



Vimeo Code of Conduct

Adopted May 17, 2021

Our Code of Conduct is built around the recognition that everything we do at Vimeo will be, and should be, measured against the highest possible ethical standards. Our commitment to these standards helps us hire great people, build great products and earn the trust and loyalty of our users. It is a critical foundation to ensuring Vimeo is a sustainable company for years to come. So for every employee and director of Vimeo: please follow the below both in spirit and letter, always bearing in mind that each of us has a personal responsibility to incorporate these principles into our work.

Who must follow our Code?

This Code applies to all Vimeo Personnel (which includes members of Vimeo’s Board of Directors in connection with their Vimeo work, Vimeo’s executive officers, all full-time and part-time Vimeo employees and anyone providing ongoing or periodic services to Vimeo, including interns, temps and consultants). All Vimeo Personnel must read, understand and follow the policies set forth in this Code and will be required annually to complete a certification to this effect.

When in doubt

Remember that the essence of the Code is, in short: exercise good judgment and act with honesty and integrity. If you have any question about whether conduct may be in violation of the Code, always seek guidance from our Legal Department (at codeofconduct@vimeo.com or on an anonymous basis via our reporting hotline or online tool). We prohibit retaliation against anyone who reports or participates in an investigation of a possible violation of our Code, our policies, or the law.

1. Lawful, Honest and Ethical Conduct

All Vimeo Personnel must comply with applicable governmental laws, rules and regulations. Reasons such as “everyone does it” or “this company does it” are not acceptable for violating the law. Although not everyone is expected to know the details of every applicable law, it is important to know enough to determine when to seek advice before taking action from your supervisor, Vimeo’s management, the Vimeo Legal Department or other appropriate personnel.

Just because something is legal does not mean it is the right thing to do. In addition to acting lawfully, we require Vimeo Personnel to act honestly and in accordance with high ethical and professional standards at all times. For this reason, this Code and Vimeo’s other policies do not simply restate legal rules; rather, in certain areas, Vimeo has adopted policies and procedures that go above those mandated by the law.

Please note that the requirement of lawful, honest and ethical conduct extends beyond the sphere of your employment (or other formal relationship) with Vimeo. Breaches of these duties in your personal activities which may have a reputational impact or reflect poorly on Vimeo may be considered violations.

2. Conflicts of Interest

Vimeo Personnel must act in the best interests of Vimeo and must avoid actual or apparent conflicts of interest. A “conflict of interest” exists when your personal or private interest(s) improperly interferes with,

or is adverse (or appears to be adverse) to, Vimeo's interests. For example, a conflict of interest may occur when you or a family member receive a personal benefit as a result of your position with Vimeo. Similarly, you may not use your position at Vimeo to request personal benefits for yourself or your family members. A conflict of interest may also arise from your personal relationship with a customer, supplier, vendor, competitor, business partner or other Vimeo Personnel, if that relationship impairs or may be perceived to impair your objective business judgment. Other potential areas of conflict of interest include external business relationships, serving on boards, personal investments, gifts, entertainment, corporate opportunities, and certain personal relationships with other Vimeo Personnel.

If you are unsure whether a conflict exists or believe you may have a potential conflict, you should avoid the potential conflict and discuss it with your supervisor and Vimeo's Legal Department right away. It is your responsibility to act appropriately until the situation is addressed.

To disclose a potential conflict, seek a determination on whether a conflict exists or seek a waiver of a conflict, please contact the Legal Department at codeofconduct@vimeo.com. Vimeo's Board of Directors is responsible for making decisions with respect to Directors and Executive Officers. Vimeo's Legal Department is responsible for making decisions in all other cases. Decisions will be communicated in writing.

Family Members

In most cases, anything that would constitute a conflict for Vimeo Personnel also would present a conflict if it is related to a member of their family. In particular, if your spouse or other close family member works for a firm that does business with or competes against Vimeo, you must promptly advise your supervisor and the Legal Department.

Serving on Boards

We encourage Vimeo Personnel to serve on boards of industry and civic organizations. Vimeo Personnel who wish to serve on a board of another company must obtain prior approval.

Investments

Vimeo Personnel are generally free to invest in other companies subject to Vimeo's Insider Trading Policy, but must seek approval if the proposed investment (1) gives them control over the company; or (2) in the case of a non-controlling interest, is substantial on a dollar or percentage of ownership basis. Vimeo Personnel should avoid making personal investments in companies that are Vimeo competitors or business partners where the investment might cause, or appear to cause, you to act in a way that could harm or otherwise be adverse to Vimeo.

Loans

Loans by Vimeo to, or guarantees by Vimeo of obligations of, any Director or Executive Officer are prohibited in all circumstances. Loans to all other Vimeo Personnel are disfavored and require a waiver from Vimeo's Audit Committee, *provided* that ordinary course commission or bonus amounts that are paid in advance shall not be considered loans for the purpose of this Code.

Outside Employment or Consulting

Full-time employees are expected to dedicate their working time to Vimeo and may not accept employment, consulting or other service contracts from other entities absent advance written permission from Vimeo's Legal Department. In addition, all Vimeo Personnel may not, while providing services to Vimeo, engage

in business that is directly competitive with any of Vimeo’s lines of business.

Public Office

Vimeo Personnel may serve in an elected or appointed public office so long as the position does not impact their duties to Vimeo or create or appear to create a conflict of interest. Vimeo personnel should disclose any public office held, or the pursuit of public office, pursuant to the guidelines set forth in this section.

Gifts

Giving or receiving gifts or paying for meals and entertainment with respect to a current or future customer, vendor or business partner may create a conflict of interest or appearance of a conflict. However, accepting or providing gifts is generally acceptable if the total market value of the gift is less than USD \$200, is not made more than once per year, is reasonable and customary, and does not bias future decision-making. If any gift involves a government official, you must comply with our Anti-Bribery and Anti-Corruption Policy.

Related Party Transactions

Vimeo may only do business with entities designated as “Related Parties” under its Related Party Transactions Policy with the approval of Vimeo’s Audit Committee.

Related Policies: Anti-Bribery and Anti-Corruption Policy; Related Party Transactions Policy

3. Use of Corporate Property

Vimeo Personnel may not use corporate assets, property or information or their positions with Vimeo for improper personal gain. Among other things, you may not (1) state or suggest that Vimeo endorses or is affiliated with any business associated with you; or (2) use your position or Vimeo assets, property or information to operate a business not associated with Vimeo.

4. Corporate Opportunities

You may not take advantage of any opportunity that is in any of Vimeo’s lines of business or in which Vimeo has an actual or potential interest. Nor may you divert opportunities to third parties with which you have a relationship or for personal gain. If you have a question as to whether a given opportunity is subject to this restriction, please seek an advance determination by making a fair and fair disclosure of the opportunity to the Legal Department at codeofconduct@vimeo.com. Determinations will be provided in writing.

For Vimeo Directors only: The above corporate opportunity restriction is subject to Article XIII of Vimeo’s Amended and Restated Certificate of Incorporation. Directors shall not be deemed in violation of this restriction if a specific opportunity came to the Director’s attention through means that are wholly unconnected with the Director’s position on the Vimeo Board.

5. Confidentiality

You must maintain the confidentiality of confidential information entrusted to you by Vimeo or its customers, partners or suppliers, except when disclosure is expressly authorized or is required or permitted

by law. Confidential information includes all non-public information (regardless of its source) that might be of use to Vimeo’s competitors or harmful to Vimeo or its customers, suppliers or partners if disclosed. The obligation to preserve confidential information continues even after employment or service ends.

If you become aware that any confidential information has been inadvertently disclosed, you must report the disclosure immediately to the Legal Department.

For Vimeo employees: The above rules supplement the confidentiality requirements in your Intellectual Property and Confidentiality Agreement.

For contractors: The above rules supplement the confidentiality requirements in your contracting agreement.

Related Policies: Internal Privacy Policy and Information Security Policy

6. Communications

Only persons who are specifically designated to speak on behalf of Vimeo shall communicate with the media, investors and securities research analysts.

7. Harassment

Harassment on the basis of race, religion, color, national origin, ancestry, disability, marital status, age, sexual orientation, sex (including pregnancy and sexual harassment), gender identity and genetic information, or any other legally protected characteristic, is unlawful, unacceptable and will not be tolerated.

If you become aware of any harassment in violation of this section, please report the matter to our Human Resources team, the Vimeo Legal Department or through the anonymous reporting means set forth in Section 13 below. If you are a supervisor who becomes aware of harassment in our workplace, you must report the matter as set forth in Vimeo’s Anti-Harassment Policy.

Related Policy: Anti-Harassment Policy

8. Human Rights

Vimeo is committed to ending human trafficking and exploitation. To that end, Vimeo (and Vimeo Personnel) may not:

- use any form of slave, forced, bonded, indentured or involuntary labor, and shall fully comply with all laws that prohibit the use thereof, as and when applicable (including the U.K. Modern Slavery Act 2015);
- engage in human trafficking or exploitation;
- import goods tainted by slavery or human trafficking; or
- retain employees’ government-issued identification, passports or work permits as a condition of employment.

9. Insider Trading

Insider trading is unethical and illegal. Committing insider trading could expose you to severe civil and

criminal penalties.

As set forth in more detail in our Insider Trading Policy, Vimeo Personnel who are in possession of material non-public information (“MNPI”) about Vimeo may not, directly or indirectly, engage in transactions in Vimeo securities or share such information with anyone who might engage in such transactions. In addition, Vimeo Personnel who receive MNPI about third-party companies by virtue of their employment with Vimeo are subject to the same prohibition with respect to securities of those third-party companies.

Related Policy: Insider Trading Policy

10. Financial Integrity

Vimeo is committed to providing full, fair, accurate, timely and understandable disclosure in all reports and documents filed with or submitted to the Securities and Exchange Commission (“SEC”) and in all other public communications made by Vimeo, and complying with the “whistleblower” provisions of the Sarbanes-Oxley Act of 2002 (“SOX”).

All of Vimeo’s books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect Vimeo’s transactions and must conform both to applicable legal requirements and to Vimeo’s system of internal controls. Unrecorded or “off the books” funds or assets may not be maintained unless permitted by applicable law or regulation and brought to the attention of Vimeo’s Controller in advance. All reports, vouchers, bills, payroll and service records, measurement and performance records, expense accounts and other important data must be prepared with care and honesty to ensure accuracy and completeness. Employees are responsible for ensuring that labor and material costs are properly recorded and charged on the Company’s records.

Vimeo Personnel must promptly report the following:

- Material information affecting or potentially affecting the accuracy or adequacy of Vimeo’s publicly-disclosed information;
- Significant deficiencies or material weaknesses in the design or operation of internal controls which could adversely affect Vimeo’s ability to record, process, summarize and report financial data accurately; or
- Any fraud, whether or not material, involving management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal controls.

Send reports of potential violations to Vimeo’s Legal Department or through the anonymous means set forth in Section 13 below.

Related Core Policy: Financial Integrity Policy

11. Anti-Corruption

Vimeo Personnel may not engage in bribery or other forms of corruption with respect to any governmental entity or third party entity, whether foreign or domestic. For further information, please read our Anti-Bribery and Anti-Corruption Policy.

Related Policy: Anti-Bribery and Anti-Corruption Policy

12. Interpretation, Waivers and Amendments

This Code and related policies and procedures shall be interpreted and enforced in a manner that best adheres to the letter and spirit of the policies set forth herein. This Code and related policies and procedures may be further explained or implemented through policy memoranda, including those relating to specific offices or business areas. All such interpretations are binding. To the extent a particular law conflicts with this Code, the law shall govern. Except for the anti-retaliation provisions hereof, no rights are created by this Code or any related policies and procedures for any Vimeo Personnel or third party, including any shareholder.

Any waiver of this Code or related policies or procedures for Executive Officers or Directors of Vimeo may be made only in writing by the Vimeo Board of Directors. If required, disclosure will be promptly made to shareholders along with reasons for such waiver as required by applicable law or regulation. Other waivers may be granted in writing by Vimeo's General Counsel. Waivers are made on a case-by-case basis and shall not create any binding precedent.

All requests for waivers must be accompanied by a full and fair disclosure of the facts relating to the issue. If after obtaining a waiver, circumstances materially change, you must promptly report the change(s) to the Legal Department. Failure to provide prompt, full and fair disclosures may void any granted waiver and may constitute a violation of this Code.

Vimeo may amend this Code from time to time with the approval of Vimeo's Board of Directors or an appropriate Committee thereof.

13. Compliance and Enforcement

Certifications

Directors and Vimeo employees must certify that they have read, understood and complied with the Code at least once per year. All Vimeo Personnel must engage in training sessions that Vimeo may mandate from time to time.

Identifying Issues

Everyone must work to ensure prompt and consistent action in response to violations of this Code. For the purpose of this section a "violation" means a current or past breach of the Code or future conduct that would constitute a breach of this Code.

Since we cannot anticipate every situation that will arise, it is important that we have a framework to approach a new question or problem. We recommend the following thought process:

- ***Make sure you have all the facts.*** In order to reach the right solutions, we must be as fully informed as possible.
- ***Ask yourself:*** What specifically am I being asked to do? Does it seem unethical or improper? Use your judgment and common sense; if something seems unethical or improper, it probably is.
- ***Clarify your responsibility and role.*** In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the matter.
- ***Discuss the matter with your supervisor.*** This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the relevant issues, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve questions or problems that may arise.

- **Ask first, act later:** If you are unsure of what to do in any situation, seek guidance before you act.

If after going through this process, you believe that a violation has occurred or might occur, report the issue using the procedures below.

Reporting Violations

All Vimeo Personnel who learn of information indicating a violation of this Code must promptly report the facts relating thereto. The failure to report a violation of this Code may itself be a violation of this Code. In making a report, we expect personnel to be honest and to provide a full and fair description of the matter based on what they know or believe in good faith.

You may report a complaint or concern as follows:

- To the Vimeo Legal Department at codeofconduct@vimeo.com;
- On an anonymous basis via:
 - Vimeo’s dedicated reporting hotline: 1-877-778-5463; or
 - Vimeo’s third-party online reporting tool www.reportit.net (username “Vimeo” and password “VMEORepoirt”).

No Retaliation

Vimeo Personnel may not retaliate in any way against anyone who has made a good faith report of a violation of the Code or who has participated in good faith in an investigation of a potential violation of this Code. Prohibited retaliation may include adverse employment actions (such as termination, suspension and demotion) or the creation of a hostile work environment.

Investigating Reports of Violations

Vimeo is committed to full, prompt and fair enforcement of the provisions of this Code and related policies and procedures. Upon receipt of a report of a possible violation of this Code or any related policies or procedures, the Vimeo Legal Department shall promptly initiate appropriate action, which may include an investigation to gather the relevant facts. Vimeo may use all lawful and appropriate means to investigate or otherwise address the matter. All Vimeo Personnel must cooperate in any investigation or other effort to address these types of matters when called upon to do so. A failure to cooperate may itself constitute a violation of this Code.

Sanctions for Violations

If a violation is found, the Vimeo Legal Department shall recommend, and Vimeo shall implement, appropriate disciplinary action. Violations may result in serious sanctions including dismissal, suspension without pay, loss of pay or bonus, loss of benefits, demotion or other sanctions.

14. Questions

Please consult with your supervisor or the Vimeo Legal Department if you have any questions concerning this Code:

codeofconduct@vimeo.com

Vimeo, Inc.
555 West 18th Street

New York, New York 10011
Attention: General Counsel