



**MariaDB plc**  
**CODE OF BUSINESS CONDUCT AND ETHICS**  
(as adopted on December 18, 2022)

Conducting the business affairs of MariaDB plc and its subsidiaries (“**Company**”) in accordance with high ethical standards and in compliance with legal requirements aligns directly with our mission of providing our database solutions to our customers. The Company’s reputation for ethical conduct, market leadership, and business success builds the bond between employees, members of the Board of Directors, shareholders, suppliers, consultants, customers, and other business partners, and is necessary to satisfy the demands of all of these critical constituents. Our continuing commitment to conduct ourselves with integrity provides a foundation for this mission. This Code of Business Conduct and Ethics (the “**Conduct Code**”) guides us in our day-to-day interactions, both inside and outside the Company.

This Conduct Code applies to all Company employees (including officers), consultants, and members of the Board of Directors. **You may be subject to disciplinary action if you violate this Conduct Code, to the full extent permissible hereunder and under Applicable Laws.**

1. **Applicable Law**

The Conduct Code is subject to applicable domestic and foreign state, federal, provincial, national and other statutes, rules, regulations, and legal requirements (“**Applicable Laws**”). Nothing in this Conduct Code is intended to require any action contrary to Applicable Laws. If you believe that the Conduct Code conflicts with any Applicable Law, you should seek guidance from Company legal on how to comply with the law. Nothing in the Conduct Code is intended or will be considered (i) to amend the Company’s governing documents, (ii) to change the legal duties imposed by Applicable Laws, (iii) to expand liabilities beyond Applicable Laws, (iv) to create or imply an employment contract or term of employment, or (v) to affect any rights available under Applicable Laws or the applicable governing documents.

The Company seeks to conduct its business in compliance with Applicable Laws. Persons subject to this Conduct Code should not engage in any unlawful activity in conducting Company business or in performing their day-to-day company duties or services, nor should they instruct others to do so. Individuals are obligated to conduct business ethically and to use good judgment and to avoid conduct that could compromise, or appear to compromise, the Company’s integrity.

2. **Questions about the Conduct Code**

You should consult the appropriate persons if you have any questions about the Conduct Code. You are encouraged to talk to managers or other appropriate personnel when contemplating the best course of action in a particular situation. Working the issues through

these channels will help develop a culture of active deliberations regarding ethical matters. If a manager does not provide a satisfactory response to any questions raised, or if you are not comfortable seeking guidance from a manager, or for another appropriate reason, you should seek guidance from Company legal in applying this Conduct Code to a particular fact case. In the event the issue rises to the level of a corporate governance ethical or legal concern, you should take your concerns directly to Company legal.

### 3. **The Conduct Code and Other Company Policies and Procedures**

You must comply with the policies and procedures of the Company, but if a policy or procedure conflicts with the Conduct Code, you must comply with the Conduct Code (and in such situations, you may contact Company legal for guidance). This Conduct Code provides general guidelines and is intended to promote: (i) honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications; (iii) compliance with Applicable Laws; (iv) prompt internal reporting of violations of the Conduct Code to appropriate persons; and (v) accountability for adherence to the Conduct Code. The Conduct Code is intended to complement, but not replace, the policies and procedures of the Company.

### 4. **Conflicts of Interest**

A “conflict of interest” exists when an individual’s private interest interferes in any way – or even *appears* to interfere – with the interests of the Company and must be avoided without appropriate prior approval from the Company. A conflict situation can arise when an individual takes actions or has interests that may make it difficult to perform that individual’s Company work objectively and effectively. Conflicts of interest also arise when an individual, or a member of such person’s family, receives improper personal benefits as a result of the individual’s position in the Company, whether received from the Company or a third party.

All employees, directors, and consultants must disclose any conflicts of interest, including any material transaction or relationship involving a potential conflict of interest. Any employee, director, or consultant who becomes aware of a conflict of interest or a potential conflict should bring it to the attention of a manager or member of Company legal.

No employee may work, including as a consultant or a board member, simultaneously for the Company and any Company competitor, customer, supplier, or other business partner without the prior written approval of Company legal. Employees are encouraged to avoid any direct or indirect business connections with the Company’s competitors, customers, suppliers, or other business partners, except on behalf of the Company.

Executive officers, directors, and their respective family members are prohibited from accepting any personal loans from the Company or allowing the Company to guarantee any of their personal obligations, except as may be permitted under Applicable Laws and only after getting prior written approval from Company legal.

Employees, directors, and consultants should avoid creating conflicts of interest for the employees or other representatives of our current or prospective customers or other business partners. Reasonable gifts or business entertainment expenses that are designed to create

goodwill on behalf of the Company are permitted, provided that they (i) are not lavish or excessive, (ii) do not violate Applicable Laws or the company policies of the customer or other business partner, and (iii) are not a bribe or kickback intended to influence or reward a business opportunity by conveying a significant personal benefit to a decision maker.

