

**RAPID7, INC.**  
**CODE OF BUSINESS CONDUCT AND ETHICS**  
Effective as of October 31, 2021

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## A. Understanding the Code and Your Responsibilities

This Code of Business Conduct (the “Code”) flows directly from the commitment of Rapid7, Inc. and its subsidiaries (collectively, “Rapid7”) to our mission and core values. We consistently aim for excellence and to create value for both our customers and stockholders, and it is critical that we do so with integrity and high ethical standards. It is unacceptable to cut legal or ethical corners for personal benefit *or* for the benefit of Rapid7.

This Code is intended to deter wrongdoing as well as the appearance of wrongdoing. Doing the right thing is more important than winning while risking our reputation or the trust of our customers, partners and stockholders.

This Code is designed to ensure we:

- Operate our business ethically and with integrity;
- Avoid actual or apparent conflicts of interest;
- Comply with the letter and spirit of laws and Rapid7 policies, including full, fair, accurate, timely and understandable disclosure in reports and documents we file with the U.S. Securities and Exchange Commission (the “SEC”) and in our other public communications; and
- Encourage the prompt internal reporting of suspected violations of this Code.

### **Who must follow this Code?**

The Code applies to anyone who works for or on behalf of Rapid7. This includes:

- All Rapid7 employees around the world;
- All directors and officers of Rapid7; and
- Independent contractors and consultants performing work for Rapid7.

In addition to our own compliance, all of us must ensure that those we manage, and those that we hire to work on our behalf, comply with this Code.

### **Where can I find other Rapid7 policies?**

You can find the other policies referenced in this Code in MyMoose or by clicking on the Rapid7 Corporate Policies button in Okta.

### **What is expected of me?**

All Rapid7 personnel have a responsibility to:

- Understand and live our core values;
- Follow the law at all times applicable to Rapid7 and its business;
- Read and understand this Code and other policies that apply to your role;

- Ask for help if you have questions. You should feel free to discuss your questions with your manager, the Rapid7 Legal and People Strategy teams, or any other resource identified in this Code, including our whistleblower hotline;
- Never cover up or ignore any ethical conduct problem. It is always better to report these;
- Immediately raise any concern that you have about suspected or actual misconduct, including violations of the law, this Code, or other Rapid7 policies. This Code informs you how to report your concerns; and
- Cooperate with any Rapid7 investigations and report all information truthfully.

In addition to the above, all managers are also responsible for creating an environment that encourages compliance with this Code. You should:

- Lead by example and encourage your employees to act with integrity;
- Make sure your team understands this Code and what is expected of them;
- Escalate any potential violations of this Code or other concerns appropriately;
- Never retaliate against anyone for raising an issue, assisting in an investigation, or participating in proceedings related to an alleged violation of any law or regulation;
- Once an ethical concern is raised, do not interfere with any investigation into the matter; and
- Encourage self-reporting of business conduct violations. If an employee voluntarily reports they were involved in an ethics violation, self-reporting may be considered when determining the appropriate disciplinary action to be taken.

### **How will I know if there is a problem?**

This Code covers the most commonly encountered legal and ethical issues, however, it cannot address every situation that may arise. If you are in doubt about a course of action in your role, ask yourself:

- Is the action legal?
- Would it violate the Code or other Rapid7 policies?
- Does it comply with Rapid7's values?
- Could it hurt Rapid7's reputation or put us at risk?
- Am I treating others the way I want to be treated?
- Will it reflect poorly on me or Rapid7? Would I be embarrassed or ashamed if others knew about it?

If you are still uncertain, seek guidance from the resources available to you as provided in this Code.

### **How do I get help and report concerns?**

You have several channels to seek guidance or report concerns:

- Your direct level manager or next-level manager.
- Your People Strategy manager or business partner.
- The Legal team.

If you don't believe your concern is being adequately addressed or you are not comfortable speaking with one of the above-noted contacts, you may also report your concern via our hotline online at <https://rapid7.alertline.com> or by phone at 1-800-341-7686. When using these resources you may choose to identify yourself or remain anonymous, however your identity may become known during an investigation of the information submitted. The information provided will be kept confidential, except as needed to conduct a full, fair investigation.

### **What happens when I contact the hotline or use the website to report a concern?**

Concerns reported via the hotline or the website are answered by an independent third party with expertise in handling these concerns. A call center representative will ask you questions and send a report to the Rapid7 General Counsel and chair of the Rapid7 Audit Committee for a confidential review.

### **What if I am concerned about retaliation?**

Rapid7 will not tolerate threats or acts of retaliation against any person who has submitted a good faith report of a violation or a suspected violation of law, this Code, or other company policies. Employees are prohibited from retaliating or taking adverse action against anyone raising suspected conduct violations - to Rapid7 or to a government agency - or helping to resolve a conduct concern. Any individual found to have engaged in retaliation against an employee for raising, in good faith, a conduct concern, or for participating in the investigation of such a concern, may be subject to discipline up to and including termination of employment.

### **What does 'good faith' mean?**

Good faith reporting means you have made a genuine attempt to provide honest and accurate information, even if you are later proven to be mistaken. However, it is a violation of the Code to knowingly make a false statement or accusation, or to lie to an investigator, or to interfere or refuse to cooperate with an investigation.

### **What are the consequences of violating the Code?**

If you violate the Code, Rapid7 will take appropriate disciplinary action, up to and including termination of employment, depending on the severity of the Code violation. In the case of a violation of law, civil and/or criminal penalties may be imposed by a governmental authority or a court.

### **How is a violation of this Code or misconduct investigated?**

All reports of suspected violations of the Code or the law will be taken seriously and promptly reviewed. As appropriate, Rapid7 will assign investigator(s) to review all reported instances of alleged Code violations. The investigator(s) will:

- Act objectively in determining facts through interviews or a review of documents;
- Contact individuals who may have knowledge about the alleged incident(s); and
- Recommend corrective actions and/or disciplinary measures where appropriate.

In accordance with applicable law, Rapid7 strives to:

- Protect the confidentiality of the individuals involved, to the extent practical;
- Inform an employee of the accusations reported against him/her at a time when such a disclosure will not jeopardize the investigation; and
- Where appropriate, allow employees to review and correct information reported.

If asked, you must cooperate fully with an inquiry or investigation.

## B. Labor and Human Rights

### 1. Honest and ethical conduct

Rapid7 expects everyone to act with the highest standards of honesty, integrity and ethical conduct. We consider honest conduct to be conduct that is free from fraud or deception and is characterized by integrity. We must comply with all laws, rules and regulations applicable to Rapid7 and its business, as well as applicable policies and procedures.

### 2. Diversity and non-discrimination

Rapid7 is committed to equal employment, an environment where diversity is encouraged, and an environment free from unlawful discrimination and harassment. We are committed to complying with all applicable laws providing equal employment opportunities, and all other applicable employment laws and regulations. In compliance with those laws and ordinances, it is our intent to maintain a work environment free from unlawful discrimination and harassment against employees, applicants for employment, individuals providing services in the workplace pursuant to a contract, interns and volunteers, based on their actual or perceived race, religious creed, color, national origin, ancestry, physical or mental disability, medical condition, genetic information, marital status (including registered domestic partnership status), sex (including pregnancy, childbirth, lactation and related medical conditions), gender (including gender identity and expression), age, sexual orientation, AIDs/HIV status, weight and height, military and veteran status and any other consideration protected by law.

Rapid7 is dedicated to the fulfillment of this policy regarding all aspects of employment, including but not limited to recruiting, hiring, placement, transfer, training, promotion, pay, and other compensation, termination, and all other terms, conditions, and privileges of employment. We will not tolerate discrimination or harassment based upon these protected characteristics above or any other characteristic protected by applicable law.

### 3. Human rights

Rapid7 recognizes the importance of maintaining and promoting fundamental human rights in our operations around the world. We implement and maintain programs and policies that:

- Provide fair and equitable wages, benefits, and other conditions of employment;
- Provide safe working conditions;
- Recognize employees' right to freedom of association;

- Promote a workplace free of discrimination and harassment; and
- Prohibit child labor, forced labor, and human trafficking.

