

Lexmark International, Inc.
CODE OF BUSINESS CONDUCT

April 2014

Letter From the Chairman

Dear Employee,

Lexmark's success is driven by building trust and maintaining integrity in all of our business dealings as well as by the commitment we have to our customers, consistent with our Lexmark Vision and Values.

Compliance with our legal and ethical obligations is the responsibility of every employee of Lexmark. The Code of Business Conduct describes Lexmark's expectations regarding the conduct of all employees within the company as well as relationships with our customers, suppliers and competitors. Following the guidance defined in the Code of Business Conduct will help to ensure that all of our business dealings are conducted in a manner that builds trust and integrity.

As a Lexmark employee, you are expected to read, understand and live by this Code of Conduct. Since the Code of Business Conduct cannot address every situation or issue that could evolve in our business environment, you should discuss the Code with your manager or call the "*Ethics Line*" at 1.866.477.2029 when you have questions.

I am personally committed to ensuring that all of us behave in a lawful and ethical manner and I thank you for taking the time to read the Code of Conduct and more importantly for conducting your business dealings in a manner consistent with these guidelines.

Paul Rooke
Chairman and Chief Executive Officer

Introduction

At various times in our careers, each of us will face situations that present ethical and legal questions related to how we conduct Lexmark's business. Lexmark's policy regarding ethical behavior is straightforward and clear:

We will conduct ourselves ethically, legally and fairly in all our dealings with customers, employees, governmental entities, business partners, competitors and suppliers everywhere in the world.

While our policy is clear, its application in a specific situation may not be. Lexmark's Code of Business Conduct has been developed to assist employees in these situations. The Code is designed to provide guidance regarding certain ethical and legal considerations, not to replace existing Lexmark policies and procedures. All Lexmark employees are personally responsible for reading, understanding and complying with this Code. Any waiver of the Code must be approved by Lexmark's Ethics Committee, unless otherwise specified. Any waiver of Lexmark's Code of Business Conduct for Section 16 Officers, as defined by the Securities Exchange Act of 1934, or Directors of the Company must be approved by the Corporate Governance and Public Policy Committee of the Board of Directors and promptly disclosed to stockholders. An employee who does not comply with the Code is acting outside the scope of his/her employment and may be subject to disciplinary action, up to and including termination of his/her employment with Lexmark. Managers who condone questionable, improper or any other conduct that is not in compliance with the Code by employees reporting to them, participate in such activity or who fail to take corrective action when such matters are brought to their attention, may also be subject to disciplinary action, up to and including termination of his/her employment with Lexmark. Any reports related to violations of Lexmark's Code of Business Conduct will be investigated promptly and corrective action will be taken as appropriate.

Lexmark operates in many different countries and cultural environments. This Code is meant to apply to Lexmark, its subsidiaries and employees everywhere in the world. If local legal or cultural practices are inconsistent with the guidance provided in this Code, employees should discuss the appropriate course of action with their manager, based on the intent and spirit of this Code. However, any substantive deviation from this Code due to local legal or cultural considerations must be approved in writing by the Ethics Committee.

While any set of guidelines cannot answer all possible ethical dilemmas we might encounter, this Code provides sufficient guidance to enable each of us to reach the correct conclusion or identify those situations where we should seek guidance from appropriate persons within Lexmark. If you have any questions in interpreting or applying this Code, it is your responsibility to consult with: your manager, Lexmark's Human Resources Department, Lexmark's Legal Department or the Director of Internal Audit. You may also ask a question by using the Ethics Line.

An Ethics Committee, co-chaired by the General Council and the Vice President of Human Resources, has been established to oversee Lexmark's ethics program, including the revision and interpretation of this Code.

For purposes of the Code, "Executive Management" refers to the Chief Executive Officer and direct reports to the Chief Executive Officer.

Lexmark's Work Environment

Equal Employment Opportunity

Lexmark is committed to equal employment opportunity. All Lexmark employment-related activities will be conducted without regard to race, color, age, gender, sexual orientation, gender identity, religion, national origin, disability, veteran's status, or any other characteristic or factor protected by applicable law.

Discrimination and Harassment

Lexmark strives to provide all employees with a healthy, safe and productive work environment. Harassment or discrimination based on race, color, religion, gender, sexual orientation, gender identity, age, national origin, disability, veteran's status or any other characteristic or factor protected by applicable law has no place at Lexmark or at any Lexmark activity. This includes, but is not limited to, sales calls, trade shows, off-site meetings, training events, team-building activities, Lexmark social functions and customer or supplier entertainment activities or events.

If you believe you have been the victim of such conduct at Lexmark, or have witnessed it occurring, you have an obligation to report it as soon as possible to your manager or the Human Resources Department. All complaints of such conduct will be investigated promptly and dealt with appropriately. You will not be retaliated against for reporting such conduct, and you will not be subject to disciplinary action as long as you have not engaged in any improper activity.

