



# **Standards of Business Conduct**

**Revision Date: June 2009**

## **Important notice**

The *Standards of Business Conduct* provides information about the standards of integrity that LSI requires all employees, officers and members of the Board of Directors to follow. It does not address every situation or set forth every rule, nor is it a substitute for the responsibility of each of us to exercise good judgment. LSI, in its sole discretion, may modify the terms of the *Standards of Business Conduct* at any time. Any modifications become effective immediately.

Unless U.S. law is applicable, where local country laws contain mandatory requirements that differ from the provisions of this document, those requirements prevail for people in those countries. The *Standards of Business Conduct* is intended for the employees and officers of LSI, its subsidiaries and joint ventures controlled by LSI and the members of LSI's Board of Directors. However, we also expect contractors, consultants, agents, representatives and others conducting business on behalf of LSI to follow the *Standards of Business Conduct*. The document should be shared with these individuals, and failure to follow these guidelines should be considered a potential basis for terminating LSI's relationship with them.

## **How to report a suspected violation**

You should notify LSI Alert immediately if you suspect, observe or learn of unethical business conduct or the commission of any dishonest, destructive or illegal act. For information about how to contact LSI Alert, or any other organization mentioned in the *Standards of Business Conduct*, see the section "[For Further Information](#)" on page 35. That section also has links to many of the policies referred to in the *Standards of Business Conduct*.

LSI will investigate all reports and provide feedback when appropriate. There will be no reprisals against those who report suspected violations in good faith, and their identity will be protected to the extent consistent with law and LSI policy.

## **Where to look for advice**

If you have any questions about the *Standards of Business Conduct* or how it applies in a specific situation, you can discuss the matter with your supervisor, the LSI attorney supporting your business group or the LSI Ethics Office. You can also use the LSI Alert website, <http://alert.lsi.com>, to "Ask a Question" about the *Standards of Business Conduct* or the policies mentioned in the *Standards of Business Conduct*.

To all employees and members of the Board of Directors:

As we strive for sustainable growth for LSI, it is important to remember that integrity and ethical conduct are the foundations of our business practices. The *Standards of Business Conduct* outlines a number of ethical and legal compliance issues that you may face during the course of your work for LSI, and provides guidance for how you should deal with those situations.

We have set high standards, but believe these standards will help make LSI a better supplier, customer, investment and place to work.

The *Standards of Business Conduct* cannot cover all of the ethical or compliance situations you may face. In a situation where the *Standards of Business Conduct* does not provide guidance, use common sense and good judgment. For answers to questions about ethical and compliance questions, whether or not covered by the *Standards of Business Conduct*, you can contact LSI's Ethics Office via e-mail at [ethics@lsi.com](mailto:ethics@lsi.com). You can also contact LSI Alert at +1-866-243-7330 or at the following website: <http://alert.lsi.com>. You may also want to talk to your supervisor for guidance.

With your help, we can achieve the high standards of business excellence that our customers, stockholders and employees expect from us.



Gregorio Reyes  
Chairman of the Board of Directors



Abhi Talwalkar  
President and Chief Executive Officer

## Table of Contents

How to report a suspected violation.....	II
Where to look for advice.....	II
<b>ABOUT THE STANDARDS OF BUSINESS CONDUCT .....</b>	<b>1</b>
Introduction.....	1
We are each responsible for following the <i>Standards of Business Conduct</i> .....	1
LSI managers take the lead in ensuring that the people they support understand and adhere to the <i>Standards of Business Conduct</i> .....	1
We select agents, consultants and other representatives whose conduct will reflect LSI's values .....	2
The <i>Standards of Business Conduct</i> cannot cover everything — LSI relies on your good judgment.....	2
Waivers of the <i>Standards of Business Conduct</i> .....	3
The <i>Standards of Business Conduct</i> is not a contract of employment.....	3
<b>OUR BUSINESS PRACTICES .....</b>	<b>4</b>
Our public disclosures are accurate.....	4
Truthfulness is the cornerstone of our marketing .....	4
We do not buy business through gifts and favors .....	5
Our communication is always professional and courteous .....	5
We employ only ethical means of obtaining information about our competitors.....	6
<i>Competitive information gathering</i> .....	6
<i>Benchmarking</i> .....	6
We do not hire employees or contractors in violation of agreements they may have with prior employers or agreements LSI has made with third parties .....	7
We do not use intellectual property assets of third parties improperly.....	8
<i>Copyrighted Works</i> .....	8
We are mindful of the impact that our operations and products have on the safety and health of our employees, contractors, customers and the environment .....	9
<b>PROTECTING LSI'S ASSETS.....</b>	<b>11</b>
We safeguard LSI's funds and property .....	11
We never enter into commitments on behalf of LSI without the proper authorization .....	12
We protect confidential information .....	12
We protect LSI's intellectual property assets such as copyrights, trademarks, service marks, patents and trade secrets .....	15
We protect the goodwill associated with the LSI name and trademark .....	16
We use LSI-provided Internet and e-mail access responsibly and never use LSI computing and networking resources to access or disseminate sexually explicit material or other content inconsistent with LSI values .....	16
<b>CONFLICTS OF INTEREST.....</b>	<b>17</b>
We avoid conflicts of interest with LSI and we do not use our relationship with LSI for personal gain .....	17
We do not compete with LSI .....	18
We do not accept inappropriate gifts and do not allow gifts and entertainment offers to affect our purchase decisions .....	18

<i>Gifts</i> .....	18
<i>Entertainment</i> .....	19
<b>COMPLIANCE WITH LAWS</b> .....	<b>21</b>
LSI complies with the laws and regulations of the countries where we conduct business	21
We do not engage in illegal, unethical or anti-competitive practices to promote LSI sales	21
.....	21
<i>Trade groups</i> .....	23
<i>Standards development groups</i> .....	23
We do not use our inside knowledge of LSI's business inappropriately.....	24
We report financial information accurately and in a timely manner .....	25
LSI complies with applicable export/import rules and regulations .....	25
<i>Exports</i> .....	25
<i>Imports</i> .....	26
We will not violate applicable anti-boycott laws.....	26
We speak publicly on behalf of LSI only when we have the authority to do so.....	27
We comply with all rules and regulations that apply to sales to government customers...	27
<b>WORKPLACE PRACTICES</b> .....	<b>30</b>
We work to ensure a safe work environment.....	30
We recognize and respect the diversity of our colleagues and never engage in discriminatory activity .....	30
We encourage open communication and constructive disagreements based on mutual respect .....	31
Illegal drugs have no place at LSI.....	31
We respect the privacy of employee records .....	32
We maintain complete and accurate records and retain records in accordance with LSI's document retention guidelines .....	32
During work hours, we focus on LSI and work to best represent LSI.....	33
We are accountable for our commitments .....	33
<b>INTERACTIONS WITH OUR COMMUNITIES</b> .....	<b>34</b>
LSI encourages employees to participate in community activities and contribute to the communities where we live and work.....	34
LSI generally does not contribute company funds or assets to political parties or candidates for political office.....	34
<b>FOR FURTHER INFORMATION</b> .....	<b>35</b>
Where to find the policies referred to in the <i>Standards of Business Conduct</i> .....	35
How to contact organizations mentioned in the <i>Standards of Business Conduct</i> .....	35

## **ABOUT THE STANDARDS OF BUSINESS CONDUCT**

### **Introduction**

The *Standards of Business Conduct* identifies fundamental and powerful values at LSI. It establishes a commitment to ethical and legal conduct and a deep respect for each person's contributions to the success of the team, whether that person is a colleague at LSI, a customer, supplier, or anyone else in the many places around the world where we live and work. To ensure the future success of LSI, these values must always guide our actions.

### **We are each responsible for following the *Standards of Business Conduct***

Ultimately, your conduct is your own responsibility. None of us should ever commit dishonest, destructive or illegal acts even if directed to do so by a supervisor or co-worker, nor should we direct others to act improperly.

LSI believes so strongly in ethical behavior that employees who do not comply with the guidelines in this document and other company policies may be disciplined, up to and including dismissal. Additionally, violations of these standards could result in criminal penalties and/or civil liabilities.

### **LSI managers take the lead in ensuring that the people they support understand and adhere to the *Standards of Business Conduct***

The *Standards of Business Conduct* applies to all LSI people. It affirms our commitment to the highest standards of integrity in our relationships with one another and with customers, suppliers, stockholders and others in the communities where we live and work. Each employee is expected to read the *Standards of Business Conduct* carefully, and supervisors should review it with their people on a regular basis.

While compliance is every person's responsibility, LSI has established a compliance structure that assigns oversight responsibility for the program to LSI's General Counsel. Executive Leadership Team members are responsible for establishing, implementing and maintaining an effective program to ensure compliance by everyone in their organizations with all laws and regulations and the provisions of the *Standards of Business Conduct*. People who supervise others have a special responsibility to show, through words and actions, personal commitment to the highest standards of integrity. In particular, supervisors, as coaches and leaders, must:

- Maintain an environment of open communication where the LSI values, *Standards of Business Conduct* and related policies and instructions are shared, discussed and even debated;

- Ensure that their people understand the LSI values and the provisions of the *Standards of Business Conduct* and give them additional training, when appropriate;
- Take reasonable steps to ensure that unethical conduct within their areas of responsibility is detected and addressed; and
- Consider whether a person lives the LSI values before placing him or her in a position of responsibility.

**We select agents, consultants and other representatives whose conduct will reflect LSI's values**

LSI carefully reviews the credentials and reputations of prospective agents, consultants and representatives. Those individuals or entities are retained based only on the terms of written agreements after the appropriate approvals by LSI are secured. We carefully monitor the performance of our agents, consultants and representatives to ensure that they comply with applicable laws and conduct their business in a manner consistent with our *Standards of Business Conduct* and other applicable LSI policies. If you know or suspect that any agent, consultant or representative is conducting business in an unethical or illegal manner, contact your supervisor immediately.

**The *Standards of Business Conduct* cannot cover everything — LSI relies on your good judgment**

There will be times when the *Standards of Business Conduct* will not address the specifics of your situation. When this occurs, you might find it helpful to consider the following questions:

- Other written policies and guidelines: What written policies and instructions should be consulted?
- People available to assist you: Who should be consulted? Your supervisor? LSI Security? The LSI Ethics Office? The Legal Department? Your Human Resources representative? The Environmental, Health and Safety Assurance organization? Others?
- Ethical impact: What are the possible ethical choices and the rationale for each?
- Alternatives that would not violate LSI's values: Is there any room for compromise that would not violate LSI's standards of integrity?
- Consider the possible outcomes: Who could be hurt or helped by your decision? To what extent could they be hurt? How might they be helped? Of the choices identified, which do the most to reduce harm? Which do the most to provide help?

- Make sure you are comfortable with your decisions: Will my decision seem like the right one a year from now, five years from now, 10 years from now? Would I be comfortable telling my supervisor, my co-workers, my organization's leadership team, the Board of Directors and LSI's stockholders? What about telling my family and friends about my decision? Could I testify about my decision in a court of law and not expose LSI or myself to liability? How would I feel if my decision were made public through newspapers or television?

### **Waivers of the *Standards of Business Conduct***

We expect that LSI people will follow the *Standards of Business Conduct* and that waivers will rarely be requested or granted. Waivers can be granted only by the LSI Ethics Office after consultation with your supervisor. Waivers for members of the Board of Directors and the Executive Leadership Team can be granted only by the Board of Directors and generally must be disclosed promptly to our stockholders.

### **The *Standards of Business Conduct* is not a contract of employment**

The *Standards of Business Conduct* does not create any contractual rights of any kind between LSI and its employees or between LSI and third parties.

In addition, U.S. employees and U.S. international assignees should understand that employment at LSI is on an "at will" basis. That means they can terminate their employment whenever they wish and for whatever reason they might have, just as LSI may terminate their employment at any time and for any lawful reason.

## OUR BUSINESS PRACTICES

### **Our public disclosures are accurate**

To maintain the trust of our investors, our submissions to the U.S. Securities and Exchange Commission and other public disclosures must always accurately describe the matters covered in those disclosures. Anything that could be construed as deceptive or misleading would be a serious disservice to our investors and could be illegal. If you participate in the preparation of our Securities and Exchange Commission submissions, you must take all reasonable steps to ensure that those submissions provide complete, accurate, understandable and timely disclosure about our business and financial condition. If you believe that any of our public disclosures do not meet those standards, you should contact your supervisor or LSI Alert.

### **Truthfulness is the cornerstone of our marketing**

LSI people compete vigorously but fairly. We do not misrepresent our products or capabilities, even if it means losing a sale. Where failure to disclose a significant fact could mislead a customer, we disclose the information. We communicate clearly and precisely so that our customers understand the terms of our contracts, including schedules, prices and responsibilities.

#### *Question*

I think my group's product is the most widely used product of its type. Can I claim that it is the market leader in our product marketing materials or in a news release?

#### *Answer*

You cannot make a claim of market leadership unless you have a published report from a third party, such as an industry analyst, which shows LSI as having the largest market share for that product.

#### *Question*

My group's product has better technology than any competitor's product. Can we say in our marketing materials or in a news release that we are a technology leader in this area?

*Answer*

You cannot make a claim of technology leadership unless the claim is supportable by published information, such as by comparing datasheets for our product and our competitor's product. You should also not make more general claims that LSI is a technology leader in an area unless we have a history of being a leading innovator in that area.

**We do not buy business through gifts and favors**

Never pay, offer or promise to provide money, favors, inappropriate gifts or anything else of value to influence, direct, obtain or retain business or secure any improper advantage. Never allow an agent, representative or business partner to make those types of payments, offers or promises on LSI's behalf.

These payments or favors may be considered bribery, which violates LSI's policy, as well as the laws of most countries where we conduct business. It is equally unacceptable to take bribes in any form, although you may accept gifts and entertainment that comply with the guidelines beginning on page 18.

*Question*

Can I give one of my customers or suppliers tickets to a sporting or cultural event?

*Answer*

Giving tickets is acceptable if it is part of relationship management and if your supervisor gives approval in advance. However, giving gifts of tickets to a customer is against LSI policy, and may constitute a serious violation of law, if your customer is a U.S. government official, employee or representative. If the customer is an official, employee or representative of a government in a country other than the United States, contact the Legal Department before offering or giving tickets.

**Our communication is always professional and courteous**

Our communication with one another and with other stakeholders, including customers and suppliers, is always professional and courteous. Being rude or abusive to co-workers, customers, suppliers or others is never acceptable.

## We employ only ethical means of obtaining information about our competitors

### *Competitive information gathering*

Gathering information about competitors, when done properly, is a legitimate business activity. It enhances our knowledge of the marketplace and helps us understand and meet customer needs. However, competitive information should not be obtained, directly or indirectly, by improper means. It is improper to be involved in misappropriating trade secrets or other confidential information, bribery, inducing someone to breach a nondisclosure agreement, making improper requests of a competitor or customer, or using deceit or trickery. Improperly collecting or using competitive information may subject LSI, and the individuals involved, to lawsuits or criminal penalties, up to and including imprisonment. If we retain consultants to gather competitive information on our behalf, the same rules apply.

### *Benchmarking*

Benchmarking is a form of competitive information gathering that can be a problem under antitrust laws, which are intended to promote competition. A practice that otherwise violates the antitrust laws, such as sharing price information, does not become permissible by labeling it as benchmarking. You can find more information about antitrust laws beginning on page 21. The Legal Department is always available to answer any questions you may have about gathering competitive information or benchmarking.

### *Question*

I downloaded some criticisms of a competitor from an Internet site. Can I share them with a customer?

### *Answer*

We prefer to market by highlighting the advantages of our products and services. Reliable information about the shortcomings of a competitor's offering may be used. However, under no circumstances should we attempt to market by providing our customers with unverified information.

### *Question*

Can I call a competitor and pretend to be a potential customer to find out information about the competitor's sales approach?

### *Answer*

No. You must never use deceptive practices to obtain competitive information on behalf of LSI.

*Question*

My business unit recently hired an engineer from one of our competitors. Can I use her as a source of competitive information, such as finding out the details of her former employer's new product development plans?

*Answer*

No. While you can use her expertise and skills developed while our competitor employed her, you cannot ask her to divulge information that might reasonably be considered confidential or proprietary by her former employer.

*Question*

LSI is planning to submit a response to a customer's request for bids. The customer has offered to give me a copy of a competitor's confidential proposal. Can I accept it?

*Answer*

No. Accepting the proposal constitutes misappropriation of the competitor's trade secrets. You and LSI could be in violation of the law merely by your possession of the proposal, even if you do not use the competitor's information in connection with LSI's bid.

**We do not hire employees or contractors in violation of agreements they may have with prior employers or agreements LSI has made with third parties**

Sometimes potential new hires or contractors have employment agreements with their current or past employers that prohibit them from working on behalf of LSI (e.g., "non-compete" provisions). In some cases, LSI may enter into an agreement with a supplier that prohibits LSI from extending offers of employment to the supplier's employees (e.g., "non-solicitation" provisions). In other cases, confidentiality obligations to their current or former employers may restrict the type of work they can do on behalf of LSI.

Before extending an offer of employment or hiring a contractor or consultant, you should undertake a reasonable investigation to make sure that none of those barriers exist. If the individual is an employee of a competitor, a more thorough investigation should be conducted. Similarly, if the individual is an employee of a supplier and is working on the LSI account, you should contact the Global Procurement group that supports your team to determine whether LSI is bound by a non-solicitation agreement. If issues are identified, you should consult with the lawyers who support your business group.

*Question*

“George” is employed by an LSI competitor and has the knowledge and expertise in an area that is critical to LSI's needs. Can we recruit him?

*Answer*

While there is no general prohibition against hiring from competitors, LSI's policy is to respect the proprietary information of other companies and to ensure that our employees adhere to any enforceable contractual obligations to previous employers. You should contact the HR recruiter that supports your group to determine if George has non-compete or confidentiality obligations with his firm that would restrict the type of work he could do for LSI.

**We do not use intellectual property assets of third parties improperly**

When we use the intellectual property assets (e.g., copyrights, trademarks, service marks, patents and trade secrets) of others, we obtain the necessary authorization and observe all the obligations contained in the agreements.

*Copyrighted Works*

We follow all copyright laws, which means we may not:

- Reproduce, distribute or alter copyrighted materials from books, trade journals, computer software or magazines;
- Download or distribute copyrighted music, movies or computer software; or
- Play records, tapes, disks or videotapes,

without, in each case, permission of the copyright owner or its authorized agents, if necessary. For example, if you want permission to use copyrighted materials, you may need to contact organizations such as the Copyright Clearance Center; the American Society of Composers, Authors and Publishers; or Broadcast Music Inc. For assistance, contact the Intellectual Property Law group.

Software used in connection with LSI's business must be properly licensed and used only in accordance with that license. Using unlicensed software could constitute copyright infringement.

*Question*

One of my co-workers just purchased a new software program that I'd like to use. My department can't afford to buy additional copies right now. Can I copy the new software onto another computer?

*Answer*

No. Unauthorized copying of software is a violation of copyright law and LSI policy.

*Question*

Can I use a clip from a popular movie as part of my trade show demonstration?

*Answer*

Generally, use of a movie or music clip will require permission from a copyright owner. You should consult the Intellectual Property Law group well in advance of your anticipated use to discuss the feasibility of obtaining that permission.

**We are mindful of the impact that our operations and products have on the safety and health of our employees, contractors, customers and the environment**

LSI is committed to the protection and preservation of the environment and a safe and healthy workplace. Specifically, we

- Provide a workplace that supports prevention of injuries and illnesses;
- Consider environmental aspects and health and safety issues as an integral part of the business decision making process; and
- Promote pollution prevention through resource conservation, adoption of alternative materials, waste treatment and recycling activities.

We intend to be a responsible business committed to continual improvement in environment, health and safety (EH&S) performance by minimizing environmental impacts and health and safety risks from our business activities, products and services. We have adopted a company-wide EH&S Policy that aligns with our corporate values and embodies our commitment in this area. We also have a comprehensive set of EH&S Worldwide Standards to drive consistent EH&S performance in our operations and products. You can find links to our company-wide EH&S Policy and EH&S Worldwide Standards under "[For Further Information](#)" on page 35.

You should report dangerous conditions immediately to LSI Security or the Environmental, Health and Safety Assurance organization.

## PROTECTING LSI'S ASSETS

### We safeguard LSI's funds and property

We are all responsible for safeguarding and making proper and efficient use of company funds and property by following procedures to prevent their loss, theft or unauthorized use. Company funds and property include company time; cash, checks and charge cards; land and buildings; records; vehicles; equipment, including fax machines, copiers and telephones; computer hardware, software, networks, e-mail and Internet access; scrap and obsolete equipment; and all other funds and property.

Here are some ways to protect company funds and property:

- Make sure expenditures and the use of company assets are for legitimate business purposes and in accordance with company policies;
- Keep your computer passwords secure;
- Keep accurate and complete records of funds spent; and
- Use corporate charge cards or calling cards only for business purposes or in accordance with company policy. Personal use of a company charge card that is not permitted under company policies can be grounds for disciplinary action, up to and including dismissal.

Actual or suspected loss, damage, misuse, theft, embezzlement or destruction of company funds or property should be reported immediately to LSI Alert.

#### *Question*

Can I take some obsolete equipment home for personal use? The equipment would probably be junked anyway.

#### *Answer*

Taking company equipment, even if it appears to be obsolete or scrap, is not permitted without authorization from the Asset Disposal group in the Treasury organization.

#### *Question*

I do a lot of business and personal travel. Can I keep non-cash benefits I receive from business travel (for example, frequent flyer credits) and apply them to my personal travel plans?

*Answer*

You can keep frequent flyer credits and use them for personal travel. However, you cannot influence or change the travel plans made by the company's authorized travel agents to receive those or other similar non-cash promotional benefits. Doing so violates LSI's policy in two ways. First, you have a conflict of interest between your personal interests and company requirements to use the lowest logical airfare. Second, you are misusing company funds if your travel is more expensive than it would have been had the designated travel agent arranged for the trip according to company policy.

**We never enter into commitments on behalf of LSI without the proper authorization**

LSI empowers its employees to enter into different types of commitments on behalf of the company. However, LSI also has adopted detailed guidelines that specify (based on organization and level) which employees are empowered to commit LSI to specific undertakings. Those guidelines, known as the LSI Approval Matrices, should be checked before signing any document on behalf of LSI. Remember, the obligation to check is yours. Our suppliers and customers are not required to know if you are empowered to sign a given document. You can find a link to the Approval Matrices under "[For Further Information](#)" on page 35.

*Question*

A supplier wants me to sign an agreement. It isn't a lot of money. Can I sign it?

*Answer*

Under LSI policy, only members of the Global Procurement organization are authorized to enter into most purchase agreements on behalf of LSI. You should contact the Global Procurement team that supports your group.

**We protect confidential information**

In today's highly competitive, global marketplace, protecting LSI's confidential or proprietary information and other intellectual property can mean the difference between success and failure.

Confidential information is information or knowledge that LSI has determined should not be disclosed outside of LSI, because:

- Doing so could disadvantage LSI or its customers competitively or financially;

- The information could violate the privacy rights of employees, customers, suppliers, joint venture partners or LSI; or
- The information belongs to others and we have agreed to keep it private.

Our customers, suppliers and business partners can rely on us to protect their confidential information and intellectual property from being disclosed to anybody without their approval. When there is a legitimate business need to disclose confidential information outside LSI or where disclosure is sought by legal process, a nondisclosure agreement should be executed with the third party receiving the information. Contact the Legal Department if you need a nondisclosure agreement.

Always store confidential information in a safe place and follow security procedures for the computer systems you use. In addition, use common sense to help prevent accidental disclosure of confidential information. Remember that you can be overheard in public places such as airplanes, elevators and restaurants. Also, don't discuss LSI's confidential information with family or friends; they may not understand its significance and may inadvertently pass it to someone who shouldn't have it.

Technologies such as mobile phones, the Internet and e-mail have provided us with many new communications options. However, security issues arising from the use of these technologies also pose challenges for LSI. Here are a few examples of actions you should take to protect LSI's confidential information:

- Avoid communicating LSI's confidential information over mobile phones in a manner that could be understood by outsiders.
- Be particularly careful when sending confidential information by e-mail. It is easy to mistype an e-mail address and send the information to an unintended recipient.
- Consider encrypting or password protecting sensitive information.
- If you participate in social networking websites, consider carefully the information you post. For example, if you are working on an acquisition and are traveling to city XYZ for negotiations, updating your "status" message to indicate that you are traveling to XYZ could tip someone off about the acquisition if they know your role at LSI.

Confidential information includes information about:

- Research and development, such as inventions, patent applications (e.g., patents that have not been issued or have not been published), and engineering and laboratory notebooks;
- Business strategies, business results, unannounced products, marketing plans, pricing and financial data;

- Non-public information about products, including hardware and software specifications and designs;
- Confidential manufacturing processes or know-how;
- Employee records; and
- Confidential organizational information, including personnel information such as salaries, job assignments and performance appraisal results.

Internal communications, such as e-mails from the Employee Communications group, departmental newsletters and Intranet features such as Abhi's Blog and "Ask the Execs" are typically confidential and you should not share information from those sources outside the company unless the company has released the information publicly.

*Question*

Do I have to protect confidential information even after I leave LSI?

*Answer*

Yes. You may not use or disclose LSI's confidential information even after you leave the company.

*Question*

How can I tell if information is confidential or proprietary if it is not marked that way?

*Answer*

If information isn't marked "confidential" or "proprietary," judge it by its content. Some criteria you should use are the:

- Nature of the information;
- Information's sensitivity;
- Information's value to LSI; and
- Intended audience for the information (for example, information that is clearly intended for disclosure to the public vs. internal business forecasts).

If you need guidance, contact your supervisor or LSI Alert.

*Question*

Can I tell my spouse about the “hot project” I am working on?

*Answer*

You can share information about the general nature of the work you are doing. However, you cannot identify specific third parties, business terms, financial information or technologies — those would all be confidential.

**We protect LSI's intellectual property assets such as copyrights, trademarks, service marks, patents and trade secrets**

Various laws and international treaties govern how intellectual property rights are created, maintained and protected. In many instances, such as patents, this requires filing of documentation with government authorities. The Intellectual Property Law group can provide you with more information about the various forms of intellectual property and the steps you must take to help LSI establish and protect its rights to its intellectual property.

Intellectual property developed by LSI's employees and related to LSI's business is the property of LSI. In addition to maintaining the confidentiality of LSI's intellectual property, you may not use LSI's intellectual property for non-LSI purposes without the consent of your management and the Intellectual Property Law group.

The Intellectual Property Law group handles requests by third parties for permission to use LSI intellectual property. If you get a request from a third party to use LSI's intellectual property, you should contact that group.

*Question*

Can I sell a product or service I develop on my own time?

*Answer*

It depends on the product or service. LSI owns any intellectual property created by you during the period of your employment, including intellectual property you develop on your own time, when the intellectual property is reasonably related to LSI's business. You must get a release letter approved by the Legal Department before you begin marketing any product or service incorporating such intellectual property.

## **We protect the goodwill associated with the LSI name and trademark**

We use LSI's trademarks and service marks according to company policies. In addition, we are careful to ensure that the LSI name is not used to endorse third-party products and services without authorization. For example, many of our suppliers like to identify LSI as a customer, because of the considerable reputation associated with the LSI name. If a supplier requests permission to use LSI's name in advertising or a news release, you should contact the Legal Department and the Corporate Marketing department so a determination can be made as to whether it is appropriate for LSI to consent.

## **We use LSI-provided Internet and e-mail access responsibly and never use LSI computing and networking resources to access or disseminate sexually explicit material or other content inconsistent with LSI values**

Internet access is provided to LSI's employees primarily for business use. Non-business use of those resources must be governed by good judgment and restraint. Employees should consider the adverse impact on the LSI network that results from transferring large files during peak-use periods. Management will limit non-business use if it interferes with the productivity of individual employees or the overall availability of network and computing resources. If you are unsure whether your Internet usage is appropriate, you should discuss the matter with your supervisor.

Use of those resources, whether in the office or at home, is not private. The company can and will monitor individual use of network services, including visits to specific Web sites and individual e-mail. Monitoring of individual usage will extend to individuals using their personal computers to access the LSI network, for example through virtual private network, or VPN, software.

LSI's computing and networking resources should never be used to access or disseminate:

- Sexually explicit content;
- Slanderous or libelous content;
- Threatening or harassing messages or chain letters; or
- Other content that could be construed as hostile or inconsistent with LSI values.

Those who use LSI resources to access Web sites containing sexually explicit material or content that could be construed as hostile or inconsistent with LSI values are subject to discipline, up to and including dismissal. If you have a question about whether a particular site is prohibited, talk to your supervisor.

## CONFLICTS OF INTEREST

### We avoid conflicts of interest with LSI and we do not use our relationship with LSI for personal gain

You should not compete with LSI and should never let business dealings on behalf of LSI be influenced, or even appear to be influenced, by personal or family interests. For example:

- We do not influence, either directly or indirectly, LSI's dealings with any supplier with whom we have a personal, familial or financial relationship;
- Employees do not work for, represent or favor for personal reasons a customer or supplier in its dealings with LSI; and
- We do not use LSI's name, information, property, time or other resources to perform outside activities such as a second job, or volunteer or perform community activities not specifically sponsored or approved by the company.

