

**Olo Inc.**

**Code Of Conduct And Ethics**

**Approved By The Board Of Directors**

**MARCH 5, 2021**

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At Olo, we are on a mission to build an on-demand commerce platform for the restaurant industry. This journey is characterized by Olo's company values:

1. **Family First:** A focus on family, a balanced approach to work and family and a shared understanding that Olo is our second family. We have each other's backs, fight through setbacks and laugh together all the way.
2. **Drive:** We work with a groundball mentality. Unlike a jumpball in basketball, which is disproportionately won by the player who is the tallest or has the highest vertical leap, a groundball transcends physicality and requires both skill and creativity at peak physical intensity in order to win. We celebrate that grit at Olo. We dig deep to accomplish what others are unwilling or unable to do.
3. **Excelsior:** The New York state motto meaning "ever upward" in Latin. We are constantly striving for self and company improvement at all levels. We do not get comfortable. We do not stop. This manifests in a greater desire to improve our community and our world, not just our financials.

Throughout our journey to get to where Olo is today, we have remained committed to our company values. We are equally committed to maintaining the highest standards of business conduct and ethics in our work.

We characterize this commitment to conduct and ethics in a simple refrain: ***Use Good Judgment. Act with Integrity. Be Responsible.***

In short, we expect you to apply good judgment and the highest personal ethical standards in making business decisions. We expect you to follow the law. We expect you to act responsibly and respectfully.

We have written this Code of Conduct and Ethics to cover the most critical topics you may face at Olo. We hope that it will help serve as a guide for doing the right thing. Please read the Code and keep in mind that consistent with our company values, each of us has an obligation to follow the Code and encourage the rest of the Olo family to follow the Code as well.

**What if I have a Code related question or concern?**

You may sometimes find yourself in a situation where it is not so clear what it means to "do the right thing". If you have any questions or think that there has been a possible violation of the Code, we want to hear from you. Please speak up by reaching out to us at [legal@olo.com](mailto:legal@olo.com) or [hr@olo.com](mailto:hr@olo.com). We've also provided

additional channels for asking questions or reporting possible violations in Section 15 of this Code, including information on how to make anonymous reports.

### **Who Must Follow Our Code?**

Each of us – Olo employees and our Board members – should know and use this Code. Moreover, while this Code is specifically written for Olo employees and Board members, we expect our contractors, consultants, and others who may be temporarily assigned to perform work or services for Olo to follow the Code in connection with their work for us. Failure of an Olo contractor, consultant, or other covered service provider to follow the Code can result in termination of their relationship with Olo. Likewise, any violation of this Code may result in disciplinary action, including termination, of any employee and, if warranted, legal proceedings. Olo’s Chief Legal Officer and/or the Audit Committee will investigate violations and take appropriate action in the event of any violation of this Code.

While this Code covers a wide range of business conduct, it is not the only document that addresses the conduct of Olo employees, officers, directors, contractors and consultants. For instance, this Code references separate more detailed policies relating to insider trading and communications with the media. Also, Olo’s Employee Handbook includes policies relating to, among other things, harassment and discrimination. Finally, Olo employees remain subject to the terms of the Employee Confidential Information and Invention Assignment Agreement that they signed in connection with their employment.

Remember, if you have any questions about whether your behavior or any behavior you observe is appropriate, it is your responsibility to ask.

### **No Retaliation Policy**

Olo prohibits retaliation against any team member at Olo who reports or participates in an investigation of a possible violation of our Code. If you believe you are being retaliated against, please contact Olo Legal.

#### **1. Honest and Ethical Conduct**

It is our policy to promote high standards of integrity by conducting our affairs in an honest and ethical manner. Olo’s integrity and reputation depends on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity and sound judgment are the foundation of corporate integrity.

#### **2. Legal Compliance**

Obeying the law is the foundation of this Code. Our success depends upon you operating within legal guidelines and cooperating with local, national and international authorities. We expect you to understand the legal and regulatory requirements applicable to your areas of responsibility. Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as Olo, to civil and/or criminal penalties.

