

Autodesk Inc.

Code of Business Conduct



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

Autodesk®

A Message from Our Chief Executive Officer



At Autodesk, we 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 rewarding work environment that rewards teamwork. We respect and recognize diverse workstyles, 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 Autodesk employees, officers, directors, contingent workers, and subsidiaries around the world. Also, you should make sure you are aware of and abide by the laws and regulations of the countries in which we operate and any other Autodesk policies or processes that apply to your individual areas of responsibility.

After reading this Code, please ask questions if any items are unclear. Should you become aware of any violations or potential violations of this Code, you have a responsibility to communicate that information promptly. 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 blue ink that reads "Carl Bass".

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



Table of Contents

1. We Take Ethics and Compliance Seriously.....	4	7. We Protect Intellectual Property.....	16	12. We Employ Ethical Business Practices.....	22
2. We Ask Questions and Report Violations	6	Autodesk Intellectual Property	16	Free and Fair Competition	22
Reporting Possible Violations	6	Use of Third-Party Software.....	16	Insider Trading	23
Non-Retaliation and Disciplinary Action.....	7	Other Copyrighted Materials	16	Anti-Corruption (Anti-Bribery)	24
3. We Promote a Respectful Workplace.....	8	8. We Communicate Appropriately	17	Gifts and Entertainment.....	24
Equal Opportunity.....	8	with Others	17	Rules for Dealing with Non-U.S. Officials.....	24
Discrimination and Harassment	8	Media Requests	17	Rules for Dealing with U.S. Officials.....	25
Maintaining Health and Safety.....	9	Social Media.....	17	Rules for Dealing with Congress and	
Drugs, Controlled Substances, and Alcohol.....	9	Law Enforcement/Government	17	Congressional Employees	25
Weapons and Violence	9	9. We Use Autodesk Assets Appropriately	18	13. Exceptions and Amendments	26
4. We Avoid Conflicts of Interest.....	10	10. We Keep Accurate Business Records.....	19	Autodesk Business Ethics and Compliance	
5. We Protect Confidential Information	13	Integrity of Our Books and Business Records, Financial		Resources	26
Autodesk Confidential Information	13	Disclosure and SEC Reporting.....	19		
Confidential Obligations to Previous Employers and		Managing and Retaining Business Records.....	20		
Third Parties.....	14	11. We Comply with Global Trade Controls.....	21		
6. We Respect Privacy and Personal		Export Controls.....	21		
Information	15	U.S. Anti-Boycott Rules	21		
Privacy and Your Use of Autodesk Resources	15				



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](#), 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 and could even threaten our ability to do business. 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.”

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:

- Understand the Code
- Regularly reinforce and discuss the Code with team members
- Seek guidance from Legal Business Partners with questions about the Code



2. We Ask Questions and Report Violations

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

Reporting Possible Violations

We encourage you to raise concerns and ask questions. 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, unless doing so would violate local law. 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
- The [Human Resources Hotline](#) at 415-507-6168

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 Compliance Hotline are confidential and may be made anonymously, where permitted by local law. The Hotline permits you to submit a report on an anonymous basis at any time. Anonymous callers are provided a report number to reference in subsequent calls, and are asked to call back two weeks from the date of their initial report.

- Our Business Ethics and Compliance Hotline (“Compliance Hotline”):
 - By phone: Call Toll Free in the United States or Canada 866-428-1503 and for international phone numbers, [click here](#)
 - By web:
Visit: www.tnwinc.com/reportline/international

To remain anonymous, you can contact the Compliance 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 UNION (EU)

Anonymous Reporting

EU law and regulations allow EU 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 Compliance Hotline to report such concerns.

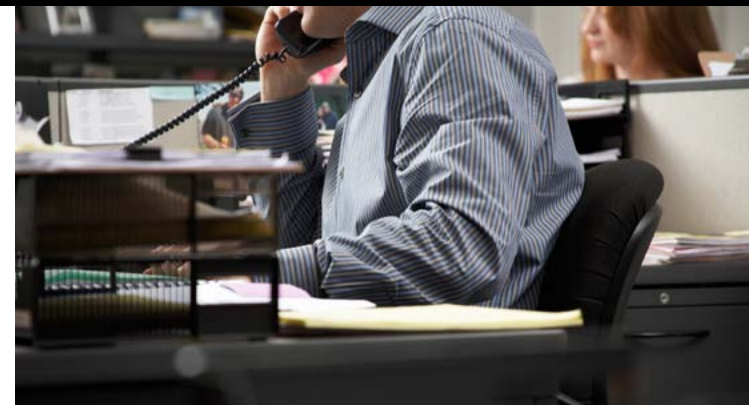
Non-Anonymous Reporting

If you want to report a concern non-anonymously, you may use the non-anonymous features of the Compliance 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 EU 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. Making a report based on information that is knowingly false or inaccurate is a violation of this Code and against Company policy and can result in disciplinary action which may include termination of employment.



