AVALARA CODE OF BUSINESS CONDUCT AND ETHICS

(as amended and restated on August 12, 2026)

What is the Code and Why Does it Matter?

Avalara's Code of Business Conduct and Ethics (the "Code") is a user guide for making decisions and taking actions that honor our ethical values and comply with applicable laws. How we win matters as much as whether we win. Our ethical standards are not separate from our success; they are fundamental to it. Customers trust us with their compliance. Partners stake their reputation on ours. Colleagues depend on each other to act with integrity. The Code is how we protect all of that.

The Code is a valuable resource for decision-making. Learn it, reference it, and rely on it. Although the Code does not address every scenario or legal requirement, its principles guide decisions and conduct both in and out of the workplace. The judgment and integrity we demonstrate affect Avalara, our colleagues, our customers and partners, and our reputation.

Expectations

The Code applies globally to all employees (including officers), consultants, contingent workers, and Board members across Avalara, Inc and its subsidiaries. Once a year, we'll ask you to confirm that you've read the Code and agree to follow it and all applicable laws. If the Code or Avalara's policies are stricter than the law, follow the Code and policies. If the law is stricter, follow the law. Nothing in this Code requires you or anyone else to act unlawfully.

All of our other policies build upon the Code's foundation. You are required to comply with Avalara policies, including new policies and current policies that may be revised from time to time. If a policy or procedure conflicts with the Code, follow the Code, and report the inconsistency to the Avalara Legal Department ("Legal").

If you are a people manager, you are expected to model ethical behavior and help your team understand what it means to act with integrity. Encourage them to speak up about concerning behavior and make clear that doing so is always the right call. You are also required to report any concerns you see, hear, or otherwise learn about. As a leader, you set the tone. Your team looks to you to define what doing the right thing looks like every day.

Violations of the Code have serious consequences, including possible civil or criminal legal penalties. If you are an employee and violate this Code, Avalara (acting through your legal employer) may take appropriate disciplinary action, up to and including termination, as permitted by applicable law.

Helping You Make Good Choices

Good judgment is an Avalara expectation. When making decisions, responding to a situation, or observing conduct that concerns you, ask yourself:

- Is it legal?
- Is it consistent with Avalara policies?
- Could it negatively impact Avalara's customers, employees, partners, and/or reputation?
- Would I be comfortable if others knew about it?
- Should I ask questions, seek guidance, or raise a concern before proceeding? If you are unsure what to do, ask before acting.

For questions or to report concerns, reach out to your manager, Legal, People & Culture (P&C), Internal Audit, or use the Ethics Hotline (see below).

Reporting

Speaking up is one of the most important actions you can take to uphold our ethical values and compliance with applicable laws. Report concerns or suspected wrongdoing to any of the following: your manager, Legal, or the Ethics Hotline described below, as applicable in your country.

Avalara maintains a third-party-operated hotline that accepts reports by phone, email, or online portal and gives reporters the option to submit anonymously (the "**Ethics Hotline**"):

- - **Website:** Mitratech Ethics Hotline

Telephone:

- - - *United States and Canada (English)*: 833-440-0009
      - *United States and Canada (Spanish)*: 800-216-1288
      - *Canada (French)*: 855-725-0002
      - *Mexico (Spanish)*: 800-681-5340
      - *All other countries*: 800-603-2869 (must dial the appropriate country access code first). Visit this link for access codes and dialing instructions: https://report.syntrio.com/documentlink/International%20Toll-free%20Hotline%20Access%20Instructions.pdf
    - **E-mail:** standard-reports@mitratech.com (must include company name with report)

The Ethics Hotline is operated by Mitratech, Inc. Any personal data received and processed as a result of a report will be treated in accordance with applicable law.

If your concern involves accounting, internal controls, or auditing, it will be directed to the Audit Committee of the Board, which oversees how these concerns are reviewed and addressed. You can raise these concerns through any of the channels above.

Depending on your location, local laws may require you to identify yourself or give you a right to remain anonymous. Where permitted, we encourage you to identify yourself when using the Ethics Hotline to assist with the investigation. We can investigate more effectively when we can follow up with you directly and it also allows us to keep you informed of what steps we take to respond to your report.

In case of any conflict between this Reporting section and any country-specific notice, the country-specific notice applies for the applicable country.

No Retaliation

We have an absolute zero tolerance for retaliation or victimization of any kind against someone who raises concerns in good faith. If you believe you are being retaliated against or victimized for complying with the Code, contact Legal or the Ethics Hotline.

Conflicts of Interest

When we refer to conflicts of interest, we mean actual, potential, or perceived improper benefit to you as an individual, someone you are close to or related to, or an organization with which you have close ties. It is your responsibility to recognize and avoid conflicts of interest. Personal or competing interests compromise our ability to make the best decisions for Avalara and even the appearance of conflict can undermine trust in those decisions.

To avoid conflicts of interest (actual, potential, or perceived):

Do

- Disclose any personal relationships that might create or appear to create a conflict of interest,

including familial or romantic relationships with colleagues, customers, partners, or vendors.

- Disclose any financial interests that exceed a 1% ownership stake in any company.
- Regardless of the percentage, disclose any ownership stake in competitors, partners, and vendors if it represents a material financial interest to you or may influence or appear to influence decisions you may make on Avalara's behalf. A financial interest is material to you if it is large enough that it matters to your personal finances, or if a reasonable person knowing about it might question whether it influenced your business decisions. This excludes investments in mutual funds, venture capital, or similar funds that invest in a broad cross-section of companies and industries that may include Avalara competitors, partners, or vendors, as long as you are only a passive investor.
- Disclose if you are joining the board of directors or advisory board of a for-profit company.
- Comply with the Code's gifting guidance when giving and receiving individual gifts.
- Reach out for guidance before participating further if you're not sure whether a conflict of interest exists.

Do Not

- Participate in decisions for Avalara where you, your family, friends, business or other organization that you are closely tied to would receive or appear to receive financial or other material benefit.
- Use any Avalara confidential information or corporate opportunities to benefit any of the following parties: yourself, someone you are close to or related to, or an organization with which you have close ties. However, purchasing and using Avalara products for your own legitimate business needs under our standard terms is always permitted.
- Wait to disclose. Timely disclosure is critical for compliance with the Code. You are expected to disclose as soon as possible to ensure ample time and opportunity to consider, avoid, and/or remedy any actual or perceived conflict.

Disclosures and questions about disclosures should be directed to your manager, Legal, or the Ethics Hotline.

Giving and Accepting Gifts, Entertainment, Meals, and other Business Courtesies

Appropriate gifts, meals, entertainment, and other business courtesies (hereafter referred to collectively as “gifts”) can benefit Avalara by building goodwill and strengthening important relationships with our customers, partners, and vendors. It is each individual’s responsibility to ensure that any gifts you give or accept do not interfere with, or risk interfering with, impartial and objective business decisions.

This policy does not cover every scenario where a gift may be considered or offered. Exercise good judgment. Routine gifts that are modest and consistent with the Code do not require approval.

Here are the main gifting guidelines to remember:

