining appropriate disciplinary action for other employees, contingent workers, agents, and contractors.

The Chief Legal Officer and VP, Ethics & Compliance may designate others to conduct or manage investigations on their behalf and recommend disciplinary action. The Chief Legal Officer and VP, Ethics & Compliance 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 Legal Officer and VP, Ethics & Compliance.

Nutanix will promptly investigate any suspected violations. A person suspected of violating this Code may be suspended with or without pay while an investigation is conducted. Nutanix will follow local disciplinary procedures in jurisdictions where such procedures apply.

## Disciplinary action

Nutanix will take appropriate action against any employee, contingent worker, agent, or contractor whose actions are found to violate this Code. Disciplinary actions may include, at Nutanix's sole discretion, oral or written reprimand, suspension or immediate termination of employment or business relationship, or any other disciplinary action or combination of disciplinary actions as deemed appropriate to the circumstances and subject to applicable law. 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, Nutanix will take into account 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 their own misconduct. Nutanix will strive to enforce this Code in a consistent manner while accounting for all relevant information.

Where Nutanix 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, Nutanix's remedial actions may include reporting 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. Where applicable, employment at Nutanix 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 Nutanix. Nothing in this Code shall limit the right to terminate employment at-will. No employee of Nutanix has any authority to enter into any agreement for employment for a specified period of time, or to make any agreement or representation contrary to Nutanix's policy of employment at-will. Only the Chief Executive Officer of Nutanix has the authority to make any such agreement, which must be in writing.

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 disciplinary action, up to and including termination of employment.

## AMENDMENTS

We are committed to continuously reviewing and updating our policies and procedures. Nutanix therefore reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law. Any amendments to this Code (other than technical, administrative, or other non-substantive amendments) made in the 12 months preceding the most recent effective date of this Code will be summarized in this section of this Code.

## Version History

Version	Date	Key Changes
5.0	June 10, 2025	Our responsibilities towards our customers, suppliers and competitors
5.0	June 10, 2025	How to avoid and disclose conflicts of interest
5.0	June 10, 2025	Our obligations when working with Governments
5.0	June 10, 2025	How to safeguard Nutanix assets and protect personal data