

The image features the Veritas logo in red, consisting of the word "VERITAS" in a bold, sans-serif font with a small trademark symbol. Below the logo, the text "Our Code of Conduct" is written in a large, black, sans-serif font. The background is a light gray gradient, with abstract geometric shapes in light blue and red at the bottom, creating a modern and professional look.

VERITAS™

# Our Code of Conduct

## **About Veritas**

Veritas Technologies enables organizations to unlock the value of their information, with solutions designed to serve the world's largest and most complex heterogeneous environments. Veritas works with companies worldwide, improving data availability and revealing insights to drive competitive advantage.

**VERITAS™**

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# Introduction

Veritas' reputation and credibility result in large part from our collective actions. This means that our work related activities must reflect standards of honesty, loyalty, concern for others and accountability. We are expected to be sensitive to any situations that can adversely impact Veritas reputation and are expected to use good judgment and common sense in the way we conduct business.

The Veritas Code of Conduct is designed to help you understand what we mean by good judgment and ethical behavior and outlines how you can align your actions with Veritas values. It covers many different situations in which you might find yourself during the course of business and outlines principles that help you deal with those situations to avoid running into difficulties.

The policies summarized in this document are part of our corporate governance regulations. We must comply with these regulations and with the laws in every country in which we do business, and it is each employee's responsibility to do the same, and to act in a way that upholds Veritas values at all times.

## Worldwide Application

The Code of Conduct applies to all directors, officers and employees of Veritas and all its subsidiaries wherever located, collectively referred to herein as "employees." In addition, third parties representing Veritas— such as consultants, agents, distributors and independent contractors— will be provided the Code of Conduct and required to comply with applicable terms when performing work for Veritas.

## Compliance with Law

Veritas employees must comply with the laws, rules and regulations in each country where we conduct business. As Veritas is headquartered in the United States, the Code of Conduct is based primarily on U.S. laws. Local laws may in some cases be less restrictive than the principles discussed here. In those situations, you must comply with the Code of Conduct even if your conduct would otherwise be legal. On the other hand, if local laws are more restrictive than these standards, you must comply with the applicable local laws. Because of the complexity of the laws that apply to our business, the Code of Conduct provides only general guidance. Any questions or comments about the application of these laws should be directed to Veritas Legal.

## Additional Information



The Code of Conduct contains policies governing the conduct of all Veritas employees in the course of our business. The Code of Conduct is intended to supplement, not replace, Veritas employee handbook and other Veritas policies and procedures. This document and the policies described in it are not intended as an employment contract, however it does set forth expectations of behaviors in specific situations. Employees who violate the spirit or letter of the Code of Conduct are subject to disciplinary action up to and including termination of employment.

# Our Personal Responsibility

**Every Veritas employee has a personal responsibility to embody and model behavior that complies with these guidelines and to:**

- Learn the details of all policies that affect your job. While no one expects you to know every policy verbatim, you should have a basic understanding of issues covered by each policy, and you should have a detailed understanding of policies that apply to your job.
- Seek assistance from your manager, the Office of Ethics and Compliance, Legal, HR, or other Veritas resources when you have questions about the application of the policies.
- Know the escalation process and feel empowered to elevate concerns.
- Raise issues and concerns with your manager. If the issue is not resolved, raise it with another manager, the Office of Ethics and Compliance, Legal, HR, or another Veritas resource.
- Understand the many options you have for raising concerns. Your communication may be written or oral, and it may be anonymous.
- Cooperate in investigations into concerns about a Veritas policy.

**The obligations of leaders at Veritas go beyond those required of employees. Leaders at Veritas are expected to build and maintain a culture of compliance by:**

- Leading by example, using their own behavior as a model for all employees.

- Personally leading compliance efforts through frequent meetings with direct reports and regular monitoring of compliance matters and programs.
- Making sure that employees understand that business results are never more important than compliance.
- Encouraging employees to raise ethical questions and concerns.
- Using employee actions and judgments in promoting and complying with Veritas policies as considerations when evaluating and rewarding employees.
- Ensuring that compliance risk areas associated with the business process under the leader's management are identified.
- Ensuring that policies and procedures, tailored to particular risk areas, are issued and communicated.
- Providing access to education, training, and legal counseling to ensure that employees, affiliates, and where appropriate, third parties understand the requirements of Veritas policies and applicable laws.
- Implementing appropriate control measures in business process, to detect heightened compliance risks and/or violations.
- Taking prompt corrective action to fix any identified weaknesses in compliance measures.

**Everyone has a duty to be vigilant for circumstances that may indicate illegal or unethical behavior and to act appropriately in a timely manner to prevent improper conduct.**

# 1.0 Respect in the Work Environment and in the Community

Veritas is committed to creating and maintaining a work environment based on respect for the individual, and to being a good corporate citizen in every country and community in which we do business. In our relationships with each other, we strive to be open, honest, and respectful in sharing our ideas and thoughts, and in receiving input. Veritas believes that diversity and inclusion are key drivers to creativity, innovation, and invention. We have a duty to embody and promote these values in our daily activities, and to comply with all laws and Veritas policies and guidelines relating to the treatment of all workers.

## 1.1 Fair Employment Practices

Veritas is an equal opportunity employer and bases employment decisions on merit, experience, and potential, without regard to race, color, gender identity, sexual orientation, national origin, ancestry, religion, physical or mental disability, age, veteran status, or other characteristics protected by applicable law. Veritas is committed to maintaining a work environment free from discrimination and harassment. Refer to Veritas Personnel Policies and Guidelines available on HR Online, including the Policy Against Discrimination and Harassment, Diversity and Awareness, and the Equal Employment Policy.

## 1.2 Diversity and Inclusion

Veritas promotes and supports a diverse workforce at all levels of the Company. It is our belief that creating a work environment that enables us to attract, retain, and fully engage diverse talents leads to enhanced innovation and creativity in our products and services.