3. We Promote a Respectful Workplace

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

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 [Employee Handbook](#) or Resource Guide where applicable. In addition, local policies and guidelines are available on [Infosys](#) and from Human Resources.

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 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).

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](#).

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 other 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;
- Sexual advances;
- Verbal or physical threats;
- Offering employment benefits in exchange for sexual favors;
- Actual or threatened retaliation for opposing unlawful conduct or for reporting violations of the Code or other Company policies;
- Displaying material that is derogatory, demeaning or offensive regarding race, sex, 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. However, it is your responsibility to avoid situations where a conflict of interest could occur with respect to your obligations to 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 family member (or significant other) or organization with which you are affiliated. You must disclose any actual or potential conflicts of interest to your manager and Human Resources in advance. 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, channel partner, 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, Human Resources, or 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**—You may not have a personal or family financial interest in an Autodesk customer, channel partner, supplier, other business partner, or competitor that could improperly influence your judgment, has the potential to cause the appearance of divided loyalty, or might result in personal benefit because of your role at Autodesk. Financial interests include 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, financial interests 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 or Human Resources Business Partner 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.

- **Political Contributions**—You may not use Autodesk's funds or assets for political campaigns or political practices anywhere in the world, except as authorized in Autodesk's [Government Affairs Policy](#).

- **Gifts and Entertainment of Third Parties (other than employees, representatives or agents of governments, state-owned enterprises, or public international organizations)**—This section describes the guidelines for gifts and entertainment involving persons or entities that are NOT employed by a government, state owned enterprises, and public international organizations. The gift and entertainment guidelines that apply to persons or entities associated with government and state owned enterprises can be found in section 12 [Special Rules for Dealing with Non-Governmental or Non-Public Third Parties —U.S. and U.S. Officials](#)

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



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.

entertainment (e.g., sporting events, concerts, shows) where the provider participates in the meal, event, or other form of entertainment.

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

- **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.

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

- **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.

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 employees must protect them.”

Autodesk Confidential Information

Confidential information and trade secrets are any materials that Autodesk does not make or want to make publicly known at a given time. For example, a trade secret is a classic example of confidential information that gives Autodesk a competitive advantage by virtue of staying confidential. Trade secrets may include source code, product plans, customer lists, licensing information, and unpublished patents; however they may also include internal process improvements that provide cost or efficiency advantages over our competitors.

Autodesk’s confidential information and trade secrets are among its most valuable assets and employees must protect them.

As an employee of Autodesk you are expected to protect Autodesk confidential information and any trade secrets to which you may have access during the course of your work, as set out in your employment agreement or non-disclosure agreement. This agreement is in effect throughout your employment and has obligations that continue even after you leave Autodesk.

In many cases, you may only share confidential information within Autodesk with those employees who have a need to know and/or are approved as recipients of such information in accordance with the applicable policies, guidelines or agreements. Depending upon your role, you may need to disclose certain Autodesk confidential materials to third parties such as contractors and other companies with whom Autodesk works. Disclosure of confidential information or trade secrets to a third party requires a [Non-Disclosure Agreement](#) (NDA) or other written agreement containing confidentiality terms, between Autodesk and the third party, completed according to Autodesk’s guidelines and signed by an authorized employee.

For more guidance, please consult the [Protecting Autodesk’s Confidential Information Policy](#).

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

Confidentiality Obligations to Previous Employers and Third Parties

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. You must not reveal any information to Autodesk without authorization from the owner of the information that might reasonably be considered confidential information or a trade secret of another person or company, including materials belonging to your former employer.

You may, under an authorized NDA or other contract containing confidentiality terms, become aware of another company's confidential information or trade secrets in the context of exploring a business relationship with that company. You must respect the proprietary nature of this information and not use it or disclose it either publicly or more broadly within Autodesk without authorization.




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 (including payroll or employee records)
- Names and lists of customers, resellers, and employees
- Contracts or proposals
- 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.”

Personal data (also known as personal information) generally means information that can be used to identify or locate an individual or information of a private nature concerning an individual. 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 information. This helps create an environment of trust and integrity with our customers and the business community and ensures that Autodesk maintains its compliance with applicable global data protection and privacy laws.

For further information, please consult the [Privacy Policy](#) 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

Remember that...

We are committed to protecting the personal data provided to us. We must endeavor to keep this data secure, use it only for intended purposes, and follow these simple guidelines:

- **NOTICE:** We notify individuals through the Autodesk Privacy Policy of the purposes for which we collect personal data.
- **CHOICE:** Individuals may choose whether to provide personal data to us and how we may use it, and we will respect their decisions.
- **ACCESS:** If an individual requests, we will provide that individual access to his or her personal data to the extent required by applicable law.
- **USE:** We will store, use, and transfer personal data in accordance with the Autodesk Privacy Policy and related internal policies.
- **SECURITY:** We take reasonable and appropriate measures to store personal data securely, and to limit access rights to required employees and contractors who have signed the appropriate non-disclosure agreements.

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

Our dedication to innovation is what makes us successful and sets us apart from our competitors. Therefore, we are extremely committed to protecting our intellectual property, which includes our trademarks, copyrights, software code, trade secrets, patents, concepts, 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 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 authorized. Making or using unauthorized copies of software constitutes copyright infringement and may expose you and Autodesk to civil and criminal liability.

Other Copyrighted Materials

Works published in hard copy on the Internet, such as technical papers, product information, 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, promotional materials, 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.”

Media Requests


Autodesk designates specific employees to speak with the media and financial analysts regarding Autodesk matters. Unless you are a designated employee, you must refer all inquiries from the media or other third parties to Corporate Communications or the Vice President 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 post information in public forums such as social networking sites, blogs, or chat rooms, you are prohibited from sharing confidential, private or proprietary information about Autodesk. In addition, you are required to abide by the rules and guidelines set forth in the [Autodesk Blogging Guidelines](#) and 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.”

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. 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 [Protecting Autodesk's Confidential Information 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 Blackberry 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.

All employees 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](#).

Because of the importance of full, fair, accurate, timely and understandable disclosure of financial information about the Company's business, all members of the Finance organization must understand and comply with our [Finance Policies](#) and 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 accurate books and 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 save information, and 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 [Record 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 it, 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 the product or country.

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

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

Q&A

Q: To what countries is Autodesk prohibited from exporting products?

A: The U.S. government maintains a number of embargoes/sanctions programs against countries considered unfriendly to U.S. interests. As of November 2010, 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.

documents, or other forms of communication, report it immediately to your Legal Business Partner or 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 Controls](#) site on autodesk.com.



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

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](#).

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.

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 Inside Information). Material Inside 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 Inside Information about another company with which Autodesk does or might do business.

Trading stock or encouraging others to trade stock on the basis of Material Inside 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.

Remember that...

You are never permitted to pass along Material Inside 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.

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 Inside 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 Inside Information that makes it inappropriate to trade.

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

Q&A

Q: What are some examples of Material Inside Information?

A: Examples of Material Inside 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](#).



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, 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 an official 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, always contact your Legal Business Partner.

GIFTS AND ENTERTAINMENT OF NON-U.S. AND U.S. 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 FOR DEALING WITH NON-U.S. OFFICIALS

Autodesk is subject to the specific U.S. anti-corruption law, known as the Foreign Corrupt Practices Act or “FCPA”, as well as 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. The term “Non-U.S. Official” includes official employees, representatives, or agents of non-U.S. governments, state-owned enterprises, or public or international organizations.

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



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

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

against off-book accounts and disbursements and other unauthorized payments. The FCPA applies to conduct worldwide and covers all Autodesk operations regardless of location. Autodesk’s [Anti-Corruption Policy](#) imposes strict limits on (and in some cases prohibits 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 Autodesk's [Anti-Corruption Policy](#) and the special rules that apply to dealings with Non-U.S. Officials.

Under the FCPA and other anti-corruption laws, companies are prohibited from doing indirectly what 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.

RULES FOR DEALING WITH U.S. OFFICIALS

Like Non-U.S. Officials, Autodesk's [Government Affairs Policy](#) and [Anti-Corruption Policy](#) imposes 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 judiciary), 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 FOR U.S. CONGRESS AND CONGRESSIONAL EMPLOYEES

Autodesk employees may not provide, request, or direct a gift of any 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 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
- A Presidential library or Presidential inaugural committee

This prohibition includes gifts paid for either with Autodesk assets or by an individual employee or group of employees of Autodesk.

RULES FOR 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,



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.

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.

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.

Material exceptions to this Code for directors and executive officers require written approval by the Board of Directors and may require public disclosure under applicable law. Material exceptions to this Code for others 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

- The [Human Resources Hotline](#) at 415-507-6168
- Our Business Ethics and Compliance Hotline ("Compliance Hotline"):
 - By phone: Call Toll Free in the United States or Canada [866-428-1503](tel:866-428-1503) and for international phone numbers, [click here](#)
 - By web: Visit: www.tnwinc.com/reportline/international

To remain anonymous, you can contact the Compliance 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 UNION (EU)

Anonymous Reporting

EU law and regulations allow EU 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 Compliance 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 Compliance 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 EU employees, [click here](#).

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

