Global Code of Conduct

Western Digital
This Code of Conduct sets behavioral expectations for all employees of Western Digital. It can be summarized in these 3 obligations:

- **Be informed and speak up**: read the Code of Conduct, report any breaches, misses, or concerns, and when in doubt ask for guidance.

- **Be open and transparent**: declare any conflicts of interest promptly, and support investigations and audits.

- **Be honest and play fair**: don't give or receive bribes or kickbacks, respect and guard intellectual property belonging to the Company or others, keep accurate books and records, understand and follow competition laws, and respect privacy rights.
Dear Fellow Employees,
At Western Digital, we pride ourselves on being honest and ethical in everything we do. We believe honesty and integrity are critical to our success, and each of us shares responsibility for helping to safeguard our Company's valuable reputation.

The Western Digital Code of Conduct is a valuable resource to help each of us understand our ethical and legal obligations to each other, our business partners, company, industry, and community. This Code focuses on providing guidance for the core issues that you may face on the job. We have not attempted to address every possible decision you may have to make in your day-to-day work. Instead, this Code provides you with the foundation of how to think through some of those tough decisions. Think of it as your ethical guide for all you do at Western Digital.

Each of us is personally responsible for compliance with laws, as well as behaving ethically in all of our business dealings. Every one of us is expected to understand, honor and uphold this Code. That's why I ask each of you to review and personally commit to its principles and policies. Leaders in our Company have the added responsibility of setting the right example for their team members and creating an open and honest environment where discussions of tough ethical or compliance issues are welcomed.

Finally, we all have an obligation to speak up if we see something that doesn't seem right. You can speak with your manager, Human Resources, Legal or the Ethics Hotline. Rest assured that Western Digital takes all concerns seriously and absolutely prohibits retaliating against anyone for raising an ethics or compliance concern in good faith.

Thank you for your personal commitment to ethics and compliance. Your commitment is critical to the ongoing success of our business.

Regards,

Stephen D. Milligan
Chief Executive Officer
Western Digital Corporation
Our Code of Conduct
Introduction to our Code

Why do we have the Code?
In today's complex business environment, we encounter difficult decisions that could impact the Company and you. This Code gives all of us a common set of guidelines to help us think through these difficult decisions.

Who must follow the Code?
Employees at all levels and all locations of the Company (including WD and HGST, and their subsidiaries), as well as officers and directors, are responsible for following our Code and all Company policies. We all have a responsibility to know the Code, Company policies, and the laws that apply to the work we do. Additional policies and other resources are referenced throughout this Code to provide further information and clarification on particular topics. We also expect our suppliers, agents, distributors, business partners, consultants, licensees, contractors, and service providers to follow these same principles.
Do managers have any additional responsibilities?

If you are a manager, ethical behavior starts with you. As leaders within the Company, managers are expected to set the right example and create an open environment for discussing and reinforcing ethical behaviors and compliance with this Code, Company policy, and the law. Leading by example is the best way to inspire ethical behavior in others. It means:

• Fostering an environment where employees are comfortable asking questions and raising concerns without fear of retaliation

• Taking any reports of potential misconduct seriously and handling them appropriately

• Directing employees to the appropriate policy or guideline when questions or issues come up

• Being accountable and holding others accountable for complying with our Code

• Ensuring that employees receive and complete all necessary ethics and compliance training

• Recognizing those who exhibit outstanding ethical behavior

Is the Code all I have to know and comply with?

No. The Company has additional policies and procedures addressing particular situations. Individual job sites or departments may implement additional policies that apply to you. You must know and follow those policies in addition to the Code. You must also know and comply with the laws and regulations needed to perform your job. When in doubt, refer to Company policies or seek guidance from your manager or the Legal Department.
Asking questions and raising concerns

How can I make the best ethical decision?

If you are ever in a situation where you are not sure if you should take a certain action, ask yourself these questions:

1. Would I want my manager to see me taking this action?
2. Would I want members of my family to know that I took this action?
3. Would I want my actions to be published in the newspaper or posted on the internet?
4. Will I feel at peace with my decision to take this action?

If you answered “no” to any of those questions, you probably should not take the action you are considering. If you are ever unclear about the best course of action, seek direction from your manager or one of the Company resources listed on the next page.

What if I have a concern about something going on at the Company?

We all have an obligation to speak up if we see something that doesn’t look right. By raising questions and concerns we help bring issues to light, allowing managers, supervisors, and other Company leaders to solve problems quickly. If you have concerns about a situation that might be a legal violation, unethical conduct, or a violation of this Code or other policy, you should report it to one of the resources listed on the next page.
Where do I go with my questions or concerns?