- ***Gifts must have a legitimate business purpose.*** This typically means that it is intended to build goodwill and/or strengthen relationships between Avalara and another business and not primarily benefit any individual personally.
- ***Gifts might create a conflict of interest.*** Gifts should never put you in a position where your personal interests conflict, or appear to conflict, with Avalara’s interests and/or your ability to make good business decisions.
- ***Beware of extravagant gifts.*** Gifts that are extravagant, exclusive, or given in an inappropriate context, such as a pending deal, can influence or appear to influence a business decision. Exercise extra caution when an RFP, contract, renewal, pricing negotiation, audit, or other significant business decision is pending. In these situations, gifts that could reasonably be viewed as influencing a decision should not be offered or accepted until the deal or business decision has concluded.
- ***Several non-negotiable requirements apply to gifts.*** Gifts must be unsolicited, infrequent, and reasonable. They must not be in the form of cash or a cash equivalent (except as allowed through approved Company programs), and they must not be a bribe, payoff, or kickback, or be construed as such. All gifts must comply with all laws and policies of both Avalara and the other organizations involved.
- ***Special rules apply to government officials and political activity.*** Additional restrictions apply to gifts for government employees or officials and are outlined in the Avalara Anti-Corruption Policy. Never offer a gift, meal, or anything of value to a government official or make political contributions on behalf of Avalara without first reviewing the Anti-Corruption Policy and consulting Legal.
- ***If you’re not sure, ask.*** Please always seek guidance from your manager, Legal, or P&C in advance if you are unsure whether a gift is appropriate.

Examples of generally acceptable gifts:	Examples of gifts that typically require additional review or approval:	Examples of gifts that are *not* acceptable:
• Modest meal with a customer, partner, or vendor during a business meeting. • Promotional products, branded merchandise, and other swag. • Food, snacks, gift baskets, and similar items of modest value that are gifted to a team or group and intended to be shared.	• Attendance at an event where the travel, lodging, and event entrance fees are paid for by a vendor, partner, customer, or other prospective Avalara business partner; • Admission to exclusive or premium experiences such as international/global competitions, hospitality suite or box seats, and VIP event tickets; and • Repeated gifts from the same source.	• Cash; • Personal favors; • Gifts tied to business decisions or intended to influence business decisions; and • Cash equivalents (e.g. gift cards) except as allowed through approved Company programs; • Anything prohibited by law or policy.

Rules for employee-to-employee gifts are in the Global Travel and Expense Policy.

Corporate Opportunities

A Corporate Opportunity is a business, investment, commercial, or strategic opportunity that you learn about through your work at Avalara, through the use of Avalara resources or information, or because of your position with Avalara, and that Avalara could reasonably pursue or benefit from. You cannot use a Corporate Opportunity for personal benefit or to compete with Avalara, or share a Corporate Opportunity externally for use by others.

Confidentiality and Data Protection

You interact with data in many forms every single day, and it is important for each individual to understand how to safeguard any data they have access to at Avalara.

What We Protect

Confidential and Proprietary Information is information that is not publicly available, is intended to be kept private, and could harm Avalara, its customers, partners, or employees if disclosed to unauthorized individuals. Examples include unreleased products or product features, source code, financial results, business strategies, customer and prospect lists, pricing information, partner agreements, sales forecasts,

product roadmaps, employee data, internal policies, non-public operational information, and third-party data that we are obligated to protect. (“**Confidential Information**”)

You work with and are exposed to Confidential Information every day. When handling Confidential Information:

- ***Keep it secure and classified.*** Understand the classification of the data you handle and measures you must take to secure that data. It is your responsibility to not disclose Confidential Information outside the Company and to take reasonable steps to prevent disclosure, including but not limited to placing data in unauthorized SaaS applications, personal services not managed by Avalara, public cloud repositories, or unapproved generative AI tools. Unauthorized disclosure also includes using Confidential Information to participate in prediction markets or other similar activities.
- ***Need-to-know basis.*** Only share Confidential Information with people inside Avalara who genuinely need it to do their jobs. Be mindful of oversharing in internal collaboration tools.
- ***Protect it externally.*** If you believe the law requires you to disclose something, we ask that you let Legal know beforehand so they can consider necessary steps to limit the disclosure, if possible.
- ***Honor your commitments.*** When you joined Avalara, you agreed to protect our Confidential Information. That obligation applies every day you work for us and continues after you leave the Company.

If you believe Avalara Confidential Information has been disclosed to or accessed by an unauthorized individual, promptly notify the Avalara Enterprise Security Team and Legal.

Nothing in this section limits your ability to talk with coworkers about your pay, hours, or working conditions, or to raise concerns about your workplace.

Personal Data is a very broad concept covering any information that can identify an individual directly or indirectly. This includes name and email address as well as other unique identifiers like address, employee number, or bank account number, opinions they've expressed or other people's opinions about them. If the information can be combined with other information to identify an individual, it is personal data and protected by applicable laws.

We are entrusted with the Personal Data of taxpayers, customers, and colleagues. Handling Personal Data with appropriate care helps maintain trust, data protection compliance, and upholds our standards for responsible business practices.

When handling Personal Data always think about the following:

- ***Minimize data.*** Only collect, access, and use the minimum amount of Personal Data necessary to accomplish your specific task and in accordance with your role.
- ***Follow the policies.*** Adhere to Avalara's Global Privacy Policy and all other applicable policies and standards.
- ***Report potential exposures.*** If you believe Personal Data has been disclosed, shared, exposed, or accessed by the wrong person, even unintentionally, promptly notify the Avalara Enterprise Security Team and Legal.

Intellectual Property ("IP") includes both our public-facing assets, like patents, trademarks, copyrights, and Avalara branding (e.g. Avalara name and logo), and our highly confidential assets, like our source code, AI

models, training datasets, and algorithms, which operate as our trade secrets. When working with IP:

- ***Understand what belongs to Avalara.*** As outlined in the Proprietary Information and Inventions Agreement, or your employment contract, that you signed when you joined, any ideas, software, algorithms, designs, or works of authorship you create in connection with your work here belong solely to Avalara.
- ***Keep personal projects separate.*** You may develop personal inventions on your own time. However, to ensure those projects belong to you, they must be created without using Avalara's equipment, time, facilities, confidential information, or IP. Furthermore, these projects cannot result from the work you perform for Avalara and they cannot relate to Avalara's current business or prospective activities.

- ***Respect third-party IP.*** Just as we protect our own creations, we respect others' creations. Never use copyrighted materials, music, images, content, confidential information, or software belonging to a third party without confirming we have the appropriate rights and licenses to do so.

Company Assets are the devices, networks, systems, identities, and both physical and digital (cloud) locations where data lives. Examples of company assets include laptops, internal databases, cloud infrastructure, communication platforms, intranets, wikis, office whiteboards, filing cabinets.

Because we work across locations and devices, your login credentials and the security of your devices are your most important tools for keeping Avalara safe. Protecting Avalara's assets is everyone's responsibility, including the systems and devices where our data lives. This is why each person has their own unique login, password, and badge. Never share your credentials, MFA tokens, or access with others. Always follow Avalara's acceptable use and IT security and governance policies.

When using Company Assets:

- ***Secure your devices and never bypass security controls.*** Never leave your laptop unattended in public, always lock your screen when you step away, and keep your passwords updated. Follow all of Avalara's policies with respect to acceptable use and IT security.
- ***Use approved tools.*** Only use Avalara-approved applications and systems to conduct company business or store Confidential Information.
- ***Keep company data in company systems.*** Do not use personal email, personal cloud storage, personal password managers, or any other personal accounts or services to conduct Avalara business or to handle Confidential Information.
- ***Stay vigilant, report, and keep informed.*** Complete mandatory security training. If you suspect a compromise of Avalara security, accidentally click a suspicious link, or lose a device, report it to the Avalara Enterprise Security Team immediately.

Fair Dealing and Antitrust

Avalara is committed to fairness and honesty in business, because it's the right thing to do and our reputation depends on it. We expect you to uphold those values in every interaction with customers, partners, suppliers, competitors, and employees. Examples of unfair dealing include knowingly misrepresenting facts, hiding essential information, or using privileged information for unfair gain. Unlike conflicts of interest, the gain does not have to be personal to be considered unfair. Even if Avalara may benefit from it, we do not compromise our values for unfair gain.

