

XOMETRY, INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Xometry, Inc. (the “*Company*”) is committed to maintaining the highest standards of business conduct and ethics. This Code of Business Conduct and Ethics (this “*Code*”) reflects the business practices and principles of behavior that support this commitment. We expect every employee, officer and director to not only read and understand the business practices and principles described below, but to also apply good judgment and the highest personal ethical standards in making business decisions. Please remember you should consider not only your own conduct, but also that of your family members, significant others and other people in your household. References in the Code to employees are intended to cover officers and, as applicable, directors.

Do not hesitate to ask questions about whether certain conduct may violate the code, to voice concerns or to clarify gray areas. You should also be alert to possible violations and report them without fear of retaliation. See [Section 16](#) below for instructions on how to ask questions or report violations.

Any employee who violates the standards in this Code may be subject to disciplinary action, that, depending on the nature of the violation and the history of the employee, may range from a warning or reprimand to termination of employment and, in appropriate cases, civil legal action or referral for criminal prosecution.

While this Code covers a wide range of business conduct, it is not the only document that addresses the conduct of our employees, officers and directors. The Company’s Employee Handbook also includes policies relating to, among other things, harassment and discrimination as outlined in [Appendix A](#). If you have any questions about whether your behavior or any behavior you observe is appropriate, it is your responsibility to ask.

After carefully reviewing this Code, you must sign the acknowledgment attached as [Exhibit A](#) hereto, indicating that you have received, read, understand and agree to comply with this Code. The acknowledgment must be returned either electronically in a manner provided for by the Company or to the person designated as the Company’s Compliance Officer (the “*Compliance Officer*”) (as further described in [Section 16](#)) or such Compliance Officer’s designee within ten (10) business days of your receipt of this Code and on an annual basis as the Company may require.

1. HONEST AND ETHICAL CONDUCT

It is our policy to promote high standards of integrity by conducting our affairs in an honest and ethical manner. The Company’s integrity and reputation depends on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity and sound judgment is the foundation of corporate integrity.

2. LEGAL COMPLIANCE

Obeying the law is the foundation of this Code. Our success depends upon each employee operating within legal guidelines and cooperating with local, national and international authorities. We expect employees to understand the legal and regulatory requirements applicable to their business units and areas of responsibility. While we do not expect you to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from others. If you do have a question in the area

of legal compliance, it is important that you not hesitate to seek answers from your supervisor or the Compliance Officer.

Violation of domestic or foreign laws, rules and regulations may subject an individual, as well as the Company, to civil and/or criminal penalties.

3. INSIDER TRADING

Employees, officers and directors who have access to confidential (or “inside”) information are not permitted to use or share that information for stock trading purposes. All non-public information about the Company or about other companies is considered confidential information. To use material, non-public information in connection with buying or selling securities, including “tipping” others who might make an investment decision on the basis of this information, is illegal. Please refer to the Company’s Insider Trading Policy for more detailed information.

4. INTERNATIONAL BUSINESS LAWS

Our employees are expected to comply with the applicable laws in all countries to which they travel, in which they operate and where we otherwise do business, including laws prohibiting bribery, corruption or the conduct of business with specified individuals, companies or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect employees to comply with U.S. laws, rules and regulations governing the conduct of business by its citizens and corporations outside the U.S.

These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include:

- The Foreign Corrupt Practices Act, which prohibits directly or indirectly giving anything of value to a government official to obtain or retain business or favorable treatment and requires the maintenance of accurate books of account, with all company transactions being properly recorded;
- U.S. trade sanctions and embargoes, which generally prohibit U.S. companies, their subsidiaries, their employees, and third parties acting on their behalf from engaging in transactions or dealings involving certain countries and territories subject to embargoes imposed by the U.S. government (currently, Cuba, Iran, North Korea, Syria, and the Crimea region of Ukraine), as well as specific entities and individuals identified on sanctions lists published by the U.S. Department of the Treasury’s Office of Foreign Assets Control;
- U.S. export controls, which restrict exports from the U.S. and re-exports from other countries of goods, software and technology to many countries, and prohibit transfers of U.S.-origin items to denied persons and entities; and
- Antiboycott regulations, which prohibit U.S. companies from taking any action that has the effect of furthering or supporting a restrictive trade practice or boycott imposed by a foreign country against a country friendly to the U.S. or against any U.S. person.

If you have a question as to whether an activity is restricted or prohibited, seek assistance from a supervisor or the Compliance Officer before taking any action, including giving any verbal assurances that might be regulated by international laws.

5. ANTITRUST

Antitrust laws are designed to protect the competitive process and impose severe penalties for certain types of violations, including criminal penalties. These laws are based on the premise that the public interest is best served by vigorous competition and will suffer from illegal agreements or collusion among competitors.

Certain kinds of information, such as our strategies, business plans, budgets, forecasts, financial and operating information, pricing, production and inventory, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be.

6. CONFLICTS OF INTEREST

We expect our employees, officers and directors to be free from influences that conflict with the best interests of the Company or might deprive the Company of their undivided loyalty in business dealings. Even just the appearance of a conflict of interest can be damaging and should be avoided. Whether or not a conflict of interest exists can be unclear. The following are some (but not all) situations that may involve problematic conflicts of interests: (a) employment by, consulting for, or service on the board of a competitor, customer or supplier; (b) owning a significant financial interest in an entity that does business, seeks to do business or competes with us; (c) soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with us; (d) certain types of “moonlighting”; and (e) loans to, or guarantees of obligations of, employees, officers or directors or their family members by the Company. If you have any questions about a potential conflict or if you become aware of an actual or potential conflict, and you are not an officer or director, you should discuss the matter with your supervisor or the Compliance Officer. Supervisors may not authorize conflict of interest matters or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Compliance Officer and providing the Compliance Officer with a written description of the activity. If the supervisor is involved in the potential or actual conflict, you should discuss the matter directly with the Compliance Officer. Officers and directors may seek authorizations and determinations from the Nominating and Corporate Governance Committee (the “*Nominating Committee*”) of the Company’s Board of Directors (the “*Board*”), or such other committee of the Board that the Board may expressly designate.

7. CORPORATE OPPORTUNITIES

You may not take personal advantage of opportunities for the Company that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain (including for the benefit of your family or friends), nor should you compete with us in any way.

8. DIVERSITY AND INCLUSION

The diversity and talent of Company employees represents a highly valuable Company asset. In keeping with our commitment to diversity and inclusion, the Company strives to create a workplace culture that supports a diverse, multicultural workforce, aims to treat individuals fairly, and provides an inclusive environment where all employees are empowered to contribute and succeed. The Company is committed to the fair and equal treatment of all employees and all people who seek employment at the Company, including equal opportunities for development and advancement. The Company complies with all

applicable employment and equal treatment laws, including laws against discrimination in all aspects of employment, including recruiting, hiring, compensation, promotion and termination. Employees are required to read and comply with all applicable employment policies, including those set forth in the Company handbook.

There is no acceptance of behavior that creates an intimidating, hostile or offensive work environment. Such conduct may include, but is not limited to, bullying conduct, racist, sexist, or ethnic comments or jokes, sexual advances or inappropriate physical contact, or sexually-oriented gestures, pictures, jokes or statements.

9. MAINTENANCE OF CORPORATE BOOKS, RECORDS, DOCUMENTS AND ACCOUNTS; FINANCIAL INTEGRITY; PUBLIC REPORTING

The integrity of our records and public disclosure depends upon the validity, accuracy and completeness of the information supporting the entries to our books of account. Therefore, our corporate and business records should be completed accurately and honestly. The making of false or misleading entries, whether they relate to financial results or test results, is strictly prohibited. Our records serve as a basis for managing our business and are important in meeting our obligations to customers, suppliers, creditors, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. We require that:

- no entry be made in our books and records that intentionally hides or disguises the nature of any transaction or of any of our liabilities or misclassifies any transactions as to accounts or accounting periods;
- transactions be supported by appropriate documentation;
- the terms of sales and other commercial transactions be reflected accurately in the documentation for those transactions and all such documentation be reflected accurately in our books and records;
- employees comply with our system of internal controls; and
- no cash or other assets be maintained for any purpose in any unrecorded or “off-the-books” fund.

Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the SEC. Securities laws require that these reports provide full, fair, accurate, timely and understandable disclosure and fairly present our financial condition and results of operations. Employees who collect, provide or analyze information for or otherwise contribute in any way in preparing or verifying these reports should strive to ensure that our financial disclosure is accurate and transparent and that our reports contain all of the information about the Company that would be important to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures. In addition:

- no employee may take or authorize any action that would intentionally cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC or other applicable laws, rules and regulations;

- all employees must cooperate fully with our Finance and Accounting Department, as well as our independent public accountants and counsel, respond to their questions with candor and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

Any employee who becomes aware of any departure from these standards has a responsibility to report his or her knowledge promptly to a supervisor, the Compliance Officer, the Audit Committee of the Board or otherwise in accordance with the provisions of the Company's Whistleblower Policy on reporting complaints regarding accounting and auditing matters.

10. FAIR DEALING

Advantages over our competitors are to be obtained through superior performance of our products and services, not through unethical or illegal business practices. Statements regarding the Company's services must not be untrue, misleading, deceptive or fraudulent. Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from employees of other companies is prohibited. If information is obtained by mistake that may constitute a trade secret or other confidential information of another business, or if you have any questions about the legality of proposed information gathering, you must consult your supervisor or the Compliance Officer, as further described in Section 16.

You are expected to deal fairly with our customers, suppliers, employees and anyone else with whom you have contact in the course of performing your job. Employees involved in procurement have a special responsibility to adhere to principles of fair competition in the purchase of products and services by selecting suppliers based exclusively on normal commercial considerations, such as quality, cost, availability, service and reputation, and not on the receipt of special favors.

11. GIFTS AND ENTERTAINMENT

Business gifts and entertainment are meant to create goodwill and sound working relationships and not to gain improper advantage with customers or facilitate approvals from government officials. The exchange, as a normal business courtesy, of meals or entertainment (such as tickets to a game or the theatre or a round of golf) is a common and acceptable practice as long as it is not extravagant. Unless express permission is received from a supervisor, the Compliance Officer or the Audit Committee, gifts and entertainment cannot be offered, provided or accepted by any employee unless consistent with customary business practices and not (a) of more than token or nominal monetary value, (b) in cash, (c) susceptible of being construed as a bribe or kickback, (d) made or received on a regular or frequent basis or (e) in violation of any laws. This principle applies to our transactions everywhere in the world, even where the practice is widely considered "a way of doing business." Employees should not accept gifts or entertainment that may reasonably be deemed to affect their judgment or actions in the performance of their duties. Our customers, suppliers and the public at large should know that our employees' judgment is not for sale.

Under some statutes, such as the U.S. Foreign Corrupt Practices Act, giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. If you are uncertain about the appropriateness of any proposed entertainment or gifts, you should consult with your supervisor or the Compliance Officer.

12. COMPANY ASSETS

All employees, officers and directors are expected to protect our assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, buildings and products, are expected to be used only for legitimate business purposes, although incidental personal use may be permitted. You may not, however, use our corporate name, any brand name or trademark owned or associated with the Company or any letterhead stationery for any personal purpose.

13. CONFIDENTIALITY

As an employee, officer or director of the Company, you may learn information about the Company or other companies that is confidential and proprietary. You must take care to keep this information confidential. Materials that contain confidential information should be stored securely. Unauthorized posting or discussion of any information concerning our business, information or prospects on the Internet is prohibited. Be cautious when discussing sensitive information in public places like elevators, airports, restaurants and “quasi-public” areas within the Company, such as cafeterias. All of the Company’s emails, voicemails and other communications are presumed confidential and should not be forwarded outside of the Company, except where required for legitimate business purposes. The Company’s employees are bound by the terms of the Proprietary Information and Inventions Agreement or similar terms that they agree to in connection with their employment.

14. MEDIA/PUBLIC DISCUSSIONS

It is our policy to disclose material information concerning the Company to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in the company will have equal access to information. All inquiries or calls from the financial analysts should be referred to the Chief Revenue Officer, the Chief Financial Officer or the investor relations department. We have designated our marketing and investor relations departments as our official spokespersons for all inquiries or calls from the press and for marketing, technical and other related information. Please also refer to the Company’s Corporate Disclosure Policy.

15. WAIVERS

Any waiver of this Code for executive officers or directors may be authorized only by our Board or, to the extent permitted by the rules of any stock exchange on which our capital stock is listed and our Corporate Governance Guidelines, a committee of the Board and will be disclosed to stockholders as required by applicable laws, rules and regulations.

16. QUESTIONS AND REPORTING POTENTIAL VIOLATIONS

Your most immediate resource for any matter related to this code is your supervisor, who may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with the Compliance Officer. We have designated our General Counsel, or if no individual currently holds such position, then our Chief Financial Officer, to the position of Compliance Officer to oversee this program. The Compliance Officer may be reached at legalcompliance@xometry.com.

If you are aware of a suspected or actual violation of this Code, you have a responsibility to promptly report it. The Company does not tolerate acts of retaliation against any director, officer or

employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Code, and we will take prompt disciplinary action against any employee, officer or director who retaliates against you. The Compliance Officer will investigate all reported possible code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances.

A hotline that you may reach at 1-833-770-2410 (toll-free), and our secure web form at <https://www.whistleblowerservices.com/XMTR>, is also available to those who wish to report violations of this Code, including concerns regarding the Company's auditing and accounting matters. You may call the toll-free number anonymously if you prefer, as it is not equipped with caller identification, although in that case the Compliance Officer will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your contact with the anonymous reporting service will be kept strictly confidential to the extent reasonably possible within the objectives of this Code.

If any investigation indicates that a violation of this Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee, officer or director is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination and, in appropriate cases, civil action or referral for criminal prosecution.

17. CHANGES; ANNUAL REVIEW

Any changes to this Code may only be made by the Nominating Committee and will be recommended to the Board for approval and effective upon approval by the Board. The Nominating Committee will review and reassess the adequacy of this Code at least annually, and recommend to the Board any changes the Nominating Committee determines are appropriate. All changes must be promptly disclosed as required by law or regulation.

18. WEBSITE DISCLOSURE

This Code, as may be amended from time to time, shall be posted on the Company's website. The Company shall state in its annual proxy statement that this Code is available on the Company's website and provide the website address as required by law or regulation.

Approved by the Board of Directors: June 17, 2021

Effective: June 29, 2021

APPENDIX A

POLICY AGAINST SEXUAL AND OTHER WORKPLACE HARASSMENT

The Company is committed to providing a work environment free of harassment, in which all individuals are treated with respect and dignity. Company policy prohibits sexual harassment and harassment based on race, color, creed, gender, gender identity, gender expression, pregnancy, childbirth or related medical conditions, religion, veteran and military status, marital status, registered domestic partner status, age, national origin or ancestry, physical or mental disability, medical condition (including genetic information or characteristics), sexual orientation, or any other characteristic protected by federal, state, or local laws.

Individuals and Conduct Covered. The Company's anti-harassment policy applies to all persons involved in the operation of the Company and prohibits harassment by any employee of the Company, including temporary employees, supervisors and managers, as well as vendors, customers, independent contractors, volunteers, interns, and any other persons. It also prohibits harassment based on the perception that anyone has any of those characteristics, or is associated with a person who has or is perceived as having any of those characteristics. No individual in the Company is exempt from the requirements of this policy, and all Company individuals are expected to avoid any behavior or conduct that could reasonably be interpreted as violating this policy, regardless of whether that conduct occurs on or off Company premises, or at events not sponsored by the Company.

Prohibited Conduct. Improper harassment is generally conduct that: does not relate to the business of the Company; has the purpose or effect of interfering with an individual's ability to work, or that creates a hostile, intimidating or abusive work environment; and is directed at an individual because of the individual's inclusion in a protected class.

Among the types of unwelcome conduct prohibited by this policy is verbal conduct (such as epithets, slurs, negative stereotyping, derogatory comments, unwelcome jokes and teasing); visual conduct (such as graphics, symbols, computer displays or emails); and physical conduct (such as physically threatening another, blocking someone's way, etc.). In addition, the circulation or posting (including, but not limited to, by e-mail, blogging or web posting) or viewing on Company computers of written or graphic materials that reflect negatively on an individual's protected status is also prohibited. The Company's policy prohibits the conduct described above even if the conduct is not sufficiently severe or pervasive to constitute a legal violation.

Sexual Harassment Defined. Sexual harassment is a problem that deserves special mention. For purposes of this policy, sexual harassment is defined as unwelcome sexual advances, requests for sexual favors and other verbal or physical conduct of a sexual nature when: (i) submission to such conduct is made either explicitly or implicitly a term or condition of an individual's employment; (ii) submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual; or (iii) such conduct has the purpose or effect of unreasonably interfering with an individual's work performance, or creating an intimidating, hostile or offensive working environment.

In addition, conduct may violate this policy even if it is not sexual in nature or motivated by sexual desire if such conduct is based on a person's sex (gender) and has the purpose or effect of creating a hostile work environment. Sex harassment may involve individuals of the same or different genders.

Examples of conduct prohibited by this sexual harassment policy include:

- Verbal conduct such as epithets, derogatory jokes or comments, slurs or unwanted sexual advances, invitations or comments;

- Visual displays such as derogatory and/or sexually-oriented posters, photography, cartoons, drawings or gestures;
- Physical conduct including assault, unwanted touching, intentionally blocking normal movement or interfering with work because of sex, race or any other protected basis;
- Threats and demands to submit to sexual requests as a condition of continued employment, or to avoid some other loss and offers of employment benefits in return for sexual favors;
- Retaliation for reporting or threatening to report harassment; and
- Communication via electronic media of any type that includes any conduct that is prohibited by state and/or federal law, or by Company policy.

This policy prohibits unwelcome conduct based on sex regardless of whether it rises to the level of a legal violation.

Retaliation Is Prohibited. The Company also prohibits retaliation against any individual who reports discrimination or harassment in good faith, who assists another in making a report, who cooperates in a harassment investigation, or who files an administrative claim with any government agency. Any individual who experiences, witnesses or becomes aware of any conduct they believe to be retaliatory must immediately follow the reporting procedures stated below.

Management and supervisory employees who become aware of conduct inconsistent with this policy against retaliation also must immediately report the conduct, as described below, and this is true even if an employee reporting the alleged harassment requests the manager or supervisor not to do so. Retaliation is a serious violation of this harassment policy and, like harassment or discrimination itself, will be subject to disciplinary action, up to and including termination of employment.

Individual Response; Reporting Responsibility and Procedure. Early reporting and intervention are the most effective methods of resolving actual or perceived incidents of harassment. Therefore, the Company requires employees to report promptly complaints or concerns so that immediate and constructive action can be taken. The Company will take steps designed to stop alleged harassment before it becomes severe or pervasive, but can only do so with prompt notification by, and cooperation of, its employees.

If you believe that you have been harassed, or if you become aware of conduct that might violate this policy or the Company's Equal Employment Opportunity policy, you are required to report such conduct to your immediate supervisor, manager, or the Compliance Officer as soon as possible after the incident. You will be asked to provide details of the incident or incidents, names of individuals involved and names of any witnesses. It would be best to communicate your complaint in writing, but this is not mandatory. Supervisors and managers must refer all harassment complaints to the Compliance Officer.

There will be no adverse action taken against employees who, in good faith, report violations of this policy or participate in the investigation of such asserted violations.

The Company's Response. All reported complaints of harassment and discrimination will be promptly and thoroughly investigated by qualified personnel of the Company. The complaint will be investigated in a timely, fair, and thorough manner that provides all parties appropriate due process. The investigation will be documented and tracked to ensure reasonable progress of the investigation, and the Company will ensure timely closure of the investigation. The Company recognizes that every investigation requires a determination based on all the facts in the matter. We also recognize the serious impact a false accusation can have. We trust that employees will continue to act responsibly.

The Company will conduct all investigations in a discreet manner. All information disclosed during the course of an investigation will remain confidential, except to the extent reasonably necessary to conduct the investigation and take any remedial actions, or as required by law.

The Company may exercise its discretion to put certain interim measures in place, such as a suspension, leave of absence, or a transfer, while the investigation proceeds. The Company will reach a reasonable conclusion based on the evidence collected. At the conclusion of the investigation, if the Company determines a policy violation has occurred, it may, at its sole discretion, take remedial action, up to and including termination of employment.

Because the Company is committed to avoiding even the appearance of impropriety with respect to harassment, it may take corrective action toward any employee for inappropriate conduct learned during the course of any investigation, regardless of whether the conduct amounts to a violation of law or even a violation of this policy. If a person who is found to have engaged in harassment is not employed by the Company, the Company will take whatever corrective action it determines is reasonable and appropriate under the circumstances.

Any individual who is found to have engaged in unlawful harassment may be personally liable for his/her actions. Depending on the circumstances, the Company might or might not provide legal representation to employees accused of illegal harassment.

Exhibit A

XOMETRY, INC.

CODE OF BUSINESS CONDUCT AND ETHICS ACKNOWLEDGMENT

I hereby acknowledge that I have received, read, understand and will comply with Xometry, Inc.'s Code of Business Conduct and Ethics (the "Code").

I will seek guidance from and raise concerns about possible violations of this Code with my supervisor, management and the Compliance Officer.

I understand that my agreement to comply with this Code does not constitute a contract of employment.

Please sign here: _____

Print Name: _____

Date: _____

This signed and completed form must be returned to the Compliance Officer within ten (10) business days of receiving this Code.