

Globethics Repository

The logo for Globethics, featuring the word "Globethics" in white, sans-serif font centered within a solid blue rectangular background.

HP Standards of Business Conduct

This page was generated automatically upon download from the Globethics Repository. More information on Globethics see <https://www.globethics.net>. Data and content policy of Globethics Repository see <https://repository.globethics.net/pages/policy>.

Item Type	Postprint
Authors	HP
Publisher	Hewlett-Packard Development Company, L.P
Rights	With permission of the license/copyright holder
Download date	2026-06-27 01:34:33
Link to Item	http://hdl.handle.net/20.500.12424/219217



HP Standards of Business Conduct



Table of contents

CEO message	3	7. Avoiding conflicts of interest	17
1. Embodying HP Standards	4	7.1 General policy	17
1.1 Application and compliance	4	7.2 Outside employment and other activities	17
1.2 Personal responsibility	4	7.3 Volunteer activities and charitable solicitations	18
1.3 Reporting violations	5	7.4 Personal benefit or gain from HP business	18
1.4 Visibility	5	7.5 Serving as a director or officer of another entity	19
2. Conducting HP business	6	7.6 Financial interests in other businesses	20
2.1 General policy	6	7.7 Disclosing potential conflicts	20
2.2 Contracting practices	6	8. Handling sensitive information	21
2.3 Antitrust and competition	6	8.1 General policy	21
2.4 Business gifts and entertainment	7	8.2 Protecting sensitive information	21
2.5 Anti-corruption	7	8.3 Using and disclosing HP information	21
2.6 International trade	8	8.4 Receiving sensitive information	22
3. Serving HP customers	9	8.5 Communicating with the public	22
3.1 General policy	9	8.6 Insider trading	23
3.2 Advertising practices	9	8.7 Privacy and personal data protection	24
3.3 Marketing and sales practices	9	8.8 Records management	25
3.4 Public sector customers	10	8.9 Lawsuits, legal proceedings and investigations	25
4. Working with HP channel partners	11	8.10 Internal investigations	25
4.1 General policy	11	9. Safeguarding HP assets	26
4.2 Selecting and managing channel partners	11	9.1 General policy	26
4.3 Channel pricing and programs	12	9.2 Finance and accounting practices	26
5. Relating to HP competitors	13	9.3 Political contributions and activities	26
5.1 General policy	13	9.4 Intellectual property	27
5.2 Dealings with competitors	13	9.5 Personal use of HP resources	28
5.3 Competitive information	13	10. Respecting HP colleagues and the community	29
5.4 Competitive practices	14	10.1 General policy	29
6. Dealing with HP suppliers	15	10.2 Employee relations	29
6.1 General policy	15	10.3 Global citizenship	29
6.2 Choosing suppliers	15		
6.3 Managing suppliers	15		
6.4 Supplier prices	16		
6.5 HP as customer reference	16		

CEO message

HP's success is determined by our performance with customers and other stakeholders. We know that winning in the market is not just about results, but how you get those results. Ethics and compliance is a fundamental part of a performance culture in a successful company. Ethical leadership is about each individual's decisions and actions with others. Just as we have a responsibility to our customers, we have a responsibility to ourselves to uphold the value of uncompromising integrity.

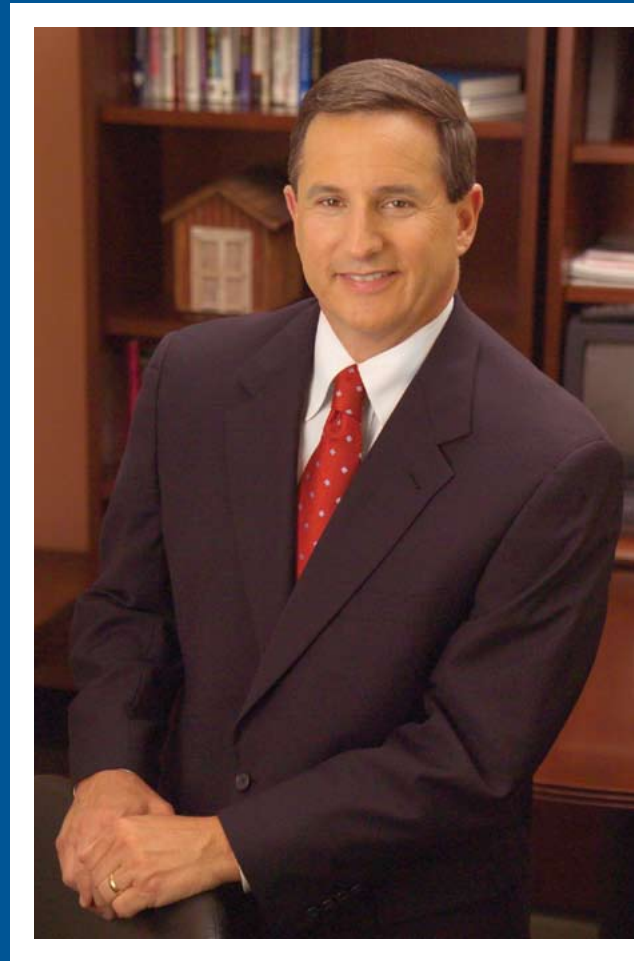
The HP Standards of Business Conduct are our foundation of ethical leadership, and encompass the basic principles that govern our ethical and legal obligations to HP. These standards provide clarity and guidance on how HP expects all employees to operate on a daily basis, both internally and externally. Adhering to these standards strengthens our reputation with our customers and shareholders for honesty and fair dealing and protects our bottom line.

These standards apply to all employees and board members worldwide. Each of us has a personal responsibility to understand these policies and practice them in our daily business lives. Unethical or illegal business conduct on the part of HP is simply unacceptable and will not be tolerated. It is critical for you to understand the Standards of Business Conduct and apply the Standards daily. I encourage you to bring any questions or concerns you have to your manager, representatives of the Ethics and Compliance Office, your business unit SBC Liaison or HP Legal.

HP has a long legacy of uncompromising integrity that sets us apart from our competitors. I appreciate your commitment and continued efforts to strengthen and protect both our company and our reputation.



Mark Hurd
Chief Executive Officer and President



1. Embodying HP Standards

1.1 Application and compliance

HP conducts its business with uncompromising integrity. Every member of the HP community—directors, executives, managers, employees and business partners—has a duty to comply with all applicable law and adhere to the highest standards of business ethics.

These HP Standards of Business Conduct set forth fundamental principles of law and ethics governing the way that HP does business. These Standards are not the exclusive source of guidance and information on HP's expectations, but they serve as the basis for other HP policies and guidelines.

- **Employees** HP employees at every level must comply with these Standards and associated policies and guidelines. Failure to do so is considered misconduct and may lead to termination of employment. In particular, all executive officers and senior financial officers, their staffs, and all managers and other employees contributing to HP's financial record-keeping must comply strictly with HP finance and accounting standards, policies and guidelines.
- **Board of Directors** Members of the HP board of directors are subject to these Standards as well as additional guidance relating to their special responsibilities.
- **Suppliers and channel partners** HP requires its suppliers, including consultants and contractors and channel partners to conduct their businesses in a legal and ethical manner.

1.2 Personal responsibility

The HP Standards of Business Conduct do not, by themselves, ensure ethical conduct. Every member of the HP community has a personal responsibility to embody and model ethical behavior.

HP executives and other managers are responsible to lead by example and to ensure that all team members learn and have the opportunity to discuss the practical application of these Standards. Managers are accountable for setting a tone within their organization that emphasizes all employees are expected to understand and comply with the SBC. Everyone has a duty to be vigilant for circumstances that may indicate illegal or unethical behavior, and to act appropriately in a timely manner to prevent improper conduct. Any waivers to these HP Standards of Business Conduct for HP executive officers or directors will be granted only by the HP board of directors in exceptional circumstances and will be disclosed promptly to shareowners.

Guidance, training and compliance information on these Standards are available from the Ethics and Compliance Office, your local HP legal department and your local human resources contacts.



