

## Code of Business Conduct and Ethics

### I. Introduction

#### *Purpose and Scope*

The Board of Directors of Hortonworks, Inc. (the “**Company**”) adopted the Code of Business Conduct and Ethics (the “**Code**”) to aid the Company’s directors, officers and employees in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties. The Code applies to all directors, officers and employees of the Company. For purposes of the Code, the term “Company” refers collectively to the Company and its subsidiaries.

The Board of Directors of the Company (the “**Board**”), in conjunction with its Audit Committee, is responsible for administering the Code. The Board has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. David Howard, our General Counsel, has been appointed the Company’s Compliance Officer (the “**Compliance Officer**”) under the Code.

The Company expects its directors, officers and employees to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officers and employees to refer to the Code frequently to ensure that they are acting within both the letter and the spirit of the Code. If you have questions or concerns about the Code, the Company encourages you to speak with your supervisor (if applicable) or with the Compliance Officer.

#### *Other Obligations*

The Company’s directors, officers and employees generally have other legal and contractual obligations to the Company, such as their obligation to comply with our Anti-Corruption Policy. The Code is not intended to reduce or limit the other obligations that you may have to the Company. Instead, the standards in the Code should be viewed as the *minimum standards* that the Company expects from its directors, officers and employees in the conduct of its business.

### II. Standards of Conduct

#### *Overview*

The Company understands that the Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company’s business ethically and legally; however, a good rule to follow is to consider whether you would feel comfortable if your potential actions or dealings were made public. If the answer is no, you should reconsider them and consult with your supervisor or the Compliance Officer if you have any questions.

#### *Conflicts of Interest*

The Company recognizes and respects the right of its directors, officers and employees to engage in outside activities, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company’s best interests. In most, if not all, cases this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and the Company’s interests.

A “conflict of interest” occurs when a director’s, officer’s or employee’s personal interest interferes with the Company’s interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a

director, officer or employee takes an action or has an outside interest, responsibility or obligation that could make it difficult for him or her to perform the responsibilities of his or her position objectively or act in the Company's best interests.

- Consulting, Employment and Volunteer Work. Any work that a Company director, officer or employee performs for or on behalf of a competitor, supplier, customer or anyone else who seeks to do business with Hortonworks presents a potential or actual conflict of interest, whether the work is done as a consultant, employee or volunteer. Full-time employees may not engage in outside consulting or employment without written approval from the Vice President of Human Resources and the Compliance Officer. Part-time employees and consultants must disclose to the Vice President of Human Resource any other ventures in which they are simultaneously engaged, and such ventures must be consistent with the guidelines set forth in the Code.
- Investment or Equity in Other Businesses or Organizations. Officers and employees may not invest in or otherwise acquire, directly or indirectly, a significant ownership interest in any competitor, supplier, customer, or an entity that seeks to do business with Hortonworks unless approved in writing by the Vice President of Human Resource and the Compliance Officer. An "interest" includes shares of stock or other securities, an option to buy any securities, or a debt owed to the employee, regardless of whether it is convertible into securities. A "significant" interest is one that is not trivial and might, in light of an individual's circumstances, factor into the individual's decisions or judgment. It does not include an interest in a company that is held indirectly through a mutual fund. An officer or employee who owns an insignificant number of shares in a publicly traded company whose business activities with the Company have virtually no effect on the financial performance of that company generally does not have a conflict of interest. An indirect interest in another company includes an interest that is owned by a member of the officer's or employee's family who shares the same household, or by an entity (including a trust) in which the officer or employee has a controlling position. It also includes any situation in which the employee could profit from a sale of the interest.
- Benefits To, Hiring or Working with Family. Conflicts of interest may also occur when a director, officer or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director's, officer's or employee's position with the Company. Directors, officers and employees who make or influence hiring decisions should avoid any preference for (or the appearance of preference for) hiring friends or relatives. Likewise, directors, officers and employees should not seek to give Company business to a family member or to an entity associated with the employee or a family member.

Any material transaction or relationship that reasonably could give rise to a conflict of interest should be reported promptly to the Compliance Officer. The Compliance Officer may notify the Board or its Audit Committee as he or she deems appropriate. Actual or potential conflicts of interest involving a director or executive officer other than the Compliance Officer should be disclosed directly to the Compliance Officer. Actual or potential conflicts of interest involving the Compliance Officer should be disclosed directly to the Chief Financial Officer.