## 1.3 Conduct

Veritas expects every employee to maintain a professional demeanor at all times. This includes observing common courtesy in dealing with other employees, prospective candidates for employment, customers, vendors, or visitors to Veritas. Employees also must ensure that their conduct complies with all company policies and procedures, including this Code of Conduct and Veritas' Personnel Policies and Guidelines.

## 1.4 Health, Safety, and Security

Each employee is required to comply with all applicable laws and Veritas policies to promote an injury-free, safe, and secure workplace. Refer to the Veritas Corporate Security and Safety Policies available from the Global Safety & Security intranet site.

# 1.0 Respect in the Work Environment and in the Community

## 1.5 Global Citizenship

Global citizenship is a commitment made by Veritas to strive to do business in a manner that upholds local and international standards and values everywhere it invests and operates. Global citizenship impacts every business group within Veritas.

Veritas has a responsibility to operate as a good corporate citizen and to make a positive contribution to the customers, communities, shareholders, and stakeholders that we serve.

## 1.6 Human Rights

Veritas supports the United Nations Global Compact and the protection of internationally proclaimed human rights and labor standards. We expect you to respect the dignity of others as outlined in our employee policies and local and international laws.

## 1.7 Respect for the Environment

Veritas is committed to responsible environmental practices throughout our business. Our environmental policies and practices include programs designed to increase the energy efficiency of our operations, reduce waste, and protect the environment.

### What to watch out for:



- Allowing race, color, gender, sexual orientation, national origin, ancestry, religion, physical or mental disability, age, veteran status, or other characteristic protected by law, to be a factor in hiring, promotion, compensation, or other employment-related decision.
- Harassing others based on any of the above characteristics, for example, telling jokes or displaying materials that ridicule or offend a member of any race or ethnic group.
- Making or threatening retaliation against anyone who files a complaint of discrimination or harassment.
- Making unwelcome sexual advances to another employee or person with whom you work.
- Violating local labor laws (for example, hiring a child who is under the legal minimum working age).
- Refusing to work, or otherwise cooperate with, certain individuals because of their race, religion, sex, etc.
- Failing to comply with health, safety, or environmental regulations.
- Failing to report environmental, health, safety hazards, or accidents.
- Failing to respond promptly to concerns about possible safety issues.



## 2.0 Conducting Business in Compliance with Applicable Laws and Regulatory Requirements

Veritas conducts its business fairly, legally, and with integrity. While working for the best interests of Veritas, we have a duty to be ethical and lawful in our dealings with customers, channel partners, suppliers, other business partners, and competitors, as well as our Veritas colleagues. Although laws and customs vary from country to country, Veritas expects that all employees comply with local laws, regulations, and standards of honesty and fairness in carrying out their duties on behalf of Veritas.

### 2.1 Contracting Practices

When Veritas is selling or buying products and services, or entering into other commitments, Veritas must embody the rights and obligations of each party in appropriate written contracts. Properly written contracts document the use of Veritas funds and assets, define the rights and obligations of Veritas and other parties, establish protections against liability, and provide tools for handling disputes. If you are involved in negotiating with Veritas customers, channel partners, suppliers, other business partners, or outside parties, you are required to understand basic principles of business transactions and to abide by Veritas contracting policies and guidelines.

You may not commit Veritas to undertake any performance, payment, or other obligation unless you are authorized under the appropriate Veritas delegation of authority policies. You may not enter into any agreement or engage in any activity that may violate applicable law. You may not enter into any transaction that facilitates improper revenue recognition, expense treatment, or other accounting improprieties on the part of either Veritas or the business partner.

### 2.2 Antitrust and Competition

As a global business, we conduct our business in compliance with laws and regulations designed to promote fair competition and encourage ethical and legal behavior among competitors. Antitrust laws and fair competition laws generally prohibit any activity that restrains free trade and limits competition. (Refer to Section 6.0 Relating to Competitors.) While basic antitrust and competition law principles apply worldwide, there are significant country and regional differences. If you are engaged in multinational business activities, you are required to be aware of, and abide by, all the laws that apply. Contact the Office of Ethics and Compliance or Veritas Legal for further assistance.

### 2.3 Anti-Corruption

No one acting on Veritas' behalf may directly or indirectly use bribes or other corrupt practices in conducting Veritas business to influence any employee of federal, state, or local government or state owned entity in any country. You are required to comply strictly with all ethical standards and applicable laws in every country in which Veritas does business. As a Veritas employee wherever located in the world, you must also comply with all elements of the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act. Refer to Veritas Global Anti-Corruption Policy for additional information. If you have any questions or would like to discuss any particular situation, please contact the Office of Ethics and Compliance.

## 2.0 Conducting Business in Compliance with Applicable Laws and Regulatory Requirements

### 2.4 International Trade

It is the policy of Veritas and its subsidiaries, including all employees and contractors, to comply with all applicable import and export control laws and regulations. Each Veritas business location is responsible for maintaining import, export, and customs records in accordance with the policies and guidelines provided by the Legal and Trade Compliance teams. U.S. trade regulations apply to many activities involving non- U.S. citizens, including site visits, training, employment, and transmission of products, software, or technical data. U.S. law forbids doing business with certain countries and their nationals without obtaining prior U.S. government approval. U.S. law also prohibits accepting contract clauses that obligate a party to boycott any country. These U.S. controls apply to Veritas and its subsidiaries worldwide. You are responsible for consulting with the Veritas Legal and Trade Compliance departments to determine whether your activities are subject to special controls, and if so, to comply with them.