In the market, we compete fiercely but fairly, which means you should never enter into agreements with competitors to fix prices, rig bids, or divide markets to interfere with fair competition. This prohibition applies everywhere, including trade associations, industry conferences and informal networking channels. If a competitor asks you about these arrangements, stop the conversation immediately and report it to Legal or the Ethics Hotline.

Anti-Bribery and Anti-Corruption

Avalara strictly prohibits bribery and corruption in all forms, anywhere in the world. We win business based on the quality of our products and services, never through unethical or illegal practices. You may not offer, promise, give, or accept anything of value, including cash, gifts, favors, or entertainment, to improperly influence a business decision or gain an unfair advantage. This prohibition applies whether you are dealing with a government official (including employees of state-owned or government-controlled entities), a customer, vendor, partner, prospect, or any other third party, and it applies regardless of local customs or practices. You are also prohibited from using parties, such as agents or consultants, to do anything you are prohibited from doing yourself. More details and compliance requirements can be found in Avalara's Anti-Corruption policy. If you are unsure whether an interaction or payment is appropriate, ask Legal before acting.

Global Trade and Sanctions

We are committed to complying with all applicable export controls, import laws, and economic sanctions. You may not conduct business with or provide Avalara's products or services to any sanctioned country, entity, or individual, including entities owned or controlled 50% or more, directly or indirectly, individually or in the aggregate, by one or more sanctioned parties. You also may not enable a customer or partner to transfer our products or services to a prohibited destination on Avalara's behalf. If you are unsure whether a party is on the sanctions list, please contact Legal before moving forward.

Keeping Accurate Books, Records, and Financial Reporting

We maintain the highest standards of accuracy and integrity in our financial and accounting practices and business records. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, investors, lenders, and other stakeholders. Avalara requires that all transactions be properly recorded, classified, and summarized in our financial statements, books, and records in accordance with our policies, controls, and procedures, as well as generally accepted accounting principles, standards, and applicable law.

All individuals are expected to ensure the completeness and accuracy of Avalara's business and financial records and must never create false, incomplete, or misleading financial entries or records. Even if you are not directly involved in financial reporting or accounting, what you record can feed financial reporting, investment decisions, and how we prioritize across the business. Accuracy and completeness therefore matter in every role, not only in finance and accounting roles.

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

Responsible Spending

You are responsible for spending Avalara's money wisely and treating it as if it were your own. Ensure that all expenditures, including travel and entertainment, are for legitimate Avalara business purposes and comply with the Global Travel and Expense Policy. Never use corporate credit cards or company funds for personal expenses.

Money Laundering Prevention

Avalara is committed to complying with applicable anti-money laundering and anti-terrorism laws. Where appropriate, Avalara maintains policies, procedures, and controls in place to ensure our products and services are used only for lawful purposes by legitimate businesses with legitimately derived funds. Review our Anti-Money Laundering Policy for more information.

No Insider Trading

At Avalara, you may be exposed to material non-public information (MNPI) about Avalara, our customers, partners, or vendors, and companies with which we may be negotiating major transactions (such as an acquisition, investment, or sale). MNPI is information that has not been publicly announced and is not generally known or available to the public, and that a reasonable investor would consider important for deciding whether to buy or sell shares of stock.

You, your family, and household members are prohibited from trading stock (including short sales, hedging transactions and trading options or other derivatives) based on MNPI. Additionally, you must not “tip” or otherwise disclose MNPI to others who may trade. Placing bets in connection with any prediction market, betting platform, or similar arrangement where wagers are placed on future events or outcomes using MNPI or confidential information obtained through your employment at Avalara is also prohibited.

Insider trading is a violation of federal securities law that can result in significant civil fines and criminal prosecution. If you are ever in doubt about whether information is MNPI, do not use it. While Legal cannot provide you with personal investment or legal advice, you may contact them if you have questions about how this policy applies.

Ethical Use of Artificial Intelligence (AI)

We promote the responsible and ethical use of Artificial Intelligence (AI). AI is a powerful capability, but it introduces unique security, privacy, and intellectual property risks. When using AI, you must follow Avalara's AI Governance requirements and always:

- ***Protect our data.*** Use only Avalara-approved AI tools. Never enter Confidential Information or Personal Data into public or unapproved AI platforms or accounts.
- ***Maintain human oversight.*** AI does not replace human judgment. You are responsible for reviewing and validating AI-generated content before relying on or using it, and you are responsible for any action an AI tool takes on your behalf or under your direction.
- ***Promote fairness.*** Be mindful of the potential for AI bias and take steps to ensure your use of AI supports fair, ethical, and objective outcomes.
- ***Be accountable.*** You remain responsible for decisions, actions, and work products that involve or are assisted by AI. Do not rely on AI to make decisions that require human judgment or approval.
- ***Be transparent.*** Use AI openly and in accordance with Avalara policies. When appropriate or required, disclose the use of AI in creating work products or making decisions, and do not misrepresent AI-generated content as your own work.

Speaking on Behalf of Avalara

Only designated spokespersons may speak on behalf of Avalara as an official representative to the public, the media, government officials and politicians, and the financial community or attempt to influence lawmakers or government officials on certain laws on Avalara's behalf. If you are contacted by a journalist, member of the media, industry influencer, content creator, investor, or financial analyst asking for information about Avalara, you must decline to comment and immediately forward media inquiries to Corporate Communications and investor or analyst inquiries to Investor Relations.

Additionally, Legal may designate a Quiet Period, which is a window during which additional restrictions on external communications apply. Legal will provide written notice of any upcoming Quiet Period, and that notice may be distributed Company-wide or only to designated personnel. During a Quiet Period, employees should follow Legal's instructions and not make public statements, including through social media, regarding Avalara's financial performance, results, or business prospects.

Except for individuals who receive explicit prior authorization from Corporate Communications or Investor Relations, no employee may speak on behalf of Avalara to the media or financial community, whether formally or informally, in any setting where you could be understood to be speaking on Avalara's behalf.

Remember when speaking publicly about Avalara, whether online, at an industry event, or in any public forum, always disclose that you are an Avalara employee. We encourage you to be a brand ambassador which includes sharing or reposting externally approved Avalara content and job openings on social media, as well as proudly talking about our winning culture and innovative products to customers, partners, and prospects at industry events.

Except during Quiet Periods, this section does not restrict our Go-To-Market (GTM) organization, comprised of sales, marketing, and partner teams, and our support teams from engaging in their normal, day-to-day business communications with customers, partners, or vendors, including sponsored influencers and content creators.

Political Activities

Avalara respects your right to participate in the political process on your own time and with your own resources. Unless you are specifically authorized to do so as part of your role, you must never use Avalara funds, equipment, or facilities to support a political candidate, party, or campaign, or conduct lobbying activity on Avalara's behalf. Any employee authorized to conduct lobbying and other political activities on behalf of Avalara must ensure all such activities comply with applicable registration, disclosure, and reporting requirements. When engaging in personal political activity, always make clear that your views are your own and do not represent Avalara's.

Respectful Workplace Expectations

Respect for each other is a core value at Avalara. We welcome different perspectives and expect them to be shared and received courteously and respectfully. We take steps to prevent unlawful retaliation, harassment, and discrimination, and we don't tolerate those behaviors. If you're a manager and you become aware of or receive a complaint about this kind of behavior, escalate it to P&C or Legal immediately.

Human Trafficking and Forced Labor

Avalara has zero tolerance for forced labor, human trafficking, and slavery, and you are required to comply with applicable laws concerning equal opportunities, child labor, forced labor, human trafficking, working hours, freedom of association, and fair wages.

Workplace Health and Safety

Every individual plays a part in maintaining a safe work environment, and you should never do anything to put your own safety or the safety of others at risk. If you are engaging in company business, attending a company event, or traveling on business, you must not be under the influence of illegal drugs or unauthorized controlled substances. If you consume alcohol, you are expected to drink responsibly, and you remain personally responsible for your behavior.

Immediately report any behavior or activity that jeopardizes individual health and safety to your manager, P&C, Legal, or the Ethics Hotline. If you or someone else is in immediate danger, call the local authorities and/or emergency responders.

Investigating Suspected Violations

When we suspect a violation of the Code, any other company policy or procedure, or any applicable law, we will conduct a prompt and thorough investigation that complies with all applicable laws as well as local policies and procedures. If we ask you about a suspected violation and/or request that you participate in an investigation, we expect you to cooperate.

To protect the integrity of our investigations and the privacy of everyone involved, we ask that participants handle investigation-related information with discretion. This does not limit your right to report concerns to a government agency, consult with an attorney or union representative, discuss workplace concerns with colleagues, or exercise any other legally protected right.

We will share reports and investigation details with those who have a legitimate business need to know, or where we are required to do so by law. While we cannot always share investigation details with reporters and participants, we will do so where appropriate and consistent with applicable law.

Exclusions

This Code is not intended to stop anyone from testifying, participating, or otherwise assisting in any government, judicial, or regulatory proceeding or investigation, reporting possible violations of law to any government or regulatory authority, making any other legally protected disclosure, or engaging in protected concerted activity. You do not need prior permission from Avalara to make such reports, nor are you required to notify the Company that you have made one.

Special Rules for Executive Officers and Members of the Board of Directors

Because of their elevated decision-making authority, executive officers and members of the Board of Directors are subject to heightened standards of corporate governance and accountability. The following provisions apply specifically to individuals in these roles:

- ***Internal controls and financial reporting must be maintained.*** Executive officers bear a special responsibility to ensure Avalara's financial disclosures are full, fair, accurate, timely, and understandable. Officers must ensure that appropriate internal controls and financial procedures are established, clearly communicated, and strictly followed within their respective business areas.
- ***Personal loans are prohibited.*** To maintain strict financial independence, Avalara will not extend personal loans to, or guarantee the personal obligations of, executive officers, members of the Board of Directors, or their respective family members, except as explicitly permitted under applicable law.
- ***Conflicts of interest and related-party transactions must be disclosed.*** Any potential conflict of interest involving an executive officer or member of the Board of Directors, including related-party

transactions, outside board service, or doing business with family members, must be disclosed in writing to Legal and is subject to review and approval by the Audit Committee of the Board of Directors (or another committee designated by the Board).

Code of Ethics for Senior Financial Officers

This Code, together with any separate Senior Financial Officer Code of Ethics Avalara may adopt, serves as the code of ethics within the meaning of Item 406 of SEC Regulation S-K for Avalara's principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions. It is designed to promote honest and ethical conduct; full, fair, accurate, timely, and understandable disclosure in SEC filings and other public communications; compliance with applicable laws; prompt internal reporting of violations; and accountability for adherence.

Amendment, Modification, or Waiver

The Code may be amended, modified, or waived from time to time. Material changes to this Code must be approved by the Audit Committee of the Board of Directors (or another committee designated by the Board).

Waivers of the Code may be made only as follows: (a) in the case of any executive officer or member of the Board of Directors of Avalara, by the Avalara Board of Directors (or its designated committee) and (b) in the case of any other person, by the Chief Executive Officer, Chief Financial Officer, Chief Legal Officer, or General Counsel. All waivers must be explicit and documented in writing. Where required, waivers will be disclosed in accordance with applicable law.

Legal and Administrative Provisions

This Code sets out what we expect, but it isn't an employment contract and doesn't promise you a job for any set period or a specific disciplinary process. Where your employment is at-will, this Code doesn't change that.

The Legal Department is responsible for administering this Code and our ethics and compliance program, with oversight from the Audit Committee of the Board of Directors (or another committee designated by the Board).