#### ***Compliance with Laws, Rules and Regulations***

The Company seeks to conduct its business in compliance with applicable laws, rules and regulations. No director, officer or employee shall engage in any unlawful activity in conducting the Company's business or in performing his or her day-to-day company duties, nor should he or she instruct others to do so.

#### ***Protection and Proper Use of the Company's Assets***

The Company's assets include its confidential information, intellectual property rights, information systems, computers, servers, other equipment, and communication facilities. Loss, theft and misuse of the Company's assets have a direct impact on the Company's business and its profitability. Directors, officers and employees are expected to protect the Company's assets that are entrusted to them and to protect the Company's assets in general. Directors, officers and employees are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes, except for personal use of computers that complies with our Acceptable Use Policy.

One of the Company's most important assets is its confidential information. Hortonworks employees may learn of information about the Company, its clients, and other parties that is confidential and/or proprietary. Employees who have received or have access to such information are obligated to protect its confidentiality, as set forth below.

Any suspected or known loss, misuse or theft of Company assets should be reported to the Compliance Officer.

### *Corporate Opportunities*

Directors, officers and employees owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each director, officer and employee is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information, or as a result of his or her position with the Company, unless such opportunity has first been presented to, and rejected in writing by, the Compliance Officer of the Company;
- using the Company's property or information or his or her position for improper personal gain; or
- competing with the Company.

### *Confidentiality*

Confidential Information generated and gathered in the Company's business plays a vital role in its business, prospects and ability to compete. "Confidential Information" includes all nonpublic information that might be of use to competitors or harmful to the Company or its customers if disclosed. For example, the following types of information are confidential:

- passwords and access codes
- individual employment records
- customer lists and histories
- sources of supply
- acquisition plans
- production plans
- financial statements or records
- pricing data
- marketing data and strategies
- research projects
- inventions, machines and devices
- compilations and compositions
- formulas and algorithms
- patterns and designs
- methods, processes and techniques
- computer programs and object and source codes
- systems and their documentation
- other nonpublic business or technical information, whether related to past, present or future products and services
- information considered private and confidential shared with you by parties outside of Hortonworks

If you are unsure about whether any particular item of information is Confidential Information, you should assume that it is confidential and ask the Compliance Officer.

Directors, officers and employees may not disclose or distribute the Company's Confidential Information, except when disclosure is authorized by the Company or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Failure to take reasonable measures to protect this information may jeopardize its status as a trade secret and/or Confidential Information. Directors, officers and employees shall use Confidential Information solely for legitimate company purposes. This policy is intended to protect the Company's legitimate business interests and does not preclude

employees from discussing the terms and condition of their employment.

Directors, officers and employees must return or destroy all of the Company's Confidential Information and proprietary information in their respective possession to the Company when they cease to be employed by or to otherwise serve the Company (this includes physical documents, online data and any other information to which you might have access). After you are no longer employed by the Company, you may not disclose the trade secrets or other Confidential Information you have obtained to anyone.

### ***Fair Dealing and Fair Competition***

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Fair competition laws, including the U.S. antitrust rules, limit what the Company can do with another company and what the Company can do on its own. Accordingly, it is the Company's policy that directors, officers and employees must deal ethically and lawfully with the Company's customers, suppliers, competitors and employees in all business dealings on the Company's behalf. No director, officer or employee should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts. No director, officer or employee may enter into agreements or discussions with competitors that have the effect of fixing or controlling prices, dividing and allocating markets or territories, or boycotting suppliers or customers. U.S. and foreign antitrust laws also apply to imports and exports.

### ***Accuracy of Records***

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements are fundamental to the Company's continued and future business success. No director, officer or employee may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer or employee may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

### ***Trading in the Securities of Hortonworks or Other Companies***

Directors, officers and employees may not use or share the Company's confidential information for stock trading purposes. In addition, no director, officer or employee who, in the course of working for the Company, learns of any material, nonpublic information about a company with which the Company does business (e.g., a customer, supplier or other party with which the Company is negotiating a major transaction, such as an acquisition, investment or sale), may trade in that company's securities until the information becomes public or is no longer material. For more information about insider trading, see the Company's Insider Trading and Disclosure Policy.

### ***Loans***

No director, officer or employee may accept a loan from any person or entity having or seeking to do business with the Company. Directors and Section 16 officers may not receive loans from the Company, nor may the Company arrange for a loan to a Section 16 officer or director.

### ***Political Contributions/Gifts***

Business contributions to political campaigns are strictly regulated by federal, state, provincial and local law in the U.S., Canada and other jurisdictions. Accordingly, all political contributions proposed to be made with the Company's funds or assets must be coordinated through and approved by the Compliance Officer. Directors, officers and employees may not, without the approval of the Compliance Officer, use any of the Company's funds or assets for political contributions of any

kind to any political candidate or holder of any national, state, provincial or local government office. Directors, officers and employees may not use the Company's name, letterhead or other resources in connection with any political activities (including an employee's own campaign for public office). Directors, officers and employees may make personal contributions, but should not represent that he or she is making any such contribution on the Company's behalf. Similar restrictions on political contributions may apply in other countries. Specific questions should be directed to the Compliance Officer.

### ***Quality of Public Disclosures***

The Company is committed to providing its stockholders with information about its financial condition and results of operations as required by the securities laws of the United States. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission and its other public commissions include full, fair, accurate, timely and understandable disclosure. Officers and employees who are responsible for these filings and disclosures, including the Company's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. Members of the Company's Disclosure Committee are primarily responsible for monitoring the Company's public disclosures.

### ***International Trade Controls***

Many countries regulate international trade transactions, such as imports, exports and international financial transactions. In addition, the United States prohibits any cooperation with boycotts against countries friendly to the United States or against firms that may be "blacklisted" by certain groups or countries. It is the Company's policy to comply with these laws and regulations even if it may result in the loss of some business opportunities. Employees should learn and understand the extent to which U.S. and international trade controls apply to transactions conducted by the Company.

### ***Government Investigations***

It is the Company's policy to cooperate with government investigations. Directors, officer and employees must promptly notify counsel of any government investigation or inquiries from government agencies concerning the Company. Directors, officers and employees may not destroy any record, books of account or other documents relating to the Company except in accordance with the Company's document retention policy. If a director, officer or employee is aware of a government investigation or inquiry, he or she may not destroy any record, books of account or other documents relating to the Company unless advised by the Chief Compliance Officer or the officer's designee. The Company provides information to the government that it is entitled to during an inspection, investigation or request for information. Directors, officer and employees must not lie to government investigators or making misleading statements in any investigation relating to the Company.

### ***Promoting a Positive Work Environment***

The Company is committed to creating a supportive work environment and each employee is expected to create a respectful workplace culture that is free of harassment, intimidation, bias and unlawful discrimination. The Company is an equal opportunity employer and employment is based solely on individual merit and qualifications directly related to professional competence. The Company strictly prohibits discrimination or harassment of any kind on the basis of race, color, religion, veteran status, national origin, ancestry, pregnancy status, sex, gender identity or expression, age, marital status, mental or physical disability, medical condition, sexual orientation or any other characteristics protected by law.

### ***Compliance with Anti-Corruption Laws***

The Company is subject to the U.S. Foreign Corrupt Practices Act (the "FCPA") and the U.K. Bribery Act (together with the FCPA, the "Anti-Corruption Laws"). The FCPA prohibits giving anything of value, directly or indirectly, to officials of a foreign government or to foreign political candidates in order to obtain or to retain business, induce the foreign official to perform or omit any act in violation of his public duty, influence the foreign official to affect or influence any

government action, or obtain any other business advantage. The U.K. Bribery Act prohibits bribes to any individuals, not just government officials.

Directors, officers and employees are strictly prohibited from offering, promising, paying or authorizing the payment, directly or indirectly, to a government official to influence or reward any act of such official, or otherwise making any payments or providing anything of value in violation of the Anti-Corruption Laws. State and local governments, as well as foreign governments, may have additional rules regarding such payments. Directors, officers and employees shall comply with the FCPA and all other applicable anti-bribery, anti-kickback, and anti-corruption laws, rules and regulations.

The Company's policies and procedures regarding compliance with the Anti-Corruption Laws are memorialized in our Anti-Corruption Policy ("**Anti-Corruption Policy**"). Directors, officers and employees have a continuing and independent obligation to ensure compliance with Anti-Corruption Laws and the Anti-Corruption Policy.

### III. Compliance Procedures

#### *Communication of Code*

All directors, officers and employees will be supplied with a copy of the Code upon beginning service at the Company. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers and employees by requesting one from the human resources department or by accessing the Company's website at [www.hortonworks.com](http://www.hortonworks.com).

#### *Monitoring Compliance and Disciplinary Action*

The Company's management, under the supervision of its Board or its Audit Committee, shall (i) take reasonable steps from time to time to monitor compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, re-assignment, termination of employment or service and restitution.

The Company's management shall periodically report to the Board or the Audit Committee, as applicable, on these compliance efforts including, without limitation, periodic reporting of alleged violation of the Code and the actions taken with respect to any such violation.

#### *Reporting Concerns and Receiving Advice*

##### *Communication Channels*

- **Be Proactive.** Every officer and employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. **If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code or any law, rule or regulation applicable to the Company, he or she is obligated to bring the matter to the attention of the Company.**
- **Seek Guidance.** The best starting point for an officer or employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her

supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Compliance Officer or via one of the communication channels listed below.

- Report Concerns. Any officer or employee may communicate with the Compliance Officer, or report potential violations of the Code, by any of the following methods:
  - In writing (which may be done anonymously as set forth below under “Anonymity”), addressed to the General Counsel of the Company, by U.S. mail to c/o Hortonworks, Inc., 5470 Great America Parkway, Santa Clara, CA 95054; or
  - By email to David Howard, the Company’s General Counsel, at [dhoward@hortonworks.com](mailto:dhoward@hortonworks.com) (anonymity cannot be maintained).
  - Via an anonymous whistleblower hotline (toll-free in the United States and Canada): (855) 216-0040.
  - Via an anonymous online portal at <http://www.openboard.info/HDP/>.

#### Reporting Accounting and Similar Concerns

Any questions or concerns regarding any potential violations of the Code, any company policy or procedure or applicable law, rules or regulations that involves accounting, internal accounting controls, auditing or securities law matters will be directed to the Audit Committee or a designee of the Audit Committee in accordance with the procedures established by the Audit Committee for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters. Officers and employees may also communicate directly with the Audit Committee or its designee regarding such matters by the following methods (which may be done anonymously as set forth below under “Anonymity”):

- By email to [HDP@openboard.info](mailto:HDP@openboard.info); or
- Via anonymous hotline (toll-free in the United States and Canada): (855) 216-0040.

#### Cooperation

Employees are expected to cooperate with the Company in any investigation of a potential violation of the Code, any other company policy or procedure, or any applicable law, rule or regulation.

#### Misuse of Reporting Channel

Employees must not use these reporting channels in bad faith or in a false or frivolous manner or to report grievances that do not involve the Code or other ethics-related issues.

#### Director Communications

In addition to the foregoing methods, a director may also communicate concerns or seek advice with respect to the Code by contacting the Board through the Audit Committee.

#### **Anonymity**

When reporting suspected violations of the Code, the Company prefers that officers and employees identify themselves to facilitate the Company’s ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer or employee wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as possible to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

### ***No Retaliation***

The Company expressly forbids any retaliation against any officer or employee who, acting in good faith on the basis of a reasonable belief, reports suspected misconduct. Specifically, the Company will not discharge, demote, suspend, threaten, harass or in any other manner discriminate against, such an officer or employee in the terms and conditions of his or her employment. Any person who participates in any such retaliation is subject to disciplinary action, including termination. For more information, see our Audit Committee Complaint Procedure.

### ***Waivers and Amendments***

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of the Code, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board or, if permitted and (ii) such waiver is promptly disclosed to the Company's stockholders in accordance with applicable rules and regulations of The NASDAQ Stock Market LLC. The term "waiver" includes the approval of a material departure from a provision of the Code, as well as failure to take action within a reasonable period of time regarding a material departure from a provision of the Code that has been made known to any executive officer of the Company.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board or, if permitted, the Audit Committee.

All amendments to the Code must be approved by the Board or the Audit Committee and, if applicable, must be promptly disclosed to the Company's stockholders in accordance with applicable United States securities laws and applicable rules and regulations of The NASDAQ Stock Market LLC.

Adopted: September 12, 2014

Last Amended: March 21, 2018



## ACKNOWLEDGMENT

I acknowledge that I have reviewed and understand Hortonworks, Inc.'s Code of Business Conduct and Ethics (the “Code”) and agree to abide by the provisions of the Code. I understand my obligation to comply with the Code and with the law, and my obligation to report to appropriate personnel within the Company any and all suspected violations of the Code or of applicable laws, rules, or regulations. I understand that the Company expressly prohibits any director, officer, or employee from retaliating against any other such person for reporting suspected violations of the Code or of any laws, rules or regulations. I am familiar with all the resources that are available if I have questions about specific conduct, the Company’s policies, or applicable laws, rules, or regulations.

---

Signature

---

Name (Printed or typed)

---

Date