Your manager is usually in the best position to respond to your concern. In addition, there are a number of other resources available to you that can offer guidance in a difficult situation:

- An executive or another manager you trust
- Human Resources
- The Ethics and Compliance Department (compliance@wdc.com)
- The Legal Department
- The Ethics Hotline, which is anonymous and available 24 hours a day at www.WDChotline.com.
- You can also call the local phone numbers listed on the Company intranet.

You should feel free to make reports through whichever of the above resources makes you the most comfortable.
What happens after I raise my concern?

The Company takes all ethics and compliance concerns seriously. We make every effort to investigate all concerns completely and consistently. If the investigation reveals that misconduct has occurred, we will work to correct the situation and take action to prevent it from happening again. In addition, anyone found to have violated the Code or a Company policy is subject to discipline, which could include termination of employment.

Will I be punished for raising a concern?

No. Our Company will not tolerate acts of retaliation against anyone who, in good faith, reports a possible violation or participates in an investigation. We are committed to creating an atmosphere of non-retaliation, where each of us feels comfortable speaking up about concerns. You can always speak up about any suspected violation of this Code, Company policy, or the law without fear of retaliation or any negative impact on your employment.

Acting in good faith means that your report is sincere and honest, regardless of the outcome. In other words, it does not matter whether your report turns out to be true, but you must deliver it with good intentions.

Retaliating against a person for making a report or participating in an investigation will result in disciplinary action against the person who retaliated.
Our Workplace
Treating each other with dignity and respect

It is vital that we treat everyone with dignity and respect. We achieve our best results in an open environment where each of us feels comfortable voicing our ideas and concerns.

**Embracing diversity and equal opportunity**

As employees, we represent a wide range of backgrounds. When we make employment related decisions such as hiring, promotions, and compensation, we do so based solely on an employee’s performance, skills and abilities. We do not allow an employee’s legally-protected status to impact our decisions (for example: race, color, ancestry, religion, sex, gender, age, national origin, sexual orientation, medical condition, marital status, and veteran status are legally protected characteristics in the United States).

**Preventing and reporting harassment**

Our Company does not tolerate any form of harassment, including sexual harassment. We define harassment as any unwelcome verbal, visual, or physical conduct that creates an intimidating, offensive, or hostile working environment. We also do not tolerate harassment from our suppliers, visitors, business partners, customers, or any third party.
Examples of harassment include:

- Bullying
- Derogatory references, slurs, or “name calling”
- Unwanted advances, sexually suggestive comments, inappropriate touching, or requests for sexual favors
- Offensive comments, jokes, or pictures related to personal characteristics

Any incidents of harassment should be put to a stop immediately. If you experience or witness harassment, you should take action. You may be able to resolve the issue simply by speaking with the other person and asking him or her to stop. However, if you are uncomfortable with doing so, or if the harassment continues, you should bring the situation to the attention of your manager or a Human Resources representative. Keep in mind that the Company will not tolerate retaliation against you for making a report in good faith.

Question:
Padma is tired of hearing her co-workers make jokes about “people from India getting all the engineering jobs.” Although Padma laughed at first, the jokes are now making her uncomfortable. What should Padma do?

Answer:
Padma should not tolerate the jokes. She can speak to her co-workers directly if she is comfortable. Or she can talk to a manager or Human Resource representative. She may also raise her concerns through the Ethics Hotline.
Keeping our workplace safe

Our Company is committed to the development and implementation of effective safety and wellness programs that focus not only on accident prevention, but also on employee productivity and morale.
We each must remember to:

• Follow site safety rules
• Use necessary safety equipment
• Report actual or potential safety hazards

Remember: Our work is never so urgent or important that we cannot do it safely!

Question:
Chang is under pressure to repair a heavy piece of equipment that is holding up the production line. It requires two employees to move the equipment safely, but it will take 30 minutes to get another co-worker to come help. Chang thinks he can probably lift it by himself. What should Chang do?

Answer:
Chang should wait for his co-worker to come help. If Chang tries to do it alone, he could injure himself and damage the equipment, both of which will cost the Company time and money. Chang should wait and follow the safety rules to protect both himself and the Company.
Preventing and reporting workplace violence

The Company has a strict policy against threatening or committing any act of violence in the workplace, while on duty, while on Company-related business, or while operating any vehicle or equipment owned or leased by the Company. Additionally, it is never appropriate to even joke about workplace violence.

If you believe that you or others are in immediate life-threatening or physical danger from a threat of workplace violence, contact the local police immediately. You should also notify Security, your manager, and Human Resources when it is safe to do so. Also, if you have any concerns about potential workplace violence, someone has threatened you, or you observe someone behaving in a manner that causes you concern for your safety or the safety of others, you should report your concern immediately.

Avoiding drug and alcohol abuse in the workplace

Our Company maintains a zero-tolerance policy regarding drug and alcohol abuse while on Company property or when conducting Company business. Illegal drugs are prohibited in the workplace, and we must never work while intoxicated or under the influence of illegal drugs or misused prescription medications.
Protecting our confidential information

In today's highly competitive global marketplace, one of our Company's greatest assets is our confidential information. Confidential information is any information that is not available to the public. Protecting our confidential information can mean the difference between success and failure.
Some examples of confidential information are:

- Company research and development, such as inventions, patent applications, and engineering and lab notebooks
- Customer, supplier, and employee information
- Manufacturing processes and know-how
- Business strategies, unannounced products or services, marketing plans, pricing, and financial data
- Information about products or services, including product specifications and designs
- Organizational information

Our Company could be put at a competitive disadvantage if others were to receive our confidential information without authorization.

We are each responsible for ensuring that confidential information in our possession is protected from theft, damage, unauthorized disclosure, or inappropriate use. Always store such information in a safe place and follow security procedures for the computer systems you use.

When dealing with a supplier, customer, or other business partner, never disclose confidential information unless a non-disclosure agreement is in place. You should not discuss confidential information with anyone who doesn't have a business need to know it. 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, restaurants, and at industry-related events such as trade shows. For more information, please see our detailed policy on confidential information.
Respecting the intellectual property rights of others

Just as we expect others to respect our confidential information and intellectual property, we must respect the intellectual property rights of others.

Customer and other business partner information

Customers, suppliers, and other business partners disclose confidential information to our Company for business purposes. We are the custodians of such information and must protect and maintain its confidentiality. You should treat it with the same level of care required for handling the Company’s confidential information.

Third-party information

We do not knowingly use the intellectual property of any third party without permission or legal right. If you are told or suspect that the Company may be infringing another’s intellectual property, including patents, copyrights, trademarks, or trade secrets owned by a third party, you should contact the Legal Department.

If you come into possession of any third-party information that is potentially confidential, a trade secret, or other protected intellectual property (including that of a competitor) and you are uncertain whether our Company or your division within the Company has the right to obtain or use such information, you should contact the Legal Department.

For example, if anyone (such as a customer, supplier, or employee) provides you with documents or communications that appear to contain third-party confidential information and you are unsure whether our Company or your division within the Company has the right to use such
information, you should decline to receive the documents or information (if possible) and immediately contact the Legal Department. Similarly, if anyone provides you with a non-public competitor product or component prototype and you are unsure whether the Company or your division within the Company has the right to possess or use it, contact the Legal Department immediately.

**Question:**

Vincent's colleague hands him a hard drive for testing and says he got it from a “friend.” The drive is marked with a competitor's label that reads “Customer Test Unit: Subject to a Non-Disclosure Agreement; Not for Sale.” Should Vincent run tests on the drive?

**Answer:**

No. Vincent should not perform any tests or analysis on the drive and should immediately contact the Legal Department for help. The hard drive may contain our competitor's trade secrets or other confidential information and testing or reverse engineering the drive could expose Vincent and the Company to legal liability.

For more information about competitor confidential information, please see our detailed policy.
Open source software

Open source software is software for which the source code is available under a free software or open source license. Before using, modifying, or distributing any open source software for Company infrastructure or as part of a Company product or service development effort, you must review the Company’s detailed policy on Open Source Software.

Copyright-protected content

You should never use or copy software, music, images, videos, publications or other copyright protected content at work or for business purposes unless you or the Company are legally permitted to use or make copies of the protected content. You should not use the Company’s facilities or equipment to make or store unauthorized copies.

Obtaining and using business intelligence

Our Company legitimately collects information on customers and markets in which we operate. We do not seek business intelligence by illegal or unethical means. You may not contact competitors for the purpose of obtaining business intelligence. Sometimes information is obtained accidentally or is provided to us by unknown sources. In such cases, it may be unethical to use the information, and you should immediately contact your manager or the Legal Department to determine how to proceed.
Respecting the Company’s property and resources

Our Company's ability to create high-quality products and provide high-quality services depends on our careful use of many kinds of resources. You must not misuse or use for personal gain our Company's resources. Our Company's resources includes its facilities, electronic equipment, funds (including credit cards), equipment, products, machinery, intellectual property, technologies, and vehicles. We all have a responsibility to protect these assets from theft, damage, and misuse. Our work time is also considered to be a Company resource, and should be treated with the same care.

Respecting employee privacy

The Company respects employee privacy and will protect all personal and confidential employee information that the Company collects for legal or operating purposes. Those of us with access to personal employee information, such as government-issued identification numbers or medical records, must comply with all applicable privacy and data protection policies and laws regarding the collection, use, and disclosure of that information.

While the Company respects our privacy, it does reserve the right to inspect Company facilities and property, including computers, telephone records, lockers, emails, files, business documents, offices, and work stations. Unless otherwise protected by applicable law, we should not expect privacy when using Company-provided services or equipment.
Avoiding conflicts of interest

Conflicts of interest are situations in which our personal interests could detract from our ability to perform our jobs without bias or interference. On the job or in your free time, nothing you do should conflict with your responsibilities to the Company. No activity at work or at home should hurt the Company’s reputation or good name. Misusing the Company’s resources or influence is also prohibited. Even when nothing wrong is intended, the appearance of a conflict of interest can have negative effects. It is crucial to consider how your actions might appear, and to avoid the appearance of a conflict of interest.

We all have a duty to avoid outside interests, investments, or associations that could interfere with our objectivity and our obligation to serve the best interests of the Company. If you have an outside interest, financial activity, or relationship that may present a conflict of interest (or the appearance of one), you must disclose it in writing to your manager and the Ethics and Compliance Department.

The Company can usually take steps to resolve conflicts of interest, as long as it learns of them promptly. When in doubt, you should discuss the situation with your manager and err on the side of disclosing. Failing to disclose or hiding a conflict of interest is a violation of Company policy.

It is not possible to specify all activities that may give rise to a conflict of interest (or the appearance of one) in this Code. However, the following sections reflect some of the more common situations in which conflicts arise.

Respecting the Company’s opportunities

You should never take for yourself (or your family members) any business or investment opportunity presented to the Company during the course of your employment. You have a duty to help evaluate and pursue all opportunities solely on behalf of the Company.
Avoiding outside relationships with the Company

If you (or a family member) have a financial interest in one of our Company’s suppliers, customers, business partners or competitors, you may have a conflict of interest. Likewise, if you (or a family member) work for one of our Company’s suppliers, customers, business partners or competitors, you may have a conflict of interest. You should promptly disclose all such situations to your manager and the Ethics and Compliance Department.

Handling personal relationships in the workplace

When two employees have a family or romantic relationship—especially if there is also a reporting relationship—there can appear to be favoritism or preferential treatment at work. You should never be in a position where you have decision-making authority over a family member or significant other, or vice-versa. Additionally, managers must not have romantic relationships with their reports and must promptly disclose such a relationship if one develops.

Question:

Gina is a head development engineer in San Jose. Her cousin owns a company that supplies raw materials to a Western Digital subsidiary in Thailand. Is that a prohibited conflict of interest?

Answer:

This is not explicitly prohibited, but the Company's conflict of interest policy requires that Gina disclose the relationship to the Company, and that she not attempt to influence the Company's business with her cousin.
Using social media appropriately

It is important to avoid disclosing or misusing the Company’s confidential information or intellectual property when participating in social media. You are responsible for knowing and following our detailed policy on social media.
Our Business Practices
Each of us must make every effort to deal fairly with our Company’s customers, suppliers, representatives, and competitors. No one should take unlawful and unfair advantage of our customers, suppliers, representatives, or competitors through manipulation, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing.
Dealing fairly with customers

Communicating truthfully and accurately about our products and services is an essential part of our commitment to our customers. We must all be sure that our marketing materials are accurate and complete and our contracts are negotiated in good faith.

Choosing our business partners carefully

Another way we help to provide quality services and products to our customers is by conducting proper due diligence and choosing our suppliers, contractors, agents, consultants, and other business partners carefully and fairly. Our Company takes great care in our partnering decisions. We aim to do business only with business partners who meet our high standards of ethical behavior and quality. If you have reason to believe that a business partner has failed to meet our ethical standards or provide quality products and/or services, let your manager know immediately. For more details, please see our detailed policies on procurement.
Avoiding corrupt activities

Our Company earns its business based upon the merits of our products, services, and people. Therefore, we never offer or accept money, favors, gifts, or anything else to obtain or retain business or influence a decision. Such payments or favors may be considered bribery, and likely violate the laws of the United States and other countries where we do business. Please see our detailed policy about anti-bribery and corruption for more information about the topics covered in this section.

No bribes

Our Company's policy is simple: we do not give or receive bribes.

A bribe can be anything of value that is given or offered to improperly influence the recipient's actions. This may include cash, gift cards, travel, or goods, as well as intangible favors like offers to hire a family member, contributions to someone's favorite charity, or offering the use of vacation homes.

An improper payment or benefit to gain advantage is never acceptable and exposes you and the Company to possible criminal prosecution, civil fines, and penalties. The Company expressly prohibits improper payments in all business dealings, in every country around the world, with governments or the private sector.

Some anti-corruption laws focus on bribery of government officials. However, our Company's commitment to doing business fairly and transparently applies to all of our business relationships, regardless of whether we are interacting with government officials or our commercial partners.
Third Parties

Third parties who perform services on our behalf or sell our products (for example, distributors, freight forwarders, logistics providers, consultants, sales representatives, agents, and product promoters) must comply with this policy and all relevant anti-bribery laws. This is very important, as their improper actions could be attributed to the Company.

In managing these relationships, we must all be aware of the warning signs that could indicate a third party is engaging in improper conduct. When engaging with existing or potential third parties, look out for...

- Background information such as:
  - Allegations of improper business practices
  - Reputation for bribes
  - Family or other relationships with a government official

- Requests for special rebates or incentives to win government contracts

- Demands to receive payments before the decision to award business

- Suggestions to direct business through specific representatives due to a "special relationship"

- Requests to make payment to a country or name not related to the transaction

- Commissions or requests for payment that are disproportionate to the services provided

If you observe such warning signs or have any suspicion that a third party with whom we do business is engaging in bribery or other improper conduct, you should immediately report it to the Legal Department.

Remember: It is never acceptable to look the other way. Help the Company and yourself by speaking up.
Interacting with government officials

Our Company has specific requirements for interacting with government officials. One such requirement is that certain types of gifts, meals and entertainment of government officials require prior approval by the Ethics and Compliance Department.

If you interact with government officials, you need to know and follow our detailed policy about Anti-Corruption, as well as our detailed policy on Business Courtesies. You should also notify the Ethics and Compliance Department that you interact with government officials as part of your job duties, so that you can be provided with additional training and guidance to protect you and the Company.

Keep in mind that government officials do not have to be high-ranking officials, but include any employee of any government entity (federal, state, or local), the judiciary, the military, as well as employees of private companies that are state-owned or state-controlled. For example, government officials include police, firefighters, customs agents, immigration officers, and tax officials, as well as employees of companies that are state-owned or state-controlled.

Remember: Check if you need to get prior approval of gifts, meals, and entertainment from the Ethics and Compliance Department before providing them to government officials.

Avoiding facilitating payments

A facilitating payment is a small payment made to a government official to secure or expedite standard government services such as processing permits or providing utility services. In many countries these payments qualify as bribes, and it is our Company’s policy not to pay them. In most cases, facilitating payments can be avoided by adequate advanced planning and preparation.
Handling threats to personal safety and coercion

If a situation arises where you feel threatened and therefore, in your best judgment, have to make a payment to avoid putting your life, health, safety, or liberty in jeopardy, you should take the actions necessary to protect yourself. Once the threat has passed, immediately notify your manager and the Ethics and Compliance Department.

In some situations government officials may pressure, coerce, or manipulate employees into making inappropriate payments. If this occurs, notify your manager and the Ethics and Compliance Department, and accurately record the payment and circumstances surrounding it in your expense report.

Avoiding kickbacks

Kickbacks are a form of bribery. A kickback is when you receive some of the money from a transaction, such as the purchase of goods from a vendor, given back to you as a reward for helping make the transaction happen. It is also considered a kickback when an employee receives some kind of compensation or benefit from a vendor in exchange for favoring that vendor in the selection process.

Question:

Nadia gets a call from Yong, a vendor who she has worked with in the past. Yong is upset because he believes that a competing company won a new contract with our Company because they were willing to throw in a kickback for their contract with our Company. How should Nadia handle the situation?

Answer:

Nadia can assure Yong that kickbacks are against our Company's policy and refer Yong to the Company's Ethics Hotline to report his concern. Nadia should also raise the issue with her manager and the Ethics and Compliance Department so that the situation can be properly reviewed.
Giving and receiving gifts and entertainment

Exchanging gifts and entertainment with our business partners can foster a cordial business relationship. However, we must ensure that these courtesies are always professional and appropriate.

Generally, we may offer, provide, or accept a gift, meal or entertainment as long as it complies with all of the following mandatory principles:

• It is not intended to influence a business decision or give the appearance of influencing a business decision
• It is permitted by local law and the recipient’s company policies
• It is consistent with local industry and business practices
• It is not cash or cash equivalent
• The value is reasonable and appropriate to the recipient’s position and to the occasion so that it does not create the appearance of impropriety and could not reasonably be misconstrued by the recipient or others as a bribe
• The frequency of hospitality provided to the same recipient would not raise an appearance of impropriety
• It is recorded fairly and accurately in the Company’s books and records
• It conforms to all corporate and business policies, such as corporate and local finance policies, that may apply
• It has received all necessary internal approvals, as may be required

Also, keep in mind that there are additional considerations and requirements that apply to providing gifts and entertainment to government officials, including the need to obtain prior approval for such business courtesies in certain circumstances.

