



# McAfee Code of Conduct



APRIL 2017

## **From McAfee's CEO**

We are McAfee. We make the world a safer place. This is our pledge.

Our cybersecurity expertise is foundational to how the world views McAfee. The outcomes we drive matter. That's why each and every day we use our talent to create technology that safeguards human progress. We consistently, reliably, and effectively protect all that matters through leading-edge cybersecurity, from the workplace to the home and everywhere in between. But we are known for more than what we do. We also are revered for who we are. Our integrity informs every action we take and every word we speak. You are the reason our brand is trusted to protect companies large and small, as well as organizations and governments around the globe, not to mention hundreds of millions of people connected through the transformational power of technology.

How we do business defines us. That's why we steadfastly draw on our courage to fight cybercrime, even as our adversaries relentlessly turn the promise of technology against all of humanity. We gladly collaborate with competitors for the higher good. And we partner with the U.S. government, national agencies, and international law enforcement to ensure our deep knowledge and compelling innovations have the greatest impact in efforts to defend our country and the free world.

How we treat one another and our stakeholders—from customers and partners, to suppliers and the communities where we work and live—is characterized by our core values. That's why each of us is responsible for living our Code of Conduct, which includes deliberate and full compliance with the letter and spirit of the law as well as ethical behavior. Our Code of Conduct ensures that our values inform every project, every team, every office, and every relationship that we earn around the world. Thank you for your commitment to McAfee. Not only do you make the world a safer place, but by making a personal pledge to act honestly, ethically, and with full diligence in support of our Code of Conduct, you also make the world a better place.

Chris Young  
CEO, McAfee

## Table of Contents

A Culture of Integrity .....	1
Our Values.....	1
Your Responsibility.....	2
Code Principles .....	2
Asking Questions and Reporting Concerns .....	3
Ways to Seek Guidance and Report Concerns .....	3
Non-Retaliation Policy .....	4
Conduct Business with Honesty and Integrity .....	4
Communicating Clearly and Professionally in Business .....	4
Conducting Business with Customers, Suppliers, Distributors and Others .....	4
Being a Responsible Corporate Citizen .....	5
Preparing Accurate Financial and Other Records .....	5
Follow the Letter and Spirit of the Law .....	5
Antitrust .....	6
Bribery and Anti-Corruption.....	6
Environmental, Health and Safety Management and Compliance .....	7
Product Safety .....	7
Import and Export Compliance.....	7
Insider Trading.....	7
Intellectual Property.....	8
Privacy .....	8
Public Communications .....	9
Treat Each Other Fairly.....	9
Open and Honest Communication .....	9
Equal Employment Opportunities and Discrimination .....	9
Anti-Harassment.....	9
Human Trafficking, Child and Forced Labor .....	10
Safety .....	10
Workplace Violence.....	10
Act in the Best Interests of McAfee and Avoid Conflicts of Interest .....	10
Handling Conflicts of Interest.....	10
Conflict of Interest Examples .....	11
Gifts, Meals, Entertainment, and Travel .....	12
Protect the Company's Assets and Confidential Information .....	12
Protecting Physical Assets.....	12
Protecting Confidential Information.....	13
Safeguarding Trademarks and Brands .....	13
Representing McAfee.....	13
Approvals and Waivers .....	14
Reminders .....	14
Code of Conduct Glossary Terms and Definitions .....	15

## **A Culture of Integrity**

In all that we do, McAfee supports and upholds a set of core values and principles. Our future growth depends on each of us understanding these values and principles and continuously demonstrating the integrity that is the foundation of our company. The McAfee Code of Conduct sets the standard for how we work together to develop and deliver product, how we protect the value of McAfee, LLC or any of its subsidiaries (together, "McAfee"), and how we work with customers, suppliers, distributors and others. All of us must abide by the Code, our Employment Guidelines, and other applicable policies when conducting McAfee business.

## **Our Values**

### **We achieve excellence, with speed and agility**

- The seriousness of our mission requires that we achieve excellence in our product and delivery.
- The pace at which cyber security threats emerge requires that we act with speed and agility.
- To accomplish this balance we are deliberate in our actions and decisions, and execute with a sense of urgency.
- We never compromise on quality.

### **We play to win or don't play**

- We are laser focused on keeping people safe and protected.
- We are aligned on our winning strategy. We play to win and we have fun doing it.
- It is through our passion, curiosity, and tenacity that we unite. Mediocrity is not in our vocabulary.
- We rise up to face our adversaries together, one team, empowered.

### **We innovate without fear**

- To deliver on our mission we constantly experiment and innovate.
- We trust and empower each other to take risks.
- We face our failures head on. They make us stronger and smarter.
- We create opportunities to realize the future of cutting edge security.

### **We practice inclusive candor and transparency**

- We offer and receive feedback in celebration of risk taking and learning. We base our feedback on a foundation of trust and respect, embracing the differences in each other.
- We hold ourselves to a high standard of accountability and communicate openly and clearly about what works and what doesn't.

- Integrity is at the core of who we are; we never cut corners.

### **The customer is at our core**

- We collaborate across boundaries to prioritize the customer.
- We listen to our customer's needs. We value their feedback and center their experience in our design and delivery.
- We provide an exceptional customer experience for every customer, every time.

## **Your Responsibility**

McAfee's Code of Conduct applies to all employees and sets expectations for McAfee as well as our non-employee members of the Board of Directors regarding their McAfee-related activities. The Code of Conduct also applies to independent contractors, consultants, suppliers and others who do business with McAfee; those that do business with McAfee can establish more restrictive policies, but cannot operate under less restrictive policies.

Specifics on seeking guidance and reporting ethical concerns, as well as other specifics, such as supplemental policies or guidelines related to this Code of Conduct, may differ by company and/or country and are subject to local laws.

If you have questions on how the Code of Conduct may apply, please contact the McAfee Ethics and Compliance Office.

Each employee is responsible for reading, understanding, and following the Code. Employees who violate the Code are subject to discipline, up to and including termination of employment. Anyone who violates the law may also be subject to civil and criminal penalties.

### *Code Principles*

The Code affirms McAfee's five principles of conduct:

- **Conduct business with honesty and integrity.** Conduct business with uncompromising integrity and professionalism, demonstrating honesty and high ethical standards in all business dealings and treating customers, suppliers, distributors, and others with fairness, honesty and respect.
- **Follow the letter and spirit of the law.** Ensure that business decisions comply with all applicable laws and regulations of the many countries in which McAfee does business.
- **Treat each other fairly.** Work as a team with respect and trust for each other.
- **Act in the best interests of Intel and avoid conflicts of interest.** Avoid situations where our personal or family interests interfere — or even appear to interfere—with our ability to make sound business decisions in the best interest of McAfee.
- **Protect the company's assets and reputation.** Protect the value of McAfee's assets, including physical assets, intellectual property, confidential and

proprietary information, McAfee brands, and its name and reputation as well as the confidentiality of information of our customers, suppliers and employees.

## Asking Questions and Reporting Concerns

To help our company conduct business with uncompromising integrity and professionalism, every employee has an obligation to report possible violations of the law, the Code, and other company guidelines.

Managers and employees who learn of a possible violation of law, regulation, or McAfee legal policy must immediately report that concern to Legal, HR, or Internal Audit.

### *Ways to Seek Guidance and Report Concerns*

Because the Code cannot address every situation, you should seek guidance whenever you are unsure about the correct course of action. There are many ways to ask questions about the Code or report concerns:

- In accordance with McAfee's Open Door Guideline, you can ask questions and report concerns about the Code with any manager, such as your direct manager, a department head, a division general manager, or another manager up to and including the Executive Office;
- You can ask questions or report concerns with internal groups who specialize in handling such issues, including Human Resources, Internal Audit, Legal, Corporate Security, Information Security, or your group or site Ethics & Compliance Business Champion;
- You can email your question to [ethics@mcafee.com](mailto:ethics@mcafee.com); and
- You can report an ethics or compliance concern online or by phone through the [McAfee Ethics and Compliance Helpline](#), which is hosted by a third party and allows anonymous reporting where permitted by law.

For other work-related concerns, you are encouraged to contact MyHR Solutions or your Human Resources representative.

You do not need to be certain about a concern, have evidence of misconduct, or even know that a violation of the Code, policy or law has occurred to report. No matter how you choose to raise a concern, we take all reports seriously. A McAfee team will promptly review the matter to determine what actions are appropriate based on the findings consistent with applicable law, the Code and other applicable company guidelines.

All employees of McAfee are required to cooperate fully with internal investigations and employees who fail to do so are subject to disciplinary action up to and including termination of employment, in accordance with applicable local laws. For investigations into alleged violations of the U.S. National Labor Relations Act, employee participation is voluntary. Employees are strongly encouraged to provide honest, truthful and complete information in any internal investigation.

### *Non-Retaliation Policy*

McAfee does not tolerate retaliation against anyone who in good faith reports possible violations of law, the Code, or other company policies or procedures, questions on-going or proposed conduct, or participates in an internal investigation. Retaliation can include, among other things, material changes to work assignments; demoting, transferring, or terminating anyone for raising a question or speaking up in good faith about a possible violation of the Code, company policy, or law. Employees who retaliate or attempt to retaliate are subject to discipline up to and including termination.

Employees who believe they have experienced retaliation should contact HR immediately.

### **Conduct Business with Honesty and Integrity**

One of our core values is to conduct business with uncompromising integrity and professionalism. We put this value into practice by:

- Communicating clearly, respectfully, and professionally in business,
- Treating customers, suppliers, distributors, and others fairly,
- Acting as a responsible corporate citizen, respecting human rights, and managing the impact of our business on the world around us, and
- Keeping accurate financial and other books and records.

### *Communicating Clearly and Professionally in Business*

We value clear, accurate, respectful and professional communication in all of our business interactions. Ambiguous and unprofessional communications – whether oral or written – can harm McAfee. Even well-intentioned communications can be misinterpreted. Examples of communications include email, presentation materials, voicemails, text messages, and instant messaging, as well as content in social media and websites.

### *Conducting Business with Customers, Suppliers, Distributors and Others*

Our success is based on strong relationships of mutual respect and trust with our customers, suppliers, distributors and others. To maintain these strong relationships, we treat everyone we deal with the way we would expect to be treated: with fairness, honesty, and respect.

In our marketing and in our interactions with customers and potential customers, we always represent McAfee products and services fairly and accurately.

We expect our suppliers to comply with all applicable laws and regulations, McAfee's Code of Conduct and the corporate responsibility principles consistent with the Electronic Industry Citizenship Coalition (EICC) Code of Conduct. We expect our suppliers to hold their direct supply chain accountable to these expectations.

Independent contractors, consultants, suppliers, distributors and others who conduct business with McAfee risk termination of their relationship with McAfee for violations of the Code.

When conducting business or engaging with the U.S. Government, McAfee employees or others acting on McAfee's behalf, must comply with requirements set out in our Doing Business with the Government Policy.

### *Being a Responsible Corporate Citizen*

McAfee has a long-standing, global reputation as a responsible corporate citizen. For us, corporate responsibility means achieving business success in ways that demonstrate respect for people and the planet and upholding the values and high standards of ethics expressed in our Human Rights Principles and our Environmental, Health and Safety Policy. McAfee is a leader in supporting education and enhancing the communities in which we live and work.

In addition, we demonstrate respect for people and the planet and ask all our employees to consider the short and long-term impacts to the environment and the community when they make business decisions. In all our activities, we need to uphold McAfee's long-standing, global reputation as a role model for ethical and socially responsible behavior.

### *Preparing Accurate Financial and Other Records*

Our financial and other business records shape the business decisions we make. We are responsible for ensuring that McAfee's books and records are full, fair, accurate, timely, and understandable reflections of the company's operations and business activities.

Any records required by our jobs, such as contractual arrangements, time cards and expense reports must be accurate, complete and properly authorized. If questions arise, ask a direct or other manager for assistance. If you become aware of records that may be inaccurate, report the situation immediately to Finance or Legal. We do not support or condone preparing false records under any circumstances.

We employ auditors to ensure that the way we conduct business and keep records is consistent with relevant accounting standards. We must cooperate with auditors and ensure that anyone acting under our direction also cooperates with auditors.

## **Follow the Letter and Spirit of the Law**

As a global company McAfee must comply with the laws of the many countries in which it does business. We are each responsible for knowing and following all applicable laws or regulations.

We also must act in a manner that upholds the spirit and the intent of the law. Where the Code or company guidelines differ from local laws or regulations, we must always follow the higher standard. If you believe the requirements of the Code conflict with local law, consult Legal.

Violations of laws and regulations have serious consequences, both for the company and for the individuals involved. Therefore, when questions arise on these or other legal matters, you should always seek guidance from Legal.

Some of the legal topics we encounter include antitrust, anti-corruption, environment, import-export, insider trading, intellectual property, privacy, and public communications.



### *Antitrust*

Antitrust laws, sometimes also called competition laws, govern the way that companies behave in the marketplace. Antitrust laws encourage competition by prohibiting unreasonable restraints on trade. The laws deal in general terms with the ways companies deal with their competitors, customers, and suppliers. Violating antitrust laws is a serious matter and could place both the company and the individual at risk of substantial criminal penalties.

In all regions and countries where we do business, we are committed to competing vigorously but fairly for suppliers and customers.

To adhere to antitrust laws, we must not:

- Communicate with any competitor relating to price, any term that affects pricing, or production levels,
- Divide or allocate markets or customers,
- Agree with a competitor to boycott another business, or
- Put inappropriate conditions on purchases or sales.

Our antitrust policy and standards are set out in McAfee Corporation's Antitrust and Competition Law Worldwide Policy and Standards. When questions arise, contact Legal for guidance.

*When dealing with distributors and resellers, we need to follow our company pricing and merchandising policies carefully. The executive responsible for channel sales and marketing for a geographic area will have more particular information regarding local procedures to be followed in dealing with channel partners in that area and can answer questions*

### *Bribery and Anti-Corruption*

McAfee strictly prohibits all forms of bribery. McAfee's policy is to comply with all anti-corruption laws and to accurately reflect all transactions in McAfee's books and records. We must never offer or accept bribes or kickbacks and must not participate in or facilitate corrupt activity of any kind. Many countries' laws define facilitation payments made to government officials as bribes. We do not make facilitation payments on behalf of McAfee to any government official.

McAfee's prohibition against offering, promising or paying bribes also applies to third parties who provide services or act on McAfee's behalf, such as suppliers, agents, contractors, consultants and distributors. We must never engage a third party whom we believe may attempt to offer a bribe in connection with company business. Our anti-corruption expectations for third parties are set out in our Third Party Anti-Corruption Policy and Gifts, Meals, Entertainment and Travel ("GMET") Policy for Third Parties.

When doing business with governments, consult with Legal to be certain you are aware of any special rules or laws that apply. Obtain the required approvals in our Worldwide Business Gifts, Meals, Entertainment, and Travel Policy ("GMET Policy") before providing anything of value to a Government Official.

### *Environmental, Health and Safety Management and Compliance*

A number of environmental laws, standards, requirements, and policies apply to our worldwide business operations, practices, and products. We have a responsibility to understand and follow these requirements, including:

- Conserving energy, water, raw materials and other natural resources,
- Managing materials and wastes properly, and
- Complying with environmental permits and health and safety requirements.

We support a precautionary approach to the materials used in our products and strive to reduce and minimize the use of hazardous materials and the environmental impact of our manufacturing technologies.

We expect our suppliers and others to comply with all applicable environmental, health and safety laws and standards in their operations.

### *Product Safety*

The safety of McAfee's products is a top priority. McAfee takes every report of a product safety concern seriously. Any McAfee employee or supplier who learns of a safety issue with a McAfee product must immediately report it to Product Safety, through the McAfee Ethics and Compliance Helpline, or as otherwise directed by McAfee policy.

### *Import and Export Compliance*

In every country in which we do business, laws and regulations govern imports and exports. Many of these laws and regulations restrict or prohibit the physical shipment of our products or the transfer or electronic transmission of software and technology to certain destinations, entities, and foreign persons. In many cases, the law requires an export license or other appropriate government approvals before an item may be shipped or transferred.

We have a responsibility to comply with these laws and regulations. Therefore, we must clear all goods through customs and must not:

- Proceed with a transaction if we know that a violation has occurred or is about to occur,
- Transfer controlled software and technology unless appropriate authorizations are obtained; or
- Apply an inappropriate monetary value to goods and services

Violations, even inadvertent ones, could result in significant fines and penalties, denial of export licenses, loss of export privileges, and/or customs inspections and delays. Because these laws and regulations are complex and unique in each country, we provide guidelines and training.

### *Insider Trading*

Many countries have insider trading laws that restrict securities trading and other activities by anyone who is aware of material, non-public information. Material, non-

public information is any information not generally known to the public that a reasonable investor might find significant in executing transactions to buy or sell securities in a company.

Any employee who is aware of material, non-public information regarding McAfee or any other company must not:

- Trade in or execute transactions regarding that company's stock or other securities,
- Disclose that information to others who may buy or sell securities because of the information, or
- Otherwise use the information for personal advantage or the personal advantage of others.

When you have regular access to material, non-public information concerning McAfee or another company, you need to take special care in planning securities trades. For additional information, including key definitions and examples of material information, refer to McAfee's Insider Trading Policy to help you plan transactions consistent with the requirements of the securities laws. This policy also covers trading in McAfee securities and does not override any contractual restrictions on trading that equity holders may be subject to, which must also be observed.

### *Intellectual Property*

Intellectual property rights are crucial to protecting the investments that companies and individuals make in developing new products and ideas. We protect our intellectual property and respect the intellectual property rights of others.

We may not copy, reproduce, or transmit protected material, such as writing, artwork, music, video, photographs, movie clips and software unless we have authorization or license.

We must use the confidential information of McAfee or others only for business purposes and disclose it only to those who are authorized and have a need to know. Even after we leave McAfee employment, we must continue to protect confidential information (whether McAfee's or another party's) and not use or disclose it without authorization.

Furthermore, we must not request or encourage anyone to use or disclose privileged, proprietary, or confidential information unless they are authorized to do so by the owner of that information.

### *Privacy*

Many countries have privacy laws that govern the appropriate collection and use of personal information, which includes any information relating to an identifiable individual such as an email address, physical address, payment card information or government identification number.

We are committed to protecting the reasonable privacy expectations of everyone with whom we do business, including our customers, consumers and employees. We believe responsible stewardship of personal information helps maintain trust in McAfee and in our products and services. We recognize the importance individuals place on the ability to control the collection and use of their personal information.

As McAfee employees, we each have a responsibility to comply with our privacy and security requirements.

When questions, issues or concerns arise, consult your legal department or a member of your privacy compliance team.

### *Public Communications*

Only authorized employees may make any public statements on behalf of McAfee to the media or investors.

If you are contacted by a reporter, blogger, analyst, or the public requesting comments on behalf of McAfee on a topic for which you are not authorized by Marketing and Communications and the Senior Vice President of your business group to speak on behalf of the company, do not respond. Immediately refer the inquiry to Communications or Legal.

## **Treat Each Other Fairly**

One of our core values is to work as a team with respect and trust for each other. We strive to uphold open and honest communication and to protect employees from discrimination, harassment, or unsafe practices.

### *Open and Honest Communication*

We value the free flow of thoughts, ideas, questions, and concerns. We encourage employees to raise work-related issues or concerns through our established processes as soon as issues or concerns arise.

We do not tolerate any retaliation against employees for asking questions or making good faith reports of possible violations of law, the Code, or other guidelines.

### *Equal Employment Opportunities and Discrimination*

We value diversity in our workforce, as well as in our customers, suppliers, and others. We provide equal employment opportunity for all applicants and employees. We do not discriminate on the basis of race, color, religion, sex, national origin, ancestry, age, disability, medical condition, genetic information, military and veteran status, marital status, pregnancy, gender, gender expression, gender identity, sexual orientation, or any other characteristic protected by local law, regulation, or ordinance. We also make reasonable accommodations for disabled employees and applicants, as required by law.

We follow these principles in all areas of employment including recruitment, hiring, training, promotion, compensation, benefits, transfer, and social and recreational programs.

### *Anti-Harassment*

We are committed to providing a workplace free of harassment based on personal characteristics such as race, color, religion, sex, national origin, ancestry, age, disability, medical condition, genetic information, military and veteran status, marital status, pregnancy, gender, gender expression, gender identity, sexual orientation, or any other characteristic protected by local law, regulation, or ordinance. We strongly disapprove of

and do not tolerate harassment of employees by managers or co-workers. We must treat co-workers, customers, and suppliers with dignity and respect.

### *Human Trafficking, Child and Forced Labor*

We believe human trafficking, forced, debt bonded, indentured, and slave labor are unacceptable, and we are committed to preventing these practices in our operations and supply chain. McAfee's Code and policies prohibit harsh or inhumane treatment, including corporal punishment or the threat of corporal punishment; additionally, our policies prohibit the employment of anyone under the age of 16 in any position, and workers under the age of 18 are not to perform hazardous work. We expect our suppliers to meet these expectations.

### *Safety*

McAfee is committed to providing a safe workplace for employees, customers, vendors, contractors, and others on McAfee property.

We comply with the safety laws, standards and guidelines that apply to our business. Sound safety practices are important in all of our workplaces.

To protect our employees, the public, and our communities, we conduct no activity without the proper safety precautions and produce no product without the proper safeguards.

We believe workplace injuries and illnesses are preventable. When we take care, employees and suppliers at our workplaces need to obey the safety requirements that apply to our job and workplace. We must not begin or continue any work activity contrary to safety requirements.

### *Workplace Violence*

In keeping with our commitment to safety, McAfee will not tolerate threats of any kind, whether explicit or implicit, threatening behavior, stalking or acts of violence. We take all reports of threatening behavior or violence seriously, look into the matter, and take appropriate action. For additional information, review McAfee's Workplace Threats and Violence guideline.

## **Act in the Best Interests of McAfee and Avoid Conflicts of Interest**

We seek to avoid any activity that is or has the appearance of a conflict of interest with McAfee. We do not engage in activities that compete with McAfee or interfere with the proper performance of our duties or responsibilities to McAfee. We do not use confidential company information, company assets (except as permitted under McAfee's Electronic Communications Guideline), or our role or position at McAfee for personal gain. We avoid situations where our personal, outside business, or family interests could impair our ability to make sound business decisions in the best interest of McAfee.

### *Handling Conflicts of Interest*

All employees must disclose to their managers in writing any conflict or appearance of a conflict of interest with McAfee; directors and executive officers may choose instead to

disclose the issue to the General Counsel, Chief Compliance Officer or the Board of Managers. Managers or other permitted persons to whom disclosures are made will determine, in consultation with Legal, HR, Internal Audit, or the Board, as necessary, if a conflict, or a perception of a conflict, exists, and if so, how to resolve it. The employee is responsible for memorializing the resolution in writing. In addition to these requirements, when conducting outside business activities, employees must also follow the Conducting Outside Business Guideline.

Disclosure is mandatory; failing to disclose a conflict or a perceived conflict is a violation of the Code.

### *Conflict of Interest Examples*

Conflicts of interest typically arise in the following situations:

- Outside business activities that involve working for a supplier, reseller, or a business that either competes with McAfee or does business with McAfee while being employed at McAfee
- Conducting any non-company business that interferes with the proper performance of our roles, such as conducting non-company business during working hours; utilizing confidential or proprietary information or processes gained as a company employee; or using company property or equipment for non-company uses (exceeding reasonable personal use)
- Using confidential or proprietary information or processes gained as a company employee for personal gain or to McAfee's detriment
- 
- Offering or accepting a gift, meal, entertainment, travel expense, or other benefit that could be viewed as a bribe
- Exchanging expensive or lavish personal gifts or services between employees and managers that could be viewed as favoritism or an attempt to exert inappropriate influence
- Accepting any personal benefit that is or could be interpreted as being given to us because of our role or seniority or because the donors believe we might be in a position to assist them in the future
- Participating in or influencing a company decision that may result in a personal gain, gain for an immediate family member, or gain for someone with whom we have a close personal relationship
- Making use of business opportunities discovered or learned through the use of company property, information, or our positions that may result in a personal gain, gain for an immediate family member, or gain for someone with whom we have a close personal relationship
- Serving on the board of directors or advising a competitor or a company that has or is seeking a business relationship with McAfee, including sponsorships, or owning a significant interest in such an organization, where our ability to make decisions in McAfee's best interest could be compromised

- Participating in or influencing a company decision to hire a family member, or supervising an immediate family member or someone with whom we have a close personal relationship

### *Gifts, Meals, Entertainment, and Travel*

The exchange or provision of gifts, meals, entertainment and travel (“GMET”) may create a real or perceived conflict of interest or a situation where those expenses could be viewed as a bribe under applicable laws and international standards. McAfee expects its employees and third parties to comply with the following principles when giving or receiving GMET:

- We comply with anti-corruption laws.
- The GMET must be for a legitimate purpose, such as to promote, demonstrate, or explain a company product, position, or service.
- The GMET must not place the recipient under any obligation. We do not offer, promise, or give anything of value with the intent to improperly influence any act or decision of the recipient in McAfee’s or your company’s favor, or with the intent of compromising the recipient’s objectivity in making business decisions.
- The GMET must be made openly and transparently, be reasonable, and appropriate to the business relationship and local customs, and not cause embarrassment by its disclosure.
- Accurately record all GMET provided on McAfee’s behalf.
- We give GMET to a Government Official (including employees of government agencies, public institutions and state-owned enterprises) only in limited circumstances and only with the proper approvals.

For more information, consult McAfee’s *Worldwide Business Gifts, Meals, Entertainment, and Travel Policy* (“GMET Policy”). For questions and additional guidance, consult Legal.

## **Protect the Company’s Assets and Confidential Information**

We spend considerable resources to develop and maintain assets used for the company’s business. We each have a responsibility to comply with all procedures that protect the value of McAfee’s assets, including physical assets, information, McAfee brands, and its name and reputation, and to protect confidential information customers and others have entrusted to us.

### *Protecting Physical Assets*

Our physical assets include facilities, equipment, and computer and communications systems. We are to use these assets primarily for our business. As a narrow exception, we may use computer and communications systems for reasonable, personal use.

We need to follow applicable security and use procedures to protect the company’s physical assets from theft, loss, damage, and misuse, including unauthorized access. Report the theft, loss, damage, or misuse of company physical assets to Human Resources as soon as possible.

While we respect employee privacy, we should not assume that our desk, cubicle, or use of compute devices or telephone equipment is private or confidential. Subject to local laws and under the guidance of Legal, McAfee may search and review both incoming and outgoing communications and all device information, including any password-protected employee communications.

### *Protecting Confidential Information*

Confidential information is valuable to McAfee. It gives McAfee a competitive advantage, helps maintain the trust of our customers, and sustains the solid reputation on which McAfee was built. Confidential information includes information about unreleased products, product roadmaps, manufacturing dates and more. It also includes confidential information transmitted orally or by tweets, posts, blogs and other forms of social media.

Each of us has a responsibility to protect and not to leak McAfee confidential information or the confidential information of our customers and business partners, and we must not disclose or use this information without clear authorization. Physical assets and documents must be handled in compliance with information security policies. Improper disclosure of McAfee or third party confidential information is a terminable offence, subject to applicable local law.

If you become aware of unauthorized disclosure or loss of confidential information, contact Information Security or Legal. For questions or guidance on sharing on social media, review the Social Media Policy.

### *Safeguarding Trademarks and Brands*

Among our company's most valuable assets are its trademarks and brands. To protect the value and recognition of our trademarks, we have established guidelines that specify how and when they may be used.

We must follow these guidelines whenever we use the company's trademarks and brands, whether in internal and external communications or in materials prepared by third parties, such as marketing agencies, channel distributors, and Original Equipment Manufacturers.

### *Representing McAfee*

The value of our reputation and name must be upheld whenever we represent our company. On occasion, McAfee may request individuals to act as an employee, officer, director, partner, consultant, representative, agent, or adviser of another entity. In those cases, an employee should discuss the situation with the direct manager. You may need to follow special rules to abide by the Code.

In other cases, such as when speaking on business or technology topics in a public setting or posting on the Internet – including through social media applications and websites – you must make it clear that you are expressing your own views and not those of our company, unless you are speaking as an authorized representative of the company.

You must carefully follow special rules of conduct if you participate in or take a leadership position with an industry trade association, to avoid antitrust violations.



## **Approvals and Waivers**

The Code sets out expectations for our company's conduct. When certain situations require permission from management or another person before taking action, you need to raise the issue promptly to allow enough time for the necessary review and approval.

In a particular circumstance we may find it appropriate to waive a provision of the Code. To seek a waiver, speak with a manager, who will consider the request in consultation with others, such as Internal Audit, Legal or Human Resources. Waivers of the Code of Conduct require the permission of McAfee's Chief Financial Officer, General Counsel, Senior Vice President, or Director of Human Resources.

Board members and executive officers who seek a waiver should address the Board of Managers or a designated committee of the Board.

## **Reminders**

The Code serves as our guide for conducting business with integrity. It is not an employment contract and confers no rights relating to employment.

The Code is not a complete list of company guidelines. You are expected to know and comply with all company guidelines related to your job. Violation of these other guidelines may also result in discipline, up to and including termination of employment.

McAfee may amend the Code from time to time as it deems necessary or appropriate.

## Code of Conduct Glossary Terms and Definitions

Topic	Term	Definition
<b>Conduct Business with Honesty/Integrity</b>		
Preparing Accurate Financial / Other Records	Auditors	Includes both external and internal auditors.
Preparing Accurate Financial / Other Records	Accounting Standards	Generally Accepted Accounting Principles (GAAP), International Accounting Standards (IAS), Securities & Exchange Commission (SEC) regulations
<b>Follow the Letter and Spirit of the Law</b>		
Bribery and Anti-Corruption	Government official	<b>Government Officials:</b> any officer, employee or person acting in an official capacity for any government department, agency or instrumentality, including state-owned or -controlled companies, and public international organizations, as well as a political party, political official, or candidate for political office. Some examples include: professors or researchers from public universities or research and design institutes; doctors from public hospitals and employees of state-owned telecommunication companies. For additional examples, please consult McAfee's <i>Worldwide Business Gifts, Meals, Entertainment, and Travel Policy</i> ("GMET Policy").
Bribery and Anti-Corruption	Bribe	Bribery, under McAfee policy, means promising, offering, or giving anything of value with the corrupt intent of improperly influencing an act or decision of the recipient or obtaining an improper advantage in order to obtain or retain business.
Bribery and Anti-Corruption	Facilitation payment	A small payment made to obtain a routine government action that involves non-discretionary acts, such as processing government papers, or supplying phone or water service. Paying an official to perform such routine work is regarded a bribe under many country laws. <i>Expediting Fees:</i> published government rates or fees that a government agency or entity charges for the purpose of expediting a service are permissible payments. Such payments are made to a government agency and a receipt for the expedited service must be obtained as proof of payment.
Environmental, Health and Safety Management and Compliance	Precautionary approach	An approach where the health or environmental risks from using a material and striving to find cleaner and safer alternatives are carefully considered.
Import and Export Compliance	Import	An import is any item coming into a country or crossing a border. Imports may be subject to customs duty, quota restrictions, bans, or licensing requirements, depending on the country of origin and the item.
Import and Export Compliance	Export	The transfer of a physical item or technology, the disclosure (oral or visual) of technology or act of providing a service that is subject to an export regulation.

MCAFEE CODE OF CONDUCT

Topic	Term	Definition
Intellectual Property	Privileged (attorney-client privilege)	The attorney-client privilege is a legal concept that protects communications between a client and his/her attorney in which the communication involves seeking or providing legal advice. <i>Please note: the privilege varies per jurisdiction. If you have questions about whether a communication is privileged or not, you should consult Legal.</i>
Intellectual Property	Intellectual property rights	Intellectual property rights include patents/patent applications, trademarks, copyrights, trade secrets, know how, and mask work rights.
Privacy	Privacy	<p>Privacy is defined as an individual's right to keep aspects of his or her personal life secret. This includes an organization's responsibility to respect an individual's privacy rights and to manage personal information appropriately, including collection, use, storage, or disclosure of an individual's personal information.</p> <p>Note: An individual's right to privacy is not limited to personal information only, but also includes other areas, such as behavioral privacy (an individual's right to choose what they do and to keep certain behaviors from being shared with others) and communications privacy (the right to communicate without undue surveillance, monitoring, or censorship).</p>
Privacy	Personal information	<p>Any information relating to an identifiable individual.</p> <p><b>Note:</b> Personal Information is also known as Personal Data or Personally Identifiable Information.</p> <p><b>Examples of personal information include:</b> Address, Biometric Information, e-Mail Address, Fax Number, Financial Information (such as Bank Account or Payment Card Information), Government Identification Number, Health/Medical information, Name, Personal Profiles, Photographs, Social Security Number, Telephone Number, etc.</p>
Public Communications	Authorized spokespersons	Authorized spokespersons are identified, selected and approved by their respective Business Unit GMs, Geo leads, and Marketing and Communications based on communications objectives and need. Less than 1 percent of the McAfee employee population is authorized to speak to media on behalf of the company.
<b>Treat Each Other Fairly</b>		
Anti-Harassment	Harassment	McAfee considers the following conduct to be harassment under our Code of Conduct: verbal, physical and visual conduct that creates an intimidating, offensive, or hostile environment in the workplace that interferes with work performance, even if it is not unlawful. Harassment may be based on race, color, religion, sex, national origin, ancestry, age, disability, medical condition, genetic information, military and veteran status, marital status, pregnancy, gender, gender expression, gender identity, sexual orientation, or any other characteristic protected by local law, regulation, or ordinance.
Human Trafficking, Child and Forced Labor	Debt bonded	Debt bonded labor arises from a pledge of personal services or a family member's services by a debtor as security for a debt. At the outset, the individual typically understands that the pledge of labor is security for a debt and that the rendering of services will, in time, extinguish the debt; however, the debt is open-ended and a rolling tab continues to accrue making the debt and work arrangement self-perpetuating.

MCAFEE CODE OF CONDUCT

Topic	Term	Definition
Human Trafficking, Child and Forced Labor	Human trafficking	Human Trafficking is defined as (1) the act of recruiting, harboring, transporting, providing, or obtaining a person for labor services or commercial sex acts (2) by means of force, fraud, or coercion (3) for the purpose of exploitation, involuntary servitude, peonage, debt bondage, slavery, or any commercial sex act involving a minor.
Human Trafficking, Child and Forced Labor	Corporal punishment	Corporal punishment refers to physical punishment. For example, caning and flogging are examples of corporal punishment.
<b>Avoid Conflicts of Interest</b>		
Conflict of Interest Examples	Significant interest	An interest in something outside of an employee's job at McAfee is significant when this influences an employee's ability to make fair and impartial decisions in the best interest of McAfee.
<b>Protect the Company's Assets/Reputation</b>		
Maintaining Information Security	Confidential information	Confidential Information includes, without limitation: technical information (e.g. roadmaps, schematics, source code, specifications), business information (e.g. product information, marketing strategies, markets, sales, customers, customer lists or phone books), personnel information (e.g. organizational charts, employee lists, skill sets, employee health information, names, phone numbers, email addresses, personnel files, employee compensation except where the disclosure of such personnel information is permissible under local labor law such as the right of employees to discuss compensation and working conditions under the US National Labor Relations Act), and other non-public McAfee data and information of a similar nature.
Safeguarding Trademarks and Brands	Trademark	A trademark is anything that identifies the source of one's goods or services and distinguishes them from those of another, including a <b>word</b> , a <b>name</b> , a <b>design</b> , a <b>color</b> , a <b>phrase</b> , a <b>sound</b> , or even a <b>scent</b> . It is a <b>word</b> (Tide*), <b>name</b> (Howard Johnson*), <b>symbol</b> (McDonald's Golden Arches*), <b>device</b> (Pillsbury Doughboy*), <b>phrase</b> (The Ultimate Driving Machine*) or <b>sound</b> (Intel Bong/Sonic) that is used in trade with goods to indicate the source of the goods and to distinguish them from the goods of others. A trademark is a valuable asset worth millions of dollars and signifies the standards of excellence and consistent quality associated with the McAfee products and services. This gives the consumer an assurance of quality when making future purchasing decisions in the marketplace. Thus, a trademark is inherently bound up with the "good will," and reputation, that is developed by the owner of the mark.
Safeguarding Trademarks and Brands	Brands	<ol style="list-style-type: none"> <li>1. A brand is a collection of images and ideas representing an economic producer; more specifically, it refers to the concrete symbols such as a name, logo, slogan, and design scheme.</li> <li>2. Is often used interchangeably with "trademark".</li> <li>3. A brand is a sign identified by a distinctive word, phrase, sign, package or label. It is a representation of a company's name, trademarks, products, designs and symbols.</li> </ol>

MCAFEE CODE OF CONDUCT

<b>Topic</b>	<b>Term</b>	<b>Definition</b>
Safeguarding Trademarks and Brands	Channel distributors	Re-sells company products to smaller accounts or end users
Representing McAfee	Antitrust violations	There are provisions of the antitrust laws in the United States and worldwide that must be strictly complied with in order to prevent McAfee and you from being accused of and found liable for violating these laws.