1.3 Reporting violations

If you observe conduct that may be illegal or unethical, or that may otherwise violate the Standards of Business Conduct, you have an obligation to report it to your management using the HP Open Door Policy, or to contact HR or one of HP's compliance functions (such as HP's Ethics and Compliance Office, HP Legal, Internal Audit or HP Security), whichever is appropriate. It is HP's policy that no employee will suffer adverse action for honestly raising an ethical or legal concern. The following reporting mechanisms are available to you on a confidential basis:

- E-mail: corporate.compliance@hp.com
- Telephone: Guideline 1-800-424-2965 (outside the United States, first dial your AT&T Access Number)
- Mail: Hewlett-Packard Ethics and Compliance Office
PO Box 692015
Houston, TX 77269-2015

1.4 Visibility

Public disclosure of any business activity should not embarrass HP or damage HP's reputation. If there is any question about the appropriateness or possible perceptions of a business activity, you should discuss the proposed activity with your management.



2. Conducting HP business

2.1 General policy

HP conducts its business fairly, legally and with integrity. While working for the best interests of HP, you have a duty to be ethical and lawful in your dealings with customers, channel partners, suppliers, other business partners and competitors, as well as with your HP colleagues.

2.2 Contracting practices

When HP is selling or buying products and services or entering into other commitments, HP needs to embody the rights and obligations of each party in appropriately written contracts. This practice builds strong business relationships and ensures accurate company record-keeping. If you have dealings with HP customers, channel partners, suppliers, other business partners or outside parties, you are required to understand basic principles of business transactions and to abide by HP contracting policies and guidelines.

- **Authorization** You may not commit HP to undertake any performance, payment or other obligation unless you are authorized under the appropriate HP delegation of authority policies.
- **Contracts** Properly written contracts document the use of HP funds and assets, define the rights and obligations of HP and other parties, establish protections against liability and provide tools for handling disputes. You may not enter into any agreement or engage in any activity that may violate applicable law. You may not use side letters, “off-the-books” arrangements, or other express or

implied agreements outside standard HP contracting processes. You may not use letters of intent or memoranda of understanding without prior review by HP Legal. See also Anti-corruption (Section 2.5), Antitrust (Section 2.3), Channel partners (Section 4), Competitors (Section 5), Customers (Section 3), Finance and accounting (Section 9.2), International trade (Section 2.6), Suppliers (Section 6).

- **Sham transactions** You may not enter into any transaction with a customer, channel partner, supplier or other business partner that facilitates improper revenue recognition, expense treatment or other accounting improprieties on the part of either HP or the business partner. See also Finance and Accounting (Section 9.2).

2.3 Antitrust and competition

Antitrust and competition laws serve to maintain an environment in which companies compete fairly at all levels. You have a responsibility to HP to ensure that your business activities do not violate applicable antitrust and competition laws.

- **Application** Antitrust and competition laws apply to dealings with customers, channel partners, suppliers, other business partners and competitors. Violation of antitrust and competition laws can result in onerous investigations, significant fines, damage awards and criminal sanctions, including prison sentences. Refer to HP U.S. Antitrust Guidelines and HP EMEA Competition Compliance Policy, and contact HP Legal for further assistance. See also Channel partners (Section 4); Competitors (Section 5); Customers (Section 3); Suppliers (Section 6).

- **Regional differences** While basic antitrust and competition law principles apply worldwide, there are significant country and regional differences. If you are engaged in multinational business activities, you are required to be aware of and abide by all the laws that apply. Contact HP Legal in your country for further assistance.

2.4. Business gifts and entertainment

From time to time, HP may provide business amenities, or allow employees to accept business amenities, to aid in building legitimate business relationships. Business amenities include any gift, meal, service, entertainment, reimbursement, loan, favor or anything else of value.

Your decisions on behalf of HP must be free from undue influence. You may not provide or receive business amenities when doing so may create the appearance of undue influence. This restriction applies to amenities given to or received from representatives of current or potential customers, channel partners, suppliers, other business partners and competitors, as well as their families, your family and others with whom you or they have close personal relationships.

Some HP groups may have more restrictive rules or may set maximum values for gifts and meals that can be provided or accepted. You need to be aware of and abide by the rules of your HP group. See also Anti-corruption (Section 2.5).

Special restrictions and considerations apply to giving business amenities to government employees. See also Public sector customers (Section 3.4).

If you are unsure whether you may give or accept a proposed gift, entertainment or other business amenity, you should disclose the situation to your manager. See also Disclosing conflicts (Section 7.7); Personal benefit (Section 7.4).

- **Gifts** You may generally give or accept gifts of nominal value that are commonly accepted as promotional items or tokens of appreciation. Even for items of nominal value, you should consider whether the frequency and timing of gifts may create any appearance of impropriety. You may not give or accept cash, except as part of a properly approved incentive program.
- **Meals and entertainment** Business meals and entertainment should be infrequent, consistent with accepted business practice, not extravagant in nature and for the express purpose of furthering a

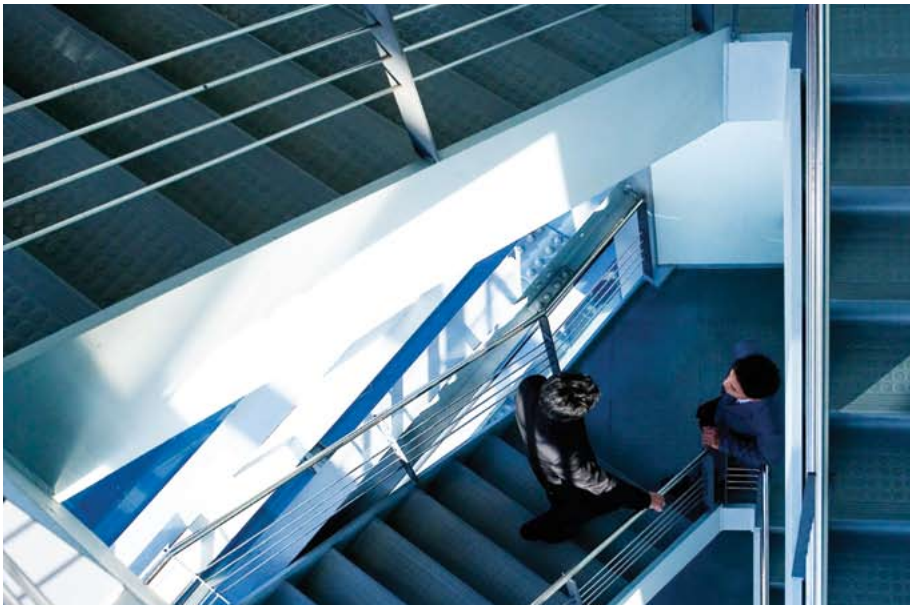
business relationship. Whether you are providing or receiving a business meal or entertainment, a representative from each company must be present.

- **Travel** You may not accept travel from any source outside HP or provide travel to representatives of HP customers, channel partners, suppliers, other business partners or competitors without written approval from your vice president.
- **Above nominal value** Where local custom or other exceptional circumstances call for an exchange of gifts having more than nominal value as part of a business relationship, you may provide or accept such a gift on behalf of HP with written approval from your vice president, unless prohibited by anti-corruption standards or rules for public sector customers. If you receive such a gift, it should be turned over to HP for appropriate disposition, such as use by your department or donation to charity. See also Anti-corruption (Section 2.5).
- **Visibility** Public disclosure of the giving or receipt of a business amenity should not embarrass HP or damage HP's reputation. The business amenity should be fully visible to management in the organization whose employee or representative gives or receives it.

2.5 Anti-corruption

No one acting on HP's behalf may use bribes, kickbacks or other corrupt practices in conducting HP business. You are required to comply strictly with all ethical standards and applicable law in every country in which HP does business.

- **Anti-bribery** You may not directly or indirectly bribe or improperly influence any federal, state or local governmental employee in any country. The U.S. Foreign Corrupt Practices Act (FCPA) prohibits any payment or gift to government officials outside of the U.S. for the purpose of obtaining or retaining business. The FCPA covers the actions of HP, HP subsidiaries, joint ventures, agents and representatives. You may not provide any funds to any intermediary when any of those funds may be used for corrupt payments to government officials. Violations can result in severe penalties against both HP and the individuals involved. You may not provide facilitating payments for routine governmental actions without written approval from HP Legal. See also Business gifts (Section 2.4); Political contributions (Section 9.3); Public sector customers (Section 3.4).



- **Commissions and finder fees** You may make commission or fee arrangements only under written agreements with bona fide commercial distributors, sales representatives, agents or consultants. Any commission or finder fee for assistance in securing orders must be reasonable and consistent with local laws and normal industry practice. Without written approval from HP's legal department, you may not enter into any fee arrangement with any entity in which a government official or employee has an interest or related to a sale to a government or facilitating government action. You may not pay any commission or compensation to employees or other representatives of customers, channel partners, suppliers, other business partners or competitors. An exception is made for openly announced incentive programs, such as sales contests, that are approved in writing by an appropriate HP vice president.
- **Records** No commissions, fees or other compensation from HP may be paid in cash. All uses of HP funds and assets must be documented in compliance with HP accounting policies and guidelines. See also Finance and accounting (Section 9.2).
- **Special U.S. controls** U.S. trade regulations apply to many activities involving non-U.S. citizens, including site visits, training, employment, and transmission of products, software or technical data. U.S. law forbids doing business with certain countries and their nationals without obtaining prior U.S. government approval. U.S. law also prohibits accepting contract clauses that obligate a party to boycott any country. These U.S. controls apply to HP and its subsidiaries worldwide. You are responsible for consulting with HP Global Trade to determine whether your activities are subject to special controls and, if so, to comply with them.

2.6 International trade

Compliance with all applicable import and export laws and regulations is critical to HP's worldwide success. You are required to understand and abide by applicable laws, regulations and controls.

- **Import/export control clearance.** Each HP business location is responsible for maintaining import, export and customs records in accordance with the policies and guidelines of HP Global Trade.

3. Serving HP customers

3.1 General policy

HP wins and maintains customer relationships based on the quality and value of its products and services. Your duty is to deal fairly, truthfully and lawfully with our customers and provide the best service that you can. You must not knowingly cause representatives of HP's customers to violate the codes of conduct of their respective companies.

3.2 Advertising practices

Advertising laws are not uniform worldwide, but in general, statements in HP advertising, promotional materials and product packaging need to be fair, factual and complete. To support HP's brand strategy and to comply with applicable law, you need to abide by the policies and guidelines of HP Global Brand and to consult HP Legal as necessary. See also Intellectual property (Section 9.4).

- **Content and substantiation** HP advertising and promotional materials may not deceive or mislead current or potential customers. All advertising and promotional claims must be formally substantiated and documented with current factual data before publication. See also Competitive Practices (Section 5.4).
- **Comparative advertising** In the U.S., comparative advertising is generally permitted, provided that proper substantiation is made prior to publication. In other countries, comparative advertising may be unlawful or closely regulated. Consult HP Legal before using product or service comparisons in HP advertising or other materials.

3.3 Marketing and sales practices

HP marketing and sales practices reflect HP's commitment to honest and fair dealings with its current and potential customers. You may not engage in any misleading or deceptive marketing and sales practices.

- **Deceptive statements** You may not make false or misleading statements about HP products or services, or those of competitors, in marketing or sales activities. See also Competitive practices (Section 5.4).
- **Illegal bundling** If HP has an exceptionally strong market position for one product or service, HP may not force a customer to buy another product or service that is bundled with the first. Before you bundle any product or service with others that could fit this category, review your plans with HP Legal. See also Antitrust and competition (Section 2.3).
- **Sales contracts** When selling HP products and services or entering into other customer agreements, you are required to use standard HP form contracts and to abide by pricing and sales guidelines established by your business group. You may not offer any customer, including channel partners, any special discount, credit or favorable terms without written approval from your vice president. See also Anti-corruption (Section 2.5), Business gifts (Section 2.4), Contracting (Section 2.2).
- **Customer information** HP has the responsibility to safeguard and properly use, store and transmit personal data that it collects from current and potential customers. See Privacy (Section 8.7).

3.4 Public sector customers

When HP sells products or services to any government entity—on a country, state or local level—HP must abide by all applicable laws and regulations. If you deal with public sector customers in the U.S. or other countries, you are required to understand the special rules that may apply. These rules may also apply to companies that bid or work on government contracts.



- U.S. business gifts and entertainment You may not give an employee of the U.S. Federal government, U.S. State/Local government, or U.S. public educational institution anything of value - including gifts, meals, entertainment or travel - unless the government employee pays its fair market value. Government contractors often have similar

restrictions concerning the acceptance of business amenities by their personnel which should be respected in our dealings with them. Limited exceptions may apply when approved by HP's Chief Ethics & Compliance Officer and the Public Sector Legal department. Only very limited exceptions will be considered for approval, such as openly announced marketing activities, appropriate no-charge service offerings, select promotional activities and public policy initiatives. (Revised 01 Nov 2007)

- Other countries business gifts and entertainment Most countries other than the U.S. do not have an absolute prohibition against providing gifts, meals, entertainment or other business amenities to government employees. However, you always need to exercise greater restraint in dealing with a representative of a government or government-owned entity than with someone from a private enterprise. In all cases, you are required to comply with the U.S. Foreign Corrupt Practices Act and to adhere to the country's or entity's published code of conduct as well as accepted local business practices. You are also required to abide by policies prohibiting any use of HP assets that can be construed to be a bribe or kickback. See also Anti-corruption (Section 2.5).
- Obtaining information You may not seek or obtain "source-selection information" or "contractor bid and proposal information" from government employees or employees of prime contractors in the course of a U.S. federal procurement. Doing so is a violation of the U.S. Procurement Integrity Act. Similar restrictions may apply in procurements conducted by state and local governments and governments outside of the U.S. Refer to Doing Business with U.S. Public Sector Customers policy and guideline.



4. Working with HP channel partners

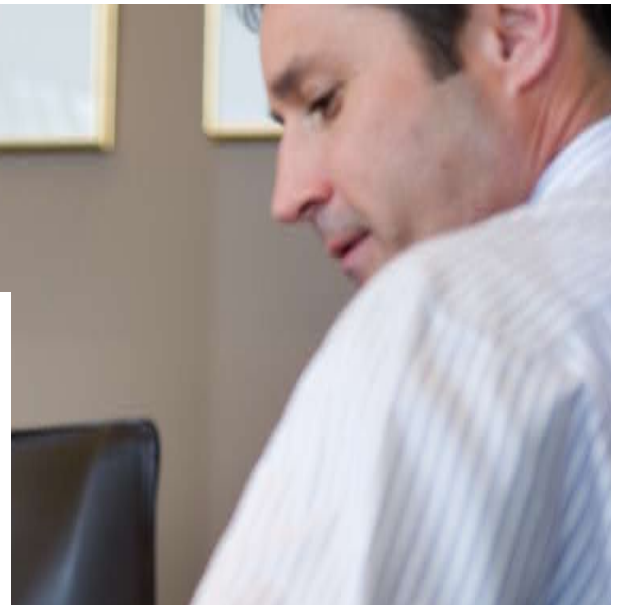
4.1 General policy

HP resellers, distributors and other channel partners are important to HP's sales and marketing strategies. Channel partners, however, are independent businesses, and HP relationships with them are subject to antitrust, competition and other laws. If you work with HP channel partners, you have a duty to manage channel programs in compliance with the law and HP channel policies. See also Antitrust (Section 2.3).

4.2 Selecting and managing channel partners

The selection and management of HP channel partners are subject to different laws and policies depending on the country and region. You are responsible for understanding the applicable regional requirements when dealing with HP channel partners.

- **Selection** In the U.S., HP usually may be selective in choosing distributors and resellers without having to explain its decisions, and the best practice is not to offer explanations. In other regions, notably in Europe, HP's options may be more limited. In all countries, you may not plan or institute a distribution program without prior review with HP Legal. You are also responsible to undertake due diligence when choosing a channel partner, to ensure that your selection is both fiscally and ethically sound.



- **Resale territory** Territorial limits on resale activity may be subject to local legal restrictions. You may not set or reset a channel partner's resale territory without prior review with HP Legal.
- **Managing channel partners** You are required to properly document all channel partner relationships in appropriate written contracts. You have the responsibility to deal with similarly situated channel partners in a consistent manner. You need to understand and comply with legal limitations in assisting and managing channel partners and channel programs. If HP is also a competitor of a channel partner, some otherwise permitted activities may be restricted by law. Prior to the termination of any channel partner in any country, you need to review the situation with HP Legal if there is any indication that the channel partner may not agree with HP's decision. See also Marketing and sales (Section 3.3).
- **Gray marketing** You need to be diligent in preventing situations that may lead to the gray marketing of HP products, such as noncompliance with permitted territorial assignments or abuse of pricing and promotional programs. You should promptly report suspected gray marketing activity to the HP Brand Protection Group, HP Legal or Internal Audit.



4.3 Channel pricing and programs

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

- **Resale price maintenance** Under the laws of the U.S., the European Union and other countries, it is illegal for HP to compel channel partners to charge minimum resale prices set by HP. HP may influence resale prices in limited ways, such as suggesting prices or price ranges, but you need to seek advice from HP Legal before engaging in any activity that may restrict a channel partner's pricing decisions. Since HP cannot enforce agreements to control resale prices, you may not take any action with respect to the complaints of one reseller about the pricing practices of another reseller.

- **Differing treatment** Offering different price structures or levels of promotional support to competing channel partners may be unlawful in the U.S., the European Union and other countries unless the differences fit within narrow legal parameters. Unless already permitted under an approved HP program, you may not implement any marketing strategy that might result in different treatment in price or promotional assistance to competing channel partners or grant nonstandard pricing or promotional assistance, without prior approval from HP Legal.
- **Pricing and promotional programs** You have the responsibility to ensure that channel assistance funds, any approved nonstandard pricing or promotional assistance are actually being used for the approved purposes. HP funds and assets may not be transferred to third parties to create off-the-books resources or to conduct off-the-books activities. For example, you may not use discounts, rebates or promotional assistance to create a slush fund to be held by a channel partner and used at the direction of an HP representative.

5. Relating to HP competitors

5.1 General policy

HP succeeds by competing vigorously and fairly in the marketplace in full compliance with applicable antitrust, competition and other laws. Your interactions with HP competitors must be fair and respect the law.

5.2 Dealings with competitors

There are many occasions to interact with competitors. Antitrust and competition laws generally prohibit agreements between competitors that would eliminate or restrict their competition with each other. You are responsible for avoiding contacts with competitors that may be construed to violate antitrust or competition law principles. If you have any questions about contacts with competitors, contact HP Legal. See also Antitrust (Section 2.3).

- **Prohibited agreements and topics of discussion**
You may not make agreements, express or implied, with any HP competitor to set prices, limit output, divide territories or allocate customers for competing products or services. You may not discuss with competitors any non-public or future price information, terms of sale, costs, margins, inventories, marketing plans or similar confidential information.
- **Trade associations** When representing HP in trade associations, standard-setting bodies, consortia and other industry organizations, you need to be aware of the risk that the participating companies may be perceived as using the meetings to reach anti-competitive agreements. You may not

participate in groups engaging in activities that violate antitrust and competition laws. If a competitor uses a legitimate forum to discuss subjects that are prohibited, you must refuse to participate, and if the discussion continues, you must leave the meeting immediately and noticeably. Before you join any group involving competitors, or if the charter of a group changes, you need to review the situation with HP Legal.

5.3 Competitive information

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

- **Public information** You may review any public information, such as published specifications, trade journal articles and other materials that a competitor has released to other companies without restrictions.
- **Non-public information** You may not obtain non-public information by illegal activities involving industrial espionage or by asking a competitor's employees or contractors, or former employees or contractors, to violate their obligations regarding the competitor's confidential data. You may not examine information about competitive proposals or products that was submitted to customers, channel partners, suppliers, other business partners or anyone else with the understanding they would treat it as confidential. Contact HP Legal if you have any question about HP's right to use any particular information. See also Public sector customers (Section 3.4).



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

5.4 Competitive practices

HP competes aggressively in the marketplace, but not in violation of the law or at the expense of its reputation for fair dealing. You are responsible for conducting HP business in a professional, ethical and legal manner.

- **Commenting on the competition** HP competes based on the quality and value of its products and services, not by disparaging the competition. Your statements about competitors need to be fair, factual and complete. While forceful marketing messages may be appropriate, you may not make false, misleading, unfair or unprofessional comments about competitors or others outside HP, even in messages, presentations and other materials intended for internal use at HP. See also Advertising (Section 3.2), Communicating with the public (Section 8.5).
- **Market share** You need to be aware that, where HP may have significant market share, its business practices in maintaining that success will be closely scrutinized. Activities that in some circumstances may be considered misuse of market power include refusing to provide a product or service that is essential to a competitor, exclusive relationships with customers or suppliers, and pricing below cost with the intent to drive competitors from the market. See also Antitrust (Section 2.3).
- **Interference with contracts** Once a customer has placed a firm order with a competitor, you may not engage in activities to interfere with the performance of that contract. See also Contracting (Section 2.2); Marketing and sales (Section 3.3).

6. Dealing with HP suppliers

6.1 General policy

HP suppliers are of great strategic importance. When buying products and services, you have a duty to deal with suppliers fairly and in compliance with applicable law and HP policies. Suppliers include components and materials vendors, indirect goods and service providers, consultants, contract manufacturers, and anyone else who provides a product or service to HP.

6.2 Choosing suppliers

HP selects suppliers based on the merits of their products, services and business practices. You are required to follow HP policies in choosing suppliers on a basis that serves HP's interests and protects HP's reputation.

- **Procurement** You should engage the assistance of HP Procurement in dealing with suppliers throughout the purchasing lifecycle. See also Contracting (Section 2.2).
- **Selection** HP purchasing decisions should reflect your best judgment about a supplier's technology, quality, responsiveness, delivery capabilities, cost, environmental performance and financial stability. You may not establish a business relationship with any supplier if its business practices violate local laws or basic international principles relating to labor standards or environmental protection.
- **Conflicts of interest** You must avoid any conflict of interest or even the appearance of a conflict of interest in selecting and managing suppliers. Conflicts of interest may result from business gifts, entertainment, or family or strong personal

relationships. See Conflicts of interest (Section 7), Business gifts (Section 2.4).

- **Small and minority businesses** In the U.S., you should include qualified small, minority-owned and women-owned suppliers in the supplier selection process. You should follow similar policies where appropriate in other countries.
- **Formal bids** If you invite potential suppliers to participate in a formal bidding process, you must follow the procedures you define and announce for the process. If you say HP will give all participating suppliers the same information, you must fulfill that promise. If the resulting submissions reflect a discrepancy that suggests one supplier has misunderstood HP's requirements, you must give all suppliers the same clarification of our requirements and the same opportunity to revise their bids.

6.3 Managing suppliers

Properly managing relationships with suppliers is vital to the success of HP's worldwide operations. You are required to deal with suppliers in a professional and fair manner, to document properly all transactions, and to manage supplier relationships in accordance with the best interests of HP.

- **Procurement contracts** You are required to document all supplier relationships in appropriate written contracts. You may not establish exclusive arrangements or reciprocal purchase obligations in any supplier relationship without prior approval from HP Legal. You may not enter into any sham transactions or arrangements that assist a supplier

in manipulating revenue or expense recognition. The existence and the terms of contracts between HP and its suppliers are considered confidential and are not to be disclosed to any other party. See also Contracting (Section 2.2).

- **Managing suppliers** You have the responsibility to ensure that suppliers are performing under their contracts with HP and maintaining business practices that satisfy HP's selection criteria. You may not maintain a business relationship with a supplier if its practices violate local law or basic international principles relating to labor standards or environmental protection. If a dispute with a supplier may lead to its termination, you need to consult with the appropriate HP procurement specialist and HP Legal.
- **Group purchasing** Prior to entering a group purchasing agreement with HP competitors that would control prices to be paid by the members of the group, including participation in any e-marketplace or procurement portal, you need to review such plans with HP Legal. See also Antitrust (Section 2.3); Competitors (Section 5).

6.4 Supplier prices

When purchasing products or services from suppliers, HP must negotiate aggressively but fairly to obtain the best pricing. You are responsible for working in the best interest of HP and in compliance with HP policies and applicable law.

- **Negotiating prices** You are free to ask suppliers for their best prices for materials and services that HP uses or incorporates in its products, even if those prices are more favorable than prices available to HP's competitors. In contrast, when you buy a product that HP resells without substantial added value, U.S. law may prohibit receiving a discriminatory price. Consult HP Legal with respect to these issues.
- **Handling pricing information** While HP may have no legal obligation to protect price information unless required by contractual terms, negotiated price information is usually competitively significant and needs to be handled as HP sensitive information. In general, you should not disclose the non-public prices of one supplier to another, or to anyone else within or outside of HP who does

not have a legitimate business reason to know. If disclosure of negotiated pricing information or other terms is required for HP contract manufacturers or service providers, you need to abide by HP policies on handling HP sensitive information. See Using and disclosing sensitive information (Section 8.3).



6.5 HP as customer reference

The HP brand is a valuable asset that other companies may want to exploit. You have the responsibility to help protect the HP brand from unauthorized and inappropriate use.

- **Promotional materials** You may not permit any supplier or other party to use the HP name, logo or other branding in its advertising, promotional materials, customer references or the like without written approval from your vice president and HP Global Brand.
- **Securities offering documents** You may not permit any supplier to mention HP as a customer or disclose the terms of any contract with HP in an offering document such as a prospectus or a securities registration statement without prior approval from HP Legal, Corporate Section.



7. Avoiding conflicts of interest

7.1 General policy

You have a duty of loyalty to HP. You must avoid situations where your loyalties may be divided between HP's interests and your own. HP expects you to avoid even the appearance of a conflict of interest.

You can avoid most conflicts of interest by following the specific rules described in these Standards. However, these rules do not cover all potential situations where your loyalty may be, or may appear to be, divided. You are responsible for using good judgment in conjunction with these Standards of Business Conduct to objectively evaluate your activities that may result in a conflict of interest and for bringing any potential conflict situations to the attention of your managers so they can provide appropriate guidance.

7.2 Outside employment and other activities

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

You may not engage in any outside employment or activities that may improperly influence, or appear to improperly influence, your judgment, decisions or actions with respect to your role at HP. To assess whether a potential conflict of interest may exist, you need to consider the activities in which you may be

engaging, regardless of whether you may be called an "employee," "consultant," "contractor," "owner," "investor" or "volunteer."

- **Competitors** You may not work for a competitor of any HP business group or operation.
- **Channel partners, suppliers and others** You may not work for an HP channel partner, supplier, OEM, alliance partner, marketing partner or other business partner without written approval from your vice president.
- **Customers** Unless you have written approval from your vice president, you may not work for an HP end-user customer in the purchase, support or disposition of HP products or services or if your HP group has business dealings, or you have business dealings on behalf of HP, with that customer. Any other work for an end-user customer requires written approval from your manager.
- **Advisory boards** You may not serve on an advisory board of a competitor of any HP business group or operation. You may not serve on an advisory board of any HP customer, channel partner, supplier or other business partner without written approval from your vice president. See also Competitors (Section 5); Outside directorships (Section 7.5).
- **Your outside activity** Whether working for yourself or for others, you may not sell HP products or services, or products or services similar to HP's, including consulting and technical support services for HP products. You may not provide consulting, promotion, support or other services for the products or services of an HP competitor. See also Personal benefit (Section 7.4); Financial interests in other businesses (Section 7.6).

- **Your HP employment status** You may not provide services to HP except in your role as an HP employee. For example, you may not be an independent consultant to HP if you are already an HP employee.
- **Conflicts with your HP job** You may not accept outside employment or engage in other activities if the resulting time demands interfere with your ability to perform your HP job. Outside employment and other activities may not be performed on HP premises and may not utilize any HP resources, including computing and communication systems. See also Personal use of HP assets (Section 9.5).

As an HP employee, you may offer modest, incidental support and advice to your friends and family regarding their HP equipment, provided you do not accept any form of compensation.

Finally, you may not solicit HP employees or others with whom you deal on behalf of HP for any outside business.

7.3 Volunteer activities and charitable solicitations

HP encourages your personal involvement in charitable, professional and other community organizations. However, you may experience divided loyalties even in volunteer situations. Except as part of an HP-sponsored event or with written approval from your vice president, your volunteer service must be performed on your own time, at your own risk, away from HP premises and without the use of any HP resources. See also Outside directorships (Section 7.5).

- **Influencing HP decisions** You may not participate in HP decisions regarding a charity or other organization where you volunteer. You may not advocate the organization's interests within HP without disclosing your connection to it. These limitations apply especially if you volunteer at an organization that may be an HP customer, channel partner, supplier or other business partner.
- **Solicitations** You may not solicit donations, directly or through the use of company resources, on HP premises or during working hours, except as part of an HP-sponsored event such as a charity drive sponsored by HP Philanthropy. You may not solicit donations from HP business partners where an appearance of conflict of interest may arise due to your status as an HP employee.

7.4 Personal benefit or gain from HP business

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

- **Business gifts and entertainment** Receiving business gifts or entertainment may result in conflicts of interest. You are required to comply with the rules set forth in Section 2. See Business gifts (Section 2.4).
- **Business opportunity** You may not take for yourself, or advise others to take, any potential business opportunity that would otherwise be available to HP.
- **Commissions** You may not receive commissions or any other form of payment from HP business partners in connection with HP business transactions. See also Outside employment (Section 7.2); Business gifts (Section 2.4).
- **Customer loyalty programs** You may not participate in customer loyalty programs from HP suppliers that award cash, merchandise, services or other benefits, except that HP currently allows you to participate in published frequent-traveler programs that do not offer cash refunds. You may not undertake any HP activity to benefit a supplier in order to receive a discount on personal purchases.
- **Business with your family or friends** You must disclose to your manager all situations where you or your HP group may be conducting HP business with members of your family, your friends or others with whom you have a close personal relationship. With written approval from your vice president, your HP group may do business with your family members or friends, or entities they own or control, but you will be required to remove yourself from HP's decisions relating to such transactions. In no event are you permitted to provide your services to HP outside your role as an HP employee. See also Outside employment (Section 7.2).



7.5 Serving as a director or officer of another entity

Serving as a director or officer of another entity (company or organization) may enhance your business and leadership skills, but it may also lead to conflicts of interest. Prior to serving as a director or officer of another entity, you must comply with the request and approval process set forth in the HP policy, Service by HP Employees as a Director or Officer of Other Companies and the Directors and Officers Risk Management System (DORMS) at <http://legal.hp.com/dorms/>. See also Outside employment (Section 7.2).

If you are serving as a director or officer of another entity, and you encounter any situation where your role as a director or officer may be in conflict with HP's interests, you must either withdraw from that situation or resign as a director or officer.

- **HP competitors** You may not serve as a director or officer of an HP competitor. You also may not serve as a director or officer of an entity that supports or promotes a competitor's products or services without written approval from HP's general counsel through DORMS and a member of the HP Executive Council.
- **HP customers, channel partners, suppliers and business partners** You may not serve as a director or officer of an HP customer, channel partner, supplier or other business partner without written approval from HP's general counsel through DORMS and a member of the HP Executive Council. References to "customer" do not include purchasers that make only infrequent or occasional retail purchases of HP home



or small business products from an HP retailer or hpshopping.com.

- **HP subsidiaries** You may not serve as a director or officer of an HP subsidiary without written approval from HP's General Counsel through DORMS and your organization's vice president or a more senior executive in your organization.
- **Trade or industry association and similar organizations** You may not serve as a director or officer of a trade or industry association, standards-setting organization or academic or civic organization or serve on a technical advisory board without the approval of your organization's vice president or a more senior officer in your organization.
- **Compensation** If you serve as a director or officer of another entity at the request of HP, or in connection with an HP equity investment in a company, you may not receive compensation from that entity, such as fees, salary, stock options or other perks, for your service. You must either decline such compensation or have it paid to HP.
- **Conflicts with your HP job** You may not serve as a director or officer of another entity if the resulting time demands interfere with your ability to perform your HP job. You must remove yourself from any decision-making regarding HP by the other entity where you are serving as a director or officer.

Special approval procedures apply to members of HP's Executive Council.



7.6 Financial interests in other businesses

A personal or family financial interest in an HP customer, channel partner, supplier, other business partner or competitor has the potential to cause the appearance of divided loyalty or to result in personal benefit because of your role at HP. You may not have financial interests in any of these parties that could improperly influence your judgment in your HP role. Financial interests include investment, ownership or creditor interests. See also Insider trading (Section 8.6).

- **Financial interests** Neither you nor a close family member may have a financial interest in an HP customer, channel partner, supplier, other business partner or competitor if you are in a position to influence HP decisions relating to them and your or your family's financial interests in them are sufficient to create an apparent conflict of interest.
- **Founder's stock** Founder's stock, or "friends and family" stock, is sometimes offered to select individuals at a price lower than that offered to the general public. You may not purchase such stock in any company with which you deal on HP's behalf.

7.7 Disclosing potential conflicts

Your responsibility is to use good judgment to objectively evaluate whether your outside activity, financial interest or receipt of business gifts and entertainment may lead to divided loyalties. You must promptly disclose in writing to the appropriate manager or committee any situation that could present a conflict of interest with your role at HP.

In situations that require management approval, the responsible manager will review the matter and communicate HP's position in writing. The manager may indicate that either HP has no present objection, although the situation is subject to future review if there is any change in circumstances either for you or for HP, or HP will have no objection provided you take specific steps to resolve any potential conflict to HP's satisfaction.

You will have a continuing obligation to disclose any change in circumstances that could affect HP's interests. Copies of your disclosure and HP's response will be kept in your personnel file.

8. Handling sensitive information

8.1 General policy

HP business and technical information is company property and is vital to its business success. You have a duty to safeguard it, keep it confidential as appropriate, and use it only for HP business purposes.

Disclosure of HP information may be made only by those authorized to do so and in compliance with HP policies. Acceptance of sensitive information from others must also be handled with care and in compliance with HP policies. Inappropriate disclosures of HP sensitive information or receipt of non-public information from others can weaken our competitive position, jeopardize our R&D and squander our investments in the processes and resources we have developed for conducting our business.

8.2 Protecting sensitive information

You have a duty to safeguard HP information. HP sensitive information includes a wide range of non-public information including financial and cost data, business plans and strategies, operating reports, pricing information, marketing and sales data, business partner information, R&D, trade secrets, personnel records, and organization charts.

- **Labeling** Under the HP Guidelines for Labeling Sensitive Information, there are three standard labels: HP Private, HP Confidential, and HP Restricted. You should apply the correct label to information that you or your teams create, and you should not remove a label from a document without consulting the others within HP who have a stake in the information. Information that does not bear

a label should be scrutinized and presumed to be sensitive unless a good reason exists for believing otherwise.

- **Handling** The HP sensitive information labels—HP Private, HP Confidential, HP Restricted—indicate the level of care to be exercised in handling HP information, how widely it can be distributed and in what manner, and how to handle its destruction.

Appropriate security measures to protect HP information from improper disclosure should be taken in accordance with applicable HP IT, Security and Legal policies and guidelines. See also Records management (Section 8.8).

8.3 Using and disclosing HP information

You may use HP information only for business purposes, and disclose it—internally or externally—only for a good business reason and with adequate safeguards. Disclosure includes both written and verbal communication via all channels, including e-mail and the Internet.

- **Internal disclosures** HP sensitive information may be provided to people within HP only for valid business purposes and in compliance with HP Guidelines for Labeling Sensitive Information.
- **External disclosures** HP sensitive information may be provided to a customer, channel partner, supplier, other business partner or anyone else outside HP only (a) when HP has made a management decision that business needs require us to make such a

disclosure, (b) an appropriate written confidential disclosure agreement has been executed, and (c) the identity of the recipient has been validated. You need to be careful when discussing sensitive information in places or through channels where others may overhear or intercept it. Refer to Protecting HP's Information Assets and Trade Secrets. See also Communicating with the public (Section 8.5).



- **Confidential disclosure agreements** Before sharing any HP sensitive information with an outside party—in writing or orally—an appropriate HP Confidential Disclosure Agreement (CDA), available from HP Legal, should be properly completed and executed. If an outside party wishes to use its form of agreement in place of the standard HP CDA, you need to first review it with HP Legal.
- **Documenting disclosure** When disclosing HP sensitive information, you should maintain a complete file, including a copy of the confidential disclosure agreement and a record of what was disclosed, to whom it was disclosed and how it was disclosed, with evidence that HP properly confirmed to the other party the confidential nature of the information at the time of disclosure.

8.4 Receiving sensitive information

Although HP sometimes has a business need to receive sensitive information from a company or individual outside HP, you should be cautious when anyone wishes to share information based on an expectation that HP will hold it in confidence.

Casual acceptance of confidential information creates a risk that HP will be accused of misusing it. It is particularly risky to accept sensitive information from potential competitors, because whatever we receive may overlap ideas we develop on our own and wish to use without restrictions in HP's activities.

- **Information of others** You should accept written or verbal information that may be sensitive only when HP has made a management decision that accepting it is necessary and after a written agreement is in place to identify the information and define and limit HP's obligations in dealing with it. The agreement should be either HP's standard Confidential Disclosure Agreement or another written agreement that has been reviewed by HP Legal. You should handle the information in accordance with the agreement, and use it only for the purposes permitted by the agreement.
- **Documenting receipt** When receiving confidential information from another party, you should maintain a complete file, including a copy of the confidential disclosure agreement and a record of what was received, from whom it was received and what performance obligations HP has with respect to keeping the information confidential.
- **Unsolicited suggestions** HP does not accept unsolicited suggestions that the submitter may consider confidential, such as unsolicited ideas for future products. This policy is intended to prevent HP's own R&D and other business activities from becoming encumbered by unintended obligations to outsiders. Any recipient of an unsolicited suggestion should promptly contact either the HP Legal public submissions program manager or an attorney in your local HP Legal intellectual property section.

8.5 Communicating with the public

Your duty is to maintain as confidential all non-public information of HP and to refer all requests for news and information to the appropriate designated spokesperson. Only designated HP representatives are authorized to make public any news and information about HP that may be significant to the financial markets.

- **Financial information** Information that can be expected to influence investors or have an impact on the market for HP stock, including forward-looking information about HP (such as projections of orders, revenue or earnings) and any information about HP's performance (such as market strength, product acceptance, and quarter-to-date financial results),

may be released after a review by HP Legal and with the approval of designated representatives in Investor Relations, following HP's guidelines and U.S. securities laws. Once approved, that information may be released only through designated representatives in Investor Relations, HP Corporate Communications or Industry Analyst Relations.

- **Quiet periods** No one may comment about HP's financial performance or factors relating to financial performance during the "quiet period," from the date in the third month of each fiscal quarter when HP's fiscal quarter-to-date consolidated regional and segment earnings become available internally until the public announcement of financial results for that quarter.
- **Press releases** Press releases are to be made only through designated representatives in HP Corporate Communications assigned to your business, operation or function, in compliance with HP policies and with review by HP Legal prior to release.
- **Interviews and comments** You may not grant interviews or provide comments to the press without prior approval from HP Corporate Communications. Unless you receive other guidance from HP Corporate Communications, you are expected to decline the opportunity to respond to any inquiries for news or information about HP, and refer the request to the appropriate HP spokesperson. You may not create any impression that you are speaking on behalf of HP in any personal communications, such as user forums, chat rooms and bulletin boards.
- **Completeness and accuracy of statements** All statements made to the public on HP's behalf must be complete and understandable, accurate and truthful, timely and not false or misleading.

8.6 Insider trading

U.S. securities laws prohibit you from trading in securities of U.S. companies while you are aware of "material non-public information." These laws enforce one aspect of your general duty to not misuse HP information for personal gain. U.S. insider trading laws apply to anyone who is aware of material non-public information—including HP board members, officers, employees and independent contractors.

Those laws also apply to people outside the U.S. who trade within the U.S. Similar laws in other countries may apply to trading by HP employees who are located in those countries or to trades on exchanges that are located there. Member States of the European

Union have implemented legislation restricting insider trading, and many other European countries apply similar laws.

If you violate insider trading laws, both you and HP may be subject to severe civil and criminal penalties. The U.S. Securities and Exchange Commission, the National Association of Securities Dealers and the securities exchanges investigate and are very effective in detecting insider trading. The SEC, together with the U.S. Department of Justice, pursues insider trading violations vigorously.

If you are considering a securities transaction and believe that you may be aware of material non-public information, consult the HP Legal Corporate Section.

- **Prohibited activity** If you are aware of material non-public information about HP, you may not legally trade in HP securities until a reasonable time (usually 24 hours) after HP discloses the information to the public. U.S. insider trading laws also prohibit you from passing material non-public information on to others or making recommendations to others about the purchase or sale of HP securities while you are aware of material non-public information. Insider trading prohibitions apply to the act of trading, regardless of the size or value of the transaction.
- **Material information** Information is "material" if there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision about whether to buy, hold or sell a security. Any information that could reasonably be expected to affect the price of a security should be treated as material. In addition, both positive and negative information may be material. Examples may include data reflecting orders, sales, earnings or profitability, or trends in these figures; impending announcements of major new products; major HP acquisitions, equity investments or divestitures; and important developments in projects or alliances.
- **Non-public information** Information is "non-public" if it has not been the subject of an authorized HP press release, a properly noticed webcast to the public, another authorized HP communication to the public, or a filing with the U.S. Securities and Exchange Commission, even if there are rumors in the marketplace. Partial release of material information does not clear you to trade if other material non-public information remains undisclosed.
- **Trading activities** Trading in HP securities includes: buying or selling HP shares in the open market (including short selling of HP securities); buying or selling HP options traded on any exchange; buying or selling HP debt securities (debentures,

bonds or notes); selling shares that were purchased upon exercise of an HP employee stock option; increases or decreases in the portion of your periodic contributions to HP's 401(k) plan for the U.S. that will be allocated to an HP stock fund account; borrowing money against a 401(k) plan account or prepaying a 401(k) plan loan where the borrowing or loan prepayment will result in the increase or decrease of the funds in your HP stock fund account in the 401(k) plan; transferring funds to or from your HP stock fund account in the 401(k) plan; enrolling in the HP employee stock purchase plan; selling HP shares purchased under the HP employee stock purchase plan; and voluntary purchases resulting from any additional contributions that you may choose to make to the HP dividend reinvestment plan. Trading in HP securities does not include regular, continuing purchases of HP shares through HP's employee stock purchase plan if you are already enrolled in the plan; purchases of HP shares under HP's 401(k) plan for the U.S. resulting from your periodic contributions to the plan pursuant to automatic payroll deductions; purchases, without sale, of shares through the exercise of an HP employee stock option; or automatic purchases of HP shares under the HP dividend reinvestment plan resulting from your reinvestment of dividends paid on HP shares.

- **Rule 10b5-1 trading plans** U.S. insider trading laws also permit a person to effect a transaction in HP securities pursuant to a pre-established Rule 10b5-1 plan, even when that person has material non-public information at the time of the transaction. Information about establishing a Rule 10b5-1 trading plan is available on the HP Legal website at <http://legal.hp.com/legal/files/10b5-1faq.asp>.
- **Trading window** To facilitate compliance with U.S. insider trading laws, HP imposes "trading windows" on members of HP's board of directors and those officers and other employees with access to interim financial data about HP's fiscal quarter-to-date results and who are therefore deemed to be aware of material non-public information about HP during a portion of each fiscal quarter. If you are subject to a trading window, you should receive quarterly e-mails notifying you of the period that the trading window will be open for you during the next quarter, and you may trade HP securities only during that period and if you are not then aware of any other material non-public information about HP.
- **Trading guidelines** To facilitate compliance with U.S. insider trading laws, HP also has established "trading guidelines" for all HP employees who are not subject to a "trading window" as described

above. If you are subject to those guidelines, which you must apply yourself, it is usually relatively safe for you to trade during the period that begins 24 hours after HP announces quarterly or annual results and ends on the last day of the second month of the fiscal quarter, although you may never trade at any time (including during this period) that you are aware of material non-public information about HP. These are only guidelines established to encourage trading during periods in which you are less likely to be aware of material non-public information about HP; you still may trade outside of this period provided that you are not then aware of material non-public information about HP.

- **Trading by family members** The same trading restrictions that apply to you under the U.S. insider trading laws also apply to your family members who reside with you, anyone else who lives in your household, and any family members who do not live in your household but whose transactions in HP securities are directed by you or are subject to your influence or control (such as parents or children who consult with you before they trade in HP securities).
- **Post-termination trading** If you are aware of material non-public information when your employment or other service relationship with HP terminates, you may not trade in HP securities until that information is no longer non-public or no longer material.
- **Trading in securities of other companies** U.S. insider trading laws prohibit you from trading in the securities of other companies, including customers, channel partners, suppliers, other business partners and competitors, if you are aware of material non-public information about those companies.

8.7 Privacy and personal data protection

HP is committed to protecting the personal information of its customers, channel partners, suppliers, other business partners and employees. Personal information includes data related to a person who can be identified or located by that data. To create an environment of trust and to comply with applicable local law, you are required to follow HP privacy policies and data protection practices in using online and offline systems, processes, products and services that involve the use, storage or transmission of any personal information. The HP Global Master Privacy Policy serves as the basis for HP privacy standards and all other HP privacy policies.

- **HP customer privacy** If you have access to personally identifiable data from current and potential customers, business partners and others who buy, test, sell, subscribe to, obtain support for or comment on HP products and services, you are required to understand and comply with the HP Global Customer Privacy Policy.
- **HP employee privacy** If you have access to personally identifiable data from any potential, current or previous employment relationship with HP, you are required to understand and comply with the HP Global Employee Data Privacy Policy.
- **Service of process** In the U.S., documents that initiate lawsuits or investigations, and subpoenas involving HP, should be sent immediately to HP Legal Litigation Section in Palo Alto, California. Outside the U.S., documents of this kind should be sent immediately to HP Legal attorneys who support the geographic area where HP receives them.
- **Records** Records relevant to a lawsuit, legal proceeding or investigation must not be altered or destroyed and must be promptly produced and turned over to HP Legal upon request. In the European Union, HP premises, vehicles, computer systems and other locations where records may be stored are subject to unannounced inspections by the European Commission if a violation of competition law is suspected. See also Antitrust (Section 2.3).

8.8 Records management

For business, accounting and legal purposes, HP company records must be professionally drafted and properly managed. You are required both to retain company records according to established retention schedules and to keep files no longer than required.

- **Records management** The HP Global Records Management Policy governs the handling of HP documents, including electronic files. The Global Records Retention Schedule sets forth the way you should retain, protect and dispose of company records. In many cases, you need not keep ordinary correspondence and department documents, including most categories of electronic messages, more than one year after the last active date in a record or file.
- **Attorney-client privilege** Under U.S. law, attorney-client privilege applies only to communication in confidence to HP attorneys to obtain legal advice and to communication from HP attorneys applying their advice to HP activities. These communications should not be copied or distributed except under the direction of an HP attorney and should be given only to the narrowest possible set of HP people who have a need for them.
- **No discussions** If you are involved on HP's behalf in a lawsuit or other legal dispute, you must avoid discussing it with anyone inside or outside of HP without prior approval of HP Legal. You are required to cooperate fully with HP Legal in the course of the lawsuit, legal proceeding or investigation.
- **Litigation documents** Once a lawsuit, legal proceeding or investigation is likely to commence or has commenced, the Global Records Retention Schedule is suspended for documents relating to the matter. You must not alter or destroy any document relating to the lawsuit, legal proceeding or investigation until notified by HP Legal that it has been concluded.

8.9 Lawsuits, legal proceedings and external investigations

Lawsuits, legal proceedings and investigations concerning HP must be handled promptly and properly in order to protect and defend HP. You are required to contact HP Legal immediately in the event of a threatened lawsuit, legal proceeding or investigation brought by private parties or by any governmental agency.

8.10 Internal investigations

In the event you are asked to provide information or assistance for an internal investigation or you become aware of an internal investigation, you may not discuss anything about that investigation with any person, either inside of or outside of HP, without the express consent of those HP employees or other representatives authorized to conduct the investigation. When contacted by HP management or their representatives, employees and managers are expected to be cooperative and to disclose any relevant information in a complete and truthful manner. You are required to cooperate fully with the authorized investigation team throughout the course of the investigation.



9. Safeguarding HP assets

9.1 General policy

Safeguarding HP assets—both tangible and intangible property—is crucial to HP’s business success. You have a duty to use HP assets only for legitimate business purposes and to protect them from loss or unauthorized use. In no event may HP assets be used for unlawful or improper purposes.

9.2 Finance and accounting practices

The accuracy and integrity of HP’s books and records are paramount for HP’s business success. Your duty is to ensure that HP maintains its books and records in accordance with generally accepted accounting principles and all regulatory requirements that apply to a multinational, U.S. publicly traded company.

Accounting principles You must comply with generally accepted accounting principles for the U.S. and for every country in which you conduct HP business. You are required to execute all transactions involving HP in accordance with HP policies and procedures, including those set forth in the HP Accounting and Finance Manual. See also Anti-Corruption (Section 2.5).

- **Unrecorded funds** You may not establish any undisclosed or unrecorded HP fund, asset or liability for any purpose.
- **False entries** You may not make, contribute to or facilitate the making of any false or misleading entries in HP’s books or records for any reason.

- **Revenue and expense recognition** You may not enter into any transaction or agreement that accelerates, postpones or otherwise manipulates the accurate and timely recording of business revenues or expenses. See Contracting (Section 2.2).
- **Authorization** You must be authorized under the appropriate HP delegation of authority policy in order to have access to HP funds or assets. You may use HP funds and assets only for legitimate HP business purposes.
- **Payments** You may not make any payment on HP’s behalf without adequate supporting documentation or for any purpose other than as described in the documents. See Contracting (Section 2.2).
- **Independent auditor** HP’s outside auditors have the duty to review HP records in a fair and accurate manner. You may not engage, directly or indirectly, any outside auditors of HP to perform any audit, audit-related, tax or other services, including consulting, without written approval from the HP controller and the audit committee of the HP board.

9.3 Political contributions and activities

HP’s public policy agenda includes the election of public officials who understand HP’s business interests and support legislation important to HP. HP funds and other assets may be used as political contributions only as allowed by law and in accordance with HP policies set forth by HP Government Affairs.

- **Federal politics** HP may not use its corporate funds or assets for contributions to candidates for U.S. federal political office. An independent entity, the HP Political Activities Committee, may solicit individual contributions from HP managers to support selected candidates in federal campaigns.
- **State and local politics** In the U.S., where legally permitted, HP may make contributions to state candidates, and to state and local ballot measures, provided such contributions have been authorized in writing by the vice president of HP Government Affairs as part of programs approved by the CEO.
- **Non-U.S. politics** HP funds or other assets may not be used for political contributions outside the U.S., even where permitted by local law, without written approval from HP Legal and the vice president of HP Government Affairs, and written approval from a member of the Executive Council.
- **Personal activities** While you are encouraged to participate in your community and the political process, you may not create the impression that you are speaking or acting for HP. You are encouraged to make personal contributions to political candidates of your choice; however, HP will not reimburse you for personal contributions.
- **Lobbying activities** In the course of your employment, you may not engage in any activity intended to influence legislation or rulemaking, or engage lobbyists or others to do so, without the express written authorization from the vice president of HP Government Affairs.
- **Ownership** HP generally owns the intellectual property that you generate during the period of your employment at HP or that is created by other parties for HP. You may not privately protect or exploit intellectual property generated during the course of your employment with HP, unless written permission is obtained from HP Development Company or otherwise permitted by law.
- **Licensing agreements** To use the intellectual property of another party, or to allow others to use the intellectual property of HP, HP needs to enter into an appropriate written license agreement. For standard product licensing, you are required to contact and work through HP Legal. You may not grant customers, channel partners, suppliers, other business partners or anyone else any special rights relating to HP intellectual property under nonstandard agreements without written approval from your vice president, the chief technology officer and the CEO.
- **Copyrights** You may not duplicate, install or use software in violation of its copyright or applicable license terms, including the software installed on your computer or on network areas under your control. Unless proper permission has been obtained from the copyright owner, you may not copy for any reason any copyrighted materials, including text, artwork, images, photographs, videos, music, web pages and other forms of expression, whether they are in hardcopy or electronic media.
- **Patents and inventions** Your inventions may be protected by patents, and it is important that you promptly disclose them to HP. You may not publish or disclose any invention or trade secret without written approval from HP Legal.

9.4 Intellectual property

HP's intellectual property portfolio, including patents, trademarks, copyrights, trade secrets and semiconductor designs, is vital to its business success. The intellectual property that you generate while doing your job contributes to HP's strength, and you have a duty to protect these valuable assets from misuse and unauthorized disclosure.

HP invests substantial amounts of money in you as an employee, in the development of products, services and business processes, and in the protection of related intellectual property. Just as we expect others to honor our intellectual property rights, we must honor the rights of others.

- **Trademarks** You may not allow any outside party to use HP's name, logo or trademarks except within programs authorized by HP Global Brand. To avoid potential trademark infringement claims against HP, you need to contact HP Legal before using any new name, slogan or mark for any product, program or service. See also Advertising (Section 3.2); HP as customer reference (Section 6.5).
- **Trade secrets and confidentiality** You must not share any HP sensitive information with anyone except in accordance with HP policies and guidelines. See Handling sensitive information (Section 8).



9.5 Personal use of HP resources

HP provides a wide variety of assets for its employees in conducting company business—including computers, communications systems and other equipment and materials. Although you may occasionally use some of these resources for incidental personal activities, it is your duty to keep this usage to a minimum and to comply with all HP policies and guidelines.

Excessive personal use of HP resources increases HP's costs and expenses, reduces availability of the resources for HP's business needs, and may adversely affect your job performance. The rules below apply to your use of HP resources even outside your working hours and outside HP premises.

- **Computer and communication systems** While you may occasionally use HP's telephone and computer systems to send or receive personal messages, to access Internet materials that are not directly business-related or to create personal documents or files, you are required to keep these activities to a minimum.
- **Prohibited activity** You may not use any HP resource in violation of the law. You may not allow other people, including your friends and family, to use HP resources for any purpose. You may not use any HP resource to create, transmit, store or display solicitations, chain letters, or messages, images or materials that are for personal gain or are threatening, sexually explicit, harassing or otherwise

demeaning to any person or group. Such misuse of HP assets is misconduct, and may lead to immediate termination of employment.

- **Security** You may not use any HP asset for personal activities that may lead to the loss or damage of the asset. You are responsible for safeguarding the integrity of HP systems, including not exposing the system to computing viruses or enabling a breach of HP's security firewall. You are required to comply with the policies set forth by the HP Information Technology organizations for the appropriate use and security of HP's electronic systems.
- **Inspection** HP may access and inspect all HP resources that you may use for personal activity, including HP computers, servers and systems, telephones, voicemail systems, desks, lockers, cabinets, vehicles, and other equipment belonging to HP. You should not have any expectation of personal privacy in any messages or records created or transmitted using HP systems, including electronic documents, e-mail and voicemail, regardless of whether you have personal passwords or filing systems. For reasons related to safety, supervision, security and other concerns, HP may inspect persons and property on HP premises at any time and without notice, subject to applicable local laws.

10. Respecting HP colleagues and the community

10.1 General policy

HP is committed to creating and maintaining a diverse and inclusive work environment based on respect for the individual, and to being a good corporate citizen in every country and community in which we do business. You have a duty to HP to abide by the policies and guidelines that foster these company objectives.

10.2 Employee relations

HP's core values include trust and respect for individuals. HP believes that diversity and inclusion are key drivers of creativity, innovation and invention. You have a duty to embody and promote these values in your daily activities. You must comply with all laws and HP policies relating to the treatment of all workers.

- **No discrimination or harassment** HP is committed to maintain a work environment free from discrimination and harassment. You are required to treat everyone with whom you interact—including customers, employees, other workers at HP, suppliers, business partners, visitors and shareowners—with dignity, respect and courtesy. Any comments or conduct relating to a person's gender, color, race, ancestry, religion, national origin, age, physical or mental disability, sexual orientation, gender identity or expression, or covered veteran status that fail to respect the dignity and feeling of the individual are unacceptable. Refer to HP Global HR Policies; HP Way Policies.
- **Misconduct** In general, misconduct is an illegal or harmful activity that involves or affects HP and its employees. Misconduct includes, among other

things, violation of the provisions of these Standards of Business Conduct, theft, records falsification, involvement with unlawful drugs, unauthorized use of alcohol, violence, threats, harassment, possession of weapons and insubordination. If you engage in misconduct, you are subject to immediate termination of employment. Refer to HP Global HR Policies.

- **Safety, security and data protection** You are required to comply with all applicable law and HP policies to promote an injury-free and secure workplace. Refer to HP Environment, Health, Safety and Security. HP is committed to protecting the personal information of its employees. See Privacy (Section 8.7).

10.3 Global citizenship

One of HP's key corporate objectives is global citizenship. HP has a responsibility to operate as a good corporate citizen and to make a positive contribution to the customers, communities, shareowners and stakeholders that we serve. At a minimum, "global citizenship" is a commitment made by a company striving to do business in a manner that upholds local and international standards and values everywhere it invests and operates, in areas including the environment, ethics and labor practices.

Global citizenship impacts every business group within HP. Your individual responsibility in dealing with your internal and external stakeholders is to conduct yourself in a manner that is consistent with HP's corporate objective for global citizenship.

Refer to HP Corporate Objectives; HP Corporate Affairs; and HP's Commitment to Global Citizenship.

Visit <http://sbc.corp.hp.com/> for more information on policies referenced in this print version of the HP Standards of Business Conduct.

Printed on recycled paper.

© Copyright 2003–2006 Hewlett-Packard Development Company, L.P.
The information contained herein is subject to change without notice.

5983-2063ENUS