#### **3. Insider Trading**

All non-public information about Olo or about other companies is considered confidential information. If you have access to confidential (or “inside”) information, you are not permitted to use or share that information for stock trading purposes. The use of material non-public information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information, is illegal. Please review Olo’s Insider Trading Policy for more detailed information.

#### **4. International Business Laws**

You are expected to comply with the applicable laws in all countries to which you travel, in which you operate and where we otherwise do business, including but not limited to 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. Please also review Section 10 of this Code (Anti-Bribery).

#### **5. Antitrust**

Antitrust laws are designed to protect the competitive process and impose severe penalties (which may include criminal sanctions) for certain types of violations. 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. 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.

#### **6. Conflicts of Interest**

We expect you to be free from influences that conflict with the best interests of Olo or might deprive Olo of your undivided loyalty in business dealings. Even just the appearance of a conflict of interest can be damaging and should be avoided. Whether or not a conflict of interest exists can be unclear. The following are some (but not all) situations that may involve problematic conflicts of interests: (a) employment by, consulting for, or service on the board of a competitor, customer or supplier; (b) owning a significant financial interest in an entity that does business, seeks to do business or competes with us; (c) soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us; (d) certain types of “moonlighting”; and (e) loans to, or guarantees of obligations of, employees, officers or directors or their family members by Olo. If you have any concerns about how to comply with this policy, please reach out to Olo Legal to discuss.

#### **7. Corporate Opportunities**

You may not take personal advantage of opportunities for Olo 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. 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 any way. If you have any concerns about how to comply with this policy, please reach out to Olo Legal to discuss.

## **8. Financial Integrity**

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 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. We also rely upon our accounting and other business and corporate records in preparing publicly-filed reports. 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 contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is complete, accurate and transparent.

## **9. Fair Dealing**

Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Statements regarding Olo's services must not be untrue, misleading, deceptive or fraudulent. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from employees of other companies is prohibited. 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. 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.

## **10. Anti-Bribery**

You are strictly prohibited from promising, offering, providing, authorizing, requesting or accepting money (such as bribes or kickbacks) or anything else of value (such as a gift, benefit, favor, or advantage) directly or indirectly to or from any person to achieve an improper purpose related to Olo's business. You must comply with all of Olo's internal controls, especially those designed to (i) ensure accurate and complete books and records or (ii) otherwise prevent improper payments, self-dealing, embezzlement, or fraud. There are no exceptions to this policy, even if our competitors engage in improper behavior or corruption is an accepted practice in a country where we operate. You are required to adhere to both the spirit and the letter of this policy with respect to our business anywhere in the world.

The Foreign Corrupt Practices Act ("FCPA") prohibits you and Olo from corruptly promising, offering, providing, or authorizing the provision of money or anything of value directly or indirectly to any foreign official and certain other persons to (i) influence any act or decision of the recipient in his or her official capacity, (ii) induce the recipient to do or omit to do any act in violation of his/her lawful duty, (iii) secure any improper advantage, or (iv) induce the recipient to influence any act or decision of a non-U.S. government or instrumentality, in order to obtain, retain, or direct business.

Given the broad prohibitions under the FCPA and certain other anti-corruption laws applicable to Olo, this Code prohibits bribes, kickbacks, and the provision of other improper benefits and advantages to

employees, officials, or agents of any government, government-owned or affiliated entity (including state hospitals, research institutions, utilities, public universities, or sovereign wealth funds), public international organizations (such as the United Nations or the World Bank) or private-sector companies. You are also strictly prohibited from bribing political candidates or political parties or their officials.

If at any point you are asked by any party to provide or accept a bribe or other improper benefit in exchange for (i) the award of a contract or other business, (ii) the issuance or renewal of a concession, license, or business, construction, or other permit, (iii) an impermissible reduction in duties or other taxes, (iv) securing the purchase of state-owned land or other public assets, (v) avoiding mandatory inspections, (vi) obtaining a favorable inspection result or court decision even if the facts or circumstances do not support such a result, or (vii) the grant of some other improper advantage, please note that this Code prohibits you from providing or accepting bribes or other improper benefits to any person to achieve any of these types of purposes.

A violation of this Code can occur even if the bribe fails to achieve the purpose for which it was intended. A person can violate the FCPA and this Code if that person provides an improper payment or benefit to a recipient and the recipient does not grant any business or other advantage in return. In addition, the mere offer or promise of a bribe or other improper benefit is sufficient to cause a violation. All of the anti-bribery prohibitions contained in this Section 10 apply irrespective of whether you use Olo funds or your personal funds to finance improper payments or other benefits.

This Code also prohibits you from soliciting or accepting bribes, kickbacks, or other improper payments/benefits from Olo's vendors or other persons in relation to our business. For instance, a violation of this policy will occur if you cause Olo to overpay a vendor and that vendor then shares all or a portion of that overpayment with you.

This Code requires you to adhere to high ethical standards and to comply with all applicable laws in the course of performing services for Olo. FCPA and other anti-corruption violations typically involve circumstances that also result in violations of other laws, including those that prohibit money laundering, embezzlement, or fraudulent activities. Guilty persons can face multiple charges based on the same set of facts.

## **11. Gifts and Entertainment**

Gifts and entertainment relating to government officials is addressed in Section 10 of this Code (Anti-Bribery). Business gifts and entertainment with counterparts in the private sector are acceptable if (a) intended to create goodwill and sound working relationships, and not to gain improper advantage with customers; and (b) consistent with common and acceptable business practice and not extravagant or inappropriate. If you have any concerns about whether any gifts or entertainment offered or received by you are appropriate under this Code, you are expected to request permission from your manager or from Olo Legal.

## **12. Company Assets**

We expect you to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, buildings and products, are expected to be used only for legitimate business purposes, although incidental personal use

may be permitted. You may not use our corporate name, any brand name or trademark owned or associated with Olo or any letterhead stationery for any personal purpose.

### **13. Confidentiality**

In the course of providing services to Olo, you may learn information about Olo or other companies that is confidential and proprietary. You must take care to keep this information confidential. Materials that contain confidential information should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the internet is prohibited. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas within Olo, such as cafeterias. All Olo emails, voicemails and other communications are presumed confidential and should not be forwarded outside of Olo, except where required for legitimate business purposes. Olo employees are bound by the terms of the Employee Confidential Information and Invention Assignment Agreement or similar terms that they agree to in connection with their employment.

### **14. Media/Public Discussions**

It is our policy to disclose material information concerning Olo 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 Olo Marketing or Investor Relations. Please also refer to Olo’s Corporate Disclosure Policy and Media Policy.

### **15. Waivers**

Any waiver of this Code for executive officers or directors may be authorized only by our Board of Directors or, to the extent permitted by the rules of any stock exchange on which our capital stock is listed and our Corporate Governance Guidelines, a committee of the Board of Directors and will be disclosed to stockholders as required by applicable laws, rules and regulations.

### **16. Questions and Reporting Potential Violations**

Your most immediate resource for any matter related to this Code is your manager, who 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 supervisor. In these instances, you should feel free to discuss your concern either with the Olo People team or the Olo Legal team..

If you are aware of a suspected or actual violation of this Code, you have a responsibility to promptly report it. Olo prohibits retaliation against any team member at Olo who reports or participates in an investigation of a possible violation of our Code. If you believe you are being retaliated against, please contact Olo Legal.. Olo Legal will investigate all reported possible Code violations and claims or retaliation promptly and with the highest degree of confidentiality that is possible under the specific circumstances.

A whistleblower hotline, which you may reach at (833) 961-3641 (toll-free) or at [www.lighthouse-services.com/olo](http://www.lighthouse-services.com/olo), is also available to those who wish to report violations of this Code, including concerns regarding Olo auditing and accounting matters. You may call the toll-free number anonymously if you

prefer, as it is not equipped with caller identification, although in that case Olo will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your contact with the anonymous reporting service will be kept strictly confidential to the extent reasonably possible within the objectives of this Code.

If any investigation indicates that a violation of this Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. Violations of this Code are subject to disciplinary action up to, and including, termination and, in appropriate cases, civil action or referral for criminal prosecution.