If you are in a position that requires providing gifts or entertainment to third parties, whether to commercial business partners or government officials, you need to know and follow our detailed policy about providing business courtesies.
What is the difference between gifts and entertainment?

A gift is anything that the recipient would consider to be valuable, including cash, goods, gift certificates, favors, services, use of vacation homes, personal loans, or promises to do something in the future.

Entertainment includes travel, hotel accommodations, meals, and cultural or sporting events that we attend with a customer or business partner. Tickets for an event are considered to be a gift if the provider of the tickets does not accompany the recipient to the event.
Cindy just landed a new customer who is a huge sports fan. To celebrate the new relationship, Cindy wants to treat him and his team to dinner at a nice restaurant. She also plans on giving him tickets for four premium front-row seats at an upcoming sporting event, which Cindy won't be able to attend. Are Cindy's plans appropriate?

Question:
Cindy just landed a new customer who is a huge sports fan. To celebrate the new relationship, Cindy wants to treat him and his team to dinner at a nice restaurant. She also plans on giving him tickets for four premium front-row seats at an upcoming sporting event, which Cindy won't be able to attend. Are Cindy's plans appropriate?

Answer:
Cindy’s dinner plans are a good idea as long as the restaurant is reasonably priced. However, the tickets are a gift since Cindy can't attend. And since they are for premium, front-row seats to a popular sporting event, most likely they are too expensive to give as a gift—even if they don't cost Cindy anything. Cindy should plan for dinner only.
Receiving gifts and entertainment

Customers or suppliers may offer gifts or entertainment as part of fostering a business relationship. In general, it is permissible to accept modest gifts or entertainment, but lavish or frequent gifts or entertainment should be avoided.

It is often difficult to distinguish between modest and lavish gifts and entertainment. As a general rule, you should not accept gifts or entertainment that you would not be permitted to give under our policies.

Also, you may not accept a gift if you are involved in any stage of a procurement process with the person or entity that is offering the gift. If you believe that an offer of a gift or entertainment is an attempt to influence a pending decision relating to the person or entity offering the gift or entertainment, you must decline the offer.

Certain departments, such as Procurement, may have more restrictive gift and entertainment policies that prohibit receiving gifts or entertainment altogether. If you are in such a department, you must follow the stricter policies.

If you are ever unsure if a gift or entertainment is acceptable, consult with your manager or the Ethics and Compliance Department.
Competing fairly

We are committed to treating our competitors fairly. While we may compare our competitors’ products with our own, we do not unfairly disparage them. Further, when our Company hires an employee who has worked for a competitor or other third party, we respect that the new employee is not allowed to share confidential information about the previous employer.

Our ethical obligations with regard to our competitors also include legal obligations that protect competition. Competition or antitrust laws are designed to promote competition for the benefit of consumers. These laws prohibit agreements or understandings among competitors that undermine competition; regulate the behavior of dominant companies; and require prior review and in some instances clearance for mergers, acquisitions, and certain other transactions in order to prevent transactions that would substantially reduce competition.

Here are a few common examples of illegal anti-competitive behavior:

- Price fixing: competitors agree to charge a certain price for certain products or services
- Restricting output: competitors agree to limit output
- Bid rigging: competitors agree to bid in a way that allows a certain bidder to win the bid
- Dividing or allocating markets, territories, or shippers: competitors agree to limit their sales presence so that each company can be the only available choice for buyers in a given market

If one of our competitors tries to discuss any of these topics with you, stop the conversation immediately and report the situation to the Legal Department.
We must also avoid any agreements that improperly bundle products, illegally fix resale prices, or boycott particular customers. Keep in mind that these types of agreements do not have to be formal or written to be illegal—in informal handshake agreements or handwritten notes on a cocktail napkin may also violate competition laws. Also, an offer to collude, even if not accepted, may be illegal.

Be particularly cautious if you attend trade events, seminars, or industry conferences. Never discuss business or competitive information with our competitors. If you become aware of any questionable incidents, report them to your manager and the Legal Department immediately. For more details, see our detailed policy about antitrust and fair competition.

**Question:**

Erik runs into his old friend Allison at a sales conference and discovers that she now works for one of our competitors. It turns out that they both cover the same sales area, and Allison suggests that they raise prices the same amount so both companies can make more money without losing any customers. What should Erik do?

**Answer:**

Erik needs to stop the conversation at once and immediately inform his friend that this is not an appropriate conversation. He should also immediately report the situation to his manager and the Legal Department. Remember, an informal understanding between Erik and Allison—or even Erik's failure to stop the conversation—could result in a criminal penalty under antitrust laws.
Complying with global trade regulations

As a global company, we engage in trade activities every day. Many countries or regions have complex laws related to trade activities. A common misperception is that trade activities only involve the import or export of products, software, or technology from one country to another. However, trade activities can include many other things, such as:

- Hiring someone from one country to work on our Company's technology in another country
- Hand-carrying prototypes or samples across international borders to our customers
- Sending schematics or drawings across international borders to our customers

If you are involved in any trade activity, you are expected to understand and comply with all applicable trade regulations. If you are unsure about a particular transaction or any other activity, contact the Trade Compliance team for guidance at GlobalTradeCompliance@wdc.com. For more information, please see our detailed policy about complying with global trade regulations.

Screening our business partners

In complying with trade regulations, it is important that we ensure we are not conducting business in countries, or with individuals or companies, where a law says we cannot. Our Company has developed and maintains robust processes to regulate our shipping activity and to screen our business partners. It is important that each of us understands and follows these processes.
**Following anti-boycott laws**

We are responsible for complying with anti-boycott laws. This means our Company will not cooperate with any restrictive trade practice or boycott that is prohibited under United States or applicable local laws. You may encounter requests to participate in these types of boycotts. These requests may come in the form of shipping documents, purchase orders, contracts, or letters of credit. If you are asked to support or participate in a boycott, report the situation to the Legal Department immediately.

**Complying with global privacy laws**

A growing number of countries are more stringently regulating the collection and use of consumers' “personal data” (names, home and work contact information, and other personally identifiable information). In addition, many countries regulate personal data of company representatives in business-to-business transactions. A few countries even regulate the privacy of information relating to corporations.

We are committed to handling personal data responsibly and in compliance with applicable privacy laws. For more information, please see our detailed policy relating to data privacy or email our Privacy Officer at privacy@wdc.com.
Avoiding money laundering situations

Money laundering is an attempt to hide money obtained through illegal activities, or an attempt to make that money appear legal. People involved in illegal drugs, terrorism, or fraud often try to engage in money laundering activities. It is vital that we work to prevent money laundering by conducting appropriate due diligence on our business partners, monitoring their activities, and reporting any suspicious activities.

Examples of suspicious activity include a request to pay in cash, a single payment being split into multiple transactions, the use of offshore bank accounts, or other unusual methods of payment. Money laundering and anti-terrorism issues can be complicated. If you encounter any transaction that doesn’t seem right, please contact the Legal Department.
Our Shareholders
Avoiding insider trading and tipping

In the course of your work, you are likely to have information about our Company that is not available to the public. You may also come across non-public information about our customers, suppliers, or other publicly-traded companies. If this information is material, meaning that it would likely have an impact on someone's decision to buy, sell, or hold securities (such as stock) in the Company, then it qualifies as inside information.

Common examples of inside information may include changes in senior management, major business plans, significant mergers, acquisitions, or other corporate transactions, and financial results that have not been publicly released. Even knowledge of events or actions that are not certain to happen—such as the possible signing of a contract or the sale of a subsidiary—can be considered inside information.

You must never buy or sell the securities of a company while you are aware of inside information about that company. Such conduct is against Company policy and is illegal. Similarly, you must never provide inside information about a company to others so that they can buy or sell that company's securities. This is known as tipping, and is also illegal.
Handling consulting opportunities

On occasion, other organizations may ask you to consult with them, or give your opinion about the technology industry, the hard drive industry, or our Company. Though these often sound like great opportunities, these kinds of activities could pose risks to you and the Company. You may feel pressured to reveal non-public information, which could damage our Company or be construed as illegally sharing inside information about our Company.

To avoid any chance of this, you should not accept a consulting opportunity (even if you are not getting paid) without first informing and getting approval from the Chief Financial Officer and the General Counsel. They can help you decide on the best course of action.

For more details, please see our detailed policy about insider trading and unauthorized disclosures.

Question:

In a meeting, a repeat customer tells Jennifer that his company might not be doing business with our Company anymore because they might be acquired by a larger, more successful competitor. Jennifer thinks that news of an acquisition will raise this company’s stock price. She decides that this would be a good time to add the company to her stock portfolio. Is it okay for Jennifer to do this?

Answer:

No. Until the acquisition is publicly announced, Jennifer must not buy or sell stock of the customer's company, the potential acquiring company, or any other closely affiliated company because she is aware of inside information. News of a possible acquisition is definitely something that an investor would consider important, so this information is both material and non-public. In addition, Jennifer must not engage in “tipping” by passing this information along to others.
Maintaining accurate books and records

It is crucial that our Company’s books and records are accurate, complete, and understandable. Inaccurate books and records can be a violation of various laws of the United States and other countries. Though it may not always be clear that the information we each gather and record affects our Company’s books and records, we all contribute to their accuracy. We each record information of some kind and submit it to the Company, whether it involves the time we work, the work we’ve completed, the test results for our products, expense reports, or the costs and revenues for our business.

