



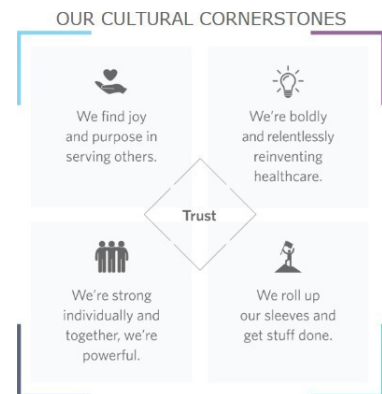
Accolade Code of Conduct

2020

A Message from our CEO & GC/CCO

At Accolade, we put “Trust” at the center of everything we do. The trust that we build with our colleagues, customers, and their employees’ families drives our ability to provide great service and make a real impact on the lives of the individuals we serve. Running our business ethically, honestly, and legally each and every day is a key part of earning and maintaining that trust.

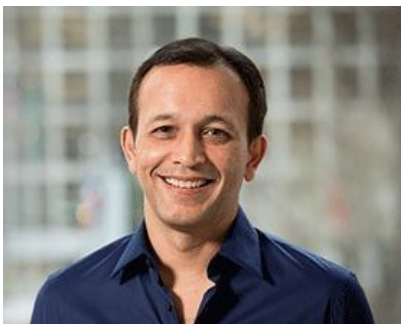
Our Code of Conduct is designed to highlight certain key areas where you as an Accolade employee or other staff member can help all of us make the right decisions to do our jobs with integrity. Please join us in doing your part by reading our Code of Conduct, and understanding how you can embrace its concepts into your day-to-day work.



One of our primary goals is to make Accolade the best place to work in the world. As part of that commitment, we want you to know that we take violations of this Code of Conduct very seriously, and encourage you to report any such violations or concerns about compliance to us. If you have a concern, there are a number of resources available to you, including your leader, Legal & Compliance teams, People & Culture and the Accolade Compliance and Ethics Hotline. Any reports or concerns will be treated seriously and confidentially. We will never retaliate against you for raising a legitimate concern, and will promptly investigate all reports received.

By working as a team to conduct Accolade’s business with integrity, we are ensuring our business operates lawfully and ethically.

Thank you for your support.



Rajeev Singh, Accolade CEO



Richard Eskew, Accolade
General Counsel / CCO

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Connecting Integrity to Everything We Do

Connecting integrity to everything we do is how we work at Accolade. By complying with laws and policies, we provide an **ethical, secure, and safe environment**; by protecting our assets we **improve financial performance**; by treating each other with dignity and respect, we **build a great place to work**. Our Code of Conduct is an important tool to help us make the right decisions to ensure we conduct our business ethically and legally. Our Code of Conduct is not meant to include a summary of all laws and policies that apply to our business and does not address every situation we may encounter. **It is meant to supplement our personal values, professional skills and provide a foundation for good judgment.**

Accolade is committed to maintaining the highest standards of business conduct and ethics in all aspects of its business and operations. Accordingly, our Code of Conduct applies to everyone at Accolade, including officers, directors, employees and third-party contractors and consultants (collectively, "personnel"). Employees responsible for third party personnel must make them aware of our Code of Conduct and provide oversight to ensure their compliance with it. We expect all personnel to have read and understood this Code of Conduct and its application to the performance of their business responsibilities.

In addition, all personnel must be aware that action by members of their immediate family, significant others or other persons who live in your household (referred to as "family members") also may potentially result in ethical issues to the extent that they involve Accolade's business. For example, acceptance of inappropriate gifts by a family member from one of our suppliers could create a conflict of interest and result in a Code of Conduct violation attributable to you. Consequently, in complying with the Code of Conduct, you should consider not only your own conduct, but also that of your immediate family members, significant others and other persons who live in your household.

YOU SHOULD NOT HESITATE TO ASK QUESTIONS ABOUT WHETHER ANY CONDUCT MAY VIOLATE THE CODE, VOICE CONCERNS OR CLARIFY GRAY AREAS. THE **Asking Questions and Reporting Concerns** SECTION BELOW DETAILS THE COMPLIANCE RESOURCES AVAILABLE TO YOU. IN ADDITION, YOU SHOULD BE ALERT TO POSSIBLE VIOLATIONS OF THE CODE BY OTHERS AND REPORT SUSPECTED VIOLATIONS, WITHOUT FEAR OF ANY FORM OF RETALIATION, AS FURTHER DESCRIBED BELOW.

Violations of the Code will not be tolerated. Any personnel who violates the standards in the Code may be subject to disciplinary action, which, depending on the nature of the violation and the history of such individual, may range from a warning or reprimand to and including termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

Your Responsibilities

Follow our Code

We all have a responsibility to follow our Code of Conduct every day.

Lead by example

Leaders must ensure their teams understand our Code of Conduct, lead by example, encourage open and constructive communication, take appropriate corrective action and support employees.

Making Good Decisions

Recognizing ethical issues and doing the right thing in all Accolade business activities is your responsibility. In today's rapidly changing workplace, you may encounter unfamiliar situations that present ethical dilemmas. In these circumstances, the right thing to do is not always clear. For this reason, you should become familiar with the contents of this Code. The Code contains a broad overview of key policy areas and examples within each area. It is not all-inclusive. Situations will arise that are not covered here. For those situations, consider the following:

- What feels right or wrong about the planned action?
- Does it potentially violate any applicable law, regulation, policy or contract?
- Is the planned action consistent with the Code and Company policies?
- Does it *feel* right?
- How will the planned action appear to your Leader, Accolade Executives, the Board, or the general public?
 - Would another person's input help to evaluate the planned action?
 - Could it *appear* improper?

Complying with the Code of Conduct

To maintain the highest standards of integrity, we must dedicate ourselves to complying with our Code of Conduct, company policies and procedures and applicable laws and regulations. Violations of our Code of Conduct not only damage our company standing with the customers we serve--they may also be illegal. Personnel involved in violating our Code of Conduct will likely face negative consequences. Accolade will take the appropriate disciplinary action in response to each case, up to and including termination.

Honest and Ethical Conduct

It is the policy of Accolade, Inc. to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The integrity and reputation of Accolade,

Inc. depends on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity is the foundation of corporate integrity.

IMPORTANT NOTE: This Code of Conduct is one of several Accolade Policies and Procedures, including, without limitation the Accolade Employee Handbook. The Accolade Employee Handbook, and other Accolade Policies and Procedures may address certain topics referenced in this Code of Conduct in greater detail. The Accolade Employee Handbook and other Accolade Policies and Procedures shall govern in the event of any inconsistencies with this Code of Conduct related to matters that are expressly addressed in the Handbook or other Policies.

Specific Compliance Matters

Legal Compliance

Obeying the law, both in letter and in spirit, is the foundation of this Code. Our success depends upon all personnel's operating within legal guidelines and cooperating with local, national and international authorities. We expect all personnel to understand the legal and regulatory requirements applicable to their business units and areas of responsibility. We hold periodic training sessions to ensure that all personnel comply with the relevant laws, rules and regulations associated with their employment, including laws prohibiting insider trading (see **Insider Trading** section below). While we do not expect you to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from others. If you do have a question in the area of legal compliance, it is important that you not hesitate to seek answers from your Leader who will work with the designated legal or compliance team member, referred to herein as the "Compliance Officer."

Disregard of the law will not be tolerated. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as Accolade, to civil and/or criminal penalties. You should be aware that conduct and records, including emails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interests to know and comply with our legal obligations.

Insider Trading

Employees who have access to confidential (or "inside") information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct our business. Using non-public, Accolade information to buy or sell securities, or providing a family member, friend or any other person with a "tip", is illegal. All such non-public information should be considered inside information and should never be used for personal gain. You must exercise the utmost care when handling material inside information.

Consult with [Accolade's Insider Trading Policy](#) for more information. Contact Accolade's General Counsel (legal@accolade.com) and Compliance Officer (compliance@accolade.com) if you have specific questions.

Compliance Resources

Accordingly, to facilitate compliance with this Code, we have implemented a program of awareness, training and review. We have established the position of Compliance Officer to oversee this program. The Compliance Officer is a person to whom you can address any questions or concerns. The Compliance Officer, Richard Eskew, can be reached by email at compliance@accolade.com, by direct email or Slack, by visiting <https://www.whistleblowerservices.com/ACCD>, or by phone at 833-976-2030. In addition to fielding questions or concerns with respect to potential violations of this Code, the Compliance Officer is responsible for:

- investigating possible violations of the Code;
- training new employees in Code policies;
- conducting annual training sessions to refresh employees' familiarity with the Code;
- distributing copies of the Code annually via email to each employee with a reminder that each employee is responsible for reading, understanding and complying with the Code;
- updating the Code as needed and alerting employees to any updates, with appropriate approval of the Nominating and Corporate Governance Committee of the Board of Directors, to reflect changes in the law, Accolade, Inc. operations and in recognized best practices, and to reflect Accolade, Inc. experience; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

As noted below, in the Reporting Channels section your most immediate resource for any matter related to the Code is your Leader. He or she may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your Leader. In these instances, you should feel free to discuss your concern with the Compliance Officer. If you are uncomfortable speaking with the Compliance Officer because he or she works in your department or is one of your Leader, please contact the EVP, People & Culture or other member of the People & Culture group, or other senior executive, like the Chief Financial Officer.

Of course, if your concern involves potential misconduct by another person and relates to questionable accounting or auditing matters under the Accolade's [Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters](#), you may report that violation as set forth in the such policy.

Asking Questions and Reporting Concerns

Accolade aims to conduct business with the highest standards of ethics, honesty and integrity, and recognizes that you have an important role to play in maintaining this aim. All personnel are strongly encouraged to report any wrongdoing of any kind, including potential violations of law or Accolade policy. Accolade believes that any personnel with knowledge of wrongdoing should not remain silent. We take all matters of improper action or wrongdoing very seriously and you are strongly encouraged to raise incidents or behaviors that are not in accordance with the Code, or the policies to which it refers.

If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your Leader or the Compliance Officer; even the appearance of impropriety can be very damaging and should be avoided.

If you are aware of a suspected or actual violation of Code standards by others, you have a responsibility to report it. You are expected to promptly provide a compliance resource with a specific description of the violation that you believe has occurred, including any information you have about the persons involved and the time of the violation. Whether you choose to speak with your Leader or the Compliance Officer, you should do so without fear of any form of retaliation. We will take prompt disciplinary action against any employee who retaliates against you, including termination of employment.

Leaders must promptly report any complaints or observations of Code violations to the Compliance Officer. If you believe your supervisor has not taken appropriate action, you should contact the Compliance Officer directly. The Compliance Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Neither you nor your supervisor may conduct any preliminary investigation, unless authorized to do so by the Compliance Officer. Your cooperation in the investigation will be expected. As needed, the Compliance Officer will consult with the legal department, the People and Culture team and/or the Nominating and Corporate Governance Committee of the Board of Directors. It is our policy to employ a fair process by which to determine violations of the Code.

With respect to any complaints or observations of violations that may involve accounting, internal accounting controls and auditing concerns, under the Company's [Open Door Policy](#) for Reporting Complaints Regarding Accounting and Auditing Matters, the Compliance Officer shall promptly inform the Audit Committee, and the Audit Committee shall be responsible for supervising and overseeing the inquiry and any investigation that is undertaken.

If any investigation indicates that a violation of the Code has probably occurred, we

will take such action as we believe to be appropriate under the circumstances. If we determine that an employee is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.

Reporting Channels

If you have questions, concerns, or need to report a known or suspected violation, you can seek guidance and/or make a report through one of the following resources.

- In accordance with Accolade's [Open Door Policy](#), you can ask questions and report concerns to your Leader, a member of management or through any of Accolade's [Listening Paths](#). For any work-related situation that you feel violates this Code, you should report to your Leader. Your Leader is usually in the best position to resolve your concern quickly.
- You can ask questions or report concerns with internal groups who specialize in handling such issues, including [People & Culture](#) and [Legal and Compliance](#).
- You can report an ethics or compliance or safety concern online or by phone through the Accolade Compliance and Ethics Hotline, <https://www.whistleblowerservices.com/ACCD> or Telephone: 833-976-2030, which is hosted by a third party and allows for anonymous reporting.

Q: What happens when I report an issue to the Accolade Compliance and Ethics Hotline?

A: The hotline is managed by a third party, your call or email will be answered by an independent operator with no affiliation to Accolade. When you leave a message, you will receive a 14 to 16-digit code that can be used to access the status of your message. The Audit Committee may also use this to ask you, with complete confidentiality, for additional information regarding this issue.

Specifically, if you prefer to report anonymously, the Compliance Officer will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Nevertheless, whether you identify yourself or remain anonymous, your telephonic or email contact with the Ethics Hotline will be kept strictly confidential to the extent reasonably possible within the objectives of the Code.

You do not need to be certain about a concern, have evidence of misconduct, or even know that a violation of the Code, policy or law has occurred to report. No matter how you choose to raise a concern, we take all reports seriously. An Accolade Compliance team member will promptly review and investigate the matter and determine what actions are appropriate based on the findings consistent with applicable law, Accolade's Code of Conduct, and other applicable company guidelines. When reporting anonymously, please ensure to include sufficient detail so that we can address your concern.

Commitment to Non-Retaliation

Any personnel who reports a violation will be treated with dignity and respect and will not be subjected to any form of discipline or retaliation for reporting in good faith. Retaliation against anyone who provides information or otherwise assists in an investigation or proceeding regarding any conduct that the personnel believes in good faith, constitutes a violation of applicable laws or regulations, our Code of Conduct, and Accolade's related policies and will, in itself, be treated as a violation of our Code of Conduct. Personnel who believe they have experienced retaliation should contact Accolade [Legal](#) immediately.

Conflicts of Interest

A conflict of interest is any situation or activity that involves or appears to involve a conflict between your personal or financial interests and Accolade's interests. Personnel should avoid conflicts of interest that occur when their personal interests may interfere in any way with the performance of their duties or the best interests of Accolade.

A conflicting personal interest could result from an expectation of personal gain now or in the future or from a need to satisfy a prior or concurrent personal obligation. We expect our employees to be free from influences that conflict with the best interests of Accolade or might deprive Accolade of their undivided loyalty in business dealings. Even the appearance of a conflict of interest where none actually exists can be damaging and should be avoided. Whether or not a conflict of interest exists or will exist can be unclear. Conflicts of interest are prohibited unless specifically authorized as described below.

You should be mindful of situations that might result in a conflict of interest and take appropriate action to address the circumstances giving rise to the conflict. If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director of Accolade, you should discuss the matter with your Leader or the Compliance Officer (as further described in **Compliance Resources** section above). Leaders may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Compliance Officer and providing the Compliance Officer with a written description of the activity. If the Leader is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Officer. Officers and directors may seek authorizations and determinations from the Nominating and Corporate Governance Committee of Accolade's Board of Directors.

Evaluating a Potential Conflict of Interest

Factors that may be considered in evaluating a potential conflict of interest are, among others:

- whether it may interfere with the employee's job performance,

- responsibilities or morale;
- whether the employee has access to confidential information;
- whether it may interfere with the job performance, responsibilities or morale of others within the organization;
- any potential adverse or beneficial impact on our business;
- any potential adverse or beneficial impact on our relationships with our customers or suppliers or other service providers;
- whether it would enhance or support a competitor's position;
- the extent to which it would result in financial or other benefit (direct or indirect) to the employee;
- the extent to which it would result in financial or other benefit (direct or indirect) to one of our customers, suppliers or other service providers; and
- the extent to which it would appear improper to an outside observer.

Typical Conflict of Interest Situations

Although no list can include every possible situation in which a conflict of interest could arise, the following are examples of situations that may, depending on the facts and circumstances, involve problematic conflicts of interests:

- **Employment by (including consulting for) or service on the board of a competitor, customer or supplier or other service provider.** Activity that enhances or supports the position of a competitor to the detriment of Accolade is prohibited, including employment by or service on the board of a competitor. Employment by or service on the board of a customer or supplier or other service provider is generally discouraged and you must seek authorization in advance if you plan to take such a position.
- **Owning, directly or indirectly, a significant financial interest in any entity that does business, seeks to do business or competes with us.** In addition to the factors described above, persons evaluating ownership in other entities for conflicts of interest will consider the size and nature of the investment; the nature of the relationship between the other entity and Accolade; personnel's access to confidential information and the personnel's ability to influence Accolade decisions. If you would like to acquire a financial interest of that kind, you must seek approval in advance.
- **Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us.** See Section 10 for further discussion of the issues involved in this

type of conflict.

- **Soliciting contributions to any charity or for any political candidate from any person or entity that does business or seeks to do business with us.**
- **Taking personal advantage of corporate opportunities.** See Corporate Opportunities section below for further discussion of the issues involved in this type of conflict.
- **Moonlighting without permission.**
- **Conducting our business transactions with your family member or a business in which you have a significant financial interest.** Material related-party transactions approved by the Audit Committee of Accolade's Board of Directors and involving any executive officer or director will be publicly disclosed as required by applicable laws and regulations.
- **Exercising supervisory or other authority on behalf of Accolade over a co-worker who is also a family member.** Your Leader and/or the Compliance Officer will consult with People & Culture to assess the advisability of reassignment.

Loans to, or guarantees of obligations of, employees or their family members by Accolade, Inc. could constitute an improper personal benefit to the recipients of these loans or guarantees, depending on the facts and circumstances. Some loans are expressly prohibited by law and applicable law requires that our Board of Directors approve all loans and guarantees to employees. As a result, all loans and guarantees by Accolade, Inc. must be approved in advance by the Board of Directors or the Nominating and Corporate Governance Committee.

Employees should refer to the Accolade Employee Handbook, for more information on Accolade's policies regarding employee conflicts of interest

Corporate Opportunities

You may not take personal advantage of opportunities for Accolade that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information, unless authorized by the CEO, President or CFO, the Compliance Officer, or the Nominating and Corporate Governance Committee of Accolade's Board of Directors, as described in the Conflicts of Interest section. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in anyway.

Corporate Books & Records; Financial Integrity

Maintenance of Books & Records, Documents and Accounts; Financial Integrity; Public Reporting

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or test results, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or "off-the-books" fund.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the SEC. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about Accolade, Inc. that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no employee may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;

- all employees must cooperate fully with our Accounting Department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a Senior Leader, the Compliance Officer, the Audit Committee or one of the other compliance resources described in the Compliance Resources section or in accordance with the provisions of the Company's [Open Door Policy on Reporting Complaints Regarding Accounting and Auditing Matters](#).

Ethics in Business Practices

Fair Dealing & Purchasing

We believe in doing business with third parties that embrace and demonstrate high principles of ethical business behavior. We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices.

Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult your Leader or the Compliance Officer, as further described in the [Insider Trading](#)

Employees who have access to confidential (or "inside") information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct our business. Using non-public, Accolade information to buy or sell securities, or providing a family member, friend or any other person with a "tip", is illegal. All such non-public information should be considered inside information and should never be used for personal gain. You must exercise the utmost care when handling material inside information.

Consult with [Accolade's Insider Trading Policy](#) for more information. Contact Accolade's General Counsel (legal@accolade.com) and Compliance Officer (compliance@accolade.com) if you have specific questions.

Compliance Resources section.

You are expected to deal fairly with our customers, suppliers, employees and anyone else with whom you have contact in the course of performing your job. We rely on suppliers, contractors, and consultants to help us accomplish our goals. They are part of the Accolade team and should be treated according to our values. To create an environment where our suppliers, contractors, and consultants have an incentive to work with Accolade, they must be confident that they will be treated in an ethical manner. We offer fair opportunities for prospective third parties to compete for our business. The manner in which we select our suppliers and the character of the suppliers we select reflect on the way we conduct business.

Be aware that the Federal Trade Commission Act provides that "unfair methods of competition in commerce, and unfair or deceptive acts or practices in commerce, are declared unlawful." It is a violation of the Act to engage in deceptive, unfair or unethical practices and to make misrepresentations in connection with sales activities.

Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors. Please refer to our Accolade [Procurement](#) guide for more information on Accolade's policies and procedures related to the procurement of third party services and products.

Anti-corruption / Anti-bribery

The United States and many other countries have laws that prohibit bribery, kickbacks, and other improper payments. No Accolade personnel, acting on our behalf may offer or provide bribes or other improper benefits in order to obtain business or an unfair advantage. A bribe is defined as directly or indirectly offering anything of value (e.g., gifts, money, or promises) to influence or induce action, or to secure an improper advantage. The Foreign Corrupt Practices Act and other U.S. laws prohibit payment of any money or anything of value to a foreign official, foreign political party (or official thereof), or any candidate for foreign political office for the purposes of obtaining, retaining or directing of business. We expect all personnel acting on behalf of Accolade to strictly abide by these laws.

Accolade's prohibition against offering, promising or paying bribes also applies to third parties who provide services or act on Accolade's behalf, such as suppliers, agents, contractors, consultants and distributors. We must never engage a third party whom we believe may attempt to offer a bribe in connection with company business.

When doing business with governments, consult with [Legal](#) to be certain you are aware of any special rules or laws that apply.

Other International Business Laws

Our personnel are expected to comply with the applicable laws in all countries to which they live, work or travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect all personnel to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the U.S.

These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include:

- U.S. Embargoes, which generally prohibit U.S. companies, their subsidiaries and their employees from doing business with countries, or traveling to, subject to sanctions imposed by the U.S. government (currently, Cuba, Iran, North Korea, Sudan and Syria), as well as specific companies and individuals identified on lists published by the U.S. Treasury Department;
- U.S. Export Controls, which restrict exports from the U.S. and re-exports from other countries of goods, software and technology to many countries, and prohibits transfers of U.S.-origin items to denied persons and entities; and
- Antiboycott Regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. person.

If you have a question as to whether an activity is restricted or prohibited, seek assistance before taking any action, including giving any verbal assurances that might be regulated by international laws.

Antitrust

Antitrust laws are designed to protect the competitive process. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors. Antitrust laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;

- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anti-competitive conduct.

Certain kinds of information, such as pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Antitrust laws impose severe penalties for certain types of violations, including criminal penalties and potential fines and damages of millions of dollars, which may be tripled under certain circumstances. We periodically provide antitrust compliance training for employees in sensitive positions. Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from the Compliance Officer whenever you have a question relating to these laws.

Gifts and Entertainment

Business Gifts and Entertainment (for example, prizes, tickets, meals, etc.) of reasonable value are commonly used as a mark of friendship, goodwill and to strengthen working relationships among business partners. Providing or accepting occasional meals, small company mementos and tickets to sporting and cultural events may be appropriate in certain circumstances so long as the gifts are not extravagant.

However, if offers of Gifts and Entertainment are frequent or of substantial value, they may create the appearance of, or an actual, conflict of interest or illicit payment (including a bribe). Accolade values its reputation for conducting business in an ethical and transparent manner. Our customers, suppliers and the public at large should know that our employees' judgment is not for sale.

Accolade has designed the [Gifts and Entertainment Policy](#) to ensure compliance with Accolade's ethical values and to help employees, vendors and business partners make the right decisions when providing or accepting Gifts and Entertainment while conducting business on behalf of Accolade. In short, unless express permission is received from an executive level Leader, the Compliance Officer or Accolade's Nominating and Corporate Governance Committee, gifts and entertainment cannot be offered, provided or accepted by any personnel unless consistent with customary business practices and not (a) of more than token or nominal monetary value, (b) in cash, (c) susceptible of being construed as a bribe or kickback, (d) made or received on a regular or frequent basis or (e) in violation of any laws. This principle applies to our transactions everywhere in the world, even where the practice is widely considered "a way of doing business." Personnel should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties.

Under some statutes, such as the U.S. Foreign Corrupt Practices Act (further described in the Anti-corruption / Anti-bribery section), giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. Discuss with your Senior Leader in your department or the Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

Any breach of this policy will be treated seriously by Accolade and is likely to result in disciplinary action, which may include the termination of employment of employees and the immediate termination of any vendor or business partner arrangements.

Employees should refer to the Accolade Employee Handbook and [Gift and Entertainment Policy](#) for more information.

Charitable Contributions

We support community development throughout the world. Accolade personnel may contribute to these efforts, or may choose to contribute to organizations of their own choice. However, as with political activities, you may not use company resources to personally support charitable or other non-profit institutions not specifically sanctioned or supported by our company. You should consult with the People & Culture team if you have questions about permissible use of company resources.

Specific Accolade Policies

Equal Employment Opportunity

Accolade is committed to Equal Employment Opportunity and to compliance with all federal, state, and local laws that prohibit workplace discrimination and unlawful retaliation. Accordingly, it is Accolade's policy to select, develop, promote, and retain employees based on their ability and job performance without discrimination on the basis of race, ancestry, color, age, national origin, ethnicity, religion, physical, mental, or sensory disability, marital or familial status, genetic information, military or veteran status, sex (including pregnancy, childbirth, breastfeeding, or related medical condition), gender (including gender identity and gender expression), sexual orientation, citizenship status, whether an individual is an actual or perceived victim of domestic violence, sexual assault, or stalking, or any other status or classification protected by applicable federal, state, and/or local laws. In addition to the protected categories identified above, Accolade prohibits discrimination on the basis of HIV/AIDS, on the use of a trained guide dog or service animal, and on the basis of political ideology.

Accolade will not tolerate discrimination or harassment based upon these characteristics or any other characteristics protected by applicable federal, state or local law.

This policy applies to all terms and conditions of employment, including, but not limited

to, recruitment, hiring, placement, promotion, termination, layoff, leaves of absence, compensation, benefits, discipline, and training.

Policy against Harassment and Discrimination

Accolade is committed to maintaining a work environment that is free from discrimination and unlawful harassment. To achieve these goals, we have established standards of conduct that are higher than required by federal, state and local laws. Specifically prohibited is any type of behavior involving physical, verbal or visual conduct by any employee which harasses, disrupts, or interferes with another's work performance or which creates an intimidating, offensive or hostile work environment.

Harassment or intimidation includes, but is not limited to, actions, words, jokes or comments based upon an individual's protected category as outlined above.

Sexual Harassment

Sexual harassment is a form of unlawful harassment and is a violation of our code of conduct. Prohibited harassment of a sexual nature includes any unwelcome sexual advances, requests for sexual favors, or other verbal or physical conduct of a sexual or otherwise hostile nature if:

- Submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment;
- Submission to or rejection of such conduct by an individual is used as the basis for employment decisions or benefits affecting such individual; or
- Such conduct has the purpose or effect of unreasonably interfering with an individual's work performance or creating an intimidating, hostile or offensive work environment.

Prohibited harassment may take different forms and may be based on any of the different factors listed above. Examples include, but are not limited to, making derogatory comments based on any of the protected categories listed above; joking or making fun of people because of their protected category; making suggestive remarks or insinuations based upon a person's protected category; telling jokes or making remarks about sexual activities or preferences; making obscene gestures or displaying photographs or other depictions of sexual activity; making inappropriate comments about a person's protected category in e-mails, text messages or on social media; displaying offensive symbols; and unwanted physical contact, including touching, brushing against other people, pinching, or blocking access to an exit. This list is not all inclusive, but represents examples of the types of conduct that are prohibited by this policy.

Personnel should never assume any such conduct is welcome by another. For example, a joke that one individual may not find offensive may be offensive and unwelcome by another individual.

All personnel, visitors, and third parties doing business with the Company will be required to comply with this policy. Any personnel who engages in conduct contrary to this policy will be subject to disciplinary action, up to and including termination.

Reports of harassment and discrimination will be handled in a timely and confidential manner to the greatest extent possible consistent with the Company's obligation to perform a prompt and thorough investigation. Investigation of a complaint will normally include talking with the parties involved and any named or apparent witnesses. If it is determined that a violation of this policy has occurred, the Company will act promptly to eliminate the offending conduct, and where appropriate, impose disciplinary action, up to and including termination.

Personnel will not be subject to retaliation for making a good faith report of harassment or discrimination or for assisting in an investigation in good faith. Personnel who knowingly make false accusations of discrimination or harassment may be subject to discipline, up to and including termination.

Reasonable Accommodations

Accolade complies with the Americans with Disabilities Act (ADA), and applicable state laws prohibiting discrimination in employment against qualified individuals with disabilities, including pregnancy-related disabilities.

Employees should refer to the Accolade Employee Handbook for more information on reasonable accommodations under the ADA and other applicable law.

No Violence

We are committed to the protection of our employees and property. Threats, threatening behavior or other acts of physical or verbal violence, including intimidation, harassment and/or coercion, which involve or affect Accolade or which occur on our or our members' property will not be tolerated. Acts or threats of violence include conduct which is sufficiently severe, offensive or intimidating to alter the employment conditions at Accolade or to create a hostile, abusive or intimidating work environment for one or more employees, subcontractors or vendors.

We do not allow firearms, knives or other weapons in the workplace. This policy applies regardless of whether an employee possesses a concealed weapons permit (CWP) or is allowed by law to possess and carry a weapon. Employees who violate this policy will be subject to disciplinary action up to and including termination. Employees should refer to the Accolade Employee Handbook for more information.

Violations or any potentially dangerous behavior should be reported to your Leader or People & Culture immediately and may lead to disciplinary action up to and including termination. Reports can be made anonymously through the Accolade Compliance and Ethics Hotline [_https://www.whistleblowerservices.com/ACCD](https://www.whistleblowerservices.com/ACCD) or Telephone: 833-976-2030, which is hosted by a third party. All reported incidents will be investigated in as

confidential a manner as possible.

Prohibited Use and Possession

Consumption, use, possession, sale, manufacture, and/or transportation of illegal drugs (including marijuana or other controlled substances to the extent not otherwise permitted under applicable state law) or unapproved alcohol on Accolade's premises or during the hours of employment is strictly prohibited. Personnel are further prohibited from reporting to work or working while impaired by the use of drugs or alcohol.

Employees should refer to the Accolade Employee Handbook for more information on Accolade's policies against use of illegal drugs or unapproved alcohol on Accolade's premises or during the hours of employment.

Privacy and Confidentiality

Employee Information Privacy

We value your privacy as an individual, but all of us as employees or other personnel must recognize that our personal privacy is subject to Accolade's need to provide for safe and secure workplace. This means that at times we may need to monitor or use your personal information for the benefit of our entire group. These situations are rare and we'll make every effort to discuss it with you when it happens.

During the course of your employment, we may perform and update your background, credit and reference checks.

In order to maintain the security of our workplace and property, employees, and visitors to our workplace, we may need to utilize surveillance, including video surveillance. We may also need to conduct computer monitoring and search or inspect the contents of offices, storage areas, file cabinets, desks, boxes, workstations, or personal property like packages, backpacks, bags, etc. We reserve the right to do these things at any time for legitimate security reasons only.

While Accolade respects employee privacy, we should not assume that our desk, cubicle, or use of computer devices or telephone equipment is private or confidential. Subject to local laws and under the guidance of Legal, Accolade may search and review both incoming and outgoing communications and all device information, including any password-protected employee communications.

Confidential Information

One of our most important assets is our confidential information. Due to the nature of Accolade's business, you may have access to or be required to use confidential or proprietary information concerning Accolade, its employees, contractors and other vendors, customers, members and other business partners. You also may learn of information before that information is released to the general public. Personnel who have received or have access to confidential information should take care to keep this

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information confidential.

“Confidential Information” includes any non-public or proprietary information, including personal information and protected health information that might be of use to competitors or harmful to Accolade, Inc. or its customers if disclosed, such as business, marketing and service plans, financial information, product architecture, source codes, engineering and manufacturing ideas, designs, databases, customer lists, pricing strategies, personnel data, personally identifiable information pertaining to our employees, customers or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), health information pertaining to our members, and similar types of information provided to us by our customers, suppliers and partners. This information may be protected by patent, trademark, copyright and trade secret laws.

In addition, because we interact with other companies and organizations, there may be times when you learn confidential information about other companies before that information has been made available to the public. You must treat this information in the same manner as you are required to treat our confidential and proprietary information. There may even be times when you must treat as confidential the fact that we have an interest in, or are involved with, another company.

Safeguarding confidential information is essential to the conduct of Accolade’s business, and the use or disclosure of confidential information typically requires a non-disclosure or other confidentiality agreement. You are obligated to keep Confidential Information strictly confidential and not disclose such information to any unauthorized persons, including on social media, unless and until that information is released to the public through approved channels (usually through a press release, an SEC filing or a formal communication from a member of senior management, as further described in **Protection and Proper Use of Company Assets**). All personnel have a duty to refrain from disclosing to any person confidential or proprietary information about us or any other company learned in the course of employment here, until that information is disclosed to the public through approved channels. This policy requires you to refrain from discussing confidential or proprietary information with outsiders and even with other Accolade personnel, unless those individuals have a legitimate need to know the information in order to perform their duties. Unauthorized use or distribution of this information could also be illegal and result in civil liability and/or criminal penalties.

You also should take care not to inadvertently disclose confidential information. Materials that contain confidential information, such as memos, notebooks, computer disks and laptop computers, should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet and Social Media is prohibited. You may not discuss our business, information or prospects in any “chat room,” regardless of whether you use your own name or a pseudonym. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas within Accolade’s offices, such as commissaries. All Accolade emails, voicemails and other communications are

presumed confidential and should not be forwarded or otherwise disseminated outside of Accolade, except where required for legitimate business purposes.

In addition to the above responsibilities, if you are handling information protected by any privacy policy published by us, such as our internal data privacy policies, including our HIPAA, CCPA, and GDPR policies, or any digital tools or website privacy policy, then you must handle that information in accordance with the applicable policy.

If you become aware of unauthorized disclosure or loss of Confidential Information, contact [Information Security](#) or [Legal](#).

Employees should refer to the Accolade Employee Handbook for more information on Accolade's policies regarding appropriate safeguarding and use of [Confidential Information](#).

Protection and Proper Use of Company Assets

All personnel must protect our company assets, such as equipment, inventory, supplies, cash, and information. Treat company assets with the same care you would if they were your own. Use our company resources only to conduct company business. No personnel may commit theft, fraud or embezzlement, or misuse company property.

Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, and buildings are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with Accolade, Inc. or any letterhead stationery for any personal purpose.

You may not, while acting on behalf of Accolade, or while using our computing or communications equipment or facilities, either:

- access the internal computer system (also known as "hacking") or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as "spam") in violation of applicable law, trafficking in contraband of any kind or espionage.

If you receive authorization to access another entity's internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization.

Unsolicited bulk email is regulated by law in a number of jurisdictions. If you intend to send unsolicited bulk email to persons outside of Accolade, either while acting on our

behalf or using our computing or communications equipment or facilities, you should contact the Compliance Officer for approval.

All data residing on or transmitted through our computing and communications facilities, including email and word processing documents, is the property of Accolade, Inc. and subject to inspection, retention and review by Accolade, Inc., with or without an employee's or third party's knowledge, consent or approval, in accordance with applicable law. Any misuse or suspected misuse of our assets must be immediately reported the Security Team or the Compliance Officer.

Intellectual Property and Protecting IP

Our intellectual property is among our most valuable assets. Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, expertise, and other intangible industrial or commercial property. We must protect and, when appropriate, enforce our intellectual property rights. We also respect the intellectual property belonging to third parties. It is our policy to not knowingly infringe upon the intellectual property rights of others.

Employees should refer to the Accolade Employee Handbook and [Accolade Confidentiality, Technology Invention and Intellectual Property Policy and Agreement](#) for more information on the treatment and handling of intellectual property at Accolade.

Q: Can I file for my own patent protection or register a copyright for Accolade?

A: No. If intellectual property belongs to Accolade, it will determine whether it is appropriate to secure patent, copyright or trademark protection, or to maintain the IP as a Trade Secret or as Confidential Information.

Proper Use of Electronic Media

Accolade uses electronic communications and resources as routine parts of our business activities. However, they can present risks. Therefore, it is essential that electronic resources used to perform company business are protected to ensure that these resources are accessible for business purposes and operated in a cost-effective manner, that our company reputation is protected, and that we minimize the potential for legal risk.

Information Technology

When you're using Accolade's IT infrastructure, use good judgment. This means:

- Keep Confidential Information safe.
- No malevolent hacking.
- No illegal activity.
- Respect copyright laws.
- No websites of an inappropriate nature.

- Treat others with courtesy and respect.

Anything you do using Accolade IT infrastructure remains company property and we have the right to access and/or monitor it at any time.

Employees should refer to the Accolade Employee Handbook, and related [Acceptable Use Policies](#), for more information regarding usage of certain Accolade Information Technology, including Accolade business applications, databases, [personal devices](#) (such as smartphones), and other intellectual property.

Media/Public Discussions

It is our policy to disclose material information concerning Accolade to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the company will have equal access to information.

- All inquiries or calls from the press and financial analysts should be referred to the Chief Financial Officer. We have designated our CEO and CFO as our official spokespersons for financial matters.
- We have designated our public relations department as our official spokespersons for marketing, technical and other related information.

Q: What do I do if someone from the media contacts me?

A: Please direct the individual to [Marketing](#) and let them know as soon as possible that you have been contacted by the media. If the inquiry pertains to a legal matter, please contact the [Legal](#) team.

Unless a specific exception has been made by the CEO, President, CFO, GC or Compliance Officer, these designees are the only people who may communicate with the press on behalf of Accolade. You also may not provide any information to the media about us off the record, for background, confidentially or secretly.

All requests made by the media for any information about Accolade's business or operations should be referred to the Marketing and Communications group, via marketing@accolade.com.

Employee Social Media

At Accolade, we understand that social media can be a fun and rewarding way to share personal and professional views and information. However, use of social media also presents risks and carries with it certain responsibilities. Personnel must avoid unauthorized disclosure or inappropriate use of Accolade's confidential or proprietary information while using social media. As a general principle, your external social networking communications should reflect your personal views, and no personnel may speak for or on behalf of Accolade unless specifically authorized to do so.

Employees should refer to the Social Media Policy in the Accolade Employee Handbook

for more information.

Honest Advertising and Marketing

It is our responsibility to accurately and fairly represent Accolade and our products in our marketing, advertising and sales materials. Deliberately misleading messages, omissions of important facts or false claims about our products, individuals, competitors or their products, services, or employees are inconsistent with our values. Sometimes it is necessary to make comparisons between our products and our competitors. When we do we will make factual and accurate statements that can be easily verified or reasonably relied upon.

Representing Accolade

The value of our reputation and name must be upheld whenever we represent our company. In the event you are speaking on business or technology topics in a public setting or posting on the Internet – including through social media applications and websites – you must make it clear that you are expressing your own views and not those of our company, unless you are speaking as an authorized spokesperson of the company. You must carefully follow special rules of conduct if you participate in or take a leadership position with an industry trade association or other professional group.

Approvals and Waivers

The Code sets out expectations for our company's conduct. When certain situations require permission from management or another person before taking action, you need to raise the issue promptly to allow enough time for the necessary review and approval.

In a particular circumstance, we may find it appropriate to waive a provision of the Code. Any waiver of this Code for executive officers (including, where required by applicable laws, our principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions)) or directors may be authorized only by our Board of Directors or, to the extent permitted by the rules of Nasdaq, a committee of the Board and will be disclosed to stockholders as required by applicable laws, rules and regulations.

In other cases, to seek a waiver, speak with your Leader, who will consider the request in consultation with the Compliance Officer and Executive management

Reminders

The Code serves as our guide for conducting business with integrity. It is not an employment contract and confers no rights relating to employment.

The Code is not a complete list of company guidelines. You are expected to know and comply with all company guidelines related to your job. Violation of these other guidelines may also result in discipline, up to and including termination of employment.

Accolade may amend the Code from time to time as it deems necessary or appropriate.