Employee Privacy

Lexmark is committed to following responsible personal data management and protection practices and complying with applicable law. The only personal data, including medical and benefit information, that Lexmark collects or maintains is that which is necessary for employment-related business purposes. Employees responsible for collecting, using, disclosing or maintaining employment-related personal data must ensure that it is protected in accordance with Lexmark's Human Resources Personal Data Privacy Policy.

Computers, communications equipment, telephones, offices, workspaces, desks, etc., and information or documents (whether paper or electronic) created or stored on or in them, are the property of Lexmark. As a result, Lexmark management has the right to access those assets. Except for small items of a personal nature (such as pictures and memorabilia), personal items, files, electronic data, voicemail, e-mail, etc., that you consider private should not be kept in or on Lexmark's computers, offices, workspaces or office furniture.

Lexmark has the right, but not the obligation, to inspect and monitor the use of its facilities, data, systems and equipment to ensure that Lexmark assets are being properly used and that employees are complying with Lexmark's policies and procedures and with applicable laws and regulations.

Personal Conduct

Lexmark's reputation for maintaining the highest standards of business conduct rests on our daily actions. Each of us is responsible for acting in the best interests of Lexmark and for conducting ourselves in accordance with this Code as we engage in any Lexmark activity. This includes, but is not limited to, sales calls, trade shows, off-site meetings and training events, team-building activities, Lexmark social functions and customer or supplier entertainment activities or events.

Drugs and Alcohol

The use, possession, manufacture, distribution or sale of drugs or other controlled substances (except where use is authorized by appropriate medical personnel to treat a bona-fide medical condition of the person possessing them) or alcohol (except where approved by Executive Management) is prohibited on Lexmark property.

Under no circumstance should you be on Lexmark property, in any Lexmark work environment or engaged in any activity for Lexmark if you are under the influence of, or affected by, such drugs, controlled substances or alcohol.

Violent Behavior and Weapons

Violent behavior, or the threat of violent behavior, even if made in jest, is not acceptable conduct. To the maximum extent permitted by law, Lexmark prohibits your possession of a weapon while you are on Lexmark premises or when you are engaged in any activity for Lexmark.

Offensive Behavior

Offensive language; racial, ethnic or religious slurs; or other remarks, jokes or conduct which encourage or permit an offensive work environment or diminish the worth of another person are not acceptable. This is true even if others do not seem to object.

Protecting Lexmark Assets

Each of us is personally responsible for protecting Lexmark assets entrusted to us and for protecting Lexmark assets in general. You should be alert to any situations or incidents that could lead to the loss, misuse or theft of Lexmark assets.

Use of Lexmark Time and Assets

You may not perform non-Lexmark work or solicit non-Lexmark business on Lexmark premises or while working on Lexmark time. Lexmark facilities, systems and equipment are provided solely for the purpose of conducting Lexmark business. You are not permitted to use Lexmark equipment, systems, telephones, materials, resources or proprietary information for any non-Lexmark business, with the only exception of ***very limited and reasonable*** use of telephones, computer systems (including e-mail and internet) and printers for personal matters; however, you will not have any privacy rights in any such use except to the extent required by applicable law. In no case are you allowed to access, store or communicate anything inappropriate for a professional business environment including, but not limited to, information items or internet sites of a harassing,

offensive, discriminatory, illegal or sexually explicit nature or sites that involve gambling or that otherwise violate Lexmark policy.

You should protect company assets and their efficient use. Theft, carelessness and waste have a direct impact on Lexmark's profitability and should be prevented.

Travel and Entertainment

You must ensure that all business travel furthers Lexmark's interests and that all travel and entertainment expenditures are reasonable and in compliance with applicable Lexmark policies. You also must exercise good judgment when traveling on Lexmark business and when organizing and participating in any Lexmark entertainment activity or event, whether formal or informal. Under no circumstances should you organize or participate in any Lexmark entertainment activity or event, whether formal or informal, including customer or supplier entertainment activities or events that would violate this Code or any Lexmark policy.

As a representative of Lexmark, you should understand that certain activities and venues are not appropriate for conducting business, entertainment or meetings. This includes businesses such as sexually oriented businesses or any other venue or activity that would reflect negatively on Lexmark.

Insider Trading and Handling of Sensitive Information

Insider trading is buying or selling a company's securities (e.g., debt, stock or any derivative securities related to the stock, such as put or call options) on the basis of information which (i) has not yet been released to the public; and (ii) might influence an investor's decision on whether or not to buy or sell such securities.

Any Lexmark employee who has or obtains sensitive information which is not publicly available and, if disclosed, might have an effect on the market price of Lexmark securities or may influence a person's investing decision, may not purchase or sell Lexmark securities based on that information until it has been made public. This is also applicable during established window periods.

Insider trading rules apply to all purchases or sales of Lexmark stock and derivative securities related to such stock, such as put or call options. In the United States ("U.S.") this includes calling Fidelity, the Lexmark Savings Plan trustee and recordkeeper, and requesting that Lexmark shares be sold from the Lexmark Stock Fund or that shares be sold from another fund in order to move money from that fund into the Lexmark Stock Fund (or any similar funds in other countries).

You should follow this simple rule: If you hear of something that Lexmark is doing and you believe that information will make its securities more or less valuable, you should not purchase or sell such securities until the information has been made public. These rules apply to you and anyone else with whom you share the information.

You should not discuss or communicate sensitive Lexmark information with anyone inside or outside of Lexmark, except Lexmark employees with a legitimate business need to know. In conveying sensitive information, you should be aware of who may overhear your conversation or view your communication. You may not discuss or communicate sensitive information in public places such as airports, airplanes, and restaurants or through cellular telephones, personal e-mail or any form of on-line posting, publishing or discussion group.

Recording and Reporting Information

Accurate, timely information is critical to the effective, efficient and profitable operation of Lexmark. You must record and report all information, including but not limited to information contained in time and attendance reporting, invoices, and other accounting reports and documents accurately and honestly. Information must not be organized in a way that is intended to mislead or misinform those who receive it.

Inaccurate or misleading reporting of information to organizations or individuals within or outside Lexmark is also strictly prohibited. Full, fair, accurate, timely and understandable disclosure in reports and documents including those filed with or submitted to the Securities and Exchange Commission and in other public communications made by the Company is required. In addition to any disciplinary action you may face, violation of this provision could lead to civil or even criminal liability for you and Lexmark.

Reporting Possible Violations of Laws and Policies

If you become aware of any questionable or improper accounting, financial reporting, or auditing matters or of any violation or possible violation of a law, rule or regulation, Lexmark policy, procedure or provision of this Code of Conduct, you have an obligation to promptly notify a member of your direct management chain, Lexmark's Human Resources Department, Lexmark's Legal Department, the Director of Internal Audit or the Chief Executive Officer. If you are reluctant to report a possible violation to your manager because, for example, he or she may be personally involved, you should report it through one of the other options listed above or by using the Ethics Line if the options above are not feasible. If you believe that someone other than Lexmark management should be contacted, you may report the violation to the Finance and Audit Committee of the Board of Directors through the Contact Line. You may choose to remain anonymous if you wish when using the Ethics Line or Contact Line and any report will be treated confidentially.

A listing of contacts and phone numbers is provided at the end of this document.

You will not be retaliated against for making the report, and you will not be subject to disciplinary action as long as you did not participate in the violation. Reasonable efforts will be made to protect your identity if you so request.

As a Lexmark employee you also have a responsibility to participate and cooperate openly and honestly in any internal investigation of misconduct or wrongdoing.

Disclosure and Use of Confidential and Proprietary Information

During the course of your employment at Lexmark, you will be exposed to information related to Lexmark's operations. This information includes the business, financial, sales and marketing, personnel and services plans of the business. You may also have access to proprietary information such as: research and development, design, engineering and manufacturing know-how and processes. This information represents a valuable Lexmark asset and should only be used in connection with Lexmark business.

Information concerning Lexmark should be considered for internal use only. If you have any doubt about whether particular information should be shared outside Lexmark with suppliers, business partners, customers, etc., you should consult with your management prior to any disclosure.

Certain information may be classified as confidential or proprietary. In these cases, Lexmark alone is entitled to determine what use may be made of the information and with whom it may be shared. For this reason, any disclosure of confidential or proprietary information must be approved in advance by at least a Vice President or their designee. Your obligation to not disclose confidential information continues even after your employment with Lexmark ends.

External Communications

Lexmark releases information to the public about its financial performance and its position on significant issues and strategies through the Corporate Communications Department and Investor Relations Department. Individual employees may not communicate any information related to the Company's performance or business activities that has not yet been made public through one of these departments.

All inquiries from the media, other than those related to Lexmark's existing product offerings or routine operations in non-U.S. locations, should be directed to Corporate Communications. In non-U.S. locations, all communication with the media is to be limited to local senior management or designated public relations representatives. Regardless of location, any inquiries of a potentially negative nature should be directed to Corporate Communications. All inquiries from security analysts should be directed to Investor Relations. Inquiries from outside attorneys, regulators or government agencies should be directed to Lexmark's Legal Department or, in the case of tax matters, the Corporate Vice President of Tax.

All external communications must be consistent with Lexmark policy, including but not limited to those outlined in the Social Media Policy and this Code of Business Conduct. In addition, no external communication, including one made through a personal communication channel such as personal e-mail or any form of on-line posting, publishing or discussion group, may disparage Lexmark, its products, employees or business interests.

Software

Most software products purchased by Lexmark are regulated by some form of licensing agreement which describes the terms, conditions and allowed uses of the software. Lexmark respects copyright laws and observes the terms and conditions of all license agreements. All software installed on Lexmark computers or equipment must be licensed to Lexmark unless your manager has granted you an exception in writing. Any non-Lexmark software installed with this exception must be properly licensed and must not jeopardize the security or stability of the network. In addition, you may not install Lexmark licensed software on non-Lexmark computer systems, without first ensuring the terms of Lexmark's license agreement allows such usage. You may not download or otherwise copy any part of a software program for any reason, including development work, unless Lexmark has obtained the rights to do so.

Conflicts of Interest

A conflict of interest may arise if you engage in any activity or advance any personal interests at the expense of Lexmark's interests. You are expected to avoid situations in which you could be, or appear to be, unduly influenced by factors which may prevent you from acting in the best interests of Lexmark. You may not personally take advantage of opportunities that you discover through your use of Lexmark property, information or otherwise discover through your position with Lexmark. Accordingly, you are required to review your specific situation with your manager or the Ethics Committee to assess the nature and extent of any concern and how it can be resolved.

Competing Against Lexmark

You may not engage in any activity or provide assistance to another individual or organization that markets products or services that compete with Lexmark's. You must consult with your manager before pursuing any activity that might create a conflict of interest with Lexmark.

Supplier Affiliations

Generally, without the prior written approval of the Ethics Committee, you may not be a supplier to Lexmark, represent a supplier to Lexmark, work for a supplier to Lexmark or be a member of a significant supplier's board of directors while you are an employee of Lexmark. In addition, you may not accept money or benefits of any kind for any advice or services you may provide to a supplier in connection with its business with Lexmark. The Corporate Governance and Public Policy Committee of the Board of Directors must approve these activities for any Section 16 Officer or member of the Lexmark Board of Directors.

Business Gifts and Amenities

Except as noted below, neither you, nor members of your family, may accept or give gifts or gratuities of any type from or to any supplier, prospective supplier, business partner, channel partner or other customer. Gifts include merchandise, travel expenses to business meetings or events, entertainment, or any other item of value. However, you may give or accept gifts of nominal value (no more than \$25 U.S. or its equivalent in other currencies), such as advertising novelties, in the spirit of commercial politeness. You should consider whether the frequency or timing of any gift might create the appearance of a conflict of interest. Any exceptions must be approved by a member of Executive Management. Giving or receiving cash payments of any kind is not allowed.

In very limited situations, it may sometime be necessary to exchange gifts of greater value in order to avoid offending the cultural values of a supplier or customer. Any such situation must be reviewed and approved by a member of Executive Management.

You may give or accept such customary business amenities as meals; provided the expenses involved are kept at a reasonable level and their acceptance would not embarrass Lexmark if they were disclosed publicly. Unless Lexmark has specified to the contrary, you may accept promotional premiums and discounts offered by transportation companies, hotels, auto rental agencies and restaurants when they are offered on the same basis to travelers generally.

If you are offered money or a gift, you should decline the offer and inform the party of Lexmark's gift policy. If you receive money or a gift, you should inform your manager immediately. Your manager can help you make appropriate arrangements to return or donate the gift and, where appropriate, remind the giver of Lexmark's gift policy.

Personal Financial Interests

Without the prior written approval of the Ethics Committee, you should not have a financial interest in any organization that does business with or competes with Lexmark if that interest might cause you to have a conflict of interest, or the perception of a conflict of interest, with Lexmark. Such organizations include suppliers, competitors, customers and distributors or organizations that remarket Lexmark products or services.

Publicly Traded Securities

You should not hold a financial interest in a publicly traded company if the combination of your job, the amount of your investment, and the particular company in which you invested when viewed objectively by another person, could appear to influence your actions as a Lexmark employee.

In the case of a supplier, if you are involved in deciding whether Lexmark does business with that supplier, you should not have any financial interest in that company.

These guidelines cannot be avoided by acting indirectly through another person or organization.

Closely Held Organizations

Investments in closely held organizations (typically, closely held corporations, partnerships or sole proprietorships) are more likely to cause concern because the ties between closely held organizations and their investors tend to be more significant and extensive than those between other organizations and their investors. For example, there are generally relatively few investors or owners of such companies, giving each a greater stake in its ownership and a higher likelihood of participating in the company's day-to-day operations.

For these reasons, you may not make any investment in a closely held organization that is a competitor, supplier, distributor or organization that re-markets Lexmark products or services. Exceptions must be specifically pre-approved by the Ethics Committee. The Corporate Governance and Public Policy Committee of the Board of Directors must approve any exception for a Section 16 Officer.

Employment of Relatives and Related Persons

Lexmark selects employees based upon their qualifications and the needs of the company.

Lexmark recognizes that persons who are relatives of employees or who are in personal relationships with employees can be a potentially valuable source of qualified candidates. Nevertheless in both the hiring and management of such persons, Lexmark wishes to avoid conflicts of interest or partiality or the appearance of such. Employees may not manage, supervise, or otherwise report to anyone, even with an intermediate manager or managers in between, with whom they have a close personal relationship such as a relative, domestic partner, romantic partner or cohabitant.

You are required to disclose such relationships and you should review your specific situation with your manager and the Lexmark Human Resources Department to assess the nature and extent of any concern and how it may be resolved.

Someone Close To You Working in the Industry

If your spouse, another member of your immediate family, or someone else you are close to works for or is a competitor or supplier of Lexmark, the closeness of the relationship might lead you to inadvertently compromise Lexmark's interests or create an appearance of a conflict of interest. Accordingly, you are required to review your specific situation with your manager and the Lexmark Human Resources Department to assess the nature and extent of any concern and how it can be resolved.

Political and Community Service

Lexmark encourages you to be active in the civic life of your community. However, such service may, at times, place you in a situation that poses a conflict of interest with Lexmark. Depending on your position in Lexmark and whether you stand to gain personally, the situation may require you to abstain from certain decisions. Regardless of whether you abstain, you should make it clear that you are a Lexmark employee to avoid any charge of trying to conceal your association with Lexmark.

Lexmark has adopted a political contribution policy which is posted on our Investor Relations web site. Under this policy, Lexmark will not make contributions of any kind (money, employee time, goods or services) to political parties or candidates, political committees, including political committees organized under Section 527 of the Internal Revenue Code, or in support of or against ballot measures. This policy applies equally in all countries and all levels of government, even where such contributions are permitted by law.

Lexmark will not pay you for time spent running for public office, serving as an elected official or campaigning for a political candidate, unless required by law. You may, however, take reasonable time off without pay for such activities, if your Lexmark duties permit the time off and your manager approves it. You also may use vacation time for political activity.

When you participate in community activities or speak publicly regarding community or political issues, make sure that you do so as an individual. Do not speak or act on Lexmark's behalf unless specifically authorized to do so by a member of Executive Management.

Accounting Records, Internal Controls and Audits

Lexmark is legally required to maintain accounting records that accurately and fairly reflect its financial activities and to devise and maintain a system of internal control sufficient to provide reasonable assurance that transactions are appropriately authorized and recorded. Ensuring these requirements are met is a responsibility shared by each of us.

Lexmark and various governmental agencies routinely conduct audits of various aspects of the Company's operations. You are not to provide false, misleading or incomplete

information to anyone conducting these audits. If you do so, in addition to any disciplinary actions you may face, you and/or Lexmark may be subject to civil or criminal liability.

Complying With Laws and Regulations

General

It is Lexmark's policy to comply with all laws, rules and regulations. Lexmark is organized, and its securities are registered, under U.S. law. As a result, its operations are governed primarily by U.S. laws, rules and regulations.

Lexmark operates through subsidiaries, branches and other legal entities in many countries outside the U.S. and is subject to the laws, rules and regulations of those countries and jurisdictions as well. Where there is a conflict between U.S. law and the laws of another country, the issue is to be resolved by management with the concurrence of Lexmark's Legal Department or, in the case of tax matters, the Vice President of Tax.

All investigations by governmental authorities, other than tax matters, are to be managed by Lexmark's Legal Department. Tax matters are to be managed by the Vice President of Tax. You are required to contact Lexmark's Legal Department or the Vice President of Tax as soon as possible regarding an inquiry from any governmental authorities or from other parties who have filed, or expressed their intention to file, a lawsuit involving Lexmark.

Antitrust and Competition Laws

The purpose of competition laws (also known as antitrust, monopoly, fair trade or cartel laws) is to preserve and foster fair and honest competition within a competitive market system.

Under these laws, Lexmark may not enter into agreements with other companies (whether formal or informal) that unreasonably restrict the functioning of the competitive system. Examples include agreements or communications between Lexmark and:

- a competitor to charge the same price for a product or to divide or allocate markets or customers;
- a supplier which limits or controls the supplier's production or prohibits the supplier from selling to a Lexmark competitor; or
- a distributor which prohibits the distributor from handling competitive products.

These and other agreements that could limit competition are highly questionable, if not illegal, and must be reviewed with Lexmark's Legal Department.

A formal agreement with a competitor need not exist to violate these laws. A general discussion followed by common action can be enough to show an implied agreement. In an investigation, every communication, written or oral, is subject to extreme scrutiny. You must not engage in any communication with a competitor that could result in price-fixing, bid-rigging (including complementary bidding), allocation of customers or markets, boycotts or production limits to restrain trade.

