



## Business Ethics Policy



### Our Values: Honesty, Fairness, Respect and Integrity

QLogic Corporation (“QLogic” or the “Company”) is committed to conducting its business in an ethical manner and in compliance with all applicable laws. Honesty, fairness, respect and integrity are all guiding principles in our business dealings. Our ability to achieve the challenging business goals we set for ourselves depends on each and every one of us being committed to these values. These values apply wherever we do business around the world, in conjunction with local laws and regulations.

We must also abide by these values in our workplace. We are committed to promoting a workplace that respects diversity and is safe, drug- and alcohol-free, and harassment-free.

See our **Employee Handbook** for more details on our workplace policies.



### This Policy Applies to Everyone Everywhere

This Business Ethics Policy applies to all employees, officers and directors of the Company, of any subsidiary of the Company and of any joint ventures or partnerships in which the Company has a majority ownership interest. This policy applies to all of the Company’s business operations outside of the United States as well.

All Company employees are required to review, understand, certify and abide by this Business Ethics Policy.



### What do I do if I have a question or concern?

If you encounter an ethical concern or are considering a course of action and its appropriateness is unclear, ask yourself the following questions: Is this the right thing to do? Am I being truthful and honest? Does it comply with QLogic’s policies? Would I feel comfortable if my proposed activities were reported in the news? If the answer to any of these questions is no, then discuss the matter promptly with your supervisor or the Compliance Officer. The Compliance Officer for the Company is the General Counsel of the Company, and in his absence the Chief Financial Officer.



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If you are aware of a possible violation of the policies set forth below by others, you should immediately report it. Please do so by contacting your supervisor, or the Compliance Officer or by making an anonymous submission to the QLogic Ethics Reporting System.

Access the **QLogic Ethics Reporting System** by calling 1 877 874 8416 or by filing a report on the web at <https://www.alertline.com>

Supervisors must promptly report any complaints or observations of violations of this policy to the Compliance Officer. The Compliance Officer will investigate all reported possible violations of this policy with the highest degree of confidentiality possible.

If the Company determines that an employee has violated this policy, the Company will take appropriate disciplinary action, which may include termination of employment.

Submissions to the QLogic Ethics Reporting System can be made anonymously. We encourage you to use the QLogic Ethics Reporting System for any concerns involving accounting or financial reporting fraud or irregularities. Any reports to the QLogic Ethics Reporting System involving accounting or financial reporting matters will be referred to, and reviewed by, the Audit Committee of the Board of Directors. QLogic will not tolerate retaliation against any employee for cooperating in an investigation or for making a good faith complaint to any supervisor or the Compliance Officer about violations or potential violations of this policy.



### Protecting Confidential Information



#### What Does It Mean?

- All information related to the Company's business should be considered confidential unless it has been released to the public
- Employees must take steps to protect not only the Company's, confidential information but that of customers and suppliers as well
- The obligation to protect confidential information continues even after an individual is no longer an employee of the Company

Maintaining the confidentiality of information related to the Company's products, operations, activities and plans is a very important responsibility of every employee. This policy sets forth the affirmative obligation of each employee to protect the



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Company's confidential information and the confidential information of our customers and suppliers that is provided to us in the regular course of business.

As a general rule, all information related to the Company's business should be considered confidential and marked as such unless it has been released in public documents. Examples of confidential information include:

- Financial information such as results of operations, profit margins or budgets
- Strategic business and operating plans
- Sales and marketing information, including pricing information, market shares, customer lists, contacts, sales techniques, plans and surveys
- Operations information, including vendor and supplier information, production methods and production requirements and specifications
- Personnel data, including employee lists, compensation information, organizational charts and employees internal contact information
- Terms of agreements, including pricing with customers, suppliers and other companies
- Product requirements, specifications, designs, materials, components and test results
- Electronic files such as source code, object code, tapes, disks, flash drives and any other on-line documentation
- Design data, software and firmware documents or source code
- Patent applications and invention disclosures
- Research and development activities, methods, procedures, plans and strategies