#### What to watch out for:



- Using side letters, “off-the-book” arrangements, letters of intent, memoranda of understanding, or other express or implied agreements without prior review and approval by Veritas Legal.
- Giving, offering, or authorizing to offer anything of value, such as money, goods, or services, to a customer or government official to obtain any improper advantage. A business courtesy, such as a gift, contribution or entertainment, should never be offered under circumstances that might create the appearance of an impropriety.
- Discussing or agreeing with competitors on pricing, terms, conditions of sale, costs, profits or profit margins, product or service offerings, production or sales volume, market share, coordination of bidding activities, dividing sales territories, or allocation of customers or product lines.
- Making contact with competitors that could create the appearance of improper agreements or understandings, whether the contact is in person, in writing, by telephone, through email, or through other means of communication.
- Requesting that a commission or other payment be made in a third country or to another name.
- Receiving a commission that seems large in relation to the services provided.

## 3.0 Protecting and Safeguarding Veritas Assets

Protecting and safeguarding Veritas' assets – including tangible and intangible property, business, and technical information – is critical to Veritas' business success. We have a duty to use those assets for legitimate business purposes only, to protect them from loss or unauthorized use and to keep them confidential as appropriate. In no event may Veritas assets be used for unlawful or improper purposes.

### 3.1 Finance and Accounting Practices

It is a legal requirement that, as a public company, Veritas adheres to strict accounting principles and standards of reporting. Financial information must be accurate and complete, and there must be internal controls and processes to comply with these accounting and financial reporting laws. These laws require the proper recording of, and accounting for, revenues and expenses. If an employee has responsibility for or any involvement in these areas, they must understand and adhere to these rules. Also, these rules prohibit anyone from assisting others to engage in improper accounting practices or make false or misleading financial reports. Employees must never provide advice to anyone outside of Veritas, including clients, suppliers, and business partners, about how they should be recording or reporting their own revenues and expenses. Violations of laws associated with accounting and financial reporting can result in fines, penalties, and even imprisonment, and can lead to loss of public faith in a company. If you become aware of any action related to accounting or financial reporting that you believe may be improper, you should immediately report it. This may be done through your management, the Office of Ethics &

Compliance, Veritas Legal, Veritas Internal Audit, or by informing Veritas management using any other communications channels, including anonymous email and/or contacting EthicsLine.

### 3.2 Political Contributions and Activities

Veritas' public policy agenda includes the support of legislation that protects and promotes the business interests of the Company. However, Veritas funds and other assets may be used as political contributions only as allowed by law and in accordance with Veritas policies set forth by the Veritas Legal and Public Affairs Department.

**U.S. Federal Policies.** Veritas may not use its corporate funds or assets for contributions to candidates for U.S. federal political office. An independent entity, the Veritas Political Action Committee, may solicit individual contributions from Veritas managers to support selected candidates in federal campaigns.

**U.S. State and Local Politics.** In the U.S., where legally permitted, Veritas may make contributions to state candidates, and to state and local ballot measures, provided such contributions have been authorized by Veritas Legal and Public Affairs.

## 3.0 Protecting and Safeguarding Veritas Assets

**Non-U.S. Politics.** Veritas funds or other assets may not be used for political contributions outside the U.S., even where permitted by local law, without written clearance from Veritas Legal and Public Affairs.

**Personal Political Activities.** While you are encouraged to participate in your community and the political process, you may not create the impression that you are speaking or acting for or on behalf of Veritas. You may make personal contributions to political candidates of your choice, however, Veritas will not reimburse you for personal contributions.

**Lobbying Activities.** In the course of your employment, you may not engage in any activity on behalf of Veritas with the intention to influence legislation or rulemaking, or engage lobbyists or others to do so, without the express written authorization from Veritas Legal and Public Affairs.

### 3.3 Intellectual Property

Veritas' intellectual property portfolio is vital to its business success. Intellectual property includes patents, trademarks, copyrights, trade secrets, source and object code, marketing plans, customer and employee contact lists, or other confidential or proprietary information. Veritas invests substantial amounts of money in you as an employee, in the development of products,

services, and business processes, and in the protection of related intellectual property. The intellectual property that you generate while doing your job contributes to Veritas' strength and you have a duty to protect these valuable assets from misuse and unauthorized disclosure.

Just as we expect others to honor our intellectual property rights, we must honor the intellectual property and privacy rights of others. You have a duty to protect any confidential information you receive from others from misuse and unauthorized disclosure. When you joined Veritas, you were required to sign an agreement under which you assumed specific obligations relating to intellectual property as well as the treatment of confidential information. Any questions about this agreement should be directed to the Veritas Legal department.

### 3.4 Personal Use of Company Resources

Veritas provides a wide variety of assets for its employees in conducting company business, including computers, communications systems, and other equipment and materials. Although you may occasionally use some of these resources for incidental personal activities, it is your duty to keep this usage to a minimum and to comply with all Veritas policies and guidelines on Internet usage. Excessive personal use of Veritas resources increases Veritas' costs and expenses, reduces availability of the resources for Veritas' business needs, and may adversely affect your job performance and the performance of Veritas.

## 3.0 Protecting and Safeguarding Veritas Assets

You may not use any Veritas resource in violation of the law. You may not allow other people, including your friends and family, to use Veritas resources for any purpose. You may not use any Veritas resources to visit Internet sites that contain sexually explicit content, or visit sites for the purpose of gambling, or visit sites that advocate intolerance of others. Such misuse of Veritas assets is misconduct and may lead to disciplinary action, including immediate termination of employment. Please refer to the Veritas Internet/Intranet Usage Policy for more details.

### 3.5 Protecting, Disclosing, and Receiving Confidential Information

You have a duty to protect Veritas information. Veritas confidential information includes a wide range of non-public information including but not limited to financial and cost data, business plans and strategies, operating reports, pricing information, marketing and sales data, business partner information, research and development (R&D), trade secrets, proprietary information, technical information and source code, personnel records, and organization charts. Appropriate security measures to protect Veritas information from improper disclosure should be taken in accordance with applicable Veritas IT, Security, Public Relations, Investor Relations, and Legal policies and guidelines.

Disclosure of Veritas information may be made only by those authorized to do so and in compliance with Veritas policies. Acceptance of confidential information from others must also be handled with care and in compliance with Veritas policies. Inappropriate disclosure of Veritas confidential information or

receipt of non-public information from others can weaken our competitive position, jeopardize our R&D, and squander our investments in the processes and resources we have developed for conducting our business.

Before sharing any Veritas confidential information with an outside party, in writing or orally, an appropriate Veritas Non Disclosure Agreement (NDA), available from Veritas Legal, should be properly completed and executed.

Although Veritas sometimes has a business need to receive confidential information from a company or individual outside Veritas, you should be cautious when anyone wishes to share information based on an expectation that Veritas will hold it in confidence. Casual acceptance of confidential information creates a risk that Veritas will be accused of misusing it.

Veritas does not accept unsolicited suggestions that the submitter may consider confidential, such as unsolicited ideas for future products. This policy is intended to prevent Veritas' own R&D and other business activities from becoming encumbered by unintended obligations to outsiders. Any recipient of an unsolicited suggestion should promptly contact Veritas Legal. Refer to the Veritas Legal Web site for policies related to intellectual property.

## 3.0 Protecting and Safeguarding Veritas Assets

### 3.6 Communicating with the Public

Your duty is to maintain as confidential all non-public information of Veritas and to refer all requests by representatives from the media, financial analysts, investors, industry analysts, or legislative entities, to the appropriate communications department - Public Relations, Investor Relations, Analyst Relations, or Government Relations. Only designated Veritas representatives are authorized to make public any news and information about Veritas that may be significant to the financial markets. News that can be expected to influence investors or have an impact on the market for Veritas stock, including forward-looking information such as projections of orders, revenue, or earnings, may be released only through designated representatives in the Veritas Corporate Public Relations or Investor Relations department.

Press releases are to be made only through designated Public Relations representatives assigned to your business, operation, or function in compliance with Veritas policies. All media contact is initiated and managed only by the Veritas Public Relations department. You may not grant interviews or provide comments to the press without prior approval from the Veritas Public Relations department. Unless you receive other guidance from Public Relations, you are expected to decline the opportunity to respond to any inquiries for news or information about Veritas and refer the request to the appropriate Veritas spokesperson. You may not create any impression that you are speaking on behalf of Veritas in any personal communications such as blogs, user forums, chat rooms, and bulletin boards.

### 3.7 Insider Trading

Insider trading, insider dealing and stock tipping are criminal offenses in most countries where Veritas does business. Our policy requires that any employee or director who has material, non-public information about the Company may not buy or sell securities of the Company or engage in any other action to take advantage of or to pass on to others, that information. Veritas has also implemented a policy whereby employees who are likely to have access to inside information are restricted from engaging in any transactions in the Company's securities during quarterly blackout periods, except for trades pursuant to Rule 10B5-1 plans. In addition, certain employees must obtain prior written approval for all securities transactions, regardless of when they occur.

If you are considering a stock transaction, and you believe you may have inside information, consult with Veritas Legal. Refer to Veritas' Policy on Securities Trades by Company Personnel for details on what constitutes material non-public information.

## 3.0 Protecting and Safeguarding Veritas Assets

### 3.8 Privacy and Personal Data Protection

Veritas is committed to protecting the personally identifiable information of its employees, customers, channel partners, suppliers, and other business partners. Personally identifiable information includes data related to a person who can be identified or located by that data. In order to create an environment of trust and to comply with applicable laws, employees are required to follow Veritas privacy policies and data protection practices in using online and offline systems, processes, products, and services that involve the use, storage, or transmission of any personally identifiable information.

Veritas is also committed to protecting legitimate privacy interests of its employees and the workplace. While seeking to maintain employee privacy, however, Veritas reserves the right to monitor use of company property, premises, and resources (for example, office sites, computers, email, phones, propriety information, etc.) in accordance with applicable laws and as necessary to protect the interests of the company.

### 3.9 Records Management

We create, retain, and dispose of documents, business records, and information assets—both paper and electronic— as part of our normal course of business. For business, accounting, and legal reasons, our company records must be properly managed, retained and disposed in compliance with the Veritas Global Records Management Policy and applicable regulatory and legal requirements, unless it is subject to preservation instructions issued by Veritas Legal.



## 3.0 Protecting and Safeguarding Veritas Assets

### 3.10 Lawsuits, Legal Proceedings, and Investigations

Lawsuits, legal proceedings, and investigations concerning Veritas must be handled promptly and properly in order to protect and defend Veritas. You are required to contact Veritas Legal immediately in the event you receive a court order or a court issued document, or learn of a threatened lawsuit, legal proceeding, or investigation brought by private parties or by any government agency. Records relevant to a lawsuit, legal proceeding, or investigation must not be altered or destroyed, and must be promptly produced and turned over to Veritas Legal upon request.

Under U.S. law, attorney-client privilege applies only to communication in confidence to Veritas attorneys to obtain legal advice, as well as communication from Veritas attorneys applying their advice to Veritas activities. These communications should not be copied or distributed except under the direction of a Veritas attorney, and should be given only to the narrowest possible set of Veritas people on a need-to-know basis. If you are involved on Veritas' behalf in a lawsuit or other legal dispute, you must avoid discussing it with anyone inside or outside of Veritas without prior approval of Veritas Legal. You are required to cooperate fully with Veritas Legal in the course of the lawsuit, legal proceeding, or investigation.

#### What to watch out for:



- Reporting financial results that seem inconsistent with underlying performance.
- Inaccurately stating financial records, such as overstating travel and entertainment expenses, or submitting erroneous time sheets or invoices.
- Releasing confidential information to unauthorized third parties.
- Having lack of controls in place to protect assets from risk or loss.
- Making personal contributions to candidates for office that are then expensed back to Veritas.
- Discussing Veritas proprietary or confidential information with customers or suppliers.
- Receiving, from an employee, proprietary or confidential information about his or her prior employer.
- Passing on or divulging proprietary or confidential information to outsiders, for example on Internet message boards.
- Speaking to a member of the press without prior approval.
- Using company computers to visit Web sites that contain inappropriate or unprofessional content.



## 4.0 Avoiding Conflicts of Interest

Veritas recognizes and respects that employees may take part in legitimate financial, business, and other activities outside of their jobs. However, we all have a duty of loyalty to Veritas. Veritas employees are expected to act in Veritas' best interests and to exercise sound judgment unclouded by personal interests or divided loyalties. We seek to avoid the appearance of, as well as an actual, conflict of interest both in the performance of our duties for Veritas and our outside activities.

### 4.1 Outside Employment and Other Volunteer or Charitable Activities

Veritas policy does not prohibit all outside employment, but your duty to Veritas is to ensure that outside employment and other activities do not negatively impact your work at Veritas, cause you to misuse Veritas information or assets, or result in consequences unfair to Veritas.

You may not engage in any outside employment or activities that may improperly influence, or appear to improperly influence, your judgment, decisions, or actions with respect to your role at Veritas. To assess whether a potential conflict of interest may exist, you need to consider the activities in which you may be engaging, regardless of whether you may be called an "employee," "consultant," "contractor," "owner," "investor," or "volunteer."

Veritas encourages your personal involvement in charitable, professional, and other community organizations. Except as part of a Veritas-sponsored event, your volunteer service must be performed on your own time, at your own risk, away from Veritas premises, and without the use of any Veritas resources.

You may not solicit donations from Veritas business partners where an appearance of conflict of interest may arise due to your status as a Veritas employee.

### 4.2 Personal Benefit or Gain from Business

Receiving personal benefits from others because of your status as a Veritas employee may lead to divided loyalties. You may not receive any personal profit or advantage other than your compensation from Veritas in connection with any transaction involving Veritas, or your status as a Veritas employee.

You must disclose to your manager, and your appropriate HR contact, all situations where you or your Veritas group may be conducting Veritas business with members of your family, your friends, or others with whom you have a close personal relationship. Upon disclosure, Veritas may under certain circumstances allow you or your Veritas group to do business with your family members or friends, or entities they own or control. However, you will be required to remove yourself from Veritas' decisions relating to such transactions. In no event are you permitted to provide your services to Veritas outside your role as a Veritas employee.

## 4.0 Avoiding Conflicts of Interest

### 4.3 Outside Directorships

Participating on the board of directors of other companies or non-profit groups may enhance your business and leadership skills, but may also lead to conflicts of interest. Prior to service on an outside board, you must seek prior approval from Veritas Legal or the Senior Vice President of Human Resources. If you are serving as a director of a company or other organization, and you encounter any situation where your role as a director may be in conflict with Veritas' interests, you must either withdraw from that situation or resign as a director.

You may not be a director of a Veritas competitor, customer, channel partner, supplier, Veritas subsidiary, or joint venture without approval from the Veritas General Counsel and a member of the Veritas Executive Staff.

If you serve as a director of another company at the request of Veritas, or in connection with a Veritas equity investment in the Company, you may not receive compensation from that company, such as fees, stock options, or other perks for your service. You may not accept outside directorships if the resulting time demands interfere with your ability to perform your job at Veritas. You must remove yourself from any Veritas decision-making with respect to the company or organization on whose board you serve.

### 4.4 Financial Interests in Other Businesses

You may not have a personal or family financial interest in a Veritas customer, channel partner, supplier, other business partner, or competitor that could improperly influence your judgment, has the potential to cause the appearance of divided loyalty, or might result in personal benefit because of your role at Veritas. Financial interests include investment, ownership, or creditor interests.

You should not have financial interests in Veritas customers, channel partners, suppliers, other business partners, or competitors if (a) you are in a position to influence Veritas decisions relating to them and those decisions could affect your financial interests, and (b) your financial interests represent such a percentage of yours or your family's net worth that an actual or apparent conflict of interest exists.

## 4.0 Avoiding Conflicts of Interest

### 4.5 Business Gifts and Entertainment

When giving or accepting gifts or entertainment in business settings, employees are required to use good judgment, discretion, and moderation, and to act in compliance with applicable laws, including the U.S. Foreign Corrupt Practices Act (FCPA) and the UK Bribery Act, and with all Veritas policies.

Extending or receiving common courtesies such as reasonable business meals, usually associated with accepted business practice, in dealings with a partner, customer, supplier or other non-governmental person or entity, is acceptable. However, employees of Veritas should not request, accept, give, or offer to give, anything of value that would give the appearance of impropriety or that the gift or entertainment was intended in any way to influence a business transaction. Extending or receiving occasional gifts within the maximum retail value permitted by Veritas' Anti-Corruption policy as a gesture of goodwill, is acceptable. Gifts in the form of cash payments are not allowed, regardless of amount. All gifts, hospitality, or entertainment with a value in excess of the limits established by the Anti-Corruption policy require authorization in accordance with Veritas Global Anti-Corruption Policy. Please ensure that you are familiar with Veritas' Global Anti-Corruption Policy, Veritas' expense reimbursement policies, and section 5.8 of this Code—Customers from the Public Sector.

### 4.6 Disclosing Conflicts

The effectiveness of this policy depends in large part on the cooperation of all employees in disclosing situations that may be contrary to the intent of the policy and the ethical standards that it expresses. Your responsibility is to use your best judgment to evaluate objectively whether your outside activity, financial interest, or receipt of business gifts and entertainment may lead to divided loyalties. You must promptly disclose in writing to your manager, and your appropriate HR contact, any situation that could present a conflict of interest with your role at Veritas. Your disclosure will then be submitted to the Office of Ethics and Compliance for consideration. Copies of your disclosure and Veritas' response will be kept in your personnel file. You will have a continuing obligation to disclose any change in circumstances that could affect Veritas' interests.

## 4.0 Avoiding Conflicts of Interest



### What to watch out for:

- Holding a financial interest in a company where you could personally affect Veritas' business with that company.
- Taking a part-time job where you may be tempted to spend time on that job during your normal Veritas working hours or to use Veritas equipment or materials.
- Receiving gifts of greater than nominal value from suppliers, customers, or competitors while you are in a position to influence Veritas decisions that might affect or appear to affect the outside concern.
- Receiving personal discounts or other benefits from suppliers, service providers, or customers not available to the general public or similarly situated Veritas employees.
- Accepting an offer to purchase "friends and family stock" in a company issuing shares through an initial public offering (IPO) if you interface with that company in your Veritas business activities.
- Directing business to a supplier that is owned or managed by a relative or close friend.
- Misusing Veritas resources, or your position or influence, to promote or assist an outside business, or not-for-profit activity.
- Preferentially hiring, directly supervising, or making a promotional decision about a spouse, relative, or close personal friend.
- Any relationship that may create a conflict of interest with the employee's responsibilities or compromise company interests.
- Borrowing money, goods, or services from the Company or lending to employees, customers, or suppliers.

## 5.0 Working with Customers, Partners, Suppliers, and Government Business

We must maintain the confidence, respect, and trust of our customers, partners, suppliers, and government organizations by conducting business responsibly. We must be committed to acting ethically, lawfully, truthfully, and with integrity in all business dealings whether selling or buying, or representing Veritas in any other capacity.

### 5.1 Advertising, Marketing, and Sales Practices

Generally, statements in Veritas advertising, promotional materials, and product packaging must be fair, factual, complete, capable of being substantiated, and may not deceive or mislead current or potential customers. Veritas' marketing and sales practices reflect Veritas' commitment to honest and fair dealings with its current or potential customers. You may not make false or misleading statements about Veritas' products or services, or those of competitors, in marketing or sales activities.

### 5.2 Selecting and Managing Channel Partners

Veritas resellers, distributors, and other channel partners are important to Veritas' sales and marketing strategies. Channel partners, however, are independent businesses, and Veritas' relationships with them are subject to antitrust, competition, and other laws. If you work with Veritas channel partners, you have a duty to manage channel programs in compliance with local laws and Veritas channel policies of your respective region. You are required to document properly all channel partner relationships. If Veritas is also a competitor of a channel partner, some otherwise permitted activities may be restricted by law.

### 5.3 Channel Pricing and Programs

Veritas may establish channel pricing and programs to help channel partners in selling Veritas products and services. However, there are legal limitations on the influence that Veritas may exert over channel partners. You are required to comply with the law and Veritas policies when developing and implementing Veritas channel pricing and promotional programs.

### 5.4 Choosing Suppliers

Veritas suppliers are of great strategic importance. Suppliers include component and material vendors, indirect goods and service providers, consultants, contract manufacturers, and anyone else who provides a product or service to Veritas. Veritas selects suppliers based on the merits of their products, services, prices, and business practices. You are required to follow Veritas policies in choosing suppliers on a basis that serves Veritas' interests and protects Veritas' reputation.

You must engage the assistance of Veritas Procurement in dealing with suppliers throughout the purchasing lifecycle. Veritas purchasing decisions will be made jointly between Veritas Procurement and the Veritas business owner and will reflect our best judgment about a supplier's technology, quality, responsiveness, delivery capabilities, cost, environmental performance, and financial stability. You may not establish a business relationship with a supplier if its business practices violate local laws or basic international principles relating to labor standards or environmental protection.

## 5.0 Working with Customers, Partners, Suppliers, and Government Business

### 5.5 Managing Suppliers

Properly managing relationships with suppliers is vital to the success of Veritas' worldwide operations. We are required to deal with suppliers in a professional and fair manner, to document properly all transactions, and to manage supplier relationships in accordance with the best interests of Veritas and in accordance with applicable internal policies and procedures. Veritas is required to document all supplier relationships in appropriate written contracts where applicable. You may not establish exclusive arrangements or reciprocal purchase obligations in any supplier relationship without prior approval from Veritas Legal and Procurement. You may not enter into or request Procurement to enter into any false transactions or arrangements that assist a supplier in manipulating revenue or expense recognition. The existence and the terms of contracts between Veritas and its suppliers are considered confidential and are not to be disclosed to any other party. If a dispute with a supplier may lead to its termination, you must consult with Veritas Procurement and Legal departments.

### 5.6 Supplier Pricing

You are responsible for working with Procurement, in the best interest of Veritas and in compliance with Veritas policies and applicable law, to negotiate and obtain the best possible pricing. While Veritas may have no legal obligation to protect price information unless required by contractual terms, negotiated price information is usually competitively significant and must be handled as Veritas confidential information. In general, we will not disclose the non-public prices of one supplier to another, or to anyone else within or outside of Veritas who does not have a legitimate business reason to know. If disclosure of negotiated pricing information or other terms is required for Veritas contract manufacturers or service providers, you must abide by Veritas policies on handling Veritas confidential information.

### 5.7 Veritas as a Company Reference

The Veritas brand is a valuable asset that other companies may want to exploit. We are responsible for protecting the Veritas brand from unauthorized and inappropriate use. You may not permit any supplier or other party to use the Veritas name, logo, or other branding in its advertising, promotional materials, customer references, or the like, without approval from Veritas Corporate Public Relations or Brand Management. You may not permit any supplier to mention Veritas as a customer or disclose the terms of any contract with Veritas in an offering document such as a prospectus or a securities registration statement without prior approval from Veritas Corporate Public Relations or Brand Management.

## 5.0 Working with Customers, Partners, Suppliers, and Government Business

### 5.8 Customers from the Public Sector

Doing business with government customers requires your attention to additional rules beyond those with commercial clients. We never want to appear as if we are trying to bribe or to exercise improper influence on government customers. For this reason, if your work involves a government or public sector customer or end customer, you are responsible for knowing and complying with the applicable requirements and with our Global Anti-Corruption Policy. A violation of such requirements can lead to serious financial and reputational harm and result in Veritas being prohibited from doing business with the government.

Government rules regarding gifts and entertainment are of particular importance. They can be complex and vary among differing government entities. As a general rule you must not give a public sector employee anything of value (e.g. free product, gifts, meals, entertainment, awards, travel, etc.) that exceeds the recipient government entity's limits or the thresholds established in our Anti-corruption policy, whichever is less, unless you have received the pre-approval of the Office of Ethics and Compliance.

#### What to watch out for:



- Making untrue, inaccurate, or misleading statements to current or potential customers regarding our products and services.
- Establishing supplier relationships without engaging the assistance of procurement personnel.
- Choosing a supplier on any basis other than open and competitive bidding.
- Accepting gifts or other items of value which could lead to a potential conflict of interest when selecting a supplier.
- Directing business to a supplier owned or managed by a relative or close friend.
- Establishing “quid pro quo” relationships with customers or suppliers.
- Using the Veritas name and/or logo in any supplier advertising or promotional material.
- Giving, offering, or authorizing to give anything of value (money, goods, or services) to a customer or government official to obtain an improper advantage.
- Accepting business courtesies, such as a gifts, contributions, or entertainment, under circumstances that might create the appearance of an impropriety.
- Giving a gratuity or other payment to a government official or employee to expedite routine administrative actions without consulting the Veritas Chief Financial Officer.

## 6.0 Relating to Competitors

As a global business, Veritas succeeds by competing vigorously and fairly in the marketplace in full compliance with applicable antitrust, competition, and other laws. These laws and regulations were designed to promote fair competition, free trade, and encourage ethical and legal behavior among competitors. Each employee must conduct business in compliance with these laws.

### 6.1 Dealing with Competitors

You may not make agreements, expressly or implied, with any Veritas competitor to set pricing, limit output, divide territories, or allocate customers for competing products or services. You may not discuss with competitors any proprietary and/or confidential information such as non-public or future pricing information, terms of sale, costs, margins, inventories, marketing plans, or similar confidential information.

When representing Veritas in trade associations, standard setting bodies, consortia, and other industry organizations, you need to be aware of the risk that participating companies may be perceived as using the meetings to reach anti-competitive agreements. You may not participate in groups engaging in activities that violate antitrust and competition laws. If a competitor uses a legitimate forum to discuss subjects that are prohibited, you must refuse to participate.

### 6.2 Competitive Information

We must have timely and complete information about industry developments in order to stay competitive. We only obtain competitive information by fair and legal methods.

You may review any public information, such as published specifications, trade journal articles, and other materials that a competitor has released to other companies, without restrictions. You may not obtain non-public information by illegal activities involving industrial espionage, or by asking a competitor's employees or contractors, or former employees or contractors. You may not examine information about competitive proposals or products that are submitted to customers, channel partners, suppliers, other business partners, or anyone else with the understanding they would treat it as confidential.

You may not misrepresent who you are or for whom you work when you ask for competitive information. You may not use or engage consultants, agents, friends, or others to undertake activities to obtain competitive information that would be unacceptable if pursued by you.



## 6.0 Relating to Competitors

### 6.3 Competitive Practices

Veritas competes based on the quality and value of its products and services, not by disparaging the competition. Your statements about competitors need to be fair, factual, complete, and capable of being substantiated. While forceful marketing messages may be appropriate, you may not make false, misleading, unfair, or unprofessional comments about competitors or others outside Veritas, or internally at Veritas in company messages, presentations, and other materials.

You need to be aware that, where Veritas may have significant market share, its business practices in maintaining that success will be closely scrutinized. Activities that in some circumstances may be considered misuse of market power include refusing to provide a product or service that is essential to a competitor, exclusive relationships with customers or suppliers, and pricing below cost with the intent to drive competitors from the market. Once a customer has placed a firm order with a competitor, you may not engage in activities to interfere with the performance of that contract.

#### What to watch out for:



- Discussing with competitors non-public information, such as pricing.
- Obtaining non-public information by illegal means.
- Requesting that a competitor's current or former employees provide confidential information.
- Misrepresenting yourself or who you work for when seeking competitive information.
- Engaging others to obtain non-public information through illegal means.
- Interfering in the fulfillment of an order to a competitor.

# Administrative Matters

## Office of Ethics and Compliance

Veritas has instituted an Office of Ethics and Compliance under the direction of the Office of the General Counsel. The Office of Ethics & Compliance will have direct access to Veritas' Chief Executive Officer and Veritas' Audit Committee. The Office of Ethics & Compliance has been assigned overall responsibility to oversee compliance with the Code of Conduct, and will be supported by Veritas' Finance, Human Resources, Internal Audit, Information Systems and Technology, Legal and other functional departments as needed. Depending on the nature of the compliance issue, the Office of Ethics and Compliance will delegate authority to other departments and/or persons when appropriate.

## Changes and Communication

The Code of Conduct may be changed from time to time in response to employee feedback, changes in industry practices, changes in applicable laws, or past violations of these standards.

While the Office of Ethics and Compliance has the authority to interpret and make administrative changes to the Code of Conduct, only Veritas' Board of Directors can approve a substantive change.

The Code of Conduct has been posted to our external website at [Veritas.com](https://www.veritas.com) and to our company intranet. Changes to the Code of Conduct will be made to these online versions, and you will be advised of any material changes.

## Acknowledgment and Training

Veritas asks employees to acknowledge their commitment to the Code of Conduct by reviewing the written Code and completing a mandatory training course each year. Refresher courses or specific training modules related to your job responsibilities may also be required from time to time. Further guidance and compliance information on the Code of Conduct are available from your local HR contact or Veritas Legal.

# Administrative Matters

## Penalties for Violations

Your compliance with the Code of Conduct is very important to Veritas. Your failure to comply with these standards or with applicable laws is subject to disciplinary action by Veritas, ranging from a reprimand to immediate termination of employment. Veritas may take disciplinary action against:

- Any employee who violates the Code of Conduct or applicable law, or requests that others violate the Code of Conduct or applicable law.
- Any employee who deliberately withholds relevant information or otherwise interferes with an investigation concerning a violation of the Code of Conduct or applicable law.
- Any manager who participates in a violation of the Code of Conduct or applicable law, who fails to act diligently in responding to issues raised by employees or who fails to report any possible violations to the Office of Compliance.
- Any manager who participates or is otherwise complicit in a violation of the Code of Conduct or applicable law or fails to act diligently in responding to issues raised by employees.
- Any employee who knowingly falsely or maliciously accuses another employee

## Monitoring and Auditing Compliance

The Office of Ethics and Compliance will determine and implement methods to monitor and audit employees' compliance with the Code of Conduct. You must cooperate fully and truthfully in any compliance efforts.

## Waivers of Compliance

The Office of Ethics and Compliance has the authority to grant waivers of compliance with the Code of Conduct, either proactively or retroactively, except when the waiver involves a director, executive officer, or financial officer.

# How to Raise a Concern

Often, the choices we face are difficult to make, and the decisions we make can fall into gray areas. Situations where integrity is questioned are usually emotional and personal, and remaining objective can be difficult. In addition, laws and regulations concerning ethical issues are often complex and subject to interpretation. This is why it's important to speak up, and to ask questions.

## Ask yourself:

- Is this legal?
- Is this ethical?
- Does it follow Veritas company policy?
- How will the decision affect others, including customers, shareholders, suppliers, partners, competitors, the community, and other employees?
- How will the decision look in the eyes of others?
- How would you feel if the decision was made public?
- Have you fully explored the implications of this decision?
- Would additional advice be helpful?

Generally, your immediate manager will be in the best position to understand the situation and resolve the issue. Managers at Veritas are expected to maintain an "open door" policy with respect to your questions and concerns, and to be diligent in responding to issues raised promptly. Managers must report

any possible violations of the Code of Conduct to the Office of Ethics & Compliance. You should also feel free to contact the Office of Ethics & Compliance directly and confidentially. You may raise your concern orally or in writing, and if warranted, you may do it anonymously. Although confidential, direct reporting may be appropriate if the suspected violation involves financial, accounting, auditing, banking, or anti-bribery areas. The goal is to bring concerns into the open so that any problems can be resolved quickly, preventing any further harm.

Beyond your manager, Veritas offers you several ways to get answers to your questions about ethics issues and to raise any concerns about possible violations of the Code of Conduct or applicable law. You may contact your local human resources representative. You may contact the Office of Ethics & Compliance, at [ethicsandcompliance@veritas.com](mailto:ethicsandcompliance@veritas.com). If your local management team is unable to help, or you are uncomfortable discussing your concern with them, a toll-free telephone line, called EthicsLine, is available to assist you. EthicsLine is provided by EthicsPoint, Inc., an independent third party staffed with trained communication specialists who will gather the pertinent information related to your concern. Depending on the nature of the violation, you may choose to remain anonymous when you call EthicsLine. Reports from EthicsLine are provided to the Veritas HR department and Office of Ethics & Compliance, which ensure concerns are reviewed and addressed as quickly as possible. All inquiries or reports will be handled as confidentially as possible, however, confidentially and/or anonymity may not be possible or appropriate in some circumstances.

# How to Raise a Concern

You may also contact EthicsLine if you believe there has been any violation of Veritas' accounting practices, securities laws or legal requirements, or if there are any issues that you believe should be brought to the attention of the Audit Committee of the Board of Directors.

Our intent is to ensure that Veritas employees have open access to a number of different channels to get answers to questions, and to raise any potential concerns. If you still believe your concern or question has not been adequately addressed, please contact a member of the Veritas leadership team, including EVP Human Resources, EVP, General Counsel & Secretary; and/or Chief Financial Officer.

The obligation to raise a concern about a possible violation of the Code of Conduct, Veritas policy, or the law is one of the most important responsibilities each of us has as a Veritas employee. Failure to raise a concern can cause significant harm to the health and safety of yourself, your fellow employees, the Company, customers, and the communities in which we operate. Failure to raise a concern could also result in the loss of confidence in Veritas by our customers and shareholders. These are just some of the reasons Veritas requires that employees immediately raise a concern.

## Non-Retaliation

Under no circumstances will you be subject to any disciplinary or retaliatory action for reporting a possible violation of the Code of Conduct or applicable law or for cooperating in any investigation of a possible violation. However, knowingly false or malicious reports will not be tolerated, and anyone filing such reports will be subject to appropriate disciplinary action.

At Veritas, we want to encourage employees to do the right thing. This includes reporting all violations of the law or company policies, including incidents of harassment or discrimination. Veritas will take appropriate steps to investigate all such reports and will take appropriate action.

### Veritas EthicsLine

To report a concern:

Within U.S./Canada: **1-855-405-6566**

Internationally: **[veritas.ethicspoint.com](https://veritas.ethicspoint.com)**

Email: **[ethicsandcompliance@veritas.com](mailto:ethicsandcompliance@veritas.com)**

If you need an interpreter to assist you during your call, please inform the EthicsLine specialist.

**Global ▪ Toll-Free ▪ 24x7 ▪ Confidential**

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