To ensure that Lexmark complies with these laws, all contracts, arrangements and questionable situations should be reviewed by Lexmark's Legal Department, except for standard contracts and practices already approved by Lexmark's Legal Department (such as standard sales and purchasing agreements and practices).

Foreign Corrupt Practices Act

The Foreign Corrupt Practices Act (the "FCPA") applies to U.S. individuals and companies, including their controlled international subsidiaries.

The FCPA has two basic components: (i) anti-bribery provisions and (ii) accounting and recordkeeping provisions. Lexmark policy strictly prohibits any officer, director, employee, agent or stockholder acting on behalf of Lexmark from making any payment or engaging in any transaction which is prohibited by the FCPA.

The anti-bribery provisions prohibit payment of a bribe to a foreign official. The FCPA defines a bribe as anything of value given or offered to a foreign official in order to influence an act or decision to obtain, retain or direct business or to secure any improper advantage. "Anything of value" is not limited to cash.

Foreign officials include: (i) a non-U.S. official or non-U.S. political party, party official or candidate for political office; (ii) an employee of a government-owned company, such as a national utility company; and (iii) an officer or employee of a public international organization, such as a United Nations agency.

The FCPA's accounting and recordkeeping provisions apply to both the domestic and international operations of Lexmark. The U.S. Government uses this statute to challenge a wide range of recordkeeping practices unrelated to illegal payments or non-U.S. operations. The FCPA's accounting provisions basically restate generally accepted accounting principles; however, it is important to understand that the FCPA and Lexmark policy require strict accuracy in documentation and reporting.

The FCPA contains special provisions for expediting payments made to secure routine government action. No such payments may be made without the advance approval of Lexmark's Legal Department. Any such payments must be recorded as an expediting payment in the accounting records of Lexmark.

Any officer, director, employee, agent or stockholder acting on behalf of Lexmark who violates the FCPA may be subject to substantial fines and/or imprisonment, in addition to any Lexmark disciplinary action he or she may face. If convicted, Lexmark may also be subject to substantial fines.

Boycotts and Export Controls

Lexmark's and its non-U.S. subsidiaries' ability to export and sell products and services in certain countries and to certain entities is restricted by U.S. and other laws and regulations. In addition, Lexmark is prohibited from participating in boycotts against other countries which are considered friends of the U.S. U.S. law requires that Lexmark report the receipt of any boycott requests to the U.S. Government. If you become aware of a boycott request, or have any question as to whether a proposed transaction may violate the export control laws, you should consult with Worldwide Import and Export Compliance or with local management responsible for export compliance.

Copyrightable Material

In most cases, the copyrights in employee-generated works of authorship, such as manuals and computer programs, are automatically owned by Lexmark through operation of law. In other cases, title to the copyrights is given to Lexmark by contractual provisions. Lexmark's policy is to limit the reproduction or distribution of copyrighted material within

Lexmark to only that material for which the copyright is owned by or appropriately licensed to Lexmark. To ensure that material not owned by Lexmark is appropriately licensed, Lexmark may request a license from the owner of such material before permitting the material to be placed into or on any Lexmark owned distribution channel, including, but not limited to, any corporate e-mail or intranet system. If there is a question of ownership, you should consult your manager before you distribute material through any distribution channel.

Supplier Relationships

You must treat all suppliers fairly. It is essential that suppliers competing for Lexmark's business have confidence in the integrity of our selection process. In deciding among competing suppliers, you should weigh all the facts impartially. Whether or not you are in a position to influence decisions involving the evaluation or selection of suppliers, you must not exert or attempt to exert influence to obtain special treatment on behalf of a particular supplier. Suppliers are to be selected in line with Lexmark's sourcing strategy and on the basis of a supplier's ability to satisfy Lexmark's requirements, which include quality, price, continuity of supply, capacity, reliability and technology.

To prevent any perception of unfairness, former employees will generally not be allowed to act as a supplier or supplier's representative for a period of one year after such person's employment with Lexmark has ended.

Avoid Reciprocal Dealing

Seeking reciprocity is contrary to Lexmark policy and may also be unlawful. You may not imply or tell a prospective supplier that your decision to purchase its products or services is conditioned on the supplier's agreement to purchase Lexmark products or services or on the supplier's not purchasing the products or services of a competitor (or actually imposing such a reciprocal obligation). To avoid allegations of reciprocal dealing, do not tell a prospective customer that Lexmark deserves the customer's business because Lexmark purchases products or services from that customer. This does not mean that a Lexmark customer is precluded from being a Lexmark supplier. It simply means that Lexmark's decision to buy products or services from a supplier must be made independently from that supplier's decision to purchase Lexmark products and services. Bartering arrangements are allowed only when approved by a member of Executive Management.

Customer Relationships

Lexmark extends appropriate terms to each type of customer. For example, distributors, dealers and end users purchase certain Lexmark products or services under different terms. However, within each category, Lexmark endeavors to conduct its business so that all customers who are procuring in similar quantities and under similar business conditions are treated in a similar manner.

Lexmark will compete vigorously in bidding for government and commercial business. If circumstances require modified pricing or service terms, the modifications must be specifically approved by an appropriate level of management.

Premature Disclosure

In most circumstances, Lexmark does not disclose unannounced offerings (including products, prices, terms and conditions) to a customer or prospective customer that have not been disclosed to customers generally. Exceptions must be approved by a member of Executive Management.

Truth in Advertising

It is Lexmark's policy to avoid any misstatement of fact or misleading impression in any of its advertising, literature, exhibits or other public statements. All statements made in support of our products and services should be true statements that can be supported to the satisfaction of a reasonable person. In addition, any omission of fact, wrongful emphasis or use of illustrative material that would tend to mislead a reader, listener or viewer is to be avoided. No claim, comparison or other statement of fact should be included in a message without having sufficient evidence to support it.

Commission for Referrals

When authorized by Lexmark, sales and marketing employees may refer customers to third-party suppliers such as Lexmark authorized remarketers, third-party software organizations or financing organizations. However, you may not accept any fee, commission or other compensation for this activity from anyone other than Lexmark.

Relationships with Government Customers

What is acceptable practice in a commercial business environment may not be acceptable (and may possibly be illegal) when dealing with government customers. Therefore, you must be aware of and adhere to the relevant laws and regulations in each country governing relationships between government customers and suppliers.

For example, the following activities (whether conducted directly or indirectly) are not permitted when dealing with U.S. Government customers and may be prohibited in other countries as well:

- discussing or offering employment or business opportunities which could personally benefit procurement officials;
- offering or providing gifts or gratuities; or
- soliciting or obtaining proprietary or source selection information.

Furthermore, Lexmark may be prohibited from hiring former government employees who participated personally and substantially on behalf of the government in procurement activities. You should consult with Lexmark management and the Lexmark Legal Department before you take any steps to hire such a person.

Competitor Relationships

Fairness in the Field

If you work in a sales or service activity, Lexmark expects you to compete vigorously and effectively, but most of all, fairly. You should not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or other unfair-dealing practices.

Disparagement

It is Lexmark's policy to sell products and services on their merits, not by disparaging competitors, their products or services. False or misleading statements and innuendoes are improper. You may not make comparisons that unfairly cast the competitor in a bad light. Such conduct only invites disrespect from customers and complaints from competitors.

In short, in all your business dealings you should stress the advantages of Lexmark products and services and be sure that all comparisons are fair and accurate.

Business Contacts With Competitors

Because many companies have multiple relationships with Lexmark, you should be aware that a company with whom you are dealing, such as a supplier or a customer, may also be a Lexmark competitor. Such relationships require extra care. It is also inevitable that you, other Lexmark employees and competitors will, from time to time, meet, talk and attend the same industry or association meetings. Usually these contacts are perfectly acceptable as long as the requirements of this Code of Conduct are followed.

Acceptable contacts include sales to other companies in our industry, purchases from them, participation in approved joint bids, and attendance at business shows, standards organizations and trade associations. But even these contacts require caution.

In all contacts with competitors, you should not discuss pricing policy, terms and conditions, costs, inventories, research and development activities, marketing and product plans, market surveys and studies, production plans and capabilities, financial performance or any other proprietary or confidential information.

Collaboration or discussion of these subjects with competitors can be illegal. If a competitor raises such a subject, even lightly or with apparent innocence, you should object, stop the conversation immediately and tell the competitor that you cannot discuss these matters under any circumstances. If necessary, you should leave the meeting.

In summary, disassociate yourself and Lexmark from participation in any possibly illegal activity with competitors; confine your communication to what is clearly legal and proper. Finally, report any incident associated with a prohibited subject to Lexmark's Legal Department as soon as possible.

Information Concerning Others

Data Privacy

Lexmark is committed to following responsible personal data management and protection practices for all personal data collected from external sources, including customers, prospective customers, business partners and other third parties. Employees and those business partners and suppliers who manage and use such data on our behalf are required to do so in compliance with Lexmark's Corporate Data Privacy Policy.

Acquiring Information

In the normal course of business, you may acquire information about many other organizations, including competitors. Doing so is a normal business activity. Lexmark gathers this kind of information for such purposes as extending credit and evaluating suppliers. Lexmark also collects information on competitors from a variety of legitimate sources to evaluate the relative merits of its own products, services and marketing methods.

There are; however, limits to the ways that information, especially information about competitors, may be acquired and used. You should not employ illegal or unethical means to acquire a competitor's trade secrets or other confidential information. Lexmark does not condone any illegal practices to acquire such information which includes stealing, burglary, wiretapping and bribery. Solicitation of or accepting confidential data from a competitor's employees, from Lexmark employees who were previously employed by competitors or from Lexmark customers is also prohibited. You may not misrepresent for whom you work or who you are in order to obtain competitive information or utilize others to undertake activities that would be unacceptable if pursued by you.

You should not examine information designated as confidential, such data about products or proposals prepared for customers, business partners, or suppliers unless access to this information is required to do your job.

Using Information

Information about other companies and their employees should be treated with sensitivity and discretion and not disclosed unless authorized or legally mandated. Other companies are rightly concerned about their reputations and the privacy of their employees. When using sensitive information, you should use it in the proper context and make it available only to other Lexmark employees with a legitimate business need to know. In presenting such information, you should disclose the identity of the organization or individuals only if necessary. If disclosure is not necessary, you should present the information in the aggregate or by some other means.

Information Owned by Others

Other organizations, like Lexmark, have intellectual property they want to protect as do individuals. Sometimes they are willing to disclose their confidential information for a particular purpose. If you receive another party's confidential information, it is important that you proceed with caution to avoid Lexmark being accused of misappropriating or misusing someone else's confidential information.

To avoid the risk of Lexmark being accused of misappropriating or misusing someone's confidential or proprietary information (whether written or oral), you should determine

whether the information actually is confidential or has restrictions placed on its use. If written information is labeled *trade secret, confidential, proprietary, or restricted*, or if you have any other reason to believe that Lexmark may not be free to use or disseminate the information without restrictions, review it with your manager or Lexmark's Legal Department and, if appropriate, ask the other party.

The same precaution applies to oral information. If, before entering into a meeting or a conversation, you believe that the information you are about to hear might be considered confidential, you should first establish clearly in writing that it is not confidential and that its use is unrestricted.

You may not receive confidential information or information that has use restrictions (whether written or oral) without prior written approval by a member of Executive Management and Lexmark's Legal Department. Furthermore, the actual receipt of such information must not take place until the terms of its use have been formally agreed to in writing by Lexmark and the other party. Any such agreement should be reviewed by Lexmark's Legal Department. Once another party's confidential information is legitimately in your hands, you may not use, copy, distribute or disclose that information unless you do so in accordance with the terms of that agreement.

Corporate Social Responsibility

Consistent with its Vision and Values and in keeping with many of the provisions of this Code, Lexmark is committed to acting responsibly in the global community. As a company and as individual Lexmark employees, we must strive to operate in a way that demonstrates Lexmark's respect for human rights, safe working conditions, environmentally sound business practices and is otherwise consistent with Lexmark's Statement of Corporate Social Responsibility.

Key Contacts

Ethics Line - Toll Free: 1.866.477.2029

On-line: https://secure.ethicspoint.com/domain/en/default_reporter.asp

Contact Line for the Finance and Audit Committee of the Board of Directors

Toll Free: 1.866.484.7895

On-line: https://secure.ethicspoint.com/domain/en/default_reporter.asp

International Access Numbers for the Ethics Line and Contact Line are available at the website listed above.

Chief Executive Officer

Paul Rooke, Chairman and Chief Executive Officer

1.859.232.5046

Co-Chairpersons - Ethics Committee	
<i>Bob Patton, VP General Counsel & Secretary</i>	1.859.232.5096
<i>Jeri Isbell, Corporate Vice President - Human Resources</i>	1.859.232.2182
Lexmark Legal Department	
<i>Charles Kratzer – U.S. and Canada</i>	1.859.232.2101
<i>Peter Allen – Latin America, Asia Pacific</i>	1.859.232.7105
<i>Kai Wagener – EMEA</i>	41.2271.07958
Human Resources Department	
<i>Sheri Evans Depp – U.S. and Canada</i>	1.859.232.4146
<i>Claudia Schwesinger– EMEA</i>	41.2271.07575
<i>Jennifer Loh – Asia Pacific</i>	65.6213.9868
<i>Rocio Sarabia – Latin America</i>	1.305.447.2232
<i>Kyle Crager – Perceptive Software</i>	1.913.667.6701
Vice President and Interim CFO	
<i>Gary Stromquist</i>	1.859.232.6189
Director of Internal Audit and Global Security	
<i>Wayne Shaver</i>	1.859.232.2271
Corporate Vice President of Tax	
<i>Dan Bork</i>	1.859.232.5937
Vice President of Corporate Communications	
<i>Jerry Grasso</i>	1.859.232.3546
Director of Investor Relations	
<i>John Morgan</i>	1.859.232.5568
Worldwide Import and Export Compliance	
<i>Brad Fruth</i>	1.859.232.2352