If you become aware of a situation that may involve a conflict of interest, you should discuss the matter with your supervisor or the LSI Ethics Office.

#### *Question*

I am the account manager for one of LSI's customers. Can I invest in that customer?

#### *Answer*

In this case, you should not make the investment. Investments in customers, suppliers and competitors involve a heightened risk of creating a conflict between your personal interests and those of LSI. Factors to consider in determining whether a conflict exists include:

- The size and nature of the investment;
- Whether you are involved in LSI's business relationship with the other party, if it is a customer or supplier;
- Whether you conduct activities for LSI that compete with the other party if it is a competitor; and
- How your investment would appear to an outsider.

#### *Question*

An outside service called asking if I would be willing to talk to an investor or another company that is interested in getting my insights on a subject related to LSI's business. I would get paid a consulting fee for my time. Can I take this opportunity?

### *Answer*

It is often unclear how the recipient will use your insights in these situations. The recipient could be a competitor or an investor in a competitor or even an investor in LSI. Because it may be difficult for you to have these conversations without disclosing LSI's confidential information and because you cannot guarantee that the information will not be used in a way that harms LSI's interests, you generally should decline these opportunities. If you have a question about a specific opportunity, you can contact the LSI Ethics Office.

### **We do not compete with LSI**

To avoid competing with LSI, do not enter into unauthorized business relationships with competitors. This means, among other things, that you must not own a competing business or assist any unauthorized person outside LSI, including family or friends, in the planning, design, manufacture, sale, purchase, installation or maintenance of products that compete or could compete with LSI's products or any work performed by LSI. Further, you may not take for yourself personally, a business opportunity in LSI's line of business if you became aware of the opportunity through your position at LSI or through the use of LSI property or information.

Serving on the board of directors or similar body of another entity could also put you in the position of competing with LSI. Before you agree to serve on the board of another entity, you must comply with LSI's policy on serving on outside boards. You can find a link to this policy under "[For Further Information](#)" on page 35.

### **We do not accept inappropriate gifts and do not allow gifts and entertainment offers to affect our purchase decisions**

#### *Gifts*

Gifts are generally given to create goodwill and, in some parts of the world, declining a gift may insult the giver. On the other hand, accepting a gift may create a conflict of interest or the appearance of a conflict of interest. This presents a dilemma for the recipient of a gift. Generally, you can accept a gift offered in connection with your activities on behalf of LSI if the gift is unsolicited, inexpensive (\$100 or less) and does not influence your business decision. Otherwise, you should decline it and explain LSI's policy to the gift-giver. Never solicit gifts, directly or indirectly, from customers or suppliers. Under no circumstances should you (or a family member) accept, directly or indirectly, cash or other payments, loans, bribes, kickbacks, special privileges, favors or services from anyone.

In parts of the world where gift-giving is common practice and not accepting a gift could reflect badly on LSI, it may be appropriate to accept a gift of more than nominal value, as long as doing so wouldn't violate any laws or in any way discredit LSI, and the gift is unsolicited and not given to influence your judgment. If you receive such a gift, it is important to notify your supervisor in writing as soon as possible so he or she can determine whether you may retain the gift or if it should become corporate property.

*Entertainment*

You may accept occasional meals or other modest forms of entertainment from customers or suppliers as a courtesy extended during the normal course of business, provided the entertainment does not influence your business decisions.

If a customer or supplier proposes entertainment that is more than modest or routine, you must consult your supervisor and the LSI Ethics Office before accepting the invitation.

*Question*

Can I accept a business meal from a customer or supplier?

*Answer*

You may let a customer or supplier pay for a meal arranged for the purpose of discussing business. However, it is not appropriate to let customers or suppliers repeatedly pay for your meals.

*Question*

One of my customers has invited me to attend a three-day conference sponsored by his company at a major resort. The conference agenda includes some business activities but also provides for leisure activities. Can I accept the invitation to attend at the customer's expense? Suppose the same invitation came from a supplier, could I accept?

*Answer*

Travel to a customer's event is permitted as long as it is pre-approved by your supervisor and a vice president or Executive Leadership Team member. Supplier-paid travel to, or attendance at, a supplier's event raises special concerns and must be approved in advance by the LSI Ethics Office in consultation with your supervisor.

*Question*

I am responsible for securing temporary help through outside employment agencies. One of the agencies sent me a gift during the holiday season. Can I keep it?

*Answer*

You can accept the gift if it meets each of the following tests:

- It is unsolicited;
- It is inexpensive (\$100 or less); and
- It does not influence your business decisions.

If you are unsure, discuss the situation with your supervisor.

## COMPLIANCE WITH LAWS

### **LSI complies with the laws and regulations of the countries where we conduct business**

Complying with the laws that apply to our products and operations is a vital part of our business. Complying with laws helps us maintain our reputation in the business community and with investors and helps us avoid civil and criminal penalties. The Legal Department maintains a compliance program that details our procedures to comply with the major types of laws that apply to our business. This section addresses specific compliance requirements that all LSI people must follow.

If you see, or suspect, a violation of law, you should report it promptly to LSI Alert. LSI investigates all reports and will not take any retaliatory action for a report made in good faith. If LSI undertakes an investigation of possible illegal or unethical behavior, or conduct inconsistent with the *Standards of Business Conduct*, Directors, officers and employees must cooperate with those conducting the investigation.

### **We do not engage in illegal, unethical or anti-competitive practices to promote LSI sales**

Many countries in which LSI does business, including the United States, have antitrust or competition laws designed to benefit customers by promoting competition. In particular, those laws are intended to make certain that customer choices in the marketplace are not encumbered by improper agreements or other improper conduct that would affect price, restrict volumes produced or reduce the variety of products or services otherwise available to customers.

Certain kinds of agreements may be so harmful to customers that they are absolutely prohibited by LSI policy. Examples include:

- Agreements or understandings with competitors on price;
- Agreements or understandings with competitors to "divide up" customers, products, services or territories;
- Agreements or understandings with competitors to limit the supply or production of any product or service;
- "Bid-rigging" (e.g., reaching a prior agreement with competitors to govern conduct in the bidding process) or making agreements or reaching understandings with competitors not to bid in public or private procurements; and
- Agreements or understandings with competitors to disadvantage other competitors.

Parties entering into those types of agreements can be prosecuted under criminal law, resulting in significant fines for companies and fines and jail time for the employees involved.

Keep in mind that an unlawful agreement on "price" can cover a broad range of agreements among competitors that directly or indirectly affect the price of goods or services. This includes, for example, agreements on price ranges, minimum prices, list prices, advertised prices, pricing formulas, discounts, rebates, profit margins, credit and warranty terms or other terms of sale.

You also should understand that an "agreement" or "understanding" need not be in writing for it to be unlawful. It can be oral or inferred from the conduct of the parties, as in the following examples:

- An informal observation to a competitor about a company's likely future prices;
- Comments to a competitor about the desirability of a whole industry following a price increase; or
- Comments to a competitor about the desirability of ceasing discounts to certain customers.

Those kinds of situations have each been used (along with other circumstantial evidence) to charge companies and individuals with criminal price-fixing. It is for this reason that you should avoid any conduct or activity, formal or informal, from which even an appearance of improper conduct could be drawn.

You should keep in mind that the obligation to scrupulously avoid even an appearance of impropriety applies in business settings, as well as to communications with competitors in casual social settings (golf games, civic events, etc.). There are no off-the-record discussions with competitors. In addition, a supplier in one market may be a competitor in another. Conversations that are wholly appropriate in the context of a supplier relationship may be inappropriate when discussions shift to issues relating to areas of competition.

There are other activities that under certain circumstances might also violate antitrust laws, and should be reviewed by the Legal Department.

Examples include:

- Agreements with suppliers or customers not to do business with others;
- Certain exclusive dealing arrangements;
- Significant differences in prices offered to customers or distributors who compete with each other;

- Charging prices that are below cost in order to drive a competitor out of a market;
- Dictating maximum or minimum resale prices; and
- Selling products or services only on the condition that the buyer also purchases a second product or service.

*Trade groups*

Tradeshows and trade association activities are an important part of conducting business. However, because they provide an opportunity for competitors to meet and discuss common issues, they are also a potential source of anti-competitive agreements. In fact, many government prosecutions for antitrust violations involve activities related to trade groups. As a result, it is important that, whenever you participate in tradeshow or trade association activities, you avoid even the appearance of engaging in improper discussions with our competitors. Under no circumstances should you participate in any discussion with competitors about pricing, price trends, profit margins, bids, terms or conditions of sale, customers, production capacities, marketing or product plans, business strategies or similar topics. If you find yourself involved in such a discussion, object immediately. If the discussion persists, excuse yourself and report the incident to the Legal Department.

*Standards development groups*

The development of industry standards is important to allowing interoperability among products and, when done properly, will enhance competition. Standards development activities, however, should not be misused to exclude the products of competitors from the marketplace. LSI is committed to fair and open standards development activities that invite the participation of all interested parties. When representing LSI in standards development groups, you should avoid discussions that stray from the legitimate topics of the groups. Under no circumstance can you discuss pricing or marketing of products relating to the standards being discussed. You must also avoid any agreements that appear to limit any participant's ability to develop and market products that do not conform to adopted standards.

Because this area of the law is complex and the penalties for violation severe, contact the Legal Department whenever you have questions about the antitrust laws of the countries in which LSI conducts business.

*Question*

Are there specific subjects I should never discuss with competitors?

*Answer*

In general, it is company policy and a legal requirement not to discuss, among other things, prices, profit margins, costs, bids, terms or conditions of sale, sales territories, customer lists, production levels or capacities, inventories, proposed new products or services, marketing plans, division of the market and distribution arrangements.

*Question*

I am going to a tradeshow. Can I go to a competitor's booth?

*Answer*

Yes. You can go to the booth and collect any publicly distributed literature. However, if you talk to the competitor's personnel you should not misrepresent your identity or affiliation, and you must avoid conversations on the subjects listed above.

**We do not use our inside knowledge of LSI's business inappropriately**

Inside information can take many forms, but always includes information that is not available to the general public and that might influence an investor's decision to buy, sell or hold securities in a company. There are laws that prohibit the use of inside information when buying or selling publicly traded securities, including LSI stock. Inside information can include information about financial results or projections, new contracts or products, major organizational changes, acquisition or divestiture plans, or other business plans. It may also involve information affecting a company other than LSI that you learn about as an LSI employee; for example, a supplier that wins or loses a big order from LSI.

You must not buy or sell LSI securities or the securities of another company if you have inside information about LSI or that company until that information becomes public. When you have inside information about LSI or another company, you also may not share that information with anyone else outside the company, including family members or friends, or advise anyone about trading in any securities based on the information.

You also may not engage in any transaction where you may profit from short-term speculative swings in the value of LSI securities such as "short sales" (selling borrowed securities that the seller hopes can be purchased in the future at a lower price). Nor may you trade "put" and "call" options (publicly available "rights" to sell or buy securities in the future at a specified price) on LSI stock because trading those securities may create the appearance of impropriety. In addition, under LSI's Stock Trading Policy, you may be prevented from exercising the option before it expires. Special rules apply to transactions in LSI stock occurring in LSI employee benefit plans (for example, the employee stock

purchase plan). Those rules are explained in greater detail in LSI's Stock Trading Policy. You can find a link to the Stock Trading Policy under "[For Further Information](#)" on page 35.

Because inside information is extremely valuable, handle it just as you would handle other LSI proprietary information. Do not discuss it with family, friends or anyone else. Do not talk about it in public places. Do not discuss it in online forums, including message boards, chat rooms and social networking websites. Do not fax it to unattended machines. Do not e-mail it without taking appropriate security measures. Do not tell others at LSI unless they must know for business reasons. Those restrictions apply not only to the inside information itself, but also to opinions you formulate based on inside information.

If you have questions about inside information, contact the Legal Department.

### **We report financial information accurately and in a timely manner**

The law requires that LSI's accounting, financial and other systems provide accurate and timely reporting of transactions involving company assets. Every accounting or financial record, as well as the underlying support data, must thoroughly and accurately describe the transaction without omission, concealment or falsification of information. In addition, the information must be transferred to the appropriate recipient in a timely fashion. Contact the Corporate Accounting and External Reporting organization if you have questions about financial reporting requirements. If you believe that LSI's accounting policies or any governmental regulations applicable to our financial reporting are not being followed, you should contact LSI Alert.

### **LSI complies with applicable export/import rules and regulations**

International trade laws control the movement of products, services and technology (e.g., technical data) around the world. It is LSI's policy to comply with U.S.-sanctioned laws and regulations, and all applicable export and import laws in the countries where it does business. By addressing trade compliance issues early in the business cycle, LSI ensures its reputation as a reliable vendor, reduces costs and avoids possible shipping delays, fines and penalties.

#### *Exports*

It is LSI's policy to ensure that all export transactions are authorized under applicable laws of the appropriate country or countries. "Export transactions" include:

- Physical shipments of hardware, software or technology (including those carried by hand);
- Electronic transmissions of software or technology; and

- Disclosures of technology in another country or to the nationals of another country, even if they are LSI employees, including by providing documentation or making presentations or demonstrations.

In addition, disclosing technology in the United States to any person (including an LSI employee) who is not a U.S. citizen or permanent resident alien is an export transaction. When necessary, LSI must obtain export licenses from the appropriate government(s) for export transactions. LSI development teams working in different countries should consult the Legal Department to determine whether any legal issues must be addressed if technical or project information is to be shared by employees in different countries.

#### *Imports*

It is LSI's policy to ensure that its products are imported in accordance with the laws of the importing country. Each LSI operation should be fully aware of the laws of the countries into which it imports products, as well as any U.S. export/import restrictions applicable to those countries. Those laws typically require that imported goods be accurately described, classified and valued, and that their country of origin be declared.

#### *Question*

I work in the United States and will be attending a trade show outside the United States. Can I bring demonstration equipment and samples of LSI products with me?

#### *Answer*

Taking LSI technology between countries may raise issues under the export laws of the United States and other countries. Contact a member of the Logistics and Compliance Organization early in your planning for the trip to see whether doing so is permissible and, if so, whether any compliance actions are necessary.

Questions about U.S. export and import control laws should be directed to the Logistics and Compliance Organization or the Legal Department.

#### **We will not violate applicable anti-boycott laws**

The U.S. has laws that regulate how LSI must respond to boycotts enforced by one set of countries against another. If you learn of a boycott request or if you are asked to participate in a boycott in any country, you should consult with the Legal Department.

## **We speak publicly on behalf of LSI only when we have the authority to do so**

As a leading technology company, LSI's opinion on a host of issues is widely respected and is often solicited. Public comments made by identified LSI employees in a variety of contexts such as tradeshows, news media interviews and online "wikis," blogs, message boards and social networking websites may be perceived by outsiders as representing "official LSI positions." Similarly, fax or e-mail communications in which LSI's name appears on the cover sheet, in the letterhead, in a footer or in the employee's e-mail address may be viewed by the recipient as expressing LSI's position, whether intended or not. As a result, you should:

- Not speak on behalf of LSI unless authorized;
- Contact your Public Relations representative before replying to any media inquiries (you can find contact information for your Public Relations representative on [lsi.com](http://lsi.com) under About LSI->Press Room->PR Contacts);
- Be sensitive to situations in which your identity as an LSI employee is known and as a result, you may be viewed as speaking on behalf of LSI. In those situations, you should make it very clear that the views you express are your own and that you do not speak on behalf of LSI; and
- Never publicly disclose LSI's or any third party's confidential information when participating in external forums.

### *Question*

I have been asked to speak at an industry forum. Can I accept the invitation?

### *Answer*

You should consult with your supervisor to determine the appropriateness of accepting the invitation. You must comply with LSI's Publication Approval and Recognition Process. You can find a link to this policy under "[For Further Information](#)" on page 35.

## **We comply with all rules and regulations that apply to sales to government customers**

You must take special care when dealing with government customers. Activities that might be appropriate when working with private-sector customers may be improper and even illegal when dealing with government employees. The same caution should be used when providing goods and services to another customer who, in turn, will deliver the product or service to a government end-user. If you have or propose to work with government customers (e.g., local, state or national) or customers that supply a government entity with

products that incorporate our offerings, special procurement, bribery and other laws may apply and you should discuss these laws with the attorney for your business unit..

The U.S. government has strict rules prohibiting the provision of gifts, entertainment, meals, favors or other things of value to its employees. Those rules also apply to the government's contractors and subcontractors. It is never appropriate to offer or provide gifts or other favors to a U.S. government official, employee or customer, regardless of the value of such gift or favor, unless approved in advance by the Legal Department. If you are directly or indirectly involved in providing products or services to the U.S. government, in certain cases you also may not receive gifts, entertainment, meals or favors from your suppliers.

It is LSI's policy not to offer or provide gifts, entertainment, tips, favors or anything of value (including, in some countries, meals and travel expenses) to a foreign official, foreign political party or foreign political party official or candidate.

Most countries have anti-corruption laws prohibiting or restricting the provision of gifts, entertainment, meals, tips or other things of value to both domestic and foreign officials, including political party officials and candidates for political office or political parties.

For this purpose, a "foreign official" is:

- Any officer or employee of another country's government or any governmental organization;
- Any officer or employee of a public international organization;
- Any person acting in an official capacity for or on behalf of any such entity; or
- Any officer, director or employee of a government-controlled or owned enterprise or company, members of royal families, consultants and others who exercise official influence.

If, in connection with LSI business, you want to provide a gift, meal, entertainment or favor to any of those people, you must obtain prior approval from the Legal Department. The Legal Department can assist you in determining whether your activities are covered by the laws and special rules applicable to dealings with government officials and provide appropriate guidance.

If you do not have a clearance to receive information that has been classified by the United States or a governmental agency as "confidential," "secret," "top secret," or the like, as part of a governmental classification system, you may not accept such information if offered. Report an improper offer promptly to the LSI Ethics Office.

Technical data and technical information about, and the provision of technical services for, LSI's products sold for military applications or sold to a defense contractor may be controlled under U.S. export control laws or regulations. If you have any such information

or data, you should not disclose or release it to, or if you will provide such services you should not provide them for, any foreign national or foreign government, whether or not in the U.S., without first obtaining the approval of the Logistics and Compliance Organization or the Legal Department.

## WORKPLACE PRACTICES

### We work to ensure a safe work environment

LSI is committed to making the work environment safe for its employees and others, and to complying with all applicable laws and regulations relating to occupational health and safety in the workplace. Employees are informed about procedures that are in place to protect them from generally recognized workplace hazards. Dangerous conditions and near miss incidents should be reported immediately so that workplace accidents can be minimized.

To help ensure a safe work environment, LSI prohibits certain activities. Examples include:

- Threatening or violent behavior toward others, including co-workers, customers and suppliers, or even the suggestion of such behavior;
- Possession of firearms, explosives or other weapons anywhere on company property or while conducting company business; and
- Willful destruction of company property or the property of others.

### We recognize and respect the diversity of our colleagues and never engage in discriminatory activity

LSI is committed to providing a work environment that nurtures each employee as an individual and as an important member of the culturally diverse, worldwide LSI team. In keeping with this commitment and our value of mutual respect, LSI is committed to providing a work environment free from discrimination based on race, color, religion, national origin, sex, age, disability, sexual preference or orientation, marital status or any other unlawful factor. This means that we comply with applicable civil rights and employment laws at the local, state and national levels, and do not discriminate unlawfully in any aspect of employment, including recruiting, hiring, compensation, promotion or termination. It also means that LSI does not permit conduct that creates an intimidating or offensive work environment, whether at an LSI location or LSI-sponsored activity. That conduct includes, but is not limited to, derogatory comments or jokes relating to race, sex, ethnicity or sexual preference; sexual advances or inappropriate physical contact; or sexually oriented gestures, pictures, jokes or statements.

If you believe you are the victim of discriminatory or harassing conduct or you have witnessed such conduct directed at a colleague, talk to your supervisor. If that is not appropriate, contact LSI Alert. All complaints will be investigated promptly and without reprisal to the person initiating the investigation. To the extent possible and consistent with LSI's obligations under law and LSI policy, we will maintain the confidentiality of anyone reporting a complaint.

*Question*

My friend just e-mailed me an off-color joke that has been making the rounds on the Internet. May I forward it to select colleagues at LSI?

*Answer*

No. In addition to misusing LSI's corporate assets, depending on the content of the e-mail, forwarding it may violate LSI's policy against harassment in the workplace.

**We encourage open communication and constructive disagreements based on mutual respect**

Open communication helps make our value of mutual respect come alive. It means we give one another accurate and timely information about business issues. We listen to each other and to our customers and suppliers because we believe communication is as much about listening as it is about talking. Differing opinions and expressions of concern are welcome. While we may disagree with one another, we know healthy debate is important. We keep the communications channels open.

When communication takes the form of a concern or complaint, we take that concern or complaint to a supervisor. If the complaint is about the supervisor, or if the supervisor can't solve the problem, we take the matter to higher management or other appropriate persons without fear of reprisal for making known, in good faith, the concern or complaint.

**Illegal drugs have no place at LSI**

LSI is committed to a drug-free workplace. The misuse of drugs, both legal and illegal, while on company premises or business interferes with a safe, healthy and productive work environment and is prohibited. Specifically, LSI prohibits the use, possession, distribution or sale of illegal drugs on its premises, in its vehicles and while conducting LSI business. No employee may conduct LSI business while under the influence of drugs or alcohol.

*Question*

I take painkillers for a knee injury. Does taking the medication while at work violate LSI's substance abuse-free workplace policy?

*Answer*

Drugs taken in accordance with the directions of a medical professional do not constitute a violation of LSI's substance abuse-free workplace policy.

However, if the drugs affect the employee's judgment or performance, the employee should not conduct LSI business.

### **We respect the privacy of employee records**

LSI recognizes that privacy is important to each of us. The company therefore maintains only those employee records required for business, legal or contractual reasons, and limits access to and knowledge of those records to people who need the information for legitimate business or legal purposes.

If you have access to personal information about co-workers, take precautions to ensure it isn't misused or improperly disclosed. In addition, observe all applicable laws regarding employee information, including those regarding information gathering, requiring maintenance of records for a specific time and at a specific location, and those limiting the movement of personal data across national borders.

### **We maintain complete and accurate records and retain records in accordance with LSI's document retention guidelines**

Accurate and complete records are critical in meeting LSI's financial, legal and management obligations, as well as in fulfilling our obligations to customers, suppliers, stockholders, employees, government agencies and others. Company records include employee and payroll records, vouchers, bills, time reports, billing records, measurement, performance and production records and other essential data.

To protect company records:

- Prepare records accurately and completely;
- Sign only records that are accurate and complete;
- Retain records, both hard copy and electronic, according to legal requirements and LSI's records retention policy (see "[For Further Information](#)" on page 35 for information about how to find the records retention policy); and
- Disclose records only as authorized by company policy or as directed by the Legal Department.

Questions about protecting or releasing company records should be directed to the Quality organization.

*Question*

Do I need to save prior drafts of documents that I create?

*Answer*

Unless the Legal Department has directed you otherwise or unless you believe there is a business need to retain a record of how a document evolved, there is no need to retain draft versions. This applies to documents stored electronically and in hard copy.

**During work hours, we focus on LSI and work to best represent LSI**

We are honest with our work time because others count on each of us to do our share in making the consistent delivery of superior LSI products the hallmark of our business. We also are constantly aware that during work hours we are representatives of LSI and that others will judge our actions as a reflection on LSI as a whole.

*Question*

If I have an emergency at home, can I use a company phone?

*Answer*

It is generally acceptable for employees to make and receive important personal calls as long as they're infrequent, brief and don't interfere with the normal flow of business activities.

**We are accountable for our commitments**

Our co-workers, customers and others depend on us to take responsibility for what we say and do. If we make commitments, we keep them. If we are going to be absent from work or cannot meet a commitment, we promptly tell our supervisors so commitments to customers and others can be met.

## INTERACTIONS WITH OUR COMMUNITIES

### **LSI encourages employees to participate in community activities and contribute to the communities where we live and work**

Employees should ensure, however, that no conflict of interest, either actual or potential, exists between their LSI employment and duties in public or civic affairs, whether elective or appointed, paid or voluntary.

For example, sometimes employees who perform public service or hold an elected or appointed position are asked to make decisions that might affect LSI such as voting on a land use ordinance that involves LSI real estate. If you find yourself in this situation, consult the Legal Department or, if time doesn't permit, abstain from the vote.

All donations on behalf of LSI, whether in cash or in kind, must be approved in accordance with LSI's Approval Matrices. For assistance with donations, contact the Corporate Marketing group.

Outside the United States, LSI's regional procedures must be followed and special care should be taken to ensure that the donation is being made to an organization that is recognized as a charity under the laws of that country and that the organization is not controlled or influenced by a government official.

Failure to follow those procedures could violate U.S. law and LSI policy. In addition, if the donation is in any way related to a bid or other LSI business, you should obtain approval from the Legal Department before making or authorizing the charitable donation.

### **LSI generally does not contribute company funds or assets to political parties or candidates for political office**

In the United States, LSI does not contribute, directly or indirectly, company funds or assets to political parties or candidates for political office. No Director, employee or agent can offer, make or approve such contributions on behalf of the company. In other countries, no contributions to political parties or candidates for political office may be made on behalf of LSI unless the contribution is legal under both U.S. and local law, and you have the prior written approval of the Legal Department and your Executive Leadership Team member.

Directors and employees worldwide are prohibited from using their positions with LSI or LSI's assets to attempt to influence the personal decisions of others to contribute to or otherwise support political parties or candidates.

Any questions involving political contributions should be directed to the Legal Department.

## FOR FURTHER INFORMATION

### Where to find the policies referred to in the *Standards of Business Conduct*

Click on the name of any policy below to see the policy.

<a href="#">Approval matrices</a>	<a href="#">Stock trading policy</a>
<a href="#">Publication Approval and Recognition Process</a>	<a href="#">Substance Abuse Free Workplace Policy</a>
Records retention policy-Click on the appropriate link at the <a href="#">Records Management website</a>	<a href="#">Worldwide EH&amp;S Policy</a>
<a href="#">Serving on outside boards</a>	EH&S Worldwide Standards-Click on the appropriate link at the <a href="#">EH&amp;S website</a>

### How to contact organizations mentioned in the *Standards of Business Conduct*

<i>Organization</i>	<i>E-mail or web address</i>	<i>Telephone</i>
Corporate Accounting and External Reporting		+1-408-433-4274
Corporate Communications		+1-408-433-4111
Corporate Marketing		+1-408-433-4111
Environmental, Health and Safety Assurance	<a href="mailto:ehs@lsi.com">ehs@lsi.com</a>	+1-610-712-2347 For emergencies, contact LSI Alert
Global Procurement		+1-610-712-5727
Intellectual Property Law Group		+1-610-712-7512
Legal Department		+1-610-712-6546
Logistics and Compliance		+1-610-712-7232
LSI Alert	<a href="http://alert.lsi.com">http://alert.lsi.com</a>	+1-866-243-7330 If you are not in the United States, you can call toll-free by accessing <a href="#">AT&amp;T's "USA Direct" service</a> and then dialing 1-866-243-7330. You can find instructions for this service at <a href="http://www.att.com/traveler">http://www.att.com/traveler</a> .
LSI Ethics Office	<a href="mailto:ethics@lsi.com">ethics@lsi.com</a>	+1-610-712-6546
Quality		+1-610-712-8027
Security		+1-610-712-8646
Treasury-Asset Disposal		+1-610-712-5452

## Index

- Advice, seeking, II
- Agents, 2
- Antitrust, 21
- Approval Matrices, 12, 35
- Boards, outside
  - Requirements before serving on, 18, 35
- Community Service, 34
- Confidential Information, 12
- Conflicts of Interest, 17
  - Advice, seeking, 17
- Contact Information, 35
- Copyrights, 15
- Discrimination, 30
- Document Retention Policy, 32, 35
- Donations, 34
- Drugs, 31
- E-mail, 16
- Entertainment
  - Accepting, 18
  - Giving, 5
- Environment, Health and Safety Goals, 9
- Exports, 25
- Frequent Flyer Miles, 11
- Gifts
  - Accepting, 18
  - Giving, 5
- Imports, 25
- Insider Trading, 24, 35
- Intellectual Property, 15
- Use of IP owned by others, 8
- Internet Use, 16
- Investigations, 21
- Investing in Other Companies, 17
- Loans, 18
- Marketing, 4
- Patents, 15
- Policies
  - Where to find on the web, 35
- Political Contributions, 34
- Privacy
  - Employee records, 32
- Public Disclosure, 4
- Publication Clearance Policy, 27, 35
- Retention of Documents, 32, 35
- Safeguarding Assets, 11, 15
- Service Marks, 15
- Stock Trading Policy, 25, 35
- Substance Abuse-free Workplace Policy, 31, 35
- Supervisor Responsibilities, 1
- Trade Secrets, 15
- Trademarks, 15
- Violations
  - Reporting, II, 21
- Waivers, 3
- Weapons, prohibition on, 30
- Worldwide EH&S Policy, 9, 35
- Worldwide EH&S Standards, 9, 35