## **5. Insider Trading**

Insider trading is unethical and illegal. Employees, consultants, and directors must not trade in securities of the Company while in possession of material non-public information regarding the Company. It is also illegal to “tip” or pass on inside information to any other person who might make an investment decision based on that information or pass the information to third parties. Employees, consultants, and directors must comply with the Company’s *Insider Trading Policy*.

## **6. Corporate Opportunities**

Employees, consultants, and directors owe a duty to the Company to advance the Company’s legitimate interests when the opportunity to do so arises. In assessing opportunities, employees and directors should use their best judgment, but are prohibited from (i) taking for themselves personally opportunities that properly belong to the Company or are discovered through the use of corporate property, information, or position; (ii) using corporate property, information, or position for improper personal gain; and (iii) competing with the Company unless prior or other appropriate written consent has been obtained from Company legal.

## **7. Confidentiality, Proprietary Information, and Intellectual Property**

Employees, consultants, and directors of the Company must maintain the confidentiality of information entrusted to them by the Company or its customers or other business partners, except when disclosure is authorized by the Company or is legally mandated. Employees, directors, and consultants should, whenever feasible, consult with Company legal if they believe they have a legal obligation to disclose confidential information. Confidential information includes, among other things, all non-public information that might be of use to competitors, or harmful to the Company or its customers or other business partners, if disclosed.

The Company is committed to protecting the privacy of individuals whose personal data we collect. Employees, directors, and consultants are expected to follow all internal policies and procedures regarding data protection and privacy, and all related Applicable Laws.

If you are hired by the Company, you completed a “Proprietary Information and Inventions Agreement” (or a similar document) setting forth, among other obligations, your treatment of confidential information and intellectual property. You are expected to adhere strictly to the provisions of this agreement. Please re-read it periodically to familiarize yourself with the terms of such agreement and consult with your manager, human resources, or Company legal if you have any questions.

## **8. Fair Dealing**

All employees, directors, and consultants are required to conduct themselves honestly and ethically when carrying out the Company’s business, and to endeavor to deal fairly with one another and the Company’s customers, suppliers, competitors, and other business partners. Employees, directors, and consultants are prohibited from taking unfair advantage of such

persons through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practices.

Employees, directors, and consultants are prohibited from taking any action to improperly influence, coerce, manipulate, or mislead the Company's internal or outside auditors or to prevent such persons from performing a diligent audit of the Company's financial statements.

#### **9. Protection and Proper Use of Company Assets**

Employees, directors, and consultants are expected to protect the Company's assets and ensure their efficient use, and are prohibited from engaging in theft, carelessness, or waste. Employees, directors, and consultants may not make any improper use of Company property, such as Company facilities, funds, software, e-mail systems, voice mail systems, computer networks, etc.

#### **10. Accuracy of Books and Records**

All Company books, records and accounts shall be maintained in accordance with all Applicable Laws and standards and accurately reflect the true nature of the transactions they record. Each person subject to this Conduct Code must follow any formal document retention policy of the Company with respect to Company records within such person's control. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies, as required by Applicable Laws. All cash, bank accounts, investments and other assets must be recorded in the official books of the Company. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

#### **11. Financial Reporting**

The Company is 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 Applicable Laws. 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.

The Company requires that all transactions be properly recorded, classified, and summarized in our financial statements, books, and records in accordance with our policies, controls, and procedures, as well as generally accepted accounting principles, standards, and Applicable Laws 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, Applicable Laws, 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. Even if you are not directly involved in financial reporting or accounting, you are likely involved with financial records or reports of some kind. In addition, most employees have involvement with

products and services, marketing, or other activities that 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.

In addition, our Chief Executive Officer and senior financial officers are required to specifically comply with *Provisions for Chief Executive Officer and Senior Financial Officers* annexed hereto (Annex I).

## **1. Money Laundering Prevention**

Money laundering is the act of concealing sources of money to avoid disclosing such sources, or their uses, or paying taxes. Most jurisdictions now have laws against money laundering. These laws prohibit conducting transactions that involve proceeds from criminal activities. People involved in criminal activities—terrorism, narcotics, tax evasion, and fraud, to name a few—may try to “launder” the proceeds of their crimes to hide them or make them appear legitimate. A related concern, sometimes called reverse money laundering, is the use of legitimate funds to finance terrorist activity. The Company is committed to complying fully with all anti-money laundering and anti-terrorism laws throughout the world. The Company will conduct business only with reputable customers involved in legitimate business activities using funds derived from legitimate sources. All employees, directors, and consultants should avoid engaging in any transaction that is structured in a way that could be viewed as concealing illegal conduct or the tainted nature of the proceeds or assets at issue in the transaction. You should consult your manager or Company legal if you have any questions regarding the appropriate due diligence to be undertaken before conducting business with any vendor, supplier, contractor, reseller, distributor, customer, or other third party. Be especially wary of oddly structured transactions. Failing to detect customer relationships and transactions that place the Company at risk can severely damage the Company’s integrity and reputation and potentially lead to governmental action.

