

**APIGEE CORPORATION**  
**WHISTLEBLOWER POLICY**

(Adopted on February 23, 2015; Effective as of [April 23], 2015)

**Policy Overview**

Consistent with our core values, we rely upon our officers, directors, employees, independent contractors and others who do business with us to bring to light good faith concerns regarding Apigee's business practices, including: (1) reporting suspected legal violations; (2) providing truthful information in connection with an inquiry or investigation by a court, an agency, law enforcement, or any other governmental body; and (3) identifying potential violations of our Code of Business Conduct and Ethics. (Throughout this Policy, we refer to the scenarios set forth in items 1, 2 and 3 together as "Violations".)

The integrity of our business practices and financial information is paramount and we aspire to maintain a workplace where employees, when they reasonably believe that they are aware of questionable accounting, internal accounting controls, or other financial matters, or the reporting of fraudulent financial information (which we refer to in this Policy as "Fraudulent Activities"), can raise these concerns free of any retaliation, discrimination or harassment.

Apigee employees are expected to act and perform their duties ethically, honestly and with integrity – to do the right thing even when "no one is looking" – and the success of Apigee depends on this. As a Apigee employee, if you are aware of a potential Violation or Fraudulent Activity and do not report it according to this Policy, your inaction may be considered a Violation itself, which may result in disciplinary action, up to and including termination of your employment or any other working relationship that you may have with Apigee.

**Who does this Policy apply to?**

This Policy applies to all employees, officers, directors and independent contractors of Apigee or any of its subsidiaries (all of whom we will refer to collectively as "employees" or "you" throughout this Policy). For purposes of this Policy, "we" and "our" refers to Apigee and its subsidiaries.

**Reporting and Investigation**

If you have a good faith concern regarding conduct that you believe to be a violation of Apigee's policies, or you believe that any Violation or Fraudulent Activity has occurred or is occurring, we encourage you to:

- discuss the situation with your manager; or
- if your manager is involved in the situation or you are uncomfortable speaking with your manager, contact the Head of Human Resources, Chief Counsel or Chief Financial Officer; or
- if you don't believe your concern is being adequately addressed, or you are not comfortable speaking with one of the above-noted contacts, you may report your concern via our confidential Reporting Hotline at (855) 405-6563, through which you may choose to identify yourself or remain anonymous. Concerns submitted through the reporting hotline that are financial or accounting related will be reviewed by a member of the Audit Committee and Chief Counsel or their delegates, as appropriate.

Reported violations will be taken seriously and will be investigated. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the results of the

investigation. Where a Violation or Fraudulent Activity has been reported and confirmed, we will take corrective action proportionate to the seriousness of the offense. This action may include disciplinary action against the accused party, up to and including termination of employment or any other working relationship that the offending party may have with Apigee. Reasonable and necessary steps will also be taken to prevent any further Violation or Fraudulent Activity.

### **No Retaliation**

We are committed to providing a work environment in which you feel free to raise any good faith concern, free of retaliation, discrimination or harassment (to which we refer collectively throughout this Policy as “Retaliation”). Accordingly, Apigee will not tolerate any Retaliation against any individual who reports in good faith or participates in the investigation of any suspected Violation or Fraudulent Activity in accordance with this Policy.

If you believe that you have been subject to Retaliation for having made a report in compliance with this Policy or for having participated in any investigation relating to an alleged Violation or Fraudulent Activity, please immediately report any alleged Retaliation to the Chief Counsel, Chief Financial Officer or Head of Human Resources. If, for any reason, you do not feel comfortable discussing the alleged Retaliation with these people, please report the alleged Retaliation through the Reporting Hotline at (855) 405-6563. Bringing any alleged Retaliation to our attention promptly enables us to honor our values, and to promptly and appropriately investigate the reported Retaliation. If a complaint of Retaliation is proven to be true, appropriate disciplinary action will be taken against the accused party, up to and including termination of employment or any other working relationship that the accused may have with Apigee.

### **Confidentiality**

Information disclosed during the course of the investigation will, to the extent practical and appropriate, remain confidential. Exceptions to confidentiality may be reasonably necessary in circumstances including, but not limited to, disclosure necessary to facilitate the investigation, take any remedial action, and to comply with applicable law.

For any Violation or Fraudulent Activity not reported through an anonymous report, we will advise the reporting employee that the Violation or Fraudulent Activity has been addressed and, if we are able, of the specific resolution. However, due to confidentiality obligations, there may be times when we will not be able to provide the details regarding the corrective or disciplinary action that was taken.

### **Retention of Complaints**

The Chief Counsel shall retain any written complaints made under this policy, including any accounting and auditing matters log created and all related documentation as required under applicable law.

### **Additional Enforcement Information**

Consistent with our core value of growing our business in a way that makes us proud, Apigee endeavors to operate on a highly transparent basis, and we want to be made aware of alleged wrongdoings and to address them as soon as possible. However, nothing in this Policy is intended to prevent any employee from reporting information to federal or state law enforcement agencies when an employee has reasonable cause to believe that the violation of a federal or state statute has occurred. A report to law enforcement agencies may be made instead of, or in addition to, a report directly to Apigee through its management or the Reporting Hotline.

### **Amendments**

We are committed to continuously reviewing and updating our policies, and therefore reserve the right to amend this Policy at any time, for any reason, subject to applicable law.