To protect Company records, you should always:

- Prepare records accurately and completely
- Only sign records that are accurate and complete
- Retain records according to our Company’s records retention schedule
- Disclose records only as authorized by Company policy or in response to a legal process
- Report any instance of incorrect, misleading, or fraudulent record-keeping immediately
Handling cash transactions carefully

Cash always needs to be managed with care. The cash and bank account transactions we make must always follow appropriate accounting procedures. All transactions must be properly recorded in our Company’s books. No undisclosed or unrecorded fund or asset may be established for any purpose.

Question:

Jin has gotten behind on some financial paperwork because he has been very busy on another project. He just found out that he needs to turn in that exact paperwork for an audit. Can Jin edit the paperwork to make sure it’s accurate before turning it in for the audit?

Answer:

No. Jin must not alter any documents prior to an audit without permission. If he thinks that these records do not accurately reflect our Company's finances, he should consult with his manager about the right way to truthfully disclose this to the auditors. In the future, Jin should take care to keep his files properly updated so that he and his co-workers have accurate information when they need it.
Cooperating with internal investigations and audits

As employees, we each have an obligation to comply fully with the requests of any internal or external auditors, attorneys, or investigators who have been engaged by our Company. We are each responsible for providing these individuals with timely, complete and accurate information. We also must never mislead or attempt to improperly influence any investigation, audit, or inquiry.

Our Company takes all requests for information by government officials very seriously. If you become aware of a government request for information or a government investigation, immediately contact your manager and the Legal Department. To ensure our Company responds accurately and appropriately, we must refrain from answering questions or producing documents until instructed to do so by the Legal Department.
Our Communities
You’re encouraged to be involved in the political and charitable activities of your choice—but be sure to follow these two simple rules:

• Be clear that your participation is your own choice, not an endorsement from our Company

• Don’t use Company time or resources for your personal political activities

Due to the complexity of tax laws and other legal requirements, all charitable giving using any Company resources must be submitted for prior review and approval to the Western Digital Foundation. This includes the giving of cash, equipment, products, or any other property of the Company. For more information, please refer to our detailed policy relating to charitable activities.

You may not commit Company funds, assets, use of Company facilities, use of the Company’s name, or other Company support for political activities without first obtaining approval from the Company’s Chairman, Chief Executive Officer and Legal Department. For more information, please see our detailed policy relating to political activities and contributions.
Promoting environmental sustainability

Our Company is committed to environmental responsibility. We each play an important role by following practices and procedures that protect the environment and conserve resources. Together, we strive to continually improve our environmental performance and protection so that we not only abide by the law and meet customer expectations, but do even better than is required or expected of us. We make sure that this focus permeates our entire business process, from the materials we use to our manufacturing practices and to the way we dispose of waste. If you have questions about your specific responsibilities, talk to your manager or Environmental Health and Safety (EH&S).

Question:

Malik notices that an environmental permit for one of our manufacturing facilities is about to expire. When he notifies his manager, she tells him not to worry about it because it’s for a chemical they rarely work with, so they don’t really need to renew the permit. Should Malik do as his manager says?

Answer:

No. Malik should inform another manager, EH&S, or the Legal Department about his manager’s response. We have a responsibility to follow all environmental regulations in the countries where we do business, including keeping all permits current. Failing to do so could put the Company and our employees at risk. If you ever have questions about permits or environmental regulations, ask your manager or contact EH&S.
Handling external inquiries

We want to be sure that the information our Company shares with the public is accurate and consistent, so the job of communicating with the media is assigned to the Company's Public Relations team. If a member of the media contacts you, forward the request to the Public Relations team rather than responding yourself. If an analyst or investor contacts you, please refer them to the Company’s Investor Relations team.

Similarly, contact the Legal Department for advice if you receive any requests for information from law enforcement, government agencies, or public officials.
More resources

How to Get Guidance on Specific Issues,

visit the Ethics and Compliance page on the Company Intranet. You’ll find policies that go deeper into the issues covered by this Code, FAQs on the policies and risks, and training materials to help you navigate tough situations.

To Contact the Ethics and Compliance Department,

send an email to compliance@wdc.com. This email address reaches the Ethics and Compliance Department. You can also review a list of team members on the Ethics and Compliance Intranet page to get individual contact details.

To contact the Company’s Privacy Officer,

send an email to privacy@wdc.com. This email address reaches the Company’s Privacy Officer.

To raise a potential ethics concern,

visit the Ethics Hotline at www.WDChotline.com. If you prefer to speak on the phone, visit the Ethics and Compliance Intranet page for a list of country-specific phone numbers.
Notes: