

Autodesk Inc.

Code of Business Conduct



Image: Customer and Administration Building, Ditzingen, Germany. Building design by Barkow Leibinger Architects.

A Message from Our Chief Executive Officer



At Autodesk, we strive to conduct our business with the highest degree of honesty, integrity and ethical behavior. We are committed to our fellow employees and to our customers, partners, vendors, and shareholders, all of whom are integral to our business. We do business in a direct, clear, and ethical manner. We speak with honesty and courage. We are accountable for our words and actions and strive to build a challenging and fulfilling work environment that rewards teamwork. We respect and recognize diverse work styles, lifestyles and cultural differences.

This Code of Business Conduct (Code) provides an overview of Autodesk's fundamental business values. It summarizes some of our most important principles and policies. These are based on our business ethics and our commitment to integrity, which apply to all employees, officers, directors, contingent workers of Autodesk and its global subsidiaries around the world. This Code should be applied in conjunction with the laws and regulations of the countries in which we operate and any other Autodesk policies or processes that apply to specific topics or areas of responsibility.

After reading this Code, please ask your manager or your Legal Business Partner if any items are unclear. We all have a responsibility to uphold the principles of the Code and promptly communicate any violations or potential violations that may occur. Raising awareness about these topics, clarifying questions and resolving issues, are an essential part of making Autodesk a healthy workplace and an outstanding place to work.

A handwritten signature in dark ink, reading "Carl Bass". The signature is fluid and cursive, written on a light-colored background.

Carl Bass,
Chief Executive Officer and President,
Autodesk, Inc.

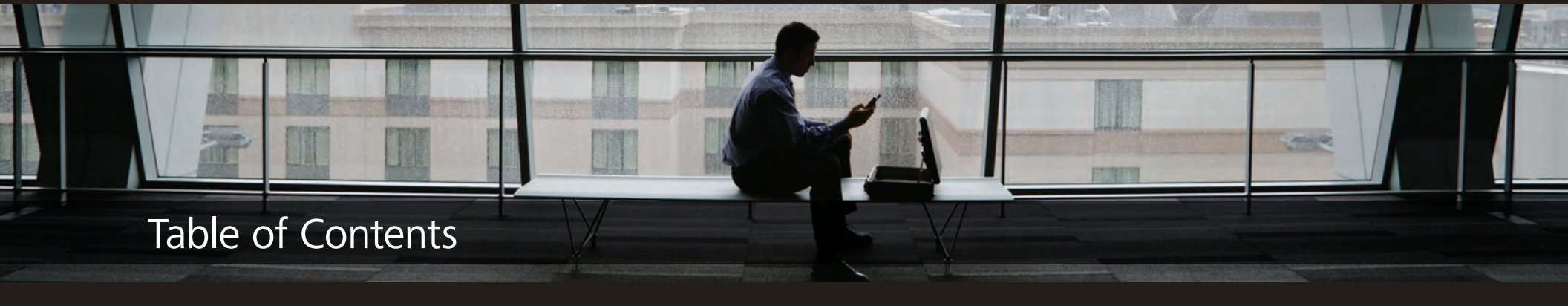
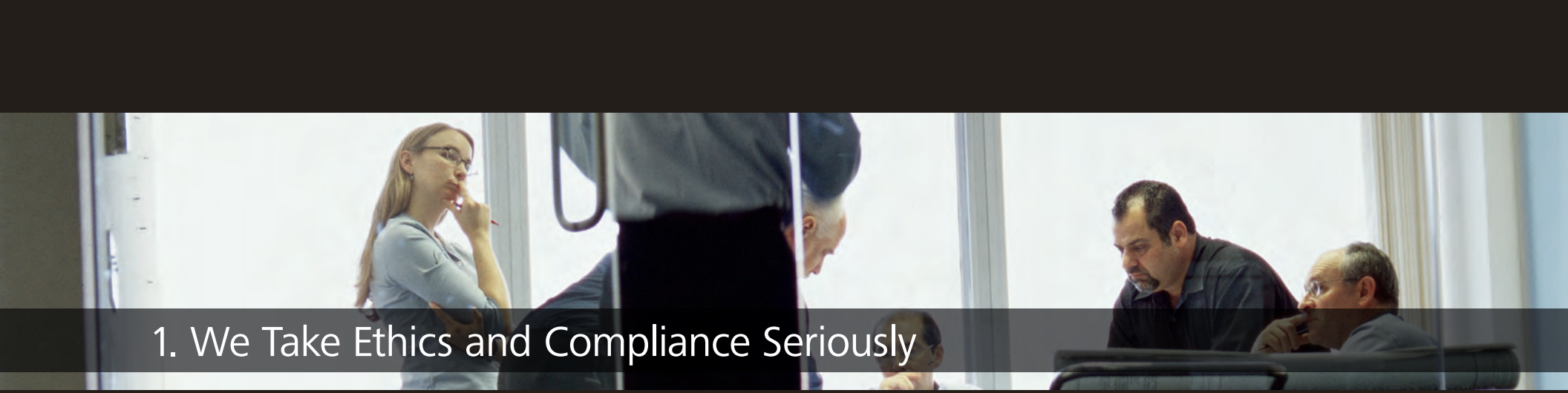


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1. We Take Ethics and Compliance Seriously

“Autodesk’s vision is to help people imagine, design and create a better world.”

Our products contain innovative features that improve the productivity and creativity of designers in many fields and industries.

A large part of our success stems from our commitment to doing business honestly and ethically. This commitment involves everyone in the Autodesk family, including employees, officers, directors and contingent workers. A fundamental part of being a member of the Autodesk team is respecting and following this Code and Company policies. Some of the Company policies are listed in this Code. You can find other policies and guidelines on Autodesk’s internal website, [Infosys](http://www.autodesk.com/ethics), or from local resources.

We expect you to know your legal obligations relating to your job. Many Autodesk policies include legal or regulatory requirements and there may be additional laws and regulations that apply to your job. You must comply with all of these laws and regulations. Violations can create significant liability for Autodesk, could threaten our ability to do business, and may lead to termination of your relationship with Autodesk. If there is ever a conflict between U.S. laws and your local laws, or if you believe there is a conflict between U.S. or local laws and this Code, please contact your Legal Business Partner for guidance.

“Managers at all levels
have a special
responsibility as
role models for
ethical behavior.”

Q&A

Q: Are there policies and guidelines that require specific compliance by managers?

A: Yes. Certain policies and guidelines require managers to proactively review employee activities and appropriately escalate issues as necessary. For example, the [T&E policy](#) requires managers to review and approve each entry on an employee expense report to ensure they are within guidelines. Managers must also follow up on any questionable charges or issues.

Q: Where can I find information about other relevant policies and guidelines?

A: There are various policies and guidelines that support the Code. These policies and guidelines can be found on Autodesk's internal website, [Infosys](#), or from local resources. If you ever have a question regarding whether a policy or guideline exists or is applicable, ask your manager, Finance, Human Resources or your Legal Business Partner.

We are counting on you to recognize potential problems and ask questions if you are ever unsure.

One way to determine whether something is appropriate is to apply the “front-page test” by imagining your actions on the front page of tomorrow's newspaper with all of the details, including your name and picture. If you are uncomfortable with the idea of this information being made public, think again about your course of action.

Whenever you are unsure about the appropriateness of an event or action, ask your manager, Finance, Human Resources or your Legal Business Partner.

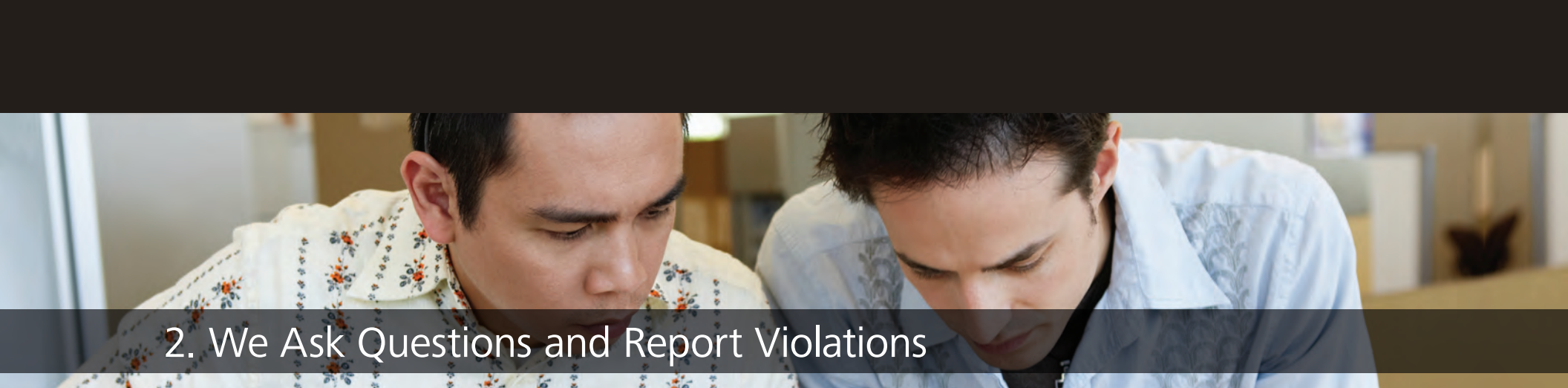


Managers as Role Models

Managers as Role Models

Managers at all levels have a special responsibility as role models for ethical behavior. Additionally, all managers must ensure that employees under their supervision understand and comply with this Code and Autodesk's policies and practices. This includes making sure that all required training is completed. It is important that managers:

- Read and understand the Code;
- Regularly reinforce and discuss the Code with team members;
- Seek guidance from Legal Business Partners with questions about the Code;
- Ensure compliance with the Code and all applicable policies and guidelines.

A photograph of two men, one in a patterned shirt and one in a light blue shirt, looking down at a screen in an office setting.

2. We Ask Questions and Report Violations

“We encourage you to raise concerns and ask questions.”

Reporting Possible Violations

If you believe that this Code, the law, or any of our other policies are being violated, you have an obligation to report the suspected violation. Do not conduct your own investigation; instead, report the suspected violation immediately.

We make many resources available for you to ask questions or to report possible violations. You may choose the one you are most comfortable with:

- Your manager or anyone in senior management
- Your Legal Business Partner or any attorney with Autodesk
- Your Human Resources Business Partner or anyone else in Human Resources management
- Your Finance Business Partner or anyone else in Finance management
- Audit Services
- Our Business Ethics and Compliance Hotline (“the Hotline”):
 - By phone: Call Toll Free in the United States or Canada 855-822-9535 and for international phone numbers, [click here](#)
 - By web: Visit: www.autodesk.ethicspoint.com

Q&A

Q: If I make a report by calling the Compliance Hotline or by submitting it through the Internet, can I remain anonymous?

A: Yes. All calls to the Hotline are confidential and may be made anonymously, where permitted by local law. The Hotline and the web site allow you to submit a report on an anonymous basis at any time.

To remain anonymous, you can contact the Hotline, by phone or online, and decline to provide your name. You can also send a letter to Audit Services or the General Counsel at 111 McInnis Parkway, San Rafael, CA 94903.

A SPECIAL NOTE FOR EMPLOYEES LOCATED IN THE EUROPEAN ECONOMIC AREA (EEA)

Anonymous Reporting

EU law and regulations allow EEA employees to seek guidance or report a matter anonymously ONLY if the matter falls into certain areas of concern.

To determine what areas of concern can be reported anonymously, see the applicable [Data Protection Notice](#) for your location. You may use the Hotline to report such concerns.

Non-Anonymous Reporting

If you want to report a concern non-anonymously, you may use the non-anonymous features of the Hotline or one of the other reporting channels outlined in this section. The data related to those concerns or reports will be retained in compliance with applicable law. For more detailed information regarding Hotline procedures as they apply to EEA employees, [click here](#).

Non-Retaliation and Disciplinary Action

If you have questions or concerns of any kind, you should feel free to ask questions or make a report without fear of retaliation. We will not tolerate retaliation (in some places, this is called “victimization”) against anyone who reports a suspected violation in good faith or cooperates in an investigation. Anyone who engages in any form of retaliation will be subject to disciplinary action, which may include termination of employment. If you believe that you have been subject to retaliation as a result of reporting a suspected violation in good faith, please report it immediately to any of the available resources listed in this section.

In cases in which you report a suspected violation in good faith and are not engaged in the questionable conduct, Autodesk will attempt to keep its discussions with you confidential to the extent reasonably possible. In the course of its investigation, Autodesk may find it necessary to share information with others on a “need to know” basis. If you believe you have been subject to retaliation as a result of reporting a suspected violation in good faith, please report it immediately to any of the available resources listed in this section.



Q&A

Q: What if I make a report about a suspected violation and I am wrong?

A: If you made the report in good faith and believe that the information provided is accurate, you will not be subject to disciplinary action. You do not need to be right—but you do need to believe that a violation has occurred, and that the information you are providing is truthful.



3. We Promote a Respectful Workplace

“We value integrity, honesty, respect for others, and teamwork.”

We strive to create an environment that is open and supportive. Discrimination or harassment of any kind is contrary to our values and Autodesk policies.

You can find more information regarding Autodesk’s policies on these matters in your country’s employment policies on [Infosys](#) and from your Human Resources Partner.

Equal Opportunity

We value the individuality and diversity in our workforce and are committed to making employment decisions including hiring, terminations, or promotions based on qualifications, skills and merit.

Discrimination and Harassment

We value respect for others and are committed to providing equal employment opportunity for all of our employees and applicants for employment. We will not tolerate discrimination against or harassment of employees, contingent workers or customers based on any characteristic protected by law, such as age, gender, race, national origin, citizenship or disability.

If you witness, are informed of, or experience discrimination or harassment, please report it immediately to any of the available resources listed in Section 2 [Reporting Possible Violations](#).

Maintaining Health and Safety

Autodesk is committed to maintaining a healthy, safe and productive workplace. If you have any health or safety concerns you should contact security at security@autodesk.com, by calling (415) 507-5555 or by using any of the reporting procedures mentioned in Section 2. Emergencies and imminent threats of harm should immediately be reported to the police or other emergency personnel (9-911 from U.S. Autodesk sites). For further information, please consult the [Emergency Reporting & Response](#) page on Infosys. Outside of the U.S., please refer to local policies and guidelines, as applicable.

DRUGS, CONTROLLED SUBSTANCES AND ALCOHOL

As part of creating a safe environment and workplace, employees are not permitted to be under the influence of drugs (including inappropriate use of lawful medications), controlled substances or alcohol while at work. Drugs and alcohol can impair your ability to do your job and may put other employees at risk. For further information, please consult the [Drug and Alcohol Policy](#). Outside of the U.S., please refer to local policies and guidelines, as applicable.

WEAPONS AND VIOLENCE

Autodesk does not tolerate violence, threats of violence, or other conduct that threatens or harms the safety of persons in the workplace. Firearms, explosives, or weapons of any kind are not allowed in the workplace, even if you possess a permit to carry concealed or other weapons. Weapons are also prohibited at off-site locations where Autodesk business is conducted or at Autodesk-sponsored events. For further information, please consult the [Workplace Violence Prevention Policy](#). Outside the U.S., please refer to local policies and guidelines, as applicable.



Q&A

Q: How can I recognize if someone's behavior is actually a form of unlawful harassment?

A: Unlawful harassment can include any behavior that creates an intimidating, hostile or offensive work environment and is based on protected personal characteristics.

Examples of unlawful harassment include, but are not limited to:

- Derogatory comments including gestures or jokes, based on a legally-protected characteristic such as gender, race, religion or sexual orientation;
- Sexual advances;
- Verbal or physical threats;
- Offering employment benefits in exchange for sexual favors;
- Displaying material that is derogatory, demeaning or offensive regarding race, gender, or other protected characteristics.



4. We Avoid Conflicts of Interest

“It is your responsibility to avoid situations where a conflict of interest could occur with respect to your obligations to Autodesk.”

We understand that you have responsibilities and interests outside of work, but these cannot conflict with the interests of Autodesk. Determining what constitutes a conflict of interest sometimes can be difficult. Generally, a conflict of interest exists when a personal interest or activity interferes or has the potential to interfere with your professional judgment or your responsibility to Autodesk because it is inconsistent with the Company's interests. Even the appearance of a potential conflict of interest could be harmful to the Company and your reputation and should be avoided. Such a conflict may arise directly, or indirectly, as a result of the personal interests or activities of a friend, associate or family member (or significant other), or organization with which you are affiliated. You must disclose any actual or potential conflicts of interest, whether new or existing, to your manager and to Legal. Your manager will work with Human Resources and Legal to review the proposed activity or interest and provide approval, if appropriate.

Some examples of conflicts of interests include, but are not limited to the following:

■ **Outside Employment and Other Affiliations—**

You may not work at another company as an employee, independent contractor or consultant, or serve on its board of directors, where the affiliation gives or appears to give rise to a conflict of interest or interferes with your ability to perform services for Autodesk. For example, prohibited affiliations include simultaneous employment with an Autodesk customer, distributor, reseller, supplier or other business partner. Additionally, you are prohibited from simultaneous employment with a competitor of Autodesk or from participating in any activity that enhances or supports a competitor's position. If you are unsure if your participation outside work or your affiliation with an outside interest could create or appear to create a conflict of interest, please contact your manager and Legal Business Partner.

■ **Serving on a Board of Directors**—In general, Autodesk employees are prohibited from serving on the board of directors of competitors, but may be permitted to serve as a board member of other entities, subject to the [Corporate Policy Regarding Board Representation](#). If you are considering serving on a board of directors notify your manager and Legal Business Partner and follow the process described in the [Corporate Policy Regarding Board Representation](#).

■ **Financial Interests in Other Businesses**—Personal or family financial interests in an Autodesk customer, distributor, reseller, supplier, other business partner, or competitor that could improperly influence your judgment, create a divided loyalty, or result in personal benefit are prohibited. A financial interest could be stock investment, ownership, or creditor interests. Many factors should be considered in determining whether a financial interest conflict exists, including, without limitation, the size and nature of the proposed investment, your ability to influence Autodesk decisions or decisions by third parties affecting Autodesk, your access to confidential information of Autodesk or of the other company, and the nature of the relationship between Autodesk and the other company. (Typically, a financial interest of less than two

percent of the total outstanding shares in any publicly-traded entity will not create a conflict).

■ **Personal Benefit or Gain from Business**—Receiving personal benefits from others because of your status as an Autodesk employee may lead to divided loyalties. Except as described under the Gifts and Entertainment section, you may not receive any personal profit or advantage other than your compensation from Autodesk in connection with any transaction involving Autodesk or your status as an Autodesk employee. In addition, you must disclose to your manager and Legal all situations where you or another Autodesk group may be conducting Autodesk business with members of your family, your friends, or others with whom you have a close personal relationship or entities with which they are associated.

■ **Corporate Opportunities**—You should not knowingly pursue or participate in a business opportunity where Autodesk has an interest or which is closely related to Autodesk's current business or its anticipated future plans. If you believe you may be pursuing such an opportunity, disclose it to your manager and Legal.

■ **Political Contributions**—You may not use Autodesk's funds or assets for political campaigns or political practices anywhere in the world, except

as outlined in Autodesk's Government Affairs Policy.

■ **Gifts and Entertainment of Third Parties**—[Section 12 on Anti-Corruption](#) describes the guidelines for gifts and entertainment involving government and non-government persons or entities. The guidelines will vary depending on the specific situation and person with whom you are interacting, so it is important that you refer to the guidelines before providing any gifts or entertainment to a third party.



Remember that...

Whether a conflict of interest is apparent or actual, your personal reputation and Autodesk's reputation can be damaged. Here are some factors to consider in determining whether a conflict may exist:

- Does the activity affect how I do my job?
- Could the situation affect the decisions I make?
- Are others likely to think that the activity might affect the decisions I make?
- Do I have a divided loyalty between the activity and my job?
- Will this activity divert my attention away from my work for Autodesk?
- Would I be embarrassed if someone inside Autodesk knew about the situation?
- Would a customer or supplier question whether they have been treated fairly?

If the answer to any of these questions is yes—or even maybe—it could be a conflict of interest, and you should discuss it immediately with your manager or Legal Business Partner.

If you think you might be faced with a conflict of interest, it is important to address the situation immediately. Talk to your manager or your Legal Business Partner and remove yourself from any decision-making responsibilities that are related to the conflict.



5. We Protect Confidential Information

Image: © Jeff Goldberg / Esto

“Autodesk’s confidential information and trade secrets are among its most valuable assets and we all must protect them.”

Autodesk Confidential Information

Autodesk Confidential Information means any information that Autodesk does not make or want to make publicly known at a given time.

Autodesk Confidential Information may include (without limitation):

- Computer programs, software or hardware products, product roadmaps and development plans;
- Code, documentation, algorithms, know-how, trade secrets, formulas, processes, procedures, ideas, research, inventions, and schematics;
- Personal Data, Behavioral Data, and Unique Identifier Data;
- Network and security information;
- Contracts or proposals, merger, acquisition and divestiture plans;
- Internal investigation matters, litigation matters, government inquiries and investigations;
- Other technical, business, financial and marketing information, forecasts, and strategies.

It is your duty to abide by Autodesk’s Confidentiality Principles.

Confidential Information

We have adopted the following Confidentiality Principles for working with Confidential Information:

- Use Confidential Information only in permitted ways;
- Identify and label types of Confidential Information accurately;
- Practice responsible collection, maintenance and storage of Third Party Confidential Information;
- Limit internal sharing only to people authorized to receive the information;
- Make disclosures outside of Autodesk only with appropriate approvals;
- Be accountable for enforcement of these Confidentiality Principles.

You are expected to safeguard all Confidential Information to which you may have access during the course of your work. Your obligations to safeguard Confidential Information are in effect during your employment or engagement with Autodesk and continue even after you are no longer an employee of or engaged by Autodesk. For more guidance, please read the following sections and consult the [Confidentiality by Design Policy](#).

“Autodesk respects the rights of other people and other companies to protect their confidential information and trade secrets.”

Confidentiality Obligations to Third Parties

Third Party Confidential Information is information owned or controlled by a Third Party, which is entrusted to Autodesk under an obligation of confidentiality.

Just as Autodesk protects its own confidential materials, Autodesk respects the rights of other people or other companies to protect their confidential information and trade secrets.

For more guidance, please consult the [Confidentiality by Design Policy](#).

Confidentiality Obligations to Previous Employers

Do not use or reveal to Autodesk any information that might reasonably be considered the confidential or trade secret information of a former employer – including materials from your former employer -- without prior written authorization from the owner of the information (such as a non-disclosure agreement). For more guidance, please consult the [Confidentiality by Design Policy](#).



Q&A

Q: What are examples of confidential information?

A: The following are examples of information that may be confidential, although this list is not exhaustive:

- Personnel records and personally identifying information of employees;
- Names and lists of customers and resellers;
- Contracts or proposals related to non-public business plans;
- Product plans, roadmaps and designs;
- Marketing strategies;
- Pricing policies;
- Proprietary software information or source code;
- Information concerning potential or future mergers, acquisitions or divestitures;
- Financial information;
- Internal email and other communications;
- Information concerning litigation matters and government inquiries and investigations.



6. We Respect Privacy and Personal Information

“We are committed to protecting and responsibly using personal information of employees, customers and other third parties.”

Privacy laws deal with personal data (also known as personal information) which generally means information that can be used to identify, contact or locate an individual, and in some cases behavioral data (information concerning an individual’s activities). Like confidential information, personal data requires special care.

You are required to follow all Autodesk policies, processes and standards when involved in a business process or when using applications/systems that involve the collection, use, transfer, storage or disposal of personal data. This helps create an environment of trust and integrity with our customers and the business community and helps ensure that Autodesk maintains its compliance with applicable global data protection and privacy laws.

Autodesk strives to abide by the following Privacy Principles:

- Be transparent about our actions and intent.
- Present individuals with clear and actionable choices.
- Practice purposeful collection, use and retention of data.
- Use data for the purposes for which it was collected.
- Only share data with third parties in limited and approved ways.
- Be accountable for enforcement of these Privacy Principles.

For further information, please consult the [Privacy by Design Policy](#), [Privacy Statement](#) and [Employee Privacy Policy](#).

Privacy and Your Use of Autodesk Resources

We seek to respect your personal privacy. However, as permitted by local law, it is important to understand that information created, accessed, transmitted, or stored using Autodesk’s technology resources, such as email messages, computer files, telephone messages, or websites in your browsing history, are Company resources and assets. We may access, monitor or inspect Autodesk resources, assets and property at any time without prior approval or knowledge or consent of affected employees to the extent allowed by law. This includes monitoring and retrieving information that is stored or transmitted on Autodesk’s electronic devices, computer equipment and systems. For further information, please consult the [Acceptable Use Policy](#).



7. We Protect Intellectual Property

“Our dedication to innovation is what makes us successful and sets us apart from our competitors.”

Autodesk Intellectual Property

At Autodesk, we are extremely committed to protecting our intellectual property, which includes our trademarks, copyrights, trade secrets, patents, concepts, software code, designs, and business processes. As with confidential information, we expect you to protect our intellectual property and only use it or disclose details about it in accordance with the relevant policies or guidelines.

For further information, please consult the [Trademark Guidelines](#) and [Source Code Policy](#).

Use of Third-Party Software

We are dedicated to respecting the intellectual property rights of third parties. All software used by employees to conduct Autodesk business must be appropriately licensed and authorized. Making or using unauthorized copies of software or devising ways to obtain unauthorized access to software services constitutes copyright infringement and may expose you and Autodesk to civil and criminal liability.

Other Copyrighted Materials

Works published in hard copy or on the Internet, such as technical papers, product information, imagery or publications you use in your job, such as newsletters, reference works or magazines, are generally protected by copyright. Never make copies of these materials or significant parts of them without first consulting your Legal Business Partner.

At times, Autodesk employees may want to use music, film or video clips, or other material available on the Internet in presentations or promotional materials, or at trade shows or Autodesk events. These works are generally protected by copyright law and their unauthorized use may constitute copyright infringement. Do not use them, or any portion of them, without first consulting your Legal Business Partner.



8. We Communicate Appropriately with Others

“Autodesk designates specific employees to speak with the media and financial analysts regarding Autodesk matters, and communicates in ways that comply with legal requirements.”

Advertising and Marketing

All businesses have a legal responsibility to ensure that advertising is truthful and not deceptive, to comply with consumer protection and other regulations. Autodesk is no exception. We strive to comply with all applicable policies and laws pertaining to the advertising and marketing of products and services.

Media Requests

Unless you are a designated employee, you must refer all inquiries from the media or other third parties to Corporate Communications or the Head of Public Relations and all inquiries from financial analysts to Investor Relations or the Chief Financial Officer. You should refer any government inquiries about Autodesk to the General Counsel or your Legal Business Partner.


Social Media

If you share Autodesk information in any public forum such as conferences, industry events, or social networking sites, blogs, or chat rooms, you

may not disclose confidential, private or proprietary information about Autodesk. In addition, you are required to abide by the rules and guidelines set forth in the [Social Media Policy](#). You are not permitted to speak on behalf of Autodesk when making any statements in these forums.

Law Enforcement / Government

You must also seek Autodesk approval to speak to government or law enforcement officials regarding Autodesk or Autodesk’s business activities. If any disclosure about Autodesk or its business activities is requested by a government or law enforcement officer, you must promptly notify and consult with your Legal Business Partner prior to such disclosure.



9. We Use Autodesk Assets Appropriately

“We all have a responsibility to ensure that Autodesk assets are not misused, misappropriated, shared with unauthorized employees or other third parties, or sold without appropriate authorization.”

Autodesk assets may be tangible or intangible. Examples of tangible assets are computers, equipment, files, office supplies, fax machines, and photocopiers. Examples of intangible assets are software, trademarks, intellectual property rights, trade secrets and copyrights. For information about protecting intangible assets, see the [Confidentiality By Design Policy](#).

COMPUTER AND OTHER EQUIPMENT

Always care for Autodesk resources, assets and equipment and use them responsibly. If you use Autodesk equipment at your home or outside of an Autodesk facility, take precautions to protect it from theft or damage, just as if it were your own. If you leave Autodesk employment for any reason, you must immediately return all Autodesk resources, assets and equipment in normal operating condition.

USE OF EMAIL AND OTHER FORMS OF ELECTRONIC COMMUNICATION

When using Autodesk emails and communication systems (e.g., texting, tweeting, etc.) be sure that usage is appropriate and for Autodesk business purposes. Follow simple rules of etiquette and common sense when preparing, sending and forwarding these communications. Please remember that the email system and Company communication devices (e.g., a Company provided mobile device) are owned by Autodesk, and may be subject to monitoring and inspection by Autodesk even if protected by password as permitted by applicable laws. For further details please consult the [Acceptable Use Policy](#).

USE OF INTERNET

Internet use that is not strictly Company-related during business hours should be minimized at the workplace. Autodesk may monitor employee Internet usage/web browsing history while using Autodesk resources, assets, systems or equipment as permitted by local law. For further information, please consult the [Acceptable Use Policy](#).



10. We Keep Accurate Business Records

“Keeping accurate books and records and retaining them for retrieval is an important part of our daily business.”

Integrity of Our Books and Business Records, Financial Disclosure and SEC Reporting

Autodesk’s policy is to provide full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with the Securities and Exchange Commission (SEC) and in other public communications. We have careful disclosure and internal control processes that are designed to ensure that reported information is recorded, processed, summarized and filed within the time periods specified in the SEC’s rules and forms. In addition, we have established internal control processes to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with generally accepted accounting principles.

At Autodesk, we must support Autodesk’s disclosure controls and procedures and internal controls for financial reporting. You must make sure that any financial information provided by you is accurate and that you understand and comply with [Autodesk’s Finance Policies](#).

In addition, all members of the Finance organization must understand and comply with applicable laws and accounting and tax rules and regulations.

If you have concerns regarding accounting or auditing matters, you should report them as specified in Section 2 [We Ask Questions and Report Violations](#). For further information, please consult the [Procedures for the Submission of Complaints or Concerns Regarding Accounting or Auditing Matters](#).



Remember that...

Common examples of business records include:

- Expense reports
- Invoices
- Time records
- Financial reports
- Personnel files
- Business plans
- Contracts
- Customer lists
- Marketing information

Depending on its content, an email may be considered a business record. If you are unsure whether something is a business record, please contact Legal.

Managing and Retaining Business Records

Keeping business records, and retaining them for retrieval, is an important part of our daily business. In fact, various laws require that we keep certain records for minimum periods of time.

It is equally important to know when to periodically dispose of documents that are no longer useful or do not need to be retained. However, if litigation is pending or threatened, you must retain all pertinent documents in accordance with instructions received from the Legal Department.

Local laws regarding record retention and disposal may vary. Please consult the [Document Retention Policy](#) for more information.



11. We Comply with Global Trade Controls

We all have a responsibility to follow global trade controls, including export and customs regulations. Violations of trade controls can have serious consequences for our business.

Export Controls

Generally, an export is any product or technology, including software, which is created in your country and then sent, disclosed or otherwise deemed exported beyond your country's borders or to a foreign national via physical shipment, electronic or digital transmission, verbal communication or other means. Many countries regulate the "export" or "re-export" of products – including software –services and technologies by defining **what** a company can export, **where** it can export, **who** can receive the item and **how** it can be used. Under certain circumstances, a license from applicable regulatory authorities may be required before an item can be exported.

The United States maintains some of the strictest export controls in the world. U.S. law forbids exports to certain restricted countries and end users, and for certain restricted end uses, without obtaining prior

U. S. governmental approval. It is critical that you ask questions if you are not sure about the rules pertaining to a particular product or country.

Information regarding Export Controls can be found on the [Export Compliance](#) site on autodesk.com.

U.S. Anti-Boycott Rules

U.S. law prohibits Autodesk from participating in any foreign boycott or embargo that is not approved by the U.S. government. We must report any requests to participate in boycotts or embargoes to appropriate U.S. authorities. This might include a request to insert a contract clause in an agreement that obligates a party to boycott a country, a prohibition against doing business with certain "blacklisted" companies, or a request to furnish information about business relationships with a boycotted country or blacklisted company. An example of an international boycott that is not approved by U.S. law is the Arab League boycott of Israel. If you receive a boycott or "blacklist" request in the form of bid invitations, requests for proposal, purchase orders, contracts, letters of credit, shipping documents or other forms of communication, report it

Q&A

Q: To what countries, entities or persons is Autodesk prohibited from exporting products?

A: The U.S. government maintains a number of embargoes/sanctions programs against countries, entities and persons considered unfriendly to U.S. interests. As of May 2013, U.S. law and Autodesk's policies prohibit exports to Cuba, Iran, North Korea, Sudan and Syria. The prohibited countries list changes frequently due to world events and changes in U.S. foreign policy. Never assume that a country is not on the list of embargoed/sanctioned countries. Autodesk maintains an updated list of embargoed/sanctioned countries on the Export Compliance Site on Infosys. In addition to these prohibited countries, there are also lists of prohibited persons and entities to whom Autodesk cannot export. These lists can be found at the following site: <http://www.bis.doc.gov/complianceandenforcement/liststocheck.htm>.

immediately to your Legal Business Partner or the export controls team at exportcontrols@autodesk.com.

Information regarding embargoes and [anti-boycott rules](#), including a list of [high-risk countries](#), can be found on the Export Compliance site on Infosys.



12. We Employ Ethical Business Practices

“We expect you to act honestly and ethically in all dealings with customers, suppliers, business partners and government officials.”

Free and Fair Competition

Many countries have well-developed laws, rules and regulations designed to encourage and protect free and fair competition. These antitrust or fair competition laws and their application to particular situations can be quite complex.

We are committed to competing vigorously, always doing so in compliance with all applicable antitrust and competition laws throughout the world. We expect you to have a basic knowledge of what may constitute a violation and to know when to contact your Legal Business Partner for guidance.

Laws regarding competition often regulate Autodesk's relationships with customers, suppliers and channel partners. These laws can cover pricing, discounts, credit terms, promotions, exclusive dealerships or distributorships, restrictions on carrying competing products, terminating relationships, and many other practices.

Competition laws also govern relationships between Autodesk and its competitors. Communications with competitors should be made only for legitimate business purposes and be in accordance with competition principles. You should consult with your Legal Business Partner before joining any trade associations or attending a meeting with our competitors or where a questionable situation arises.

Remember that...

Fair competition or antitrust laws prohibit discussing many topics with competitors, including, but not limited to the following:

- Pricing practices including discounting, credit terms, promotional allowances
- Customers
- Exclusive dealerships or distributorships
- Restrictions on carrying competing products

In addition, there are also restrictions on what may properly be discussed with suppliers and even customers. For more details, please refer to the [Autodesk Guide to Fair Competition](#).

For more information, please consult the [Autodesk Guide to Fair Competition](#).

Insider Trading

From time to time, you may have access to “material information” about Autodesk's business that has not been disclosed to the public (i.e. Material Non-public Information). Material Non-public Information is non-public information that a reasonable investor would consider important to a decision to buy, sell or hold stock in Autodesk. It is also possible to learn Material Non-public Information about another company with which Autodesk does or might do

business.

Trading stock, disclosing to third parties, or encouraging others to trade stock on the basis of Material Non-public Information, regardless of how small or large the trade, may constitute insider trading, insider dealing or stock tipping and constitute a criminal offense with severe penalties.

Autodesk, like many public companies, has adopted specific trading restrictions to guard against insider trading in addition to those restrictions imposed by law. Do not confuse these Autodesk imposed trading restrictions with the broader prohibition on trading when in possession of Material Non-public Information otherwise imposed by law. In other words, the company's "trading window" may be open but you may nonetheless be in possession of Material Non-public Information that makes it illegal to trade.

If you have questions regarding insider trading, please consult the [Insider Trading Policy](#) or contact your Legal Business Partner.

Remember that...

You are never permitted to pass along Material Non-public Information to someone else who may buy or sell securities based on that information. This is referred to as "tipping" and is considered a violation of the securities laws of many countries, and both parties involved could be subject to prosecution.

Anti-Corruption (Anti-Bribery)

We expect you to act with the utmost honesty, integrity and transparency in all dealings with customers, suppliers, business partners and government officials. We are committed to complying with all anti-corruption/anti-bribery laws, everywhere in the world. Bribery can have very serious consequences, for the individuals involved and for Autodesk. Any form of bribery –including bribery of employees of commercial entities (such as publicly or privately held companies), also known as "commercial bribery," is strictly prohibited. Any third-party, channel partner, agent or intermediary acting on Autodesk's behalf is also prohibited from offering, giving or accepting bribes. "Bribery" is defined broadly by the U.S. Government and the governments of most other countries. For example, if you give or offer anything of value in exchange for favorable treatment, to influence a business decision or action (or inaction), or to secure an improper advantage, it could constitute a bribe.

The application of these rules to particular situations can be quite complex. The stakes are significant. Violations of these requirements can subject a company and involved employees to serious criminal, civil, and other penalties. You are responsible for reviewing and being fully familiar with Autodesk's Anti-Corruption Policy. If you ever have questions, contact your Legal Business Partner.

Gifts and Entertainment In a Business Context

Autodesk policy and practice requires moderation and the use of good judgment when giving or accepting



Q&A

Q: What are some examples of Material Inside Information?

A: Examples of Material Non-public Information include, but are not limited to, the following types of information:

- Product launch dates
- New products or changes in product prices
- Financial reports or performance
- Changes in senior management or directors
- Proposed acquisitions, joint ventures or divestitures
- Pending acquisitions or dispositions of material assets or business;
- Litigation matters and government inquiries and investigations

For additional examples, please consult the [Insider Trading Policy](#).

gifts or entertainment in business settings. Extending or receiving common courtesies such as business meals usually associated with accepted business practice in dealings with a customer, supplier or other non-governmental person or entity is acceptable. However, in any such dealings, employees of Autodesk should not request, accept, offer to give or give anything of value that would give the appearance of impropriety or

suggest that the gift or entertainment was intended in any way to influence a business decision or to obtain an improper advantage.

A gift can be an item, but it also can include event tickets or the provision of services when the gift provider is not otherwise involved in the event or service (e.g. the giver provided the tickets but does not accompany the recipient to the event). Entertainment is distinguished from a gift as it typically involves meals, events or other forms of entertainment (e.g., sporting events, concerts, shows) where the provider participates in the meal, event or other form of entertainment.

- **Gift limits and Prohibitions** - Extending or receiving occasional gifts having a maximum retail value of \$250 over the course of any one calendar year as a gesture of goodwill is acceptable. Gifts in the form of cash payments are not allowed, regardless of amount. Gifts in the form of tickets to sporting events and other forms of entertainment that exceed a \$250 value may be acceptable under certain circumstances but require the pre-approval of your manager and the Chief Financial Officer.
- **Entertainment Limits and Prohibitions** - Extending or receiving entertainment (including meals) should be moderate and reasonable, not expensive or extravagant. Any expensive or extravagant entertainment expenses require prior written approval of your manager and the Chief Financial Officer.

Gifts and Entertainment of Government Officials

When Autodesk transacts business with any government entity, state-owned enterprise or public international organization on a country, state or local level, we

must abide by all applicable laws and regulations related to these types of transactions. In dealing with public sector customers in the U.S. or other countries, you are required to understand the special rules that may apply.

RULES RELATING TO NON- U.S. OFFICIALS

Autodesk is subject to various global anti-corruption laws, including the U.S. Foreign Corrupt Practices Act or “FCPA”, the U.K Bribery Act, and similar laws in many other countries. These laws prohibit the offering, promising, or giving anything of value to influence any act or decision of a Non-U.S. Official to obtain or retain business, to direct business to Autodesk or any third party, or to secure an improper business advantage.

- **A Non-U.S. Official** includes official employees, representatives or agents of non- U.S. governments, state-owned enterprises, or public international organizations. Non-U.S. Officials can also include administrative employees of these entities, such as clerks, secretaries or assistants.
- **“Anything of value”** includes gifts, money, entertainment, travel, charitable contributions or special favors.

The FCPA also requires Autodesk to maintain accurate, transparent, and reasonably detailed records of all of its financial transactions and a system of internal accounting control that protects against off-book accounts and disbursements and other unauthorized payments. The FCPA applies to conduct worldwide and covers all Autodesk operations regardless of location. Under the FCPA and other anti-corruption laws, Autodesk is also prohibited from doing indirectly what



Remember that...

Permissible gifts and entertainment include those that:

- Are given openly and directly;
- Come with no strings attached;
- Are NOT solicited;
- Are NOT in the form of cash or a cash equivalent, such as a cash or gift card;
- Are NOT significant in value;
- Are NOT accepted as part of or during a business negotiation;
- Comply with all applicable laws and with all policies of both the giver and recipient;

we are prohibited from doing directly. We cannot make any payment to a third party if any or all of that payment will be used for a purpose prohibited by the FCPA or other applicable local anti-corruption law.

- Autodesk’s [Anti-Corruption Policy](#) and Government Affairs Policy impose strict limits on (and in some cases prohibit altogether) what may be offered and provided to Non-U.S. Officials, such as gifts, entertainment, meals, travel, and lodging. It is your responsibility to be familiar with these Autodesk policies and the special rules that apply to dealings with Non-U.S. Officials.

RULES RELATING TO U.S. OFFICIALS

U.S. Federal, State and local laws, as well as Autodesk’s

Government Affairs Policy and Anti-Corruption Policy impose strict rules when dealing with U.S. Officials. The term “U.S. Official” includes federal, state, and local elected and appointed officials, civil servants, agents, and other representatives, of any branch of U.S. government (executive, legislative, or judicial), as well as political parties and candidates for governmental office. The term also includes any member of any of the U.S. armed services, including the U.S. Coast Guard. You are responsible for knowing these rules and to ask questions when in doubt.

RULES RELATING TO MEMBERS OF THE U.S. CONGRESS AND CONGRESSIONAL EMPLOYEES

Autodesk employees may not provide, request, or direct a gift or anything of value—including travel, meals, event tickets or other entertainment—to any of the U.S. Congress, employees of Members of Congress, or other Congressional employees without the prior written consent of the General Counsel. Furthermore, Autodesk assets or funds may not be used for the following purposes without the prior written consent of the General Counsel:

- An event to honor or recognize a Member of the U.S. Congress, congressional employee, or federal executive branch official;
- An entity that is named for, or designated by, such an official;
- A meeting, retreat, conference or similar event held by or in the name of such an official; or
- A Presidential library or Presidential inaugural committee.

This prohibition includes gifts or anything of value paid for either with Autodesk assets or by an individual

employee or group of employees of Autodesk.

RULES RELATING TO U.S. OFFICIALS (OTHER THAN MEMBERS OF CONGRESS AND CONGRESSIONAL EMPLOYEES)

U.S. federal, state and local regulations or laws may limit or prohibit providing, giving, or paying for travel, entertainment, meals, gifts, lodging, or anything else of value to U.S. federal, state and local government officials. It is your responsibility to understand such rules and restrictions. Before offering, paying or providing a gift, travel, entertainment, meal, lodging or anything else of value to a U.S. federal, state or local government official, you must obtain written approval from your Legal Business Partner.

Violations of these rules can result in significant civil fines and/or criminal penalties. It is your responsibility to understand such rules or restrictions. If you have any questions, ask your manager, or Legal Business Partner.

Remember that...

When selecting a consultant, sales representative or third party, always watch out for suspicious business practices. Warning signs may include:

- Requesting payments in a different country or to a third party;
- Requesting cash or untraceable funds;
- Failing to disclose an affiliation with a government official;
- Appearing unqualified or having no prior professional experience;
- Lack of necessary staff or facilities to perform the services in question;
- Lack of adequate financial record-keeping.

Remember that...

The term “Non-U.S. Official” includes various jobs or positions, including:

- Police, military, customs, or immigration officers
- Executives and other employees of a state-owned business, such as a national oil company, state-owned refinery, national airline, or national railway
- Individuals who work for public international organizations, such as the United Nations, International Monetary Fund, or the World Bank
- Any person acting in any official, administrative, or judicial capacity for or on behalf of any government and in cases quasi-governmental capacity like a political party
- Lower-seniority administrative personnel, including clerks, secretaries and assistants.

For additional examples of who may constitute a “Non-U.S. or U.S. Official,” refer to Autodesk’s [Anti-Corruption Policy](#) and Government Affairs Policy.

“Anything of value” may include:

- Meals and entertainment;
- Cash;
- Gifts;
- Travel;
- Favors, such as helping someone secure a job, or obtain admission to a school;
- Charitable contributions to an organization sponsored by or connected to the official.



13. Exceptions and Amendments

We are committed to regularly reviewing and updating our policies and procedures, including this Code. Any amendments to this Code will be posted on our Company's website.

For directors and executive officers, material exceptions to compliance with this Code require written approval by the Board of Directors and may require public disclosure under applicable law. For others, material exceptions require review by Autodesk's General Counsel and approval in writing in accordance with appropriate policy.

Autodesk Business Ethics and Compliance Resources

At Autodesk, we value your commitment to being an honest and ethical member of the Autodesk team. Part of that commitment is to follow the guidelines within this Code as well as Autodesk policies and the law. If you are ever unsure about what to do, ask someone. We are all responsible for asking questions and reporting any suspected or actual violations of the Code or Company policies.

Contact the following people with any Code-related questions or concerns you may have:

- Your manager or anyone in senior management ;
- Your Legal Business Partner or any attorney with Autodesk;
- Your Human Resources Business Partner or anyone else in Human Resources management;
- Your Finance Business Partner or anyone else in Finance management;
- Audit Services;

■ Our Business Ethics and Compliance Hotline ("the Hotline"):

- By phone: Call Toll Free in the United States or Canada 855-822-9535 and for international phone numbers, [click here](#)
- By web: Visit: www.autodesk.ethicspoint.com

To remain anonymous, you can contact the Hotline, by phone or online, and decline to provide your name. You can also send a letter to Audit Services or the General Counsel at 111 McInnis Parkway, San Rafael, CA 94903.

For concerns or complaints regarding accounting or auditing matters, you should report them as specified in the [Procedures for the Submission of Complaints or Concerns Regarding Accounting or Auditing Matters](#) located on Infosys.

A SPECIAL NOTE FOR EMPLOYEES LOCATED IN THE EUROPEAN ECONOMIC AREA (EEA)

Anonymous Reporting

EU law and regulations allow EEA employees to seek guidance or report a matter anonymously ONLY if the matter falls into certain areas of concern.

To determine what areas of concern can be reported anonymously, see the applicable [Data Protection Notice](#) for your EU location. You may use the Hotline to report such concerns.

Non-Anonymous Reporting

If you want to report a concern non-anonymously, you may use the non-anonymous features of the Hotline or one of the other reporting channels outlined in Section 2. The data related to those concerns or reports will be retained in compliance with applicable law. For more detailed information regarding Hotline procedures as they apply to EEA employees, [click here](#).

For additional information, you can find a list of the [Autodesk's policies on Infosys](#).