Each employee should take steps to ensure that confidential information is protected. This applies to the Company's confidential information, as well as to the confidential information of our customers and suppliers. Typical steps that every employee should take to protect confidential information are:

- Properly labeling confidential documents as "confidential"
- Obtaining a signed NDA approved by our legal department prior to disclosure of confidential information outside the Company
- Avoiding discussion of confidential information, such as future product plans or customers, when interviewing prospective employees
- Safeguarding confidential information, including information on iPads, computer disks, flash drives, mobile phones and laptop computers



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- Avoiding discussion of confidential information in public areas, such as hallways, restaurants, airports or on social media sites

An employee's obligation to protect confidential information from disclosure continues even after the individual is no longer an employee of the Company. For example, a former employee may not share confidential information with a new employer. Upon an employee's resignation or termination from the Company, all confidential information should be returned to the Company, including without limitation confidential information saved in electronic format. Similarly, any obligation to protect confidential information from disclosure that an employee may have had with a prior employer continues after leaving that prior employer, and the confidential information of such prior employer should not be disclosed to QLogic, used on behalf of QLogic, or brought onto QLogic's premises (unless the former employer, or the rights to the confidential information, have been acquired by QLogic).

The confidentiality obligations outlined in this policy are in addition to those set forth in any written confidentiality agreement between an employee and the Company.



### Safeguarding Assets



#### What Does It Mean?

- The Company's assets – including facilities, equipment, and technology resources – are to be used for business purposes
- It is our responsibility to protect the Company's assets from theft, loss, damage, or misuse to the greatest extent possible

In order to perform our jobs, QLogic provides us with computers, phones and other technological devices. It is expected that we will use these and other Company assets responsibly and in accordance with the Company's Information Systems Use and Security Policy (as included in the employee handbook and found on the "Policies and Procedures" tab of the Information Technology team's intranet site).

Personal use of QLogic assets should be limited and not interfere with carrying out your work-related responsibilities. In addition, Company assets must never be used to create, store or send content that others might find offensive and under no circumstances should QLogic assets be used in conjunction with illegal activities.



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You should avoid using Company assets in a manner that might result in asset loss or damage, such as through the introduction of viruses or a breach of IT security. Do not allow non-QLogic employees, including friends or family, to use your Company-owned assets. To help ensure compliance with our policies, QLogic may monitor incoming and outgoing communications to the extent permitted by law (see Privacy below).

Always secure your laptop, important equipment and your personal belongings, even while on QLogic premises. Any theft, loss, damage, or misuse of Company physical assets should be reported to your supervisor or to IT as soon as possible.



### Avoid or Disclose Conflicts of Interest



#### What Does It Mean?

- Always act in the best interests of the Company
- Avoid any relationship that causes a conflict of interest with employees' duties and responsibilities to the Company
- Disclose any situations that may involve inappropriate or improper conflicts of interests

Employees are expected to carry out their work responsibilities based on the best interests of the Company as a whole, and not based on personal relationships or benefits. A “conflict of interest” occurs when an individual’s personal interest may interfere in any way with the performance of his or her duties to, or the best interests of, QLogic.

Employees should avoid any relationship that causes a conflict of interest with their duties and responsibilities to QLogic. Employees are expected to disclose to the Company any situations that may involve inappropriate or improper conflicts of interests affecting them personally or affecting other employees or those with whom we do business. Waivers of conflicts of interest involving executive officers of the Company require the approval of the Audit Committee of the Board of Directors.

Members of QLogic’s Board of Directors have a special responsibility because our Directors exert significant influence over QLogic and possibly other organizations. To avoid conflicts of interest, Directors are expected to disclose to their fellow Directors any



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personal interest they may have in a transaction upon which the Board makes a decision and to excuse themselves from participation in any decision in which there is a conflict between their personal interests and the interests of the Company.

It is not possible to list all possible conflicts of interest. However, some examples of situations that may involve conflicts of interest include:

- Outside employment, or consulting, activity that might impair your ability to fulfill your obligations to QLogic
- Employment by, consulting for, or service on the board of directors of a competitor, customer, supplier or service provider
- Owning a significant financial interest in any business that does business with QLogic, seeks to do business with QLogic or competes with QLogic
- Taking personal advantage of corporate opportunities
- Soliciting or accepting gifts, favors, loans or preferential treatment from any person or entity that does business or seeks to do business with QLogic (see also Gifts and Entertainment below)
- Conducting our business transactions with a family member or a person who shares your household or a business in which you have a significant financial interest
- Exercising supervisory or other authority on behalf of QLogic over a co-worker who is also a family member

Employees are urged to discuss any situation involving a conflict of interest or a potential conflict of interest with their supervisor, Human Resources or the Compliance Officer.



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### Be Mindful When Giving or Receiving Gifts



#### What Does It Mean?

- Business entertainment and gifts are meant to create sound working relationships, and not to gain improper advantage with customers or suppliers
- Entertainment and gifts must be consistent with customary business practice and:
  - (i) not excessive in value,
  - (ii) not in cash or cash equivalents,
  - (iii) not susceptible of being construed as a bribe or kickback,
  - (iv) not given with corrupt intent, and
  - (v) not in violation of any laws
- Employees cannot justify otherwise improper entertainment or gifts by suggesting they are “a way of doing business” in a particular locality

Business entertainment and gifts are meant to create goodwill and sound working relationships and not to gain improper advantage with customers or suppliers or facilitate approvals from government officials.

Unless express permission is received from a supervisor, the Compliance Officer or the Chief Financial Officer, entertainment and gifts cannot be offered, provided or accepted by any employee unless it is consistent with customary business practices and (i) not excessive in value, (ii) not in cash or cash equivalents, (iii) not susceptible of being construed as a bribe or kickback, (iv) not given with corrupt intent and (v) not in violation of any laws. This policy does not prohibit reasonable customer or prospect entertainment and applies to our transactions everywhere in the world.

You cannot justify otherwise improper entertainment or gifts by saying that such entertainment or gifts are “a way of doing business” in the particular locality. Further, if a gift or entertainment is given with corrupt intent, no matter its value those involved are in violation of QLogic’s policy and the law. If a gift or entertainment is offered with the expectation that the recipient of the gift or entertainment will give you or QLogic something in return (“quid pro quo”) then the gift or entertainment is inappropriate.



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When dealing with government officials or employees of government-owned/controlled entities, anti-corruption laws and QLogic policies are much stricter in prohibiting gifts to prevent bribery or even the appearance of bribery.

Many of our customers and suppliers also have their own policies that limit gifts and entertainment and it is your responsibility to comply with those policies when engaging individuals employed by those customers or suppliers.

If you have any questions regarding the appropriateness of entertainment or a gift you should discuss the matter with your supervisor or the Compliance Officer.



### Books and Records Must Be Valid, Accurate, Complete and Compliant



#### What Does It Mean?

- The integrity of our financial results depends on the validity, accuracy and completeness of the information supporting entries into our accounting records
- The recording of information in the Company's books must comply with Company policies, relevant laws, accounting standards and the highest ethical practices

When recording information in the Company's books and records adherence to Company policies, relevant laws, accounting standards and the highest ethical practices is essential to the Company's success.

Our records serve as the basis for managing our business and are important in meeting our obligations to stockholders, customers, suppliers, creditors, employees and others with whom we do business. As a result, it is important that our books, records and accounts accurately and fairly reflect, in reasonable detail, our assets, liabilities, revenues, costs and expenses, as well as all transactions and changes in assets and liabilities. General guidelines for achieving these objectives are as follows:

- Records must be properly prepared, including without limitation all expense reports (prepared in accordance with the Company's **Travel and Expense Policy**), time sheets, product test information, legal contracts and personnel files

Employees are expected to truthfully record and report Travel expenses in accordance with the **Travel and Expense Policy**. The policy is available on our QSpace intranet site.



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- Misleading entries or intentional omissions to Company documentation are absolutely prohibited. Each employee has a responsibility to ensure that any information that is recorded is accurate and complete
- Terms of sales and other commercial transactions must be accurately and completely reflected in the documentation for the transaction
- Business records should be retained in accordance with the Company's Record Retention Guidelines, available on the Legal Department intranet site under "Document Retention"
- Employees involved in preparing reports that we file with the U.S. Securities and Exchange Commission (the "SEC") should strive to ensure that our financial disclosure is accurate and transparent
- All quarterly, annual and other financial reports to be filed with the SEC must be consistently prepared in accordance with generally accepted accounting principles ("GAAP") in the United States. All statutory filings in non-U.S. locations must comply with the accounting requirements of those jurisdictions

Complaints or concerns regarding accounting, internal accounting controls or auditing matters should be reported to the Compliance Officer or, if you prefer to report information anonymously, directly to the QLogic Ethics Reporting System. All such complaints or concerns will be referred to the Audit Committee of the Board of Directors.



### Laws, Regulations and Government Activities: Compliance is Mandatory

The Company is subject to laws and regulations both within and outside of the United States. Violation of governing laws and regulations is both unethical and subjects the Company to significant risks in the form of fines and penalties and damages the Company's business reputation. Each employee must comply with applicable laws, regulations and corporate policies. Specific areas with which employees are expected to comply include:

- Anti-Bribery Laws
- Political Contributions
- Export, Re-export and Transfer Policy
- Customs Compliance
- Antitrust
- Privacy



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### Anti-Bribery Laws



#### What Does It Mean?

- Bribery is illegal under multiple Anti-Bribery Laws
- All employees, whether located in the United States or outside of the United States, are responsible for Anti-Bribery Law compliance.

QLogic requires compliance with all Anti-Bribery Laws (including, among others, the U.S. Foreign Corrupt Practices Act (“FCPA”) and the U.K. Bribery Act) by all of its employees, consultants and agents. The FCPA is a United States law that makes illegal any corrupt offer, payment, promise to pay or authorization to pay any money, gift or anything of value to any foreign official, or any foreign political party, candidate or official for the purpose of:

- Influencing any act, or failure to act, in an official capacity of that foreign official or party; and
- Inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone.

Payments, offers, promises or authorizations to pay any other person, U.S. or non-U.S., are likewise prohibited if any portion of that money or gift will be offered, given or promised to a foreign official or foreign political party or candidate for the illegal purposes outlined above. In some circumstances, reimbursement of travel and lodging expenses of a foreign government official may violate the FCPA. The U.K. Bribery Act contains similar restrictions on bribes of foreign government officials and also prohibits the bribery of non-governmental officials at companies.

All employees, whether located in the United States or outside of the United States, are responsible for Anti-Bribery Law compliance. All managers and supervisors are expected to monitor continued compliance with Anti-Bribery Laws. Any action in violation of Anti-Bribery Laws is prohibited. Any employee who becomes aware of possible Anti-Bribery Law violations should notify the Compliance Officer immediately. If you have questions about the Anti-Bribery Laws of any jurisdiction in which you conduct business activities, please contact the Compliance Officer.



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### Political Contributions



#### What Does It Mean?

- Political contributions of QLogic assets, including work time, is not allowed without the permission of the Compliance Officer

Employees may not contribute QLogic assets to any political candidate, political action committee (“PAC”), political party or ballot measure without the permission of the Compliance Officer. For these purposes, QLogic assets include employee work time, use of QLogic facilities or equipment or direct monetary payments. Of course, QLogic employees may participate in political activities of their own choice on an individual basis, with their own time and money.

### Export, Re-Export and Transfer Policy



#### What Does It Mean?

- QLogic technology cannot be transferred to nationals or territories of U.S.-embargoed countries, used for the development of weapons of mass destruction or other prohibited end-uses, or transferred to entities or persons listed on a government watch list
- Non-disclosure agreements do not constitute written authorization to transfer design, development or production technology

Export of design, development and production technology may be subject to national security, foreign policy and anti-terrorism laws and regulations. Such technology cannot be transferred to nationals or territories of U.S.-embargoed countries (as of the date of this publication, Cuba, Iran, North Korea, Sudan and Syria), used for the development of weapons of mass destruction or other prohibited end-uses (e.g., nuclear, chemical, and biological weapons or missile proliferation), or transferred to entities or persons listed on a government watch list.

Under no circumstances shall employees or agents engage in marketing, service or sales of products or technology to the aforementioned embargoed countries, without written authorization from the Compliance Officer. The list of embargoed



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countries changes periodically but current information can be found on the Legal Department website under Trade Compliance. This is a very complicated regulatory area and we therefore recommend that you contact the Legal Department with any questions regarding export compliance.

### Customs Compliance



#### What Does It Mean?

- Comply with custom laws, regulations and policies in all countries where we do business

QLogic's policy is to comply with custom laws, regulations and policies in all countries where we do business. Accurate customs information on shipping documents is required for all international shipments.

### Antitrust



#### What Does It Mean?

- Employees should ensure that they are not causing the Company to engage in anticompetitive behavior
- Pricing, production and inventory information should never be exchanged with competitors, regardless of how innocent or casual the exchange may be

Antitrust laws are designed to protect the competitive process. These laws generally prohibit:

- agreements, formal or informal, with competitors that harm competition or customers, including price fixing and allocations of customers, territories or contracts;
- agreements, formal or informal, that establish or fix the price at which a customer may resell a product; and
- the acquisition or maintenance of a monopoly or attempted monopoly through anticompetitive conduct.



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Certain kinds of information, including pricing, production and inventory data, should not be exchanged with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social.

Understanding the requirements of antitrust and unfair competition laws of the various jurisdictions where we do business can be difficult, and you are urged to seek assistance from your supervisor or the Compliance Officer whenever you have a question relating to these laws.

### Privacy



#### What Does It Mean?

- Employees must comply with the Company's guidelines for the collection, use and disclosure of personal data

QLogic has established guidelines for the collection, use and disclosure of personal data. All QLogic operations, activities and functions that collect, use, receive or distribute personal data must adhere to this policy. As further detailed in the Company's Information Systems Use and Security Policy (as included in the employee handbook and found on the "Policies and Procedures" tab of the Information Technology team's intranet site), all electronic and physical resources, whether owned or leased by QLogic, and the messages, files, data, software or other information stored on or transmitted on these resources are, and remain at all times, the property of QLogic, and QLogic reserves the right to inspect these items at any time.



### Media and Public Relations: Disclosure via Specific Limited Channels



#### What Does It Mean?

- All inquiries or calls from the press, industry analysts, and bloggers should be referred to the Corporate Communication Group
- All inquiries or calls from financial analysts should be referred to the Chief Financial Officer.
- Employees should not comment on the Company's performance, financial results, or plans on social media (e.g., Facebook)



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As a public company, QLogic is required to comply with the federal securities law referred to as Regulation FD (which stands for “Fair Disclosure”). Regulation FD provides that, when we disclose material, non-public information about the Company to securities market professionals or any other stockholder we must also disclose the information to the public. “Securities market professionals” generally include analysts, institutional investors and other investment advisors.

It is our policy to disclose material information concerning QLogic to the public only through specific limited channels to avoid inappropriate publicity and to ensure that all those with an interest in QLogic will have equal access to information. Only designated employees are permitted to discuss Company business with the press or financial analysts. All inquiries or calls from the press, industry analysts, and bloggers should be referred to the Corporate Communication Group, and all inquiries or calls from financial analysts should be referred to the Chief Financial Officer.

With the advent of social media such as Blogs, Twitter and Facebook you need to be careful not to disclose confidential QLogic information. Employees should not comment on the Company’s performance, financial results, or plans on social media. When you choose to go public with your opinions, you are legally responsible for your commentary.

Note that QLogic has a separate **Social Media Policy** outlining do’s and don’ts around social media use, which can be accessed from the Legal Department website.



### Waivers

Any waiver of this Business Ethics Policy for executive officers or directors of the Company must be authorized by the Audit Committee of the Board of Directors, and such waiver will be disclosed to stockholders as required by applicable laws, rules and regulations.