

# CODE OF CONDUCT

Effective: February 14, 2024



SPS COMMERCE

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### 1. PURPOSE AND APPLICATION

This Code of Conduct (this “Code”) of SPS Commerce, Inc., and its

subsidiaries (the “Company” or “SPS”) applies to all directors, officers, and employees of the Company (“Representatives” or “you”). This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide business conduct related to the Company. All Representatives must conduct themselves accordingly

and seek to avoid even the appearance of improper behavior. Likewise, the Company expects all its business partners, including suppliers, contractors and consultants, to honor and abide by this Code and the Company's Supplier Code of Conduct, as applicable.

SPS is a global leader in retail supply chain solutions, offering cloud-based services which help customers perfect their trading partner relationships. This Code is critical to our Mission, Vision, and Values, and should be reviewed carefully. It is the Company's policy to comply with all applicable laws and regulations. It is the personal responsibility of each Representative to adhere to the standards and restrictions imposed by those laws and regulations. It is not practical to summarize in the Code all the laws and regulations with which the Company and Representatives must comply. Accordingly, this Code refers to only a subset of them.

When conducting business on behalf of SPS, Representatives are expected to practice:

- Integrity, by maintaining an ongoing dedication to honesty and responsibility;
- Trustworthiness, by acting in a reliable and dependable manner;
- Evenhandedness, by treating others with impartiality;
- Respect, by treating others with respect and decency;
- Stewardship, by exercising responsibility for SPS's reputation and other assets and resources, and by following applicable laws and regulations and all SPS policies and procedures related to their duties and responsibilities; and
- Confidentiality, by protecting the integrity and security of Company information, such as customer records, employee files, confidential product and market information.

If a law conflicts with this Code, you must comply with the law. If you have any questions about these conflicts, you should contact the Company's General Counsel. This Code may only be amended with approval of the Company's Board of Directors.

Those who violate this Code will be subject to disciplinary action, up to and including termination of employment or other relationship with the Company. ***If you are in a situation that you believe may violate or lead to a violation of this Code, follow the reporting instructions in Section 3 of this Code.***

## 2. USE OF THIS CODE

This Code provides practical advice about how to approach certain situations; and includes links to help Representatives access further information and direction on where to find appropriate resources.

Representatives must work to ensure prompt and consistent action against violations of this Code. However, this Code does not address every possible scenario but is intended to provide you a framework for approaching issues you may face in a reasoned and responsible manner. Representatives must exercise good judgment, and make decisions that follow the Company's policies, this Code, and the laws relevant to your role and local work area. Keep in mind the following:

- *Make sure you have all the facts.* To reach the proper solutions, be as fully informed as possible.
- *Ask Yourself Questions.* If you are in doubt about a business conduct situation, ask yourself the following questions:
  - Is it legal?
  - Does it comply with this Code?
  - Is it consistent with the Company values?
  - How would it look if my actions were disclosed publicly?
  - How will my decision stand up over time?
  - Does it have the appearance of impropriety?
- *Clarify your responsibility and role.* In most situations, there is shared responsibility. Are your colleagues informed? Getting others point of view is often very helpful.

- *Discuss the problem with your manager.* This is the basic guidance for all situations. In many cases, your manager will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your manager's responsibility to help solve problems.
- *Seek help from Company resources.* If you feel that it may not be appropriate to discuss an issue with your manager, or where you do not feel comfortable approaching your manager with your question, discuss it with Human Resources or the Company's General Counsel.
- *Always ask first, act later.* If you are unsure of whether something that you plan to do, or have been asked to do, may violate this Code, seek guidance before you act.

All Representatives must read through this Code and apply its principles when fulfilling their roles on behalf of the Company. Nothing in this Code is intended to alter the legal rights and obligations of the Company or its Representatives, including "at will" employment arrangements or the terms of any employment-related agreement.

If you have any questions about how this Code applies to your job, or concerns about how your actions will comply with this Code, contact your manager or the Company's General Counsel.

### 3. REPORTING VIOLATIONS AND ENFORCEMENT

If you know or reasonably believe that anyone has engaged or is engaging in Company-related conduct that violates, or may violate, this Code, it is your responsibility to immediately raise these concerns. You may contact your manager, Human Resources, the General Counsel, or the Chief Financial Officer. You may also report your concern anonymously through the Company's Global Reporting Hotline at:

<http://spsglobalreportinghotline.ethicspoint.com>

You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against, or retaliate against any person who reports such conduct in good faith, whether or not such information is ultimately proven to be correct, or who cooperates in any investigation or inquiry regarding such conduct. Confidentiality regarding those who make compliance reports and those potentially involved is maintained to the extent possible during a compliance investigation.

Each report of a suspected violation of this Code will be treated seriously and investigated diligently by the Company. Depending on the nature of a suspected violation, and the parties involved, the investigation will be conducted by management, the Board of Directors, or outside professionals hired specifically for the investigation. In order to facilitate a complete investigation of a suspected violation, a reporting person should be prepared to provide as many details as possible, including a description of the questionable practice or behavior, the names of any persons involved, the names of possible witnesses, dates, times, places, and any other available details.

Based on its investigation, the Company will take prompt and appropriate corrective action in response to the concern, if necessary, to ensure compliance with the law and ethical requirements. In appropriate

circumstances, violations of this Code will be reported to the applicable authorities.

Violation of this Code may result in disciplinary action, including termination of employment or other appropriate consequences for non-employees. Any manager who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, including termination of employment.

### 4. HEALTH & SAFETY

SPS is committed to providing a safe and inclusive environment for its employees, contractors, and consultants. Each Representative has a responsibility to maintain a safe and healthy workplace by following safety and health rules and practices and reporting accidents, injuries, and unsafe equipment, practices, or conditions in the workplace.

The Company will not tolerate violence or threatening behavior in the workplace. Behavior that threatens the safety of people or property, or has the potential to become violent, should be immediately reported to Human Resources.

Following all safety laws and procedures, reporting to work free from the influence of illegal drugs, alcohol, or cannabis, and immediately reporting any unsafe conditions or activities are steps each Representative must take to foster a safe environment.

### 5. EMPLOYMENT PRACTICES; DISCRIMINATION AND HARASSMENT

The diversity of SPS's employees is a tremendous asset. SPS is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate illegal discrimination or harassment of any kind. SPS is also firmly committed to providing a work environment free from harassment or

intimidation, including sexual harassment and harassment on account of any protected classification. Such actions can take many forms, such as unwelcome sexual advances or unprofessional remarks. Regardless of its form, offensive, intimidating, or hostile actions will not be tolerated. For additional information, please refer to the Company's policies on discrimination and harassment for your applicable country or jurisdiction.

Additionally, this means that Representatives are prohibited from making any employment-related decisions based upon a person's race, color, gender, national origin, age, religion, disability, medical condition, sexual orientation, veteran status, marital status, or any other basis protected by law. SPS requires that employment related decisions be based upon relevant qualifications, merit, performance, and other job-related factors.

## **6. CORPORATE OPPORTUNITIES; USE OF COMPANY ASSETS**

Representatives owe a duty to the Company to advance the Company's legitimate business interests when the opportunity to do so arises. Representatives are prohibited from taking for themselves, or directing to a third party, a business opportunity that is discovered through the use of SPS property, information or position, unless SPS has already been offered the opportunity and turned it down. More generally, Representatives are prohibited from using Company property, information or position for personal gain or competing, directly or indirectly, with SPS.

Additionally, Representatives must take reasonable steps to protect the Company's physical and intellectual property, personal information and other assets. Theft, carelessness, and waste of these important assets can have a direct impact on the Company's success. Any theft, fraud, embezzlement, or misappropriation of Company property is prohibited. Any suspected incident of fraud or theft should be reported immediately for investigation. Representatives must not use Company assets for non-Company business.

The obligation of Representatives to protect Company assets includes the Company's proprietary information, intellectual property, and innovative ideas. These intangible assets are very valuable to the Company and must be appropriately managed and protected. Information pertaining to acquisition and divestiture plans, software and other technology, competitive position, directional strategy, customers, salaries, product costs, trade secrets, and other proprietary information must be protected from misuse and unauthorized disclosure.

## **7. CONFIDENTIAL AND PROPRIETARY INFORMATION; PRIVACY**

Representatives may have access to confidential information regarding the Company's business. Confidential information includes, but is not limited to, all non-public information that is proprietary, sensitive and/or might be of use to the Company's competitors, or if disclosed, harmful to the Company or its customers, suppliers, or other business partners.

Representatives have a duty to, and must, safeguard all confidential information of the Company or third parties with whom the Company conducts business, except when disclosure is authorized or legally mandated. Unauthorized disclosure of any confidential information is prohibited. Additionally, Representatives must take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or a third party, is not communicated within the Company except with individuals who have a need to know such information to perform their responsibilities for the Company. A Representative's obligation to preserve confidential information continues even after they cease to perform services for the Company.

Representatives must respect the privacy, security and confidentiality of any personal information that they handle in the course of their duties. This includes personal information about the Company's customers, staff (and

their families), suppliers, and any other individuals. You should obtain personal data by lawful means only and, use it in a way authorized by applicable law. These principles apply not only to personal information and personnel files, but also to business-related files that contain personal data. If you have any questions about how to collect or use personal data, consult the Company's General Counsel.

In addition, Representatives may not access coworkers' sensitive or personal information without specific authorization based on a business-related need. If you have access to this information due to the nature of your job, take care to safeguard and use it only to the extent necessary to do your work and in accordance with the law.

## **8. COMPETITION AND FAIR DEALING; ANTI-TRUST LAWS**

Representatives are prohibited from seeking competitive advantages through illegal or unethical actions or business practices. You must deal fairly with the Company's customers, suppliers, other business partners and competitors, and should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. Transparent and honest business practices are essential to meeting SPS's commitments to its customers and other business partners.

Countries throughout the world, including the United States, have developed antitrust or competition laws, which prohibit practices that restrain trade or restrict free and fair competition. It is vital for the Company to comply with both the letter and spirit of these laws, and to ensure that the Company's business partners are not engaging in anti-competitive activities that could damage the Company's reputation or business. Representatives must never enter (or attempt to enter) into agreements that influence prices, boycott

certain customers, allocate territories, or otherwise engage in anti-competitive behavior.

## **9. EXPORT LAWS; ANTI-CORRUPTION**

Representatives must comply with all applicable export control laws and sanctions when conducting business on the Company's behalf around the world. This affects all Representatives whose work involves the sale, electronic transfer, or disclosure of technical information, software, goods, or services across national borders between the Company, third parties, or the Company's customers. Failure to observe export control laws and sanctions can severely damage the Company's reputation and may subject you and the Company to criminal and civil penalties, and loss of export privileges. Consult with the Company's General Counsel to understand whether it is possible to export to a specific country, and the Company's overall position concerning export controls and sanctions.

Representatives must follow the laws of every country we operate in, as well as the U.S. laws that govern the Company's activities around the world. One of these laws, the Foreign Corrupt Practices Act, prohibits bribing, or attempting to bribe, a foreign government official. A "bribe" can be anything of value that when given is seen as an attempt to obtain or retain business or acquire an improper business advantage. A "foreign government official" is any federal, state, or local government employee, political candidate, or employees of businesses employed by a foreign government or its official(s).

Representatives may not offer goods, services, cash, or anything of value, in an attempt to persuade a person to help the Company obtain or keep business, or otherwise secure an improper business advantage. See the Company's [Anti-Corruption Policy](#) for more information.

## 10. RECORD-KEEPING

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, if you are not sure whether a certain expense is legitimate, contact your manager.

All of the Company's books, records, accounts, and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions, and must conform both to applicable legal requirements and to the Company's system of internal controls.

Business records and communications often become public, and Representatives should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, instant messaging and more formal communications.

## 11. CONFLICTS OF INTEREST

Representatives must avoid situations that create an actual or potential conflict of interest between their individual interests and the interests of the Company. A "conflict of interest" generally occurs when an individual's private interest (including members of your family or others in your household) interferes, or even appears to interfere, with the Company's interests.

Personal conflicts of interest are prohibited as a matter of Company policy, unless they have been waived in writing by the Company. In particular, no Representative may use or attempt to use their position at the Company to obtain any improper personal benefit for themselves, for their family members, or for any other person. Service to the Company should never be subordinated to personal gain or advantage. The term "family member" means a person's spouse or domestic partner, parents, children and siblings,

whether by blood, marriage or adoption, or anyone residing in such person's home.

If you are unsure as to whether a certain transaction, activity or relationship constitutes a conflict of interest, you should discuss it with your manager or the Company's General Counsel.

In addition, all members of the Board of Directors have a continuing obligation to disclose employment or other activities that may constitute a conflict with the interests of the Company. The Audit Committee of the Board of Directors reviews all possible conflicts and determines if any further or corrective action is required.

## 12. INSIDER TRADING; ACCURACY OF FINANCIAL REPORTS; PUBLIC COMMUNICATIONS

SPS has a long-standing commitment to comply with all securities laws and regulations. U.S. securities laws prohibit persons from trading in the securities of a company on the basis of material non-public information. Representatives are prohibited from trading in the Company's securities while in possession of material, nonpublic information related to the Company, or when the Company has imposed internal trading restrictions. This prohibition (known as insider trading) also applies to the securities of the Company's customers, suppliers or other business partners. Representatives also may not disclose material, nonpublic information to someone else, so that they may trade a security of that company while in possession of the information. Information is "material" if a reasonable investor would consider the information important when deciding to buy, sell, or hold that company's securities. Information is "nonpublic" until it has been disclosed and adequate time has passed for the markets to digest the information. For more information about insider trading please refer to the Company's [Insider Trading Policy](#).



All Representatives have a duty to ensure that the entries in the Company's financial records give a fair and accurate picture of the Company's financial position. The Company's senior officers have a heightened responsibility. They must ensure that the Company discloses material financial information to the public and the Securities and Exchange Commission ("SEC") fully, and in a fair, accurate, timely, and understandable manner. Representatives at all levels must report any accounting or auditing irregularities. In particular, Representatives who are involved in the Company's SEC disclosure process are required to maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, any Representative who has a supervisory role in the Company's disclosure process has an obligation to discharge their responsibilities diligently. Also, questions from members of the press or other media about the Company's business should be directed to a member of the Company's executive team.

### **13. GIFTS AND OTHER BENEFITS**

The purpose of business entertainment and gifts in a commercial setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers or other business partners. No gift or entertainment should ever be offered, given, provided or accepted by any Representative, family member of a Representative, or agent of the Company unless it: (1) is minimal in value, (2) is consistent with customary business practices, (3) cannot be construed as a bribe or payoff, (4) does not violate any laws, and (5) aligns with SPS values. Please discuss with your manager any gifts or proposed gifts which may not be appropriate.

### **14. WAIVERS**

Any waivers of the provisions in this Code for the Company's directors or executive officers may be granted only by the Company's Board of Directors. Any waivers of the provisions in this Code for any other Representatives may be granted only by the Company's Chief Financial Officer or General Counsel. Any amendment to, or waiver of, a provision of this Code that applies to a director or executive officer will be publicly disclosed as required.