We expect our suppliers and partners to uphold these principles as well. For more information see *Rapid7's Global Human Rights Policy* and *Rapid7's Modern Anti-Slavery Statement*.

#### 4. Workplace health and safety

Rapid7 is committed to providing the safest work environment possible. Our programs focus on general safety awareness and incident response. Acts or threats of violence interfere with our commitment to health and safety and will not be tolerated. Any threatening behavior, even made in a joking manner, should be reported immediately.

Rapid7's position on substance abuse is simple: It is not permitted. Substance abuse is incompatible with our values as well as the health and safety of our people. Use good judgment and never drink in a way that leads to impaired performance or inappropriate behavior or endangers the safety of others. We are expected to use good judgment at Rapid7-sponsored events that serve alcohol and under no circumstances should we operate vehicles under the influence of alcohol or controlled substances. Illegal drugs in our offices, at Rapid7-sponsored events or any off-site location where Rapid7 business is conducted are strictly prohibited.

#### 5. Environment

Rapid7 is committed to engaging in environmentally sound practices that take into account Rapid7's impact on climate change. We work to continually assess our impact on the environment and opportunities to move to more environmentally sustainable practices. For more information see *Rapid7's Environmental Sustainability Policy*.

## C. Business Practices

### 1. Conflicts of interest

A conflict of interest may exist where the interests or benefits of one person or entity conflict or appear to conflict with the interests or benefits of Rapid7. Decisions and actions related to Rapid7 should be based on the best interests of Rapid7 and not based on personal relationships or benefits, either for yourself or for others. Rapid7 personnel must never use or attempt to use their position with Rapid7 to obtain improper personal benefits.

A conflict of interest may arise in many situations, some examples include:

- Serving as a director, employee, or contractor for a company that has a business relationship with Rapid7 or is a competitor of Rapid7;
- Having a financial interest in a competitor, supplier, or customer of Rapid7, other than holding direct interest of less than a 1% in the stock of a publicly traded company;

- Receiving something of material value from a competitor, supplier, or customer of Rapid7 beyond entertainment or nominal gifts in the ordinary course of business; or
- Directly or indirectly using for personal gain, rather than for the benefit of Rapid7, an opportunity that you discovered through your role with Rapid7.

Evaluating whether a conflict of interest exists can be difficult and may involve a number of considerations. We encourage you to seek guidance from your manager and the People Strategy or Legal teams when you have any questions.

We abide by the securities laws that govern conflicts of interest by our executive officers and directors. As a result, the actions or relationships that will be considered conflicts with respect to our executive officers and directors are only those that meet the requirement for disclosure in our periodic filings with the SEC pursuant to Item 404 of Regulation S-K, referred to as related party transactions. Such related party transactions must be approved by the Audit Committee as required by applicable laws and regulations, and provided such approval is obtained in advance and such transactions are publicly disclosed, such approval shall not be deemed a waiver of this Code.

## 2. Corporate opportunities

You may not exploit for your own personal gain business or investment opportunities that are offered to you or discovered through the use of company property, information, or position unless the opportunity is disclosed fully to your manager and the Legal team. You may not use company property, information, or position for improper personal gain and you may not compete with us directly or indirectly.

## 3. Gifts and entertainment

This policy applies to both giving and receiving gifts or other things of value as part of your job at Rapid7. Gifts are usually goods or services, but can be any item of value, including entertainment (such as tickets or invitations to concerts, sporting events, etc.). Exchanging gifts and entertainment can help build strong working relationships with customers and other business partners. In some cases, however, gifts and entertainment may create a conflict of interest or unfair bias that could influence business decisions or be seen as bribes. Employees may not give or receive gifts or entertainment to or from current or potential vendors, suppliers, customers, or other business associates unless all of the following conditions are met:

- Customary. The item is a customary business gift and would not embarrass Rapid7 if publicly disclosed. Cash or cash equivalents are never an acceptable gift. Giving or receiving cash is viewed as a bribe or kickback and is always against Rapid7 policy;
- Legal. Giving or accepting the gift is legal in the location and under the circumstances where given;
- Minimal Value. Generally, if your gift does not involve a government official, a gift of minimal value - for example an item valued at less than \$100 USD - is permissible; and

- Recipient is not a government official. Never provide a gift, including meals, entertainment, or other items of value, to a government official without obtaining approval from the Legal team.

## D. Compliance with Law

### 1. Anti-bribery, anti-corruption

Never resort to bribery, facilitation payments, kickbacks or other corrupt practices. There is no potential benefit that can justify damaging our integrity and reputation or the trust others place in us. All bribery is prohibited. You must fully comply with all anti-corruption laws of the countries in which we do business, including the U.S. Foreign Corrupt Practices Act (“FCPA”) and the U.K. Bribery Act. Even though the FCPA is a U.S. law, it applies to our actions everywhere.

- Bribery is offering or giving something of value in order to improperly influence the recipient’s actions. Bribery is illegal in every jurisdiction in which Rapid7 does business.
- A facilitation payment is a tip or small payment made to a government official in order to expedite a routine government action, such as issuing a permit or providing utility service. This is illegal in most jurisdictions and not allowed by Rapid7.
- A kickback is the return of a sum paid (or due to be paid) as a reward for fostering a business arrangement. Accepting or offering a kickback violates this Code.

Please refer to the *Rapid7 Anti-Corruption Policy* for additional information.

### 2. Insider trading

Insider trading, or the trading of Rapid7 securities while in possession of material, nonpublic information about Rapid, is prohibited. In addition, you may not trade in Rapid7 securities when there are internal trading restrictions. If you are advised that you are subject to a trading window or special blackout, do not trade in Rapid7 securities until the restriction has been lifted.

“Tipping” is also a violation of the Code. Tipping occurs when you provide material, nonpublic information about a company to someone else, who then uses that information to trade securities. You should also refrain from discussing material, nonpublic information with others at Rapid7 unless they have a business need to know. Remember, you may be held liable for violating insider trading laws if you tip, even if you did not personally make a trade based on the information you provided. Insider trading and tipping are not only violations of the Code — they are serious violations of securities laws and will expose all individuals involved to immediate termination, as well as civil liability and criminal prosecution.

For more information about insider trading, consult *Rapid7’s Insider Trading and Trading Window Policy*.



### 3. Antitrust, fair competition, and fair dealing

Rapid7 believes in its products and in free and fair competition in compliance with applicable laws and trade regulations. We must compete solely on the basis of our quality products and services and never take advantage of anyone through unfair practices. Rapid7 has a legal and ethical obligation to be accurate and truthful in all of our business dealings. We must market our products and services honestly and communicate fairly with customers.

Never make misleading or disparaging statements about our competitors or their products or services. To ensure markets operate fairly and efficiently, many nations have implemented laws to combat anti-competitive practices. While anti-competition laws may be complex, they generally forbid discussing or entering into formal or informal agreements regarding activities that may restrain trade. Examples of such prohibited activities include, but are not limited to, bid rigging, price fixing, and dividing or allocating specific market territories with competitors. Illegal agreements do not have to be signed contracts and may be as simple as informal understandings between two parties.

If any of these topics of discussion arise when talking with a competitor, such as at an industry association meeting or a trade show, you should stop the conversation immediately and report it to the Legal Team at [compliance@rapid7.com](mailto:compliance@rapid7.com). Violations of anti-competition laws carry severe consequences. Keep in mind that these laws can be difficult to understand and every country maintains its own laws regulating competition. Exercise caution and avoid any interaction with competitors that may place you or Rapid7 at risk.

### 4. Financial integrity

Rapid7's focus on honesty and integrity underscores our commitment to accuracy in our books and records. Business records, including our financial statements, contracts, and agreements, must always be accurate and reflect an accurate presentation of the facts. No matter what type of document or how insignificant it might seem, the information contained in a business record must always be truthful and complete. Financial records must reflect all components of the financial transactions and events. Likewise, all of your transactions, no matter what the monetary amount, must be properly authorized, executed, and recorded. You are responsible for sharing such information with Rapid7 as is necessary and relevant to enable the full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by Rapid7 with the SEC and other governmental authorities.

Our investors and the general public rely on Rapid7, and the law obligates us to report accurately on our business, our earnings and our financial condition. The disclosures we make in our public communications, regulatory disclosures, and reports submitted to the SEC and to other governmental agencies must always be full, fair, accurate, timely, and understandable.

All of us, including our senior financial officers, must immediately report accounting or auditing irregularities. In addition, you should report the following:

- Any violation of any law, rule, or regulation;
- Any incidence of fraud, whether or not material, by any person; and
- Any material information, including any deficiency in our internal controls over financial reporting, that could affect or render untrue the information contained in our public communications or periodic reports filed with the SEC or other regulatory body.

Depending on your position at Rapid7, we may ask you to certify your knowledge of various facts each quarter, or on another periodic basis. Rapid7 relies on such certifications to make legal and accounting determinations and to comply with the law. If you do not provide complete, accurate, or honest information in your certification you may be in violation of this Code. If you are involved in any aspect of preparing our financial statements or the certifications on which they rely, you must always follow our financial policies, our system of internal controls, and generally accepted accounting principles. If you learn of potential misconduct related to our financial reporting, accounting, auditing, or internal controls, you have a duty to report it immediately.

Please refer to *Rapid7's Whistleblower Policy for Accounting and Auditing Matters* for more information on how to report such matters.

## E. Assets, Systems and Facilities

### 1. Intellectual property

Our intellectual property ("IP") is another important Rapid7 asset that must be protected at all times. IP refers to certain intangible assets developed through creative work done by our employees and partners. IP is safeguarded by legal protections including patents, trademarks, copyrights, and trade secrets. Our technology, software, and technical data contain significant IP, and our policy is to protect Rapid7's IP rights to the fullest extent possible. You should never allow a third party to use our IP without proper authorization and a license agreement that has been approved by the Legal Team.

In addition to protecting our IP, we also respect the IP rights of others. This includes avoiding infringement of any third party's patents, trademarks, copyrights, and trade secrets. When we work with third parties we have a duty to ensure through contracts that Rapid7 obtains appropriate rights to IP created in such engagements.

If you have questions or concerns about our Rapid7's IP or the IP of a third party, contact the Legal Team for assistance.

## 2. Third parties' and previous employers' information

During your time at Rapid7, you may have access to information about Rapid7, its employees, business, or operations that is confidential, competitively sensitive, and/or proprietary. You should assume that information is confidential or competitively sensitive unless you have clear indication that Rapid7 has publicly released, or otherwise authorized the disclosure of, such information. Even within Rapid7 and among your coworkers, you must only share confidential information on a need-to-know basis.

In addition, in some cases, employees may be responsible for protecting information that belongs to other people or companies.

- **Third parties:** In the course of doing business, sometimes employees will learn confidential information about customers, suppliers, and other business partners. Protecting and keeping strictly confidential data of these third parties is one of Rapid7's most important duties.
- **Former employers:** You are not permitted to bring any materials or information from a prior employer to Rapid7. When a new team member joins Rapid7, employees must respect that this person cannot share confidential information about previous employers. Similarly, you are responsible for protecting Rapid7's information if you leave Rapid7.

## 3. Personal information

Personal information provided to Rapid7 must be protected. If your job enables you to have access to employees' personal information (including but not limited to data like home addresses, medical information, Social Security numbers, banking information and/or compensation), as well as any security or personal information Rapid7 receives from its customers, suppliers, and other third parties with whom it does business, you are responsible for helping to protect it and keeping it strictly confidential. That means using the information only for legitimate business purposes and never sharing it with anyone who does not have a work-related reason to see it in accordance with all applicable data protection and privacy laws and regulations.

Please also refer to Rapid7's applicable privacy policies.

## 4. Using company tools

Any computers and other devices that Rapid7 provides are Rapid7 property. The same is true of our email system, internet access, and other access to software. A certain amount of personal use is permitted, but Rapid7 technology should mainly be used for business purposes. Since all of these tools and technology belong to Rapid7, employees should not have any expectation of privacy in their use. Rapid7 may monitor anything created, stored, sent, or received on Rapid7 technology, to the extent allowed by law. Do not use any technology to violate the law or Rapid7 policies or to create, store, or send content that others might find offensive. It is also important to

carefully avoid any usage that might lead to loss or damage, such as a breach of Rapid7's IT security protocols.

Please also refer to the *Rapid7 Acceptable Use Policy*.

## F. Communication

### 1. Press/Media and investors

All inquiries from the press or media must be directed to the Corporate Communications team at [press@rapid7.com](mailto:press@rapid7.com). Similarly, inquiries from investors or the investment community must always be directed to the Investor Relations team at [investors@rapid7.com](mailto:investors@rapid7.com).

Please also refer to the *Rapid7 Corporate Disclosure Policy*.

### 2. Social media

Rapid7's Social Media Policy goes into detail about what employees can and cannot do on social media, but in general, remember that the Internet is a public place and never forgets anything, so handle yourself accordingly.

- Protect the proprietary information of Rapid7, our employees, customers, and our suppliers.
- Do not comment on legal matters, trade secrets or disclose confidential information.
- If you are discussing Rapid7 or our products, be open about the fact that you work for us.
- Be clear that your statements are your own opinion, not those of Rapid7, but be mindful that people may associate what you say with Rapid7 because you work here.
- Generally represent yourself well and use your best judgment at all times.

Please also refer to the *Rapid7 Social Media Policy*.

### 3. Public speaking

If you are an employee and you have been invited to speak or present at an event and are representing Rapid7 when you do so remember to track the details of your speaking engagement and to inform the Marketing Team. Before accepting free travel or accommodations, check that the proposed gift is within the gift rules or ask the Legal Team for approval.

Please also refer to the *Rapid7 Corporate Disclosure Policy*.

### 4. Political activities

Rapid7 does not make political contributions to individual candidates or parties. However, Rapid7 employees may be involved in the lawful political activities of their choice. Rapid7

employees should be clear in such activities that their participation is their own choice and that the views they advocate are their own and not necessarily those of Rapid7. Rapid7's workforce is a big community made up of individuals with diverse beliefs and viewpoints, and employees must treat each other with respect. Employees may keep their personal activities outside of Rapid7 confidential, but always keep in mind that you are a representative of Rapid7. Your conduct can affect the perception of Rapid7. You cannot have personal activities that conflict with or interfere with your job duties at Rapid7.

## G. Other

### 1. This is not a contract

The Code is not a contract. It does not convey any specific employment rights or guarantee employment for any specific period of time, nor does it create any contractual or other rights for stockholders, suppliers or any other person. Rapid7 may change this Code at any time for any reason.

### 2. Code certification

Depending on your position at Rapid7, we may ask you to certify your knowledge of various facts about each quarter, or on another periodic basis. Rapid7 relies on such certifications to make legal and accounting determinations and to comply with the law. If you do not provide complete, accurate, or honest information in your certification you may be in violation of this Code. Additionally, employees may be asked to acknowledge receipt, review and understanding of this Code.

### 3. Waivers of this Code

Any waiver of any provision of this Code of Conduct will be rare, regardless of position. Any waiver of this Code must be approved in writing in advance by Rapid7's General Counsel in accordance with appropriate policy or guidelines. In addition, for members of Rapid7's Board of Directors and executive officers, waivers or exceptions to compliance with the Code may require written approval by Rapid7's Board of Directors or, if appropriate, its delegate(s). If required by applicable law, waivers will be promptly disclosed as required by applicable law, including on a publicly available current report filed with the SEC or on Rapid7's website.

### 4. Amendments

We are committed to continuously reviewing and updating our policies. We therefore may amend this code at any time and for any reason. The Board of Directors must approve any amendments to the Code. We welcome your comments about this policy as well. Contact Rapid7's General Counsel or [compliance@rapid7.com](mailto:compliance@rapid7.com) with any such comments.