

## IMPERVA, INC.

### WHISTLEBLOWER AND COMPLAINT POLICY

(Adopted on September 9, 2011)

Imperva, Inc. (collectively with its subsidiaries, the “*Company*”) is committed to promoting high standards of honest and ethical business conduct and compliance with applicable laws, rules and regulations. As part of this commitment, the Company has adopted this Whistleblower and Complaint Policy (this “*Policy*”), which is an element of the Company’s Legal Compliance Policy. Employees are encouraged to use the guidance provided by this Policy to report all known and suspected improper activities. This Policy is designed to provide employees with a confidential or anonymous avenue of communication for reporting any improper activities. The Company will post a current copy of this Policy on the Company’s website.

#### REPORTING VIOLATIONS

Employees should report known and suspected violations of (1) laws, governmental rules and regulations, including federal securities laws and the rules and regulations thereunder, (2) accounting, internal accounting controls and auditing matters, or (3) any Company policies, including without limitation the Company’s Legal Compliance Policy (including the Company’s Code of Business Conduct and Ethics) and the subject matter specific policies that are components of the Company’s Legal Compliance Policy, to their supervisors. This includes complaints or reports received from persons outside the Company. Supervisors will promptly consider the information submitted to them and take appropriate action in accordance with the law, governmental rules and regulations and otherwise consistent with good business practice.

If an employee is not comfortable discussing the suspected violation with his or her supervisor, the employee may report the suspected violation confidentially and anonymously by the following means:

1. By calling the Company’s compliance hotline: (800) 338-8984 (for international calls, please first dial AT&T’s direct access code for the country of origin);
2. By letter addressed to the Company’s corporate headquarters marked “Attention: Compliance Officer”; or
3. By accessing the following website and following the instructions specified thereon: <http://imperva.silentwhistle.com>.

If you wish to report anonymously, please take appropriate steps to ensure your anonymity is maintained. In addition, if you report by following the procedures described in Items 3 or 4 above, your report will automatically be directed to the Compliance Officer, as well as to the Chair of the Audit Committee of the Company’s Board of Directors if the report relates to accounting, internal accounting controls and auditing matters, and to the Chair of the Nominating and Corporate Governance Committee of the Company’s Board of Directors if the reports relates to violations of federal laws (including securities laws) or any other violation.

Any employee reporting a suspected violation is encouraged to provide as much detail as possible regarding the subject matter of the complaint or concern, since the ability to investigate will be largely dependent on the quality and specificity of the information. The Compliance Officer (or his or her designees) will be responsible for reviewing, or overseeing the review, of any report of a suspected

violation from any source. The Compliance Officer will promptly notify the sender and acknowledge receipt of the report, unless the report was submitted anonymously. Consult the Company's Legal Compliance Policy regarding the appointment of the Compliance Officer. The Compliance Officer and his or her contact information can also be found under the "Legal" section on the Company's intranet.

If you wish to report directly to the Audit Committee or to the Nominating and Corporate Governance Committee, you may report via the Internet, as described earlier in this Policy, or you may send a letter addressed to the Company's corporate headquarters marked "Attention: Audit Committee" or "Attention: Nominating and Corporate Governance Committee." You may report confidentially and anonymously if you wish. The Audit Committee and the Nominating and Corporate Governance Committee will take whatever steps they deem necessary to respond to a report that they receive, including whether to refer the matter to the Compliance Officer for investigation.

## **POLICY OF NON-RETALIATION**

It is against Company policy and, in some countries, it is a crime for anyone to intentionally retaliate against any person who provides truthful information to a law enforcement or regulatory official concerning such person's reasonable good faith belief that a possible violation of any federal, state or foreign law has occurred. Moreover, the Company will not permit any form of intimidation or retaliation by any employee, contractor, subcontractor or agent of the Company against any employee because of any lawful act done by the employee to:

- provide information, cause information to be provided, or otherwise assist in an investigation regarding any conduct which the employee reasonably believes constitutes a violation of laws, rules, regulations or any Company policies; or
- file, cause to be filed, testify, participate in, or otherwise assist in a proceeding filed or about to be filed relating to a violation of any law, rule or regulation.

The prohibited forms of intimidation or retaliation include, but are not limited to, discharge, demotion, suspension, threats, harassment or any other manner of discrimination with respect to an employee's terms or conditions of employment based on lawful actions of such employee with respect to a good faith report or cooperation or assistance with an investigation conducted by the Company.

## **STATEMENT OF CONFIDENTIALITY**

In cases in which an employee reports a suspected violation in good faith and is not engaged in the questionable conduct, the Company will attempt to keep its discussions and actions confidential to the greatest extent possible and in compliance with applicable laws and regulations governing employee privacy. All reports and records associated with complaints or reports made under this Policy are considered Company confidential information and access will be restricted to members of the Board of Directors, the Company's internal and external legal counsel, and others involved in investigating a complaint or report under this Policy. Access to reports and records may be granted to other parties at the discretion of the Compliance Officer.

## **INVESTIGATION**

Employees should not independently conduct their own investigation but instead should make their complaint or report to their supervisor, or by following the procedures in this Policy. The Compliance Officer will be responsible for coordination of the prompt investigation and resolution of all reports and ensuring that corrective action, as necessary and appropriate, is taken. All reports of suspected violations

will be reviewed, investigated and evaluated by the Compliance Officer (or his or her designee) as he or she deems reasonably necessary.

## **RETENTION OF RECORDS**

The Compliance Officer will maintain a log of all complaints and reports, tracking their receipt, investigation and resolution. The Compliance Officer (or his or her designee) will collect and maintain such other records as he or she deems reasonably necessary. The Company will preserve records of complaints and reports made under this Policy and associated log(s) and investigative records for a period of time to be determined by the Compliance Officer in consultation with the Company's Audit Committee and Nominating and Corporate Governance Committee. After the established retention period, the records and associated log(s) may be disposed of in accordance with Company policy.

## **REPORTING TO THE AUDIT COMMITTEE AND THE NOMINATING AND CORPORATE GOVERNANCE COMMITTEE**

With respect to all reports of suspected violations, the Compliance Officer will, in the case of reports of accounting or auditing irregularities, make a presentation to the Audit Committee, and in the case of violations of federal laws (including securities laws) and all other reports, make a presentation to the Nominating and Corporate Governance Committee. At each such meeting, the Compliance Officer (and such other members of management as are appropriate) will report on the nature of all applicable reports received since the prior Committee meeting. If the Compliance Officer, or his or her designee, determines that reporting prior to the next scheduled Committee meeting is necessary or appropriate, the Compliance Officer or his or her designee will contact the Chair of the Committee, or such other person designated by the Committee, to decide whether an earlier evaluation is warranted.

The Audit Committee or the Nominating and Corporate Governance Committee, as the case may be, will take whatever steps it deems necessary to respond to any violation report received by the Company.

## **POLICY ADMINISTRATION**

The Audit Committee and the Nominating and Corporate Governance Committee are responsible for reviewing this Policy and confirming that the procedures contained in this Policy are in place. They may request reports from Company executives about the implementation of this Policy and take any other steps in connection with that implementation as it deems necessary. The Audit Committee has the authority to amend, at its discretion, this Policy and procedures associated with this Policy related to the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.