

PING IDENTITY CORPORATION ANTI-CORRUPTION POLICY

Last Revised: March 6, 2018

I. PURPOSE

The purpose of this policy (the “Policy”) is to ensure compliance with the U.S. Foreign Corrupt Practices Act of 1977 as amended (the “FCPA”), the U.S. Travel Act, the U.S. Domestic Bribery Statute as reflected in 18 U.S.C. §201, the UK Bribery Act 2010 (the “UKBA”), and all other applicable anti-corruption laws applicable to our business (collectively, “Anti-Corruption Laws”). This policy applies to all world-wide directors, officers, employees, partners, agents, distributors, resellers, representatives and contractors of Ping Identity Corporation and its subsidiaries (collectively, the “Company”). The Company’s Board of Directors and senior management are committed to preventing corruption from tainting our business and require that you comply with this policy. The Company expects its business partners to adhere to compliance standards contained in this policy and to avoid causing the Company to be in violation of Anti-Corruption Laws.

II. POLICY STATEMENT

You are strictly prohibited from improperly promising, offering, providing, or authorizing the provision of money (such as a bribe, kickback, facilitation or grease payment) or anything else of value (such as an inappropriate gift, benefit, or favor) directly or indirectly to any government employee or official or other individual, entity, or organization in exchange for business or any other advantage for the Company or its partners, investors, clients, or customers. You are also prohibited from soliciting or accepting improper payments or other things of value in relation to our business. You must comply with all applicable Anti-Corruption Laws while performing services for the Company.

There are no exceptions to this policy, even if our competitors engage in corrupt behavior or corruption is an acceptable 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.

III. ANTI-BRIBERY PROHIBITIONS

There are a number of instances in which Company employees and agents can be asked by certain parties to provide a bribe or another improper benefit. For example, these requests can be made in exchange for an investment opportunity, a contract award, the issuance or renewal of a license/permit, the assessment of duties or other taxes, the performance of official inspections, or the issuance of a favorable court judgment.

The FCPA prohibits Company employees and agents from corruptly promising, offering, providing, or authorizing the provision of money or anything of value directly or indirectly to any non-U.S. official and certain other persons (including in most cases employees of state-owned enterprises) in order to obtain, retain, or direct business. The UKBA prohibits Company employees and agents from offering, promising, or giving a financial or other advantage directly or indirectly to *any* recipient (whether in the public or private sector) (i) with the intention that the advantage induce the recipient to perform improperly a relevant function or activity; (ii) as reward for the improper performance of a function or activity; or (iii) with the knowledge or belief that the acceptance of the advantage would itself constitute the improper performance of a relevant function or activity.

This policy prohibits Company employees and agents from providing bribes, kickbacks, speed or expediting payments, or other improper benefits or advantages to *any* person, including, but not limited to, employees, officials, or agents of any government department, agency, or instrumentality (including permitting agencies and customs officials), state-affiliated entity or enterprise (including, for example, state hospitals, state universities, or sovereign wealth funds), public international organizations (such as the United Nations or the World Bank) or private-sector companies. Company employees and agents are also strictly prohibited from bribing political candidates or political parties or their officials.

A violation of this policy and applicable laws can occur even if the improper payment fails to achieve the purpose for which it was intended or is not directed at a specific governmental official. Instruction to “*pay whoever you need to*” is sufficient to cause a violation. This means that a Company employee or agent can violate this policy if that person provides an improper payment to a recipient who fails or refuses to 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. You need not actually make an improper payment in order for our Company to potentially be held liable.

The anti-bribery prohibitions contained in this policy apply irrespective of whether Company employees and agents use Company funds or their personal funds to finance improper payments or other benefits. This policy also prohibits Company employees and agents from soliciting or accepting bribes, kickbacks, or other improper payments or benefits from the Company’s vendors, investors, partners, or other persons in relation to our business.

IV. ACCOUNTING STANDARDS

The Company is committed to maintaining accurate books, records, and accounts. Company employees, agents directors, officers, partners, distributors, resellers, representatives and contractors are prohibited from concealing bribes or falsifying any other transaction or expense. Company employees, agents, directors, officers, partners, distributors, resellers, representatives and contractors must comply with the Company’s accounting controls and avoid unauthorized activities or expenses, including relating to any gifts or corporate hospitality. Company employees and agents are prohibited from using off-the-books accounts or other slush funds.

V. THIRD PARTIES

This policy prohibits Company employees and agents from providing bribes or other improper benefits directly as well as *indirectly* through third parties such as sales representatives, consultants, brokers, agents, resellers, distributors, or other contractors or business partners. This prohibition also applies in cases where the Company uses an outside consultant to obtain permits or licenses for our business. A number of recent enforcement cases have been triggered as a result of third parties (including certain travel agencies) causing companies and/or their officers to violate the FCPA or other anti-corruption laws.

In an effort to comply with the FCPA and various other anti-corruption laws, the Company must perform due diligence on our third party representatives and vendors that interact with officials or employees of governments, sovereign wealth funds, state-owned entities/organizations, public international organizations, investors, or customers in relation to the Company’s business. This diligence review must ensure that (i) there is a legitimate business justification for the third party

relationship and (ii) the third party does not have a history or reputation for corruption. Also, such third parties may only be retained and compensated pursuant to written contracts with the Company. Those contracts must contain appropriate anti-corruption compliance clauses and the third party must certify that it has not violated and will not violate this policy and any Anti-Corruption Laws during the course of its business with the Company. The Company's Legal Department administers our due diligence procedures and maintains mandatory anti-corruption clauses for third-party agreements. Company employees and agents must confer with the Company's General Counsel before retaining such parties.

VI. GIFTS & HOSPITALITIES

Applicable anti-corruption laws prohibit the provision of money or things of value for improper purposes. However, reasonably priced gifts, meals, entertainment, travel, and other benefits provided for non-corrupt business promotion, goodwill purposes, or holidays (like Christmas or the Chinese New Year) may be permissible in certain cases. For instance, a plastic pen, a t-shirt, a coffee mug, a calendar, or a paper weight of moderate value and embossed with the Company's logo will generally not violate anti-corruption laws. However, expensive name-brand handbags, purses, or wallets, designer watches, fur coats, cars, or vacations will raise serious concerns. There have even been cases where enforcement authorities have investigated companies that provided internships, jobs, or tuition benefits to relatives of government employees or officials in exchange for advantages.

Meals, entertainment, travel and lodging should never be offered as a means of influencing another person's business decision. Each should only be offered if it is appropriate, reasonable for promotional purposes, offered or accepted in the normal course of an existing business relationship, and if the primary subject of discussion or purpose of travel is business.

Company employees and agents must confer with the Company's General Counsel prior to providing gifts, meals, and other hospitalities or benefits to employees, officials, or agents of any government, sovereign wealth fund, political party, state-owned entity or organization, public international organization, or investor in or customer of the Company. The provision of cash gifts and gift cards or certificates that can easily be converted into cash are strictly prohibited. Note that these requirements apply even if Company employees are not seeking reimbursement for the expenses (*i.e.*, paying these expenses out of your own pocket does not avoid these requirements).

Any business courtesy must be in accordance with these guidelines and must not be more than \$200 per person unless prior written approval has been received from the Legal Department. In the event such prior written approval is not possible for a business courtesy in excess of \$200 per person, the details of such business courtesy must be disclosed in writing to the Legal Department as soon as reasonably practicable following the event and the Legal Department may prevent any reimbursement of any related expenses until such details have been provided. Notwithstanding the foregoing, any business courtesy to be provided to a foreign governmental official, regardless of amount to be spent, must receive prior written approval from the Legal Department. You must submit receipts and invoices promptly, and document who attended a meeting or meal.

Company employees must not accept, or permit any member of his or her immediate family to accept any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of nominal value. Any gifts that are

not of nominal value should be returned immediately and reported to the Company's General Counsel. If immediate return is not practical, they should be given to the Company for charitable disposition.

VII. OTHER ACTIVITIES

Corruption concerns can arise in a number of other cases including, but not limited to (i) joint ventures with questionable partners; (ii) mergers in or acquisitions of businesses tainted by corruption; or (iii) the provision of political or charitable contributions. Any political or charitable contributions by Company must be permitted under the law, permissible pursuant to the terms of this Policy and made to a bona fide organization. Again, please confer with the Company's General Counsel before engaging in these types of activities to ensure that appropriate anti-corruption compliance measures are observed.

VIII. CONSEQUENCES

The FCPA, the UKBA, and other anti-corruption laws are *criminal* statutes that have a broad jurisdictional reach. There is potential for individuals to face liability under those and other Anti-Corruption Laws *irrespective* of their nationality or country of residence. Both the Company and you may be subject to substantial fines, penalties, imprisonment, debarment, the loss of export privileges, and other consequences if a violation occurs.

IX. TRAINING AND CERTIFICATIONS

All relevant personnel must undergo anti-corruption training provided by the Company. The nature, content, and frequency of that training will be determined by the Company's General Counsel based on the Company's risk profile. The Legal Department shall retain attendance records establishing compliance with this requirement for at least five years. We ask that all relevant personnel certify their compliance with this Policy and that they agree to report any potential violations of this Policy by executing the Compliance Certificate below. We encourage all of our business partners to provide training to and obtain certifications from their personnel as well.

X. QUESTIONS AND REPORTING

All Company employees and agents have an affirmative obligation to immediately report all violations of this policy to the Company's General Counsel through email, telephone or an in-person meeting. Company employees do not need to provide any identifying information about themselves when making a report, but are encouraged to provide sufficient information about the suspected violation to enable the Company to investigate the matter.

All Company employees and agents must also notify the Company's General Counsel of any corrupt, improper, illegal, or other unusual requests for payments or other benefits made by officials or employees of investors, vendors, business partners, state-owned entities/organizations, or governments. By reporting such matters, you will enable us to explore options to achieve our business goals without having to interact with such persons or provide improper benefits.

The Company will not tolerate any retaliation against Company employees who in good faith report a suspected violation of Anti-Corruption Laws or this Policy.

We welcome any questions that you may have regarding the substance and implementation of this policy in your respective sector and/or territory. Please direct such communications to the

Company's General Counsel. This policy does not form part of any employment contract with you and may be amended at any time.

COMPLIANCE CERTIFICATE

I hereby certify that I have read and am in compliance with the Anti-Corruption Policy (the “Policy”) of Ping Identity Corporation (the “Company”). Neither I nor, to my knowledge after due inquiry, any of my direct or indirect reports nor any Company contractor or business partner with which I or they work has offered, provided, solicited, or accepted a bribe, kickback, or other improper payment/benefit or has otherwise taken any actions that would result in a violation of (i) the Policy or any employee handbook, code of conduct, or other policies or procedures of the Company that have been provided to me; (ii) the U.S. Foreign Corrupt Practices Act of 1977, as amended; or (iii) any other applicable anti-corruption or other law or regulation. I will notify the Company’s General Counsel if, at any time, I learn of or suspect such violation.

I will participate in the Company’s anti-corruption training when required.

I understand that failure to comply with the Policy, the FCPA, U.K. Bribery Act and any other anti-corruption laws may result in immediate termination and prosecution, with penalties including fines and/or imprisonment.

Should I have any questions regarding the Policy or find any deviations or violations, I will contact the Company’s General Counsel immediately.

Name:

Title:

Date: