



Code of Business Conduct and Ethics

(Adopted on March 12, 2019; Effective upon effectiveness of the registration statement relating to the company's initial public offering)

As you've probably figured out, this is the official Code of Business Conduct and Ethics for Lyft, Inc. We'll call it "The Code" from now on, and refer to Lyft, Inc. as simply "Lyft" or "the company."

Grab a mug of coffee, and read this thing very closely, all the way to the end. The Code applies to all directors, officers and team members.

We have created the Code with the best interest of the company, which includes you and other team members, our community or drivers and riders, and our stockholders. These are common-sense policies, many of which are either required by law or intended to help the company comply with the law, so we expect you to follow them. You could face disciplinary action if you don't, including termination of employment.

A. Purpose

This Code is intended to ensure and promote:

1. a culture of honesty and accountability;
2. honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest;
3. fair and accurate books and records, including financial reporting;
4. ethical conduct and compliance with applicable laws, rules and regulations including, without limitation, full, fair, accurate, timely and understandable disclosure in reports and documents we file with or submit to the Securities and Exchange Commission and in our other public communications;
5. the prompt internal reporting of violations of this Code, as set forth in this Code; and
6. the deterrence of wrongdoing.

This Code is a guide, and the company expects team members to use their own judgment at all times to follow the high ethical standards to which the company is committed. It is, of course, impossible to cover every situation that may come up. It's in difficult or gray situations where our adherence to our culture and values may be tested and where our culture and values can also guide us to do what's right. If you are unsure or this Code does not address an issue you are facing, do not hesitate to consult your manager, the People Team, or the Legal Team. In many cases, you can also consider what we call "the headline test" – which means – if your action or decision is written about in a headline of a major newspaper or website, would it be embarrassing to you or the company? If so, or it's not clear, you should avoid the situation.

You are expected to read the policies set forth in this Code and ensure that you understand and comply with them. The Legal Team is responsible for applying these policies to specific situations in which questions may arise and has the authority to interpret these policies in any particular situation. Any questions about this Code or the appropriate course of conduct in a particular situation should be directed to the Legal Team, who may consult with the company's outside legal counsel or the company's Board of Directors (the "**Board**"), as appropriate.

This Code should be read in conjunction with other policies applicable to a team member. Any determination with respect to the applicability of the provisions of this Code with respect to officers or directors of the company may be made only by the Board.

B. Financial Reports and Other Records – Disclosure

Team members are responsible for the accurate and complete reporting of financial information within their respective areas of responsibility and for the timely notification to senior management of financial and non-financial information that may be material to the company. The company expects all of its team members to take this responsibility very seriously to ensure full, fair, accurate, timely and understandable disclosure in reports and documents that the company files with government agencies or releases to the general public.

Each team member, to the extent involved in the company's disclosure process, including without limitation, the principal executive officer, principal financial officer and other senior team members who perform similar functions in the company (collectively, "**Senior Financial Officers**"), must familiarize themselves with the disclosure requirements applicable to the company as well as the business and financial operations of the company, and must not knowingly misrepresent, or cause others to misrepresent, facts about the company to others, whether within or outside the company, including to the company's independent auditors, governmental regulators and self-regulatory organizations.

All of the company's books, records, accounts and financial statements must be maintained in reasonable detail, and reflect the matters to which they relate accurately, fairly and completely. Furthermore, all books, records, accounts and financial statements must conform both to applicable legal requirements and to the company's system of internal controls. All assets of the company must be carefully and properly accounted for. No undisclosed or unrecorded account or fund will be established for any purpose. No false or misleading entries will be made in the company's books or records for any reason, and no disbursement of corporate funds or other corporate property will be made without adequate supporting documentation and authorization. Misclassification of transactions as to accounts, business units or accounting periods is forbidden. Each team member bears responsibility for ensuring that they are not party to a false or misleading accounting entry. This means we cannot make any promises that are not detailed in the documentation that has been fully reviewed by the appropriate departments. Failure to be transparent and to follow the correct approval and documentation process can cause problems for you and the company.

C. Conflicts of Interest

A conflict of interest is any activity or interest that is inconsistent with or opposed to the best interests of the company. Your decision and actions in the course of employment or other relationship with the company should be based on the best interests of the company and not based on personal relationships or benefits. You must never use or attempt to use your position with the company to obtain improper personal benefits. Any situation, transaction or relationship that may give rise to an actual or potential conflict of interest must be disclosed to the company and shall be avoided, unless approved by the company.

The following are some examples of conflicts of interest to be avoided:

1. Family Members. You may not conduct business on behalf of the company with family members or an organization with which a family member is associated, unless such business relationship has been disclosed to and authorized by the company and is a bona fide arms-length transaction. “Family members” include a spouse, domestic partner parents, grandparents, children, siblings and in-laws.
2. Interests in Other Businesses. You may not accept compensation in any form for services performed for the company from any source other than the company. You should not have an undisclosed material financial interest in a competitor, supplier, customer or business partner of the company.
3. Improper Conduct and Activities. You may not engage in any conduct or activities that are inconsistent with the company's best interests or that materially disrupt or impair the company's relationship with any person or entity with which the company has or proposes to enter into a business or contractual relationship.
4. Gifts and Gratuities. This policy does not prohibit normal, appropriate and modest hospitality to or from third parties. However, it's important to keep in mind that gifts can be subject to limits and disclosure requirements. Gifts on behalf of Lyft or in your capacity as a Lyft representative should only be made in compliance with our Gift Policy and you should not try to avoid our policies by giving the gift out of your own pocket. You should contact the Legal Team for approval prior to giving any gifts to government or public officials, which includes officials of public international organizations (e.g. United Nations and the World Trade Organization), to make sure they do not violate the law or our policies.
5. Personal Use of Company Assets. You may not use company assets, labor or information for personal use, other than incidental personal use, unless approved by the company.

Evaluating whether a conflict of interest exists can be difficult and may involve a number of considerations. We also encourage you to seek guidance from your manager, the People Team or the Legal Team when you have any questions or doubts.

If you are aware of an actual or potential conflict of interest where your interests may conflict with the company's interests, or are concerned that a conflict might develop, please discuss with your manager and then obtain approval from the General Counsel or their designee before engaging in that activity or accepting something of value. Please also note that, to the extent your proposed engagement or activity could constitute a “related person transaction,” it will also be addressed pursuant to our Related Person Transaction Policy and Procedures.

D. Corporate Opportunities

Team members owe a duty to the company to advance the company's business interests when the opportunity to do so arises. You are prohibited from taking or directing to a third party to take, a business opportunity that is discovered through the use of corporate property, information or position, unless the company has already been offered the opportunity and turned it down. More generally, you are prohibited from using company property, information or position for personal gain. You are further prohibited from competing with the company directly or indirectly.

Sometimes the line between personal and company benefits is difficult to draw, and sometimes there are both personal and company benefits in certain activities. The prudent course of conduct is to

make sure that any use of company property or services that is not solely for the benefit of the company, is approved beforehand by the company.

E. Protection of Assets and Confidentiality

You should endeavor to protect the company's assets and ensure their efficient use. Any suspected incident of fraud or theft should be reported immediately to your immediate supervisor or manager or other appropriate company personnel for investigation.

In carrying out the company's business, you may learn confidential, non-public trade secrets or proprietary information about the company, its customers, suppliers or business partners. Confidential or proprietary information of the company, and of other companies, includes any non-public information that would be harmful to the relevant company or useful to competitors if disclosed.

Pursuant to this policy, the company's Inventions Assignment and Confidentiality Agreement, or any other confidentiality terms to which you agreed with the company, you must maintain the confidentiality of information about the company and other companies entrusted to you by the company, use the information only for permissible business purposes and in accordance with any restrictions imposed by the disclosing party, and limit dissemination of the confidential information, both inside and outside the company, to people who need to know the information for business purposes and who are bound by similar obligations of confidentiality, unless disclosure is authorized or legally mandated.

The obligation to protect confidential information does not end when you terminate your relationship with the company. Any questions about whether information is confidential should be directed to the Legal Team.

F. Communications

Clear and consistent communication is important for Lyft. We need to make careful decisions about what to say—and how—to the media and public. All statements we make to the public should be complete, accurate and truthful, never false or misleading. Our entire community -- team members, drivers, riders, investors and other stakeholders -- deserve honesty, transparency and consistency from us, making it critical that only authorized Lyft spokespersons respond to public inquiries or speak on behalf of the company. If you are approached by an outside source (like a reporter) to comment on any aspect of Lyft's business, please refer them to the Communications Team. Please also refer to our Regulation FD and External Communications Policy.

We ask you to remember your confidentiality obligations and please refer to our Social Media Policy for additional guidance.

G. Fair Dealing

The company has a history of succeeding through honest business competition. The company does not seek competitive advantages through illegal or unethical business practices. You should endeavor to deal fairly with each other and with the company's users, drivers, customers, service providers, suppliers, business partners and competitors. No team member should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

H. Compliance with Laws, Rules & Regulations

You must respect and obey all laws when carrying out responsibilities on behalf of the company and refrain from illegal conduct.

You have an obligation to be knowledgeable about specific laws, rules and regulations that apply to your area of responsibility. If a law conflicts with a policy in this Code, you must comply with the law.

Any questions as to the applicability of any law should be directed to the Legal Team. The following is a brief summary of certain topics about which you should be aware:

1. Antitrust

Competition laws and regulations throughout the world are designed to foster a competitive marketplace and prohibit activities that restrain trade. Generally, actions taken in combination with other companies that restrain competition may violate antitrust laws. Certain antitrust violations involving agreements with competitors are criminal and can result in large fines and prison terms for the individuals involved. In addition, actions taken by an individual company in market segments in which it has a particularly strong position may violate antitrust laws if the actions have the effect of excluding competition through unfair means.

The company is dedicated to compliance with laws governing fair competition in all of its activities. Any activity that undermines this commitment is unacceptable. The laws governing this area are complex, and you should reach out to the Legal Team before taking any action that may implicate these laws whenever appropriate.

2. Health, Safety & Environment

The company works to conduct its business activities and operations in a manner that promotes protection of people and the environment to the extent practicable. Compliance with all applicable laws, rules and regulations governing health, safety and the environment are a responsibility of management and team members in all functions.

3. Fair Employment Practices

The company works to maintain a work environment in which all individuals are treated with respect and dignity. Every individual has the right to work in a professional atmosphere that promotes equal employment opportunities and where discriminatory practices, including harassment, are prohibited.

The company requires each team member to treat all colleagues in a respectful manner and to forge working relationships that are uniformly free of bias, prejudice and harassment. The company prohibits discrimination against or harassment of any team member on the basis of race, religion or religious creed (including religious dress and grooming practices), color, ethnic or national origin, sex (including pregnancy, childbirth, breastfeeding, or related medical conditions), nationality, national origin, ancestry, immigration status or citizenship, , age, physical or mental disability, medical condition (including genetic information or characteristics, or those of a family member), military service or veteran status, marital status or family care status, sexual orientation, family medical leave, gender (including gender identity, gender expression, transgender status, or sexual stereotypes), political views or activity, status as a victim of domestic violence, sexual assault or stalking, or any other basis or classification protected by applicable federal, state or local law.

Any team member who is found to have discriminated against another team member is subject to discipline up to and including termination.

You will not suffer any reprisals or retaliation for making complaints or reporting any incidents of discrimination or perceived discrimination, or for participating in any investigation of incidents of discrimination or perceived discrimination. Refer to the Team Member Handbook for more on what we expect of all Lyft team members.

4. Political Activities and Lobbying

The ridesharing industry and our business model are relatively nascent and rapidly evolving, and so when we introduced a peer-to-peer ridesharing marketplace in 2012, the laws and regulations in place at the time did not directly address our offerings. Accordingly, we have a long history of interacting with politicians and regulators. Political contributions and lobbying activities are highly regulated and, in some cases, subject to disclosure and reporting requirements, and are often limited – or even prohibited – from certain sources. Lyft’s policy regarding political activities and lobbying is set forth in our Political Activities Policy and, to the extent you are engaging in activities on behalf of, or as a representative of Lyft, you must adhere to the policy.

5. Foreign Corrupt Practices and Anti-Bribery Laws

You may only transact business on behalf of the company in foreign markets and with foreign government officials in accordance with the company's established policies regarding foreign corrupt practices and/or any applicable law, including the United States Foreign Corrupt Practices Act (the “FCPA”), the United Kingdom Bribery Act of 2010, the United States Travel Act and Title 18 of the United States Code section 201. You must never engage in any bribery, kickbacks or other types of corruption when dealing with customers, suppliers or other third parties regardless of local practices or competitive intensity. Specifically, you must never directly or indirectly via a third party make or provide a payment (including cash or any other items of value such as meals, gifts, travel, entertainment, etc.) to a foreign official or government employee to corruptly influence the foreign official or government employee, obtain or retain business for the company or to acquire any improper advantage.

If you are unaware of the legal rules involving these activities, you should consult with the company's Legal Team before taking any such action. For more information about the FCPA and the rules governing providing things of value to foreign officials, please contact the Legal Team.

6. Insider Trading

Under federal and state securities laws, it is illegal to trade in the securities of a company while in possession of material non-public information about that company. Because you will have knowledge of specific confidential information that is not disclosed outside the company which will constitute material non-public information, trading in the company’s securities or in the securities of those companies with which we do business could constitute insider trading and could violate the law, as could giving material non-public information to others who trade on that information. It is your responsibility to comply with these laws and not to share material non-public information. We have also adopted an Insider Trading Policy with which you must comply. For more information about insider trading laws, please reference our Insider Trading Policy, which can be found on the company’s internal website.

I. Compliance & Reporting

1. Seeking Guidance

You are encouraged to seek guidance from managers, the People Team or the Legal Team, or other appropriate company personnel when in doubt about the best course of action to take in a particular

situation. In most instances, questions regarding this Code should be brought to the attention of the Legal Team.

2. Reporting Violations

If you know of or suspect a violation of this Code, or of applicable laws and regulations (including complaints or concerns about accounting, internal accounting controls or auditing matters), or you have concern about a situation that you believe does not reflect our culture and values, you should voice your concerns to your manager or a member of the internal audit team, People Team or Legal Team. **You may also report concerns anonymously via our confidential independent Reporting Hotline, Ethical Advocate (<https://reports.ethicaladvocate.com/>).** Please see the **Whistleblower Policy for information about making anonymous reports.**

All reports will be kept confidential, to the extent practical, except where disclosure is required to investigate a report or mandated by law. The company does not permit retaliation of any kind for good faith reports of violations or possible violations.

3. Investigations

Reported violations will be promptly and thoroughly investigated. It is imperative that the person reporting the violation not conduct an investigation on their own. You are expected to cooperate fully with any appropriately authorized investigation, whether internal or external, into reported violations. You should never withhold, tamper with or fail to communicate relevant information in connection with an appropriately authorized investigation.

In addition, you are expected to maintain and safeguard the confidentiality of an investigation to the extent possible, except as otherwise provided below or by applicable law. Making false statements to or otherwise misleading internal or external auditors, investigators, legal counsel, company representatives, regulators or other governmental entities may be grounds for immediate termination of employment or other relationship with the company and also be a criminal act that can result in severe penalties.

4. Sanctions

Violations of this Code may result in disciplinary action, up to and including termination. Moreover, team members or officers who direct or approve of any conduct in violation of this Code, or who have knowledge of such conduct but do not immediately report it may also be subject to disciplinary action, up to and including termination of employment. A director who violates this Code or directs or approves conduct in violation of this Code shall be subject to action as determined by the Board.

Furthermore, violations of some provisions of this Code are illegal and may subject you to civil and criminal liability.

5. Disclosure

Nothing contained in this Code or any other company agreement or policy is intended to prohibit or restrict you from disclosing confidential information to any government, regulatory or self-regulatory agency including under Section 21F of the Securities and Exchange Act of 1934, as amended, and the rules thereunder.

J. **Waivers of this Code**

Any amendment or waiver of any provision of this Code must be approved in writing by the Board or, if appropriate, its delegate(s), and promptly disclosed pursuant to applicable laws and regulations. Any waiver or modification of this Code for a Senior Financial Officer will be promptly disclosed to stockholders if and as required by applicable law or the rules of the applicable stock exchange.

K. Amendment

The company is continuously reviewing and updating its policies, and therefore reserves the right to amend this Code at any time for any reason.