## **2. Compliance with Company Policies and Applicable Laws**

All employees, directors, and consultants are required to comply with the laws, rules, and regulations and other legal requirements of the U.S. and other countries, and the states, provinces, counties, cities, and other jurisdictions, in which the Company conducts its business or that are otherwise applicable to the Company. In addition, all employees, directors, and consultants are required to comply with applicable Company policies and procedures.

This Conduct Code does not summarize all Applicable Laws that apply to the Company and its employees, directors and consultants. Please consult Company legal and the various guidelines that the Company prepares from time to time on specific policies, laws, rules, regulations, and other legal requirements regarding various important topics. You are encouraged to direct questions to your manager, human resources, or Company legal if you become concerned about violation of laws, rules, and regulations and other legal requirements by the Company, or its employees, directors, consultants, or other business partners.

## **3. Discrimination and Harassment**

The Company values the diversity of its employees and business partners. Harassment or discrimination by any employee, director, or consultant based on race, color, creed, gender,

sexual orientation, gender identity, or expression, religion, national origin, disability, familial status, or any other protected status is strictly prohibited.

#### **4. Human Trafficking and Forced Labor**

The Company has zero tolerance for forced labor, human trafficking, or slavery. Employees, directors, and consultants are required to comply with Applicable Laws concerning equal opportunities, child labor, forced labor, human trafficking, working hours, freedom of association, and fair wages. Employees, directors, and consultants are prohibited from engaging in human trafficking or slavery or from using forced labor.

#### **5. Health and Safety**

The Company's goal is that no person or property is injured or damaged in the workplace. This means that everyone must strive to prevent work-related injuries and illnesses. To prevent workplace injury and illness, everyone must:

- Follow all Applicable Laws regarding safety in the workplace.
- Comply with Company policies and safety procedures.
- Conduct themselves in a safe manner.
- Take all reasonable precautions when handling toxic or other unsafe materials, as well as when operating machinery and equipment.

For additional information, please contact a manager or review the applicable policies. Immediately report any behavior or activity that jeopardizes the health and safety of our workplace to your manager. If you feel that you or someone else is in immediate danger, promptly contact the local authorities.

#### **6. Reporting, including Anonymous Reporting**

If you have reason to believe that questionable, illicit, or other conduct exists that may violate this Conduct Code, other Company policies or procedures, or Applicable Laws, you should immediately report that conduct to your manager, to the General Counsel, the Chair of the Audit Committee or through the Company's whistleblower hotline described below. You may choose to remain anonymous in reporting any possible violation of this Conduct Code.

You may report suspected violations, including on an anonymous basis, through the Company's third party-operated whistleblower hotline, by any of the following methods:

- **Website:** [www.lighthouse-services.com/mariadb](http://www.lighthouse-services.com/mariadb)
- **Toll-Free Telephone:**
  - United States and Canada (English): 833-931-4114
  - United States and Canada (Spanish): 800-216-1288
  - Canada (French): 855-725-0002
  - Mexico (Spanish): 01-800-681-5340
  - All other countries: 800-603-2869 (must dial country access code first). Visit this link for access codes and dialing instructions:  
<https://www.lighthouse-services.com/documentlink/International%20Toll-free%20Hotline%20Access%20Instructions.pdf>
- **E-mail:** [reports@lighthouse-services.com](mailto:reports@lighthouse-services.com) (must include company name with report)

The hotline is operated by Lighthouse Services, Inc. Any personal data received and processed as a result of a report will be treated in accordance with Applicable Laws.

## **7. Monitoring Compliance and Disciplinary Action**

Alleged violations of the Conduct Code, Company policies or procedures, or Applicable Laws will be properly investigated in compliance with Applicable Laws and according to the Company's applicable investigation process. All persons subject to the Conduct Code are required to cooperate with the Company in any investigation of a potential violation of the Conduct Code, any other Company policy or procedure, or any Applicable Law.

Violations have serious consequences. Violations may lead to disciplinary measures imposed by the Company, including, but not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, re-assignment, termination of employment or service, and restitution, as well as possible civil or criminal penalties, to the full extent permissible under Applicable Laws.

The Company will not allow retaliation for reports, made in good faith, of actual or suspected violations of this Conduct Code, other Company policies or procedures, or other actual or suspected illegal or unethical conduct. To the full extent permissible under Applicable Laws, disciplinary action will be taken against anyone who retaliates directly or indirectly against any employee or other person who reports an actual or suspected violation. Nothing in this Conduct Code should discourage anyone from reporting any illegal activity or unethical conduct, including any violation of the securities laws, antitrust laws or any other Applicable Law, to the appropriate regulatory authority. This Conduct Code should not be construed to prohibit anyone from testifying, participating, or otherwise assisting in any state or federal administrative or other governmental, judicial, or legislative proceeding or investigation. Every person subject to this Conduct Code who testifies, participates, or otherwise assists in any such proceeding or investigation should act in good faith, responsibly, with due care, competence, and diligence, without misrepresenting material facts.

## **8. Amendment, Modification, or Waiver**

The Conduct Code may be amended, modified, or waived from time to time. This Conduct Code may only be amended by the Board of Directors or the Audit Committee, except that Company legal may make non-material changes to ensure that this Conduct Code remains correct and accurate. Waivers of this Conduct Code may be made only as follows: (a) in the case of any executive officer or director of the Company, by the Board of Directors or the Audit Committee, and (b) in the case of any other person, by the Chief Executive Officer, Chief Financial Officer, or General Counsel. This waiver requirement applies to any de facto waiver where an employee, director, consultant, or other applicable person violates the Conduct Code but is not subjected to any internal sanctions. Any waiver of the Conduct Code for an executive officer or director will be disclosed to shareholders on a timely basis as required by Applicable Laws.

It is the policy of the Company that each employee shall acknowledge and certify to the Conduct Code and file a copy of such certification with Company legal.

## **EMPLOYEE'S CERTIFICATION**

I have read and understand the Conduct Code. I hereby certify that I am in compliance with the Conduct Code and I will comply with the Conduct Code in the future. I understand that any violation of the Conduct Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

Dated:

Name:

Title:



### PROVISIONS FOR CHIEF EXECUTIVE OFFICER AND SENIOR FINANCIAL OFFICERS

The Chief Executive Officer and all senior financial officers, including the principal financial officer and principal accounting officer, are bound by the provisions set forth herein relating to ethical conduct, conflicts of interest, and compliance with law. In addition to the Conduct Code, the Chief Executive Officer and senior financial officers are subject to the following additional specific policies:

1. Act with honesty and integrity, avoiding actual or apparent conflicts between personal, private interests and the interests of the Company, including receiving improper personal benefits as a result of his or her position.
2. Disclose to the Chief Executive Officer and the Board of Directors any material transaction or relationship that reasonably could be expected to give rise to a conflict of interest.
3. Perform responsibilities with a view to causing periodic reports and documents filed with or submitted to the Securities Exchange Commission and all other public communications made by the Company to contain information that is accurate, complete, fair, objective, relevant, timely and understandable, including full review of all annual and quarterly reports.
4. Comply with laws, rules and regulations of federal, state and local governments applicable to the Company and with the rules and regulations of private and public regulatory agencies having jurisdiction over the Company.
5. Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting or omitting material facts or allowing independent judgment to be compromised or subordinated.
6. Respect the confidentiality of information acquired in the course of performance of his or her responsibilities except when authorized or otherwise legally obligated to disclose any such information; not use confidential information acquired in the course of performing his or her responsibilities for personal advantage.
7. Share knowledge and maintain skills important and relevant to the needs of the Company, its stockholders and other constituencies and the general public.
8. Proactively promote ethical behavior among subordinates and peers in his or her work environment and community.
9. Use and control all corporate assets and resources employed by or entrusted to him or her in a responsible manner.
10. Not use corporate information, corporate assets, corporate opportunities or his or her position with the Company for personal gain; not compete directly or indirectly with the Company, subject to the Company's governing documents in effect from time to time and to any other fiduciary or contractual obligations such officer may have.

11. Comply in all respects with the Conduct Code.

12. Advance the Company's legitimate interests when the opportunity arises.

The Board of Directors will investigate any reported violations and will oversee an appropriate response, including corrective action and preventative measures. Any officer who violates these provisions or otherwise the Conduct Code will face appropriate, case specific disciplinary action, which may include demotion or discharge.

Any request for a waiver of any provision of these provisions or otherwise the Conduct Code must be in writing and addressed to the Chair of the Board (or the Chair of the Audit Committee). Any waiver of these provisions or otherwise the Conduct Code will be disclosed as provided in Section 19 of the Conduct Code.

It is the policy of the Company that each officer covered by these provisions or otherwise the Conduct Code shall acknowledge and certify to the foregoing and file a copy of such certification with Company legal.

#### **OFFICER'S CERTIFICATION**

I have read and understand the foregoing provisions and otherwise the Conduct Code. I hereby certify that I am in compliance with the foregoing and I will comply with these provisions and otherwise the Conduct Code in the future. I understand that any violation of these provisions and otherwise the Conduct Code will subject me to appropriate disciplinary action, which may include demotion or discharge.

Dated:

Name:

Title: