

6.3.5 อย่าให้สัญญาในสิ่งที่เกินอำนาจหน้าที่เพียงเพื่อความพอใจของลูกค้าในขั้นต้น เพราะการให้สัญญาคือต้องทำได้ หากจัดการให้ลูกค้าไม่ได้ตามนั้นอาจจะทำให้ลูกค้าไม่พอใจยิ่งขึ้น

6.3.6 ถ้าแก้ไขด้วยตนเองไม่ได้ ควรเชิญผู้มีอำนาจเหนือตนมาดำเนินการต่อไป

6.4 การลดข้อโต้แย้งกับลูกค้า

6.4.1 ให้ระลึกว่าปัญหาข้อโต้แย้งของลูกค้านั้นเป็นสิ่งที่ปกติที่เกิดขึ้นได้เสมอ แม้ว่าจะไม่พึงปรารถนาก็ตาม

6.4.2 พยายามควบคุมอารมณ์ให้พร้อมที่จะรับฟังปัญหาของลูกค้า

6.4.3 ตั้งใจฟังลูกค้าเพื่อค้นหาปัญหา สาเหตุของข้อโต้แย้ง และฟังโดยตลอดด้วยอาการที่แสดงออกถึงความเห็นใจ

6.4.4 วิเคราะห์จับประเด็นปัญหา

6.4.5 หาจังหวะในการชี้แจงที่เหมาะสม โดยให้เหตุผลประกอบ

6.4.6 หลีกเลี่ยงการโต้เถียงกับลูกค้า

จรรยาบรรณฉบับที่ 7

คู่มือการดำเนินธุรกิจ บริษัท ดูปองท์

" บริษัท ดูปองท์จะดำเนินการทางธุรกิจด้วยมาตรฐานทางจริยธรรมอันสูงสุด และจะทำงานด้วยความ
 อุดมฐานะ เพื่อจะเป็นบริษัทที่ได้รับความยกย่องจากประชาชนทั่วโลก"

ตัดตอนมาจาก

CORPORATE MISSION STATEMENT

คู่มือฉบับนี้ ให้รายละเอียดไว้

- เพื่อเป็นแนวทาง แก่พนักงานในการดำเนินการธุรกิจให้สอดคล้องกับมาตรฐานทางจริยธรรมของ
 บริษัท
- เพื่อปรับความเข้าใจในมาตรฐานหลักจริยธรรมของบริษัทฯต่อลูกค้า ชักพยายเออร์และคู่ค้าอื่นๆ

จริยธรรม = กิริยาที่ควรประพฤติ ความประพฤติ จรรยา

สารถึงพนักงาน

บริษัทดูปองท์ มีความภูมิใจในสิ่งที่ได้สืบทอดกันมา และชื่นชมในชื่อเสียงอันดีงามCORPORATE
 MISSION STATEMENT ได้ชี้แจงถึงข้อตกลงอย่างชัดเจนในการดำเนินการทางธุรกิจด้วยมาตรฐานทาง
 จริยธรรมอันสูงสุด และทำงานด้วยความอุดมฐานะอันจะนำมาซึ่งความยอมรับจากประชาชนทั่วโลก

เราทำธุรกิจด้านต่างๆ ในหลาย ๆ ประเทศ ภายใต้สถานการณ์ของการแข่งขัน และภายใต้
 กฎหมายท้องถิ่น ระเบียบกฎเกณฑ์และขนบธรรมเนียมประเพณีอันหลากหลาย การจะนำไปสู่ความ
 สำเร็จนั้น บริษัทของเราจะต้องไม่ลดละต่อการแสวงหาวิธีการยึดหยุ่นในทางปฏิบัติและวิธีการใหม่ ๆ เพื่อ
 ให้บรรลุถึงวัตถุประสงค์ทางด้านธุรกิจ นอกจากนั้นด้วยสภาพแวดล้อมที่เป็นอยู่นี้เราต้องไม่แปรเปลี่ยน
 จากการปฏิบัติที่ได้ทำกันตลอดบนพื้นฐานของจริยธรรมอันสูงสุดอันจะดำรงไว้ซึ่งชื่อเสียงอันมีค่ายิ่ง
 สำหรับพวกเรา และนั่นคือสิ่งสำคัญต่อความสำเร็จในระยะยาวของเรา

สิ่งนี้เป็นสิ่งสำคัญที่พวกเราแต่ละคนต้องทำความเข้าใจอย่างแจ่มแจ้งถึงความรับผิดชอบต่อความประพฤติของเราเองให้สอดคล้องกับนโยบายและการดำเนินงานที่ได้แสดงไว้ในมาตรฐานทางจริยธรรมของบริษัท “แนวทางการดำเนินงานทางธุรกิจ” นี้ ได้สรุปมาตรฐานเหล่านี้เพื่อให้เกิดความเข้าใจยิ่งขึ้นและเพื่อให้พวกเราสามารถดำเนินงานทางธุรกิจของบริษัท ฯ ได้อย่างเหมาะสมโดยการประยุกต์มาตรฐานจริยธรรมของบริษัท เข้ากับความสัมพันธ์ทางธุรกิจในเครือข่ายของเรา เราจะคอยส่งเสริมให้เกิดบรรยากาศและสิ่งแวดล้อมในก้นการงาน อันจะนำมาซึ่งความสำเร็จของตัวบุคคลและบริษัทต่อไป

การมีส่วนร่วมในความรับผิดชอบ

บริษัทอุปองที่ได้รับมอบหมายให้เพิ่มคุณค่าของบริษัทฯต่อลูกค้า พนักงาน และผู้ถือหุ้น โดยการจัดหาสินค้าและบริการอันเป็นประโยชน์ไปสู่ตลาดโลก เรามุ่งจะบรรลุภาระที่ได้รับมอบหมายนี้ ในเวลาเดียวกันเราก็จะส่งเสริมจริยธรรมขั้นสูงสุดในการดำเนินงาน และถึงซึ่งความรับผิดชอบเสมือนประชาชนที่ให้ความร่วมมือที่ดีในเรื่องนี้ พนักงานบริษัทฯ ล้วนมีส่วนร่วมในความรับผิดชอบในหน้าที่อย่างใดอย่างหนึ่ง กระนั้นแล้วในส่วนของแต่ละคนนั้นก็ต้องมีความรับผิดชอบต่อ :

1. การยึดมั่นต่อมาตรฐานของบริษัท ฯ ในการใช้อุปกรณ์การทำงานที่ปลอดภัย การผลิตสินค้าที่ปลอดภัย และการป้องกันสิ่งแวดล้อม
2. การปฏิบัติต่อลูกค้าและซัพพลายเออร์ทุกคนด้วยความซื่อสัตย์และความยุติธรรม
3. การติดต่อธุรกิจของบริษัทฯ ด้วยความซื่อสัตย์และปฏิบัติตามกฎหมาย
4. การหลีกเลี่ยงสถานการณ์ที่ส่อเค้าว่าหรือทำให้เกิดผลประโยชน์ส่วนตัว ซึ่งขัดแย้งกับผลประโยชน์ของบริษัทฯอย่างเหมาะสม
5. การป้องกันและการใช้ข้อมูล ทรัพย์สินและสมบัติของบริษัทฯอย่างเหมาะสมรวมทั้งสิ่งต่างๆ ขององค์กรอื่นๆ ที่อยู่ในความดูแลของบริษัทฯ
6. การรักษาความลับของข้อมูลที่ไม่อาจเปิดเผยได้ และไม่ทำการใดที่จะทำให้ข้อมูลนั้นเป็นประโยชน์ต่อส่วนตัว

ภายใต้การรับผิดชอบขั้นพื้นฐานเหล่านี้ คือปรัชญาที่ว่าเราต้องรักษาไว้ซึ่งความเคารพนับถือและเกียรติยศ เพื่อพวกเราทุกคนและต้องแน่ใจว่าทุกคนได้รับการปฏิบัติอย่างยุติธรรม

ความสัมพันธ์ของลูกค้าและซัพพลายเออร์

บริษัท คุปองท์มิได้หาผลประโยชน์โดยการใช่มารยาททางธุรกิจหรือการชักจูงใด ๆ ที่ไม่เหมาะสม การตัดสินใจที่ดีและการรู้จักประมาณต้องถูกฝึกให้ใช้เพื่อที่จะหลีกเลี่ยงจากการตีความหมายผิด และทำให้เกิดผลในทางตรงข้ามต่อชื่อเสียงของบริษัท ฯ หรือพนักงานของบริษัท ฯ การเสนอ การมอบ การเชื้อเชิญ หรือการรับสินบนในรูปแบบใด ๆ เป็นสิ่งที่ต้องห้าม

มารยาททางธุรกิจ

ของขวัญ ของกำนัล และการเลี้ยงรับรอง อาจจะได้ถ้า

- เป็นไปตามความถูกต้องในการปฏิบัติตามธรรมเนียมทางธุรกิจ
- มีมูลค่าไม่มากเกินไป และไม่สามารถที่จะแปลความหมายได้ว่า เป็นสินบนหรือรางวัลตอบแทน
- จะต้องไม่ขัดต่อกฎหมายหรือมาตรฐานจริยธรรม
- จะต้องไม่ทำให้บริษัท ฯ หรือพนักงานได้รับความเสื่อมเสียหากมีการเปิดเผยต่อสาธารณชน

พนักงานจะไม่รับของขวัญ ของกำนัล การเลี้ยงรับรอง หรือคำแนะนำใดๆ จากบุคคลหรือองค์กรใด ๆ ซึ่งดำเนินธุรกิจหรือกำลังจะดำเนินธุรกิจกับบริษัท ฯ หรือเป็นคู่แข่งของบริษัท ฯ ยกเว้นแต่เป็นธรรมเนียมธรรมดาที่ปฏิบัติกันทางธุรกิจ มาตรฐานที่เข้มงวดเป็นพิเศษ จะถูกประยุกต์ใช้เมื่อมีซัพพลายเออร์เข้ามาเกี่ยวข้อง ของกำนัลและการรับรองที่ได้จัดไว้ในโปรแกรมการขาย อาจจะไม่เหมาะสมหรือเป็นที่ยอมรับของซัพพลายเออร์ก็ได้ สิ่งที่ไม่เคยเป็นที่ยอมรับนั้นคือ การรับของขวัญในรูปเงินสดหรือสิ่งที่มีค่าเทียบเท่าเงินสด

สิ่งจูงใจทางธุรกิจ

เปอร์เซ็นต์ที่ได้จากการขาย เงินที่ได้คืน ส่วนลด เงินเชื้อ หรือส่วนที่ยอมยกให้นั้นเป็นสิ่งจูงใจตามธรรมเนียมทางธุรกิจ แต่ความเอาใจใส่อย่างระมัดระวังเพื่อจะหลีกเลี่ยงการจ่ายเงินที่ผิดกฎหมายหรือผิด

จริยธรรมเป็นสิ่งจำเป็น และยังทำให้เกิดความเชื่อมั่นยอมทำตามการควบคุมอัตราแลกเปลี่ยนเงินตรา และกฎข้อบังคับในเรื่องภาษี ดังนั้นการจ่ายเงินในส่วนของการชดเชยทางธุรกิจต้องเป็นไปอย่างมีเหตุผลสมควรแก่คุณค่า เหตุผลอันควรในการแข่งขัน มีเอกสารประกอบที่ถูกต้อง และทำขึ้นตามความเป็นจริงที่ว่าสัญญาการขายหรือใบส่งของต้นฉบับได้ออกให้ใคร การจ่ายเงินนั้นไม่ควรจ่ายให้แก่เจ้าหน้าที่ พนักงาน หรือตัวแทนของธุรกิจนั้น ๆ เป็นส่วนตัว

ในทำนองเดียวกัน การจ่ายเปอร์เซ็นต์ที่ได้จากการขายซึ่งสัมพันธ์กับการซื้อสินค้า หรือบริการของบริษัทนั้นควรจะจ่ายให้กับผู้ขายหรือผู้จัดหาสินค้าในประเทศนั้นซึ่งเป็นที่ที่ธุรกิจดำเนินอยู่ หรือในประเทศที่สินค้าได้ส่งไปขายหรือให้บริการ

ถึงแม้ว่าจะมีการห้าม แต่การจ่ายเงินเพื่ออำนวยความสะดวกในการทำธุรกิจก็สามารถทำได้หากถูกต้องตามกฎหมาย มีความจำเป็น ทำตามหลักปฏิบัติที่เป็นที่ยอมรับในพื้นที่เขตนั้น ๆ และเป็นการทำเพื่อการบริหารซึ่งบริษัทมีสิทธิ์อย่างชัดเจน การเงินแบบนี้ควรได้รับการอนุมัติที่ถูกต้อง และต้องบันทึกไว้ด้วย

กฎหมายป้องกันการผูกขาด

กิจกรรมทั้งหมดของบริษัทอยู่ภายใต้กฎหมายป้องกันการผูกขาดของประเทศต่างๆ โดยทั่วไปแล้วกฎหมายป้องกันการผูกขาดห้ามการทำข้อตกลงหรือการกระทำการใด ๆ ที่มีการผูกมัดทางการค้า หรือลดปริมาณการแข่งขัน การละเมิดจึงรวมถึงข้อตกลงระหว่างคู่แข่งเพื่อกำหนดหรือควบคุมราคา เพื่อคว่ำบาตรวิพพลายเออร์หรือลูกค้าบางราย เพื่อการแบ่งสินค้า อาณาเขต หรือตลาด หรือจำกัดการผลิต หรือการขายสินค้า การเฝ้าตรวจดูเพื่อให้เกิดความมั่นใจว่า กิจกรรมต่างๆ ที่ทำร่วมกับตัวแทนของบริษัทอื่นๆ จะไม่ถูกมองว่าเป็นการละเมิดกฎหมายป้องกันการผูกขาดจึงต้องได้รับการปฏิบัติอย่างจริงจัง

ด้วยเหตุผลของความซับซ้อนในกฎหมายป้องกันการผูกขาด คำถามต่างๆ ที่เกี่ยวข้องกันเรื่องนี้ควรได้รับคำแนะนำจากฝ่ายกฎหมาย

กฎหมายการต่อต้านการคว่ำบาตร

กฎหมายต่อต้านการคว่ำบาตรได้ห้ามการมีส่วนร่วมหรือการให้ความร่วมมือต่อการคว่ำบาตรระหว่างชาติ ซึ่งกฎหมายของสหรัฐอเมริกาไม่อนุญาต ยกตัวอย่างเช่น การละเว้นจากการทำธุรกิจกับประเทศที่ถูกคว่ำบาตร หรือบุคคลที่ถูกสงสัยว่ามีความประพฤติไม่ดี หรือการให้ข่าวสารเกี่ยวกับความสัมพันธ์ทางธุรกิจของคนอเมริกันที่มีต่อประเทศหรือบุคคลนั้น ๆ จะถือเป็นการละเมิดกฎหมายของสหรัฐอเมริกา ข้อพึงสังวรคือ เพียงแค่การได้รับจดหมายขอร้องให้เข้าร่วมในการคว่ำบาตรใด ๆ นั้น จะกลายเป็นเหตุการณ์ที่สามารถฟ้องร้องกันได้ตามกฎหมาย คำร้องนั้นจึงควรจะอยู่ในความพิจารณาของฝ่ายกฎหมาย

ธุรกิจภาครัฐบาล

การดำเนินธุรกิจกับภาครัฐบาลของประเทศต่างๆ นั้น มาตรฐานความประพฤติและการปฏิบัติที่ต้องห้ามอาจจะแตกต่างจากข้อปฏิบัติที่ยึดถือในทางธุรกิจการค้า ยกตัวอย่างเช่น ในสหรัฐอเมริกา การให้ การเสนอ หรือการรับความเอื้อเฟื้อต่างๆ เช่น การเลี้ยงอาหารหรือการเลี้ยงรับรอง จะถูกจำกัดอย่างเข้มงวด กฎหมายเหล่านี้มักจะซับซ้อนและกำหนดให้มีบทลงโทษที่รุนแรงทั้งทางแพ่งและทางอาญา ห้ามมีการละเมิดต่อตัวบริษัทและพนักงานผู้มีส่วนร่วมในการปฏิบัติที่ไม่เหมาะสมนั้น ดังนั้น จึงควรปรึกษาฝ่ายกฎหมายซึ่งจะให้คำชี้แนะต่อเรื่องนี้เป็นกรณีๆ ไป

ความขัดแย้งในด้านผลประโยชน์

พนักงานทุกท่านควรหลีกเลี่ยงสถานการณ์ต่างๆ อันจะก่อให้เกิดความขัดแย้งระหว่างผลประโยชน์ส่วนตัวและผลประโยชน์ของบริษัท การติดต่อกับลูกค้า ซัพพลายเออร์ คู่สัญญา และคู่แข่งชั้นปัจจุบัน หรือมีแนวโน้มว่าจะเป็นนั้น พนักงานทุกท่านควรจะเห็นแก่ประโยชน์ของบริษัท มากกว่าประโยชน์ของตนเอง พนักงานแต่ละท่านควรจะเขียนรายงานถึงผู้บังคับบัญชาในรายงานของท่านโดยละเอียดและทันทีถึงสถานการณ์ใดๆ ที่เกี่ยวข้องกับ ความขัดแย้งในผลประโยชน์ สิ่งนี้รวมถึง

- พนักงานหรือสมาชิกในครอบครัวที่มีผลประโยชน์ทางการเงินในกิจการภายนอกซึ่งได้ดำเนิน หรือจะดำเนินธุรกิจ หรือเป็นคู่แข่งของบริษัท ฯ ผลประโยชน์ทางด้านอสังหาริมทรัพย์และแร่ธาตุเป็นสิ่งที่ละเอียดอ่อนเป็นพิเศษ
- การเป็นผู้บังคับบัญชา พนักงาน หุ้นส่วน ที่ปรึกษา หรือมีบทบาทอื่นๆ ที่สำคัญในกิจการ ภายนอก ซึ่งได้ดำเนินการหรือจะดำเนินธุรกิจกับบริษัท ฯ หรือ ผลประโยชน์ของบริษัท ฯ
- การกระทำที่เปรียบเสมือนเป็นนายหน้า ผู้ติดต่อ หรือเป็นคนกลางในการหาประโยชน์จากลูกค้ากลุ่มที่สามจากการติดต่อที่เกี่ยวข้องกับบริษัท ฯ หรือผลประโยชน์ของบริษัท ฯ
- การเตรียมการหรือสถานการณ์ต่างๆ รวมถึงครอบครัว หรือความสัมพันธ์ส่วนตัว ซึ่งอาจเบี่ยงเบน พนักงานจากการกระทำเพื่อผลประโยชน์ที่ดีที่สุดของบริษัท ฯ

การป้องกันและการใช้ทรัพย์สิน

การป้องกันและการใช้ทรัพย์สินของบริษัท รวมถึงทรัพย์สินทางด้านข้อมูลอย่างเหมาะสมนั้น เป็นความรับผิดชอบพื้นฐานของพนักงานแต่ละท่าน พนักงานทุกท่านต้องปฏิบัติตามโปรแกรมการรักษาความปลอดภัยในอาคารเพื่อป้องกันทรัพย์สินอันเป็นวัตถุและทรัพย์สินสมบัติอื่นๆ จากการใช้หรือการขนย้าย โดยปราศจากอำนาจ รวมทั้งจากการถูกโจรกรรม

การควบคุมภายใน

บริษัทได้จัดตั้งมาตรฐานการควบคุมด้านบัญชีและการดำเนินงานเพื่อให้มั่นใจว่า มีการป้องกันและใช้ทรัพย์สินอย่างเหมาะสม และมั่นใจในความถูกต้องแม่นยำและเชื่อถือได้ของบันทึกและรายงานทางการเงิน พนักงานทุกท่านจะแบ่งความรับผิดชอบเพื่อช่วยในการอ้างและปฏิบัติตามข้อกำหนดของการควบคุมภายใน

การรายงานตามความเป็นจริง

รายงานทางการเงิน บันทึกรายบัญชี รายงานการวิจัย รายงานการขาย บัญชีรายจ่าย ตารางเวลา หรือเอกสารอื่นๆ ของบริษัท จะต้องแสดงถึงความจริงและลักษณะของการติดต่อซื้อขายอย่างถูกต้องและชัดเจน บัญชีหรือรายงานทางการเงินที่ไม่ถูกต้องหรือข้อบกพร่องจะขัดต่อนโยบายของบริษัท และอาจจะเป็นการละเมิดต่อกฎหมายที่ใช้อยู่ การทำบัญชีโดยแยกประเภทอย่างผิด ๆ โดยเจตนา (เช่น ราคาต่อต้นทุน) และการเร่งรัดหรือผัดผ่อนค่าใช้จ่ายหรือรายได้อย่างไม่เหมาะสมเป็นตัวอย่างของการทำรายงานที่ไม่อาจยอมรับได้

ข้อมูลทางอิเล็กทรอนิกส์

ข้อมูลของบริษัทซึ่งถูกส่งและถูกเก็บด้วยระบบอิเล็กทรอนิกส์ถือเป็นทรัพย์สินที่จะได้รับการป้องกันเป็นพิเศษ จึงได้มีการนำมาตรฐานการรักษาความปลอดภัยของข้อมูลทางอิเล็กทรอนิกส์มาใช้ ผู้ใช้ข้อมูลทุกคนในบริษัทนั้นก็ควรจะต้องมีความรับผิดชอบในการปฏิบัติตามมาตรฐานและระเบียบการที่เกี่ยวข้อง

การเดินทางและการเลี้ยงรับรอง

การเดินทางและการเลี้ยงรับรองควรจะทำขึ้นตามความจำเป็นทางธุรกิจ ทั้งนี้ ทางบริษัทไม่ต้องการให้พนักงานเสียหรือได้ประโยชน์ทางการเงินจากผลของการเดินทางและการเลี้ยงรับรองทางธุรกิจนั้นๆ พนักงานควรใช้จ่ายเงินของบริษัทด้วยความระมัดระวังเสมือนเป็นเงินของพนักงานเอง

พนักงานที่เป็นผู้อนุมัติค่าใช้จ่ายเดินทางหรือการเลี้ยงรับรองจะต้องดูแลความถูกต้องและความสมเหตุสมผลของค่าใช้จ่ายนั้นๆ รายงานค่าใช้จ่าย ใบเสร็จ และคำอธิบายต่างๆ ที่ส่งไปจะต้องถูกต้องตามการใช้จ่ายที่รายงานมา

ข้อมูลภายใน

ข้อมูลความลับของบริษัท (รวมถึงกลยุทธ์ทางธุรกิจ สัญญาที่ยังค้างอยู่หรือการลงนาม สินค้าที่ยังไม่ได้รับการประกาศออกมาอย่างเป็นทางการ การสำรวจ หรือผลการวิจัย โครงการด้านงบประมาณทางการเงินหรือบัญชีลูกค้า) ไม่อาจที่จะให้หรือเปิดเผยสู่ภายนอกได้ โดยปราศจากอำนาจที่ถูกต้องแก่บุคคลใดที่มีพนักงานของบริษัท หรือให้แก่พนักงานทำไมจำเป็นต้องใช้ข้อมูลนั้น

ข้อมูลที่ไม่อาจเปิดเผยจะบรรลุได้ต้องเป็นผลสืบเนื่องมาจากการจ้างงานของบริษัท (รวมถึงข้อมูลเกี่ยวกับลูกค้า ชัพพลายเออร์ หรือคู่แข่ง สิทธิในการครอบครองสิทธิบัตร การสำรวจ หรือการทำวิจัย) ไม่ควรถูกใช้สำหรับหากำไรส่วนตัวของพนักงานหรือบุคคลอื่นที่มีการคบหาสมาคมกับพนักงาน การใช้ข้อมูลเพื่อคำกำไรส่วนตัวจะรวมถึงการหาประโยชน์จากข้อมูลนั้นโดย (ก) การค้า หรือการให้ข้อมูลแก่บุคคล หรือบริษัทอื่น (ข) การได้มาซึ่งผลประโยชน์จากทรัพย์สินไม่ว่าประเภทใดก็ตาม รวมทั้งผลประโยชน์จากสิทธิบัตร น้ำมัน และแก๊ส

ไหวพริบในการแข่งขัน

ในโลกธุรกิจมีการแข่งขันที่สูงมาก และการจะประสบความสำเร็จนั้นอาศัยความเข้าใจถึงกลยุทธ์ของคู่แข่ง ในขณะที่เราเก็บสถิติข้อมูลของคู่แข่ง เราก็ควรที่จะนำทรัพยากรที่ถูกต้องตามกฎหมายมาใช้ให้เป็นประโยชน์ แต่ต้องหลีกเลี่ยงการกระทำที่ผิดกฎหมาย ผิดจริยธรรม หรือทำให้บริษัทดูปองที่ต้องเสื่อมเสียชื่อเสียง เราได้มีการจัดทำคำแนะนำในเรื่องนี้ ซึ่งสามารถขอได้จากสายงานการบริหารหรือจากฝ่ายกฎหมาย

การให้ความช่วยเหลือในด้านการเมือง

พนักงานไม่ควรนำกองทุนของบริษัท ทรัพย์สิน และการบริการต่างๆ ไปใช้ในการสนับสนุนแก่พรรคการเมือง คณะกรรมการ หรือผู้สมัครเข้ารับตำแหน่งเจ้าหน้าที่ของทางรัฐบาล นโยบายนี้จะเปิดโอกาสให้หากเป็นการกระทำที่ถูกต้องตามกฎหมาย โดยที่เป็น(ก) การปฏิบัติงานของคณะกรรมการทาง

การเมือง (ข) การให้ความช่วยเหลือเพื่อสนับสนุนหรือต่อต้านการออกเสียงหรือการลงคะแนนเสียง หรือ
 (ค) การให้ความสนับสนุนทางการเมืองซึ่งคณะบริหารของบริษัทได้ทบทवल่วงหน้าไว้แล้ว

จะต้องไม่มีการบีบบังคับหรือกดดันทั้งทางตรงและทางอ้อมไม่ว่าในรูปแบบใดๆ ต่อพนักงานเพื่อให้เกิดการสนับสนุนทางการเมือง หรือมีส่วนร่วมในการสนับสนุนต่อพรรคการเมือง หรือผู้สมัครรับการเลือกตั้งแต่ละคน

การให้คุณค่าของความหลากหลายของแต่ละบุคคล

ในการดำเนินกิจการทางธุรกิจของบริษัทนั้น พนักงานควรจะเคารพในสิทธิและขนบธรรมเนียมประเพณีที่แตกต่างกันของแต่ละบุคคล พนักงานต้องปฏิบัติตามหลักความเท่าเทียมกันของโอกาสการเป็นพนักงานโดยไม่คำนึงถึงวรรณะ ศาสนา เชื้อชาติ เผ่าพันธุ์ เพศ อายุ ความพิการทางร่างกาย หรือความสัมพันธ์ส่วนตัว การทำให้เกิดความลำบากใจในกรณีใดๆ ก็ตาม ไม่จำเป็นที่ยอมรับโดยเด็ดขาด

การยอมปฏิบัติตาม- เมื่อเกิดความสงสัย

เงื่อนไขการจ้างงานของบริษัท ดูปองนั้น พนักงานต้องปฏิบัติตามมาตรฐานการดำเนินธุรกิจของบริษัทรวมทั้งนโยบายและวิธีการต่างๆ เมื่อเกิดความสงสัย พนักงานควรจะต้องหาคำตอบจากหัวหน้าฝ่ายงานการบริหาร หรือหากจำเป็นก็สามารถขอคำปรึกษาได้จากฝ่ายปรึกษากฎหมายของบริษัท หรือจากสมาชิกของผู้ตรวจสอบภายใน การละเมิดต่อมาตรฐานทางจริยธรรมของบริษัทจะนำไปสู่การลงโทษทางวินัย และรวมถึงการถูกปลดออกจางาน และดำเนินการตามกฎหมาย

พนักงานทุกคนจะได้รับผลประโยชน์จากการปฏิบัติตามจริยธรรมที่ดี พนักงานที่ตระหนักถึงการปฏิบัติผิด ๆ ที่ทำให้ต้องสงสัย การฉ้อโกง การใช้ทรัพย์สินของบริษัทในทางที่ผิด หรือการละเมิดอื่นๆ ของนโยบายด้านจริยธรรมทางธุรกิจนั้น ควรจะต้องรายงานเรื่องนั้นต่อสายงานการบริหารของท่าน หรือต่อผู้ตรวจสอบทั่วไปของบริษัท หรือต่อสมาชิกผู้ตรวจสอบภายในของท้องถิ่นนั้น ๆ เราจะพยายามทุก ๆ วิธีเพื่อปกป้องการระบุถึงพนักงานผู้รายงาน หรือพนักงานอาจเลือกรายงานโดยไม่ต้องลงชื่อก็ได้ พนักงานสามารถติดต่อผู้ตรวจสอบทั่วไปได้ใน WILMINGTON, DELAWARE ทางโทรศัพท์หมายเลข (302)774-1330.

จรรยาบรรณฉบับที่ 8

*Business
Conduct
Guidelines*

*April 1992
International Business Machines Corporation
Old Orchard Road
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A Letter From the Chairman

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Introduction

In IBM, the Chief Executive Officer and senior executives are responsible for setting the standard for business ethics and clearly stating what is required of all IBM employees.

As IBM employees, we frequently encounter a variety of ethical and legal questions. The way we decide these issues should be consistent with IBM's basic values and principles. IBM expects all employees to obey the law and to act ethically. This booklet provides general guidance for resolving a variety of legal and ethical questions for employees of IBM and its subsidiaries. Employees who work in marketing and specialized areas such as government procurement and regulatory matters (e.g., environmental, export, tax and customs) must also comply with additional functional guidelines.

Our industry continues to undergo significant changes. As a whole, these changes make the ways in which we do business more complex. Because of the continuing need to reassess and clarify our practices, the contents of this booklet will be kept online and updated as required

Each section of this booklet covers an area in which we have responsibilities to IBM as employees:

- Personal conduct and protection of IBM's assets
- Obligations in conducting IBM's business with other people and organizations
- Conflicts of interest and other considerations affecting IBM that may arise on our own time
- Competition law as it relates to IBM and to each of us.

Because rapid changes in our industry constantly pose new ethical and legal considerations, no set of guidelines should be considered the absolute last word under all circumstances. If you have any questions about interpreting or applying these guidelines-or about guidelines and procedures published by IBM operating units, subsidiaries or specific functions-it is your responsibility to consult your manager or IBM legal counsel.

You and Your Job in IBM

*When is your personal conduct a concern to IBM ?
What are your obligations regarding IBM assets ?
What should you be aware of when recording and
reporting information ?*

Communications Channels

If you are aware of an unlawful or unethical situation, IBM has several ways in which you can bring this to the company's attention. Your manager is the best place to start, but you can also contact IBM legal counsel or use the Speak Up program. Or, you can use the Open Door policy which allows you to pursue your issue with any higher level of management. All employee reports of unlawful or unethical conduct will be investigated promptly. IBM will not tolerate threats or acts of retaliation or retribution against employees for using these communications channels.

Personal Conduct

IBM's hard-earned reputation for the highest standards of business conduct is never taken for granted. It rests, not on periodic audits by lawyers and accountants, but on the high measure of mutual trust and responsibility that exists between employees and the company. It's based on you as an individual acting in accordance with IBM's business conduct guidelines.

Ethical behavior on the job essentially comes down to honesty and fairness in dealing with other employees and with customers, suppliers, competitors, the government and the public. It's no exaggeration to say that IBM's integrity and reputation are in your hands.

IBM's basic belief of respect for the individual has led to a strict regard for the privacy and dignity of each employee. However, when IBM management determines that your personal conduct on or off the job adversely affects your performance, that of other employees, or the legitimate interests of the company, it may become a concern to IBM. Employees who are found to have engaged in unlawful or unethical behavior are subject to disciplinary measures, including dismissal.

Work Environment

IBM strives to provide all employees with a healthy, safe and productive work environment. This work environment extends beyond such physical conditions as well-swept floors or the absence of hazards in a laboratory or a plant. The IBM work climate also must be free from discrimination and harassment based on race, color, religion, sex, sexual orientation, age, national origin, disability, veteran status or other factors that are unrelated to IBM's legitimate business interests. IBM will not tolerate sexual advances, actions, comments, or any other conduct in the workplace that creates, in the judgment of IBM management, an intimidating or otherwise offensive environment. Similarly, the use of racial or religious slurs - or any other remarks, jokes, or conduct that, in the judgment of IBM management, encourages or permits an offensive work environment - will not be tolerated.

If you believe that you are subject to such conduct, you should bring such activity to the attention of the company, either by informing your manager or using the Speak Up program or the Open Door policy. All employee complaints of such conduct will be investigated promptly. Employees who are found to have engaged in harassment or discrimination, or to have misused their positions of authority in this regard, are subject to disciplinary measures, including dismissal.

Some other activities that are prohibited because they clearly are not conducive to a good work environment are: (1) threats, (2) violent behavior, (3) the possession of weapons of any type, and (4) the use, distribution, sale or possession of illegal drugs or any other controlled substance, except for approved medical purposes. In addition, employees should not be on IBM premises or in the IBM work environment if they are under the influence of or affected by such illegal drugs, controlled substances used for non-medical purposes, or alcohol. Employees who engage in any of these prohibited activities are subject to disciplinary action, including dismissal,

Employee Privacy

IBM collects or maintains personal information which relates to your employment, including medical and benefit information. Access to such information is restricted to people with a need to know. Personal information is released outside IBM or its agents only with employee approval, except to verify employment or to satisfy the legitimate requirements of a successor to IBM's business operations or in response to appropriate investigatory or legal requirements. Employees who are responsible for maintaining personal information and those who are provided access to such information must ensure that the information is not disclosed in violation of IBM's policies or practices.

Protecting IBM's Assets

IBM has a large variety of assets. Many are of great value to IBM's competitiveness and success as a business.

They include not only our extremely valuable proprietary information, but also our physical assets. IBM proprietary information pertains to intellectual property, typically the product of the ideas and hard work of many talented IBM people. It also includes the confidential data entrusted to many employees in connection with their jobs.

Protecting all of these assets is very important. Their loss, theft or misuse jeopardizes the future of IBM.

For this reason, you are personally responsible not only for protecting IBM property entrusted to you, but also for helping to protect the company's assets in general. Here is where your awareness of security procedures can play a critical role. You should be alert to any situations or incidents that could lead to the loss, misuse or theft of company property. And you should report all such situations to the security department or your manager as soon as they come to your attention.

What types of assets should you be concerned about protecting And what are your responsibilities in this regard?

Proprietary Information

Proprietary information is information that is the property of IBM and is usually classified under the IBM classification system. Such information includes the business, financial, marketing, and service plans associated with products. It also includes personnel information, medical records, and salary data. Other proprietary information includes: designs; engineering and manufacturing know-how and processes; IBM business and product plans with outside vendors and alliance companies; a variety of internal databases, and patent applications and copyrighted material, such as software.

Much of this information is called intellectual property, and represents the product of the ideas and efforts of many of your fellow employees. Also, it has required substantial investments by IBM in planning, research and development.

Obviously, if competitors could secure proprietary information such as product design specifications without making the same substantial investment in research and engineering, they would be getting a free ride on IBM's investment. Pricing information and marketing plans are also highly useful to competitors.

The value of this proprietary information is well known to many people in the information industry. Besides competitors, they include industry and security analysts, members of the press, consultants, customers, and other so-called "IBM watchers." Some of these individuals will obtain information any way they can. Regardless of the circumstances, IBM alone is entitled to determine who may possess its proprietary information and what use may be made of it, except for specific legal requirements such as the publication of certain reports.

As an IBM employee, you probably have access to information that the company considers proprietary. Given the widespread interest in IBM - and the increasingly competitive nature of the industry - the chances are you probably have contact with someone interested in acquiring information in your possession. So it's very important not to use or disclose proprietary information except as authorized by IBM, and to provide adequate safeguards to prevent the loss of such information.

Inadvertent Disclosure

The unintentional disclosure of proprietary information can be just as harmful as intentional disclosure.

To avoid unintentional disclosure, never discuss with any unauthorized person proprietary information that has not been made public by IBM. This information includes unannounced products, prices, earnings, procurement plans, business volumes and capital requirements. Also included are: confidential product performance data; marketing and service strategies; business plans; and other confidential information. Furthermore, you should not discuss confidential information even with authorized IBM employees if you are in the presence of others who are not authorized - for example, at a trade show reception or in a public area such as an airplane. This also applies to discussions with family members or with friends, who might innocently or inadvertently pass the information on to someone else.

Finally, keep in mind that harmful disclosure may start with the smallest leak of bits of information. Such fragments of information you disclose may be pieced together with fragments from other sources to form a fairly complete picture.

Direct Requests for Information

If someone outside the company asks you questions about IBM or its business activities, either directly or through another person, do not attempt to answer them unless you are certain you are authorized to do so. If you are not authorized, refer the person to the appropriate source within the company. Industry analysts should be referred to IBM Consultant Relations as soon as possible. Under no circumstances should you continue contact without guidance from IBM Consultant Relations. If you are approached by security analysts or investors, you should refer them to your local communications manager or to the Office of the Treasurer. If you receive a request for information or to conduct an interview from an attorney, an investigator, or any law enforcement officer, and it concerns IBM's business, you should refer the request to IBM legal counsel. Similarly, unless you have been authorized to talk to reporters, or to anyone else writing about or otherwise covering the company or the industry, direct the person to the information specialist in your communications department. If you do not know what functional area the questioner should be referred to, ask your manager.

Disclosure and Use of Confidential Information

Besides your obligation not to disclose any IBM confidential information to anyone outside the company, you are also required as an employee to use such information only in connection with IBM's business. These obligations apply whether or not you developed the information yourself. And they apply by law in virtually all countries where IBM does business.

Agreement Regarding Confidential Information and Intellectual Property

When you joined IBM, you were required to sign an agreement under which you, as an employee of IBM, assumed specific obligations relating to the treatment of confidential information. Under the agreement, when you are employed in a managerial, technical, engineering, product planning, programming, scientific or other professional capacity, you assign to IBM the rights to any ideas, inventions and computer programs and documents that you develop if they relate to the company's actual or anticipated business, or either result from or are suggested by any work assigned to you by IBM. Subject to the laws of each country, this obligation applies no matter where or when - at work or after hours - such intellectual property is created. The existence of this intellectual property must be reported to IBM, and the property must be protected like any other proprietary information of the company. However, if you believe that your idea, invention or computer program neither falls within the area of IBM's actual or

anticipated business interests, nor resulted from nor was suggested by any of your work assignments in IBM, you should discuss the matter with your local intellectual property law department. You may request a written disclaimer of ownership from IBM. Throughout your IBM employment you should provide your local intellectual property law department with copies of any patent you obtain.

Copyrightable Material

In most cases, the copyrights in employee-generated works of authorship, such as manuals and computer programs, are automatically owned by IBM through operation of law. In other cases, title to the copyrights is given to IBM by contractual provisions. IBM considers it important to limit the distribution of copyrightable material within IBM to that in which the copyright is owned by or appropriately licensed to IBM. To ensure that material not owned by IBM is appropriately licensed, IBM may request a license from you before you will be permitted to place copyrightable material into or on any IBM-owned distribution channel, including internal mail and electronic channels such as conferencing disks, VM or PROFS. This license may be requested whether you or IBM actually owns the material. If there is a question of ownership, you should consult your manager before you distribute material in IBM through any distribution channel. Your manager may consult IBM legal counsel to determine whether you will be permitted to place the material in the particular distribution channel

Leaving IBM

If you leave the company for any reason, including retirement, you may not disclose or misuse IBM confidential information. Also, IBM's ownership of intellectual property that you created while you were an IBM employee continues after you leave the company.

Legal Remedies

Regrettably, there have been significant cases in which IBM's intellectual property has been wrongfully taken or misused. In some of these instances, IBM has not limited its response to disciplinary action against offending employees, but has taken legal action against everyone involved as well. Also, a number of individuals, including former IBM employees, have been prosecuted for their actions by government authorities and convicted of crimes for their part in stealing information.

IBM will continue to take every step necessary, including legal measures, to protect its assets.

Use of IBM's Assets

IBM equipment, systems, facilities, corporate charge cards and supplies must be used only for conducting IBM's business or for purposes authorized by management.

Personal items, messages or information that you consider private should not be placed or kept in telephone systems, office systems, offices, work spaces, desks, credenzas or file cabinets; IBM management may gain access to these areas when required. Employees should not search for or retrieve articles from another employee's work space without prior approval from management.

Supplies

An increasing number of employees own equipment that uses IBM supplies such as ribbons and diskettes. Since these supplies are readily available at company work locations, the question of making personal use of them frequently arises. The answer is clear: employees may not use IBM supplies for personal use.

Internal IBM Information Systems

The increasing reliance placed on internal information and communications facilities in carrying out IBM business makes it absolutely essential to ensure their integrity. Like other IBM assets, these facilities and the information they make available through a wide variety of databases should be used only for conducting IBM business or for purposes authorized by management. Their unauthorized use, whether or not for personal gain, is a misappropriation of IBM assets.

While IBM conducts routine audits to help ensure that company systems, networks and databases are being used properly, it's your responsibility to make sure that each use you make of any IBM system is authorized and proper.

Recording and Reporting Information

You should record and report all information accurately and honestly.

Every employee records information of some kind and submits it to the company. For example: a secretary fills out a time card; an engineer fills out a product test report; a marketing representative reports equipment installed; a financial analyst records revenues and costs; a scientist prepares a research report; a field engineer completes a service call record. Expense accounts are another important record. Employees are entitled to reimbursement for reasonable expenses but only if those expenses are actually incurred. To submit an expense account for meals not eaten, miles not driven, airline tickets not used, or for any other expense not incurred is dishonest reporting and is prohibited.

Dishonest reporting of information to organizations and people outside the company also is strictly prohibited. It could lead to civil or even criminal liability for you and IBM. This includes not only reporting information inaccurately, but also organizing it in a way that is intended to mislead or misinform those who receive it. Employees must ensure that they do not make false or misleading statements in external financial reports, environmental monitoring reports and other documents submitted to or maintained for government agencies, or status reports on contracts, particularly in situations where IBM is selling goods or providing services to the government.

Conducting IBM's Business

What business conduct, legal and ethical issues might you encounter in dealing with outside organizations and people ? What are the proper ways of handling these issues ?

Some General Standards

Today, IBM is engaged in a variety of business relationships with other companies and organizations, including authorized business partners, alliance companies and other equipment manufacturers. More than one kind of relationship often exists between IBM and these organizations at the same time. For example, a firm that is an IBM customer or alliance partner may concurrently be a supplier and an IBM competitor. No matter what type of organization you are dealing with or what its relationship is to IBM, you should always observe the following general standards.

Avoid Misrepresentation

Never make misrepresentations or dishonest statements to anyone. If you believe that the other person may have misunderstood you, promptly correct any misunderstanding. Honesty based on clear communication is integral to ethical behavior. The resulting trustworthiness is essential to sound, lasting relationships.

Refrain From Using IBM's Size Unfairly

IBM has achieved its size through legitimate business success over many years. And there is certainly no need to apologize for it. That said, you should never use the fact of IBM's size to intimidate or threaten another person or organization. In other words, do not throw IBM's weight around in dealing with other companies, organizations or the public.

However, there is nothing wrong with citing legitimate advantages that accrue from our size -as long as such assertions are accurate and free from misleading statements. For example, it is permissible to discuss the advantages that derive from large-scale buying, selling, servicing and manufacturing. Whenever you are discussing any aspects of IBM's size, you should make sure that your statements are accurate and relevant, and not misleading. For example, you may discuss IBM's national service coverage or the broad range of our product offerings as long as such references are accurate and relevant in demonstrating IBM's capability to meet a particular customer's need,

Treat Everyone Fairly

Everyone you do business with is entitled to fair and even-handed treatment. That should be true no matter what your relationship with an outside organization may be - whether you are buying, selling or representing IBM in any other capacity.

IBM will continue to compete vigorously in bidding for government and commercial business. If circumstances require modified pricing or service terms, the modifications must be specifically approved by the appropriate level of management. Never extend any modified service or contract terms to government or commercial enterprises without prior authorization.

IBM extends appropriate terms to each type of customer. For example, distributors, dealers, other equipment manufacturers and end users purchase certain IBM equipment under different terms. However, within each category, IBM endeavors to conduct its business so that all customers who are procuring under similar business conditions are treated fairly.

You also must treat all suppliers fairly. In deciding among competing suppliers, weigh all the facts impartially. You should do so whether you are in a purchasing job, a branch office or any other part of the business -and whether you are buying millions of parts or just a few, or contracting for a small repair job or any other service,

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. Even to appear to do so can undermine the integrity of our established procedures. IBM uses a competitive evaluation process to maintain equity in selecting suppliers. Prices and other information submitted by suppliers and IBM's evaluation of that information are confidential to IBM. Employees and former employees may not use any of this information outside of IBM without written permission from management. It is essential that suppliers competing for IBM's business have confidence in the integrity of our selection process.

Avoid Reciprocal Dealing

Seeking reciprocity is contrary to IBM policy and also may be unlawful. In other words, you should not tell a prospective supplier that your decision to purchase its goods or services is contingent on the supplier's agreement to purchase IBM products or services. To avoid allegations of reciprocal dealing, do not tell a prospective customer that IBM deserves its business because of IBM's purchases from that customer.

This does not mean that an IBM customer is precluded from being an IBM supplier. It simply means that IBM's decision to buy goods and services from a supplier must be made independently from that supplier's decision to purchase IBM products and services.

Report Violations of Procurement Laws

IBM employees should make known to appropriate levels of management any allegations that government procurement laws have been violated. This may be done directly through your manager, through the Open Door or Speak Up programs, through IBM legal counsel, marketing or business practices or any other established channels.

Retribution against employees for reporting such allegations will not be tolerated. Subject to any applicable legal requirements, employee anonymity and confidentiality will be protected.

Fairness in the Field

If you work in a marketing or service activity, IBM asks you to compete not just vigorously and effectively, but fairly as well.

Disparagement

It has long been IBM's policy to sell products and services on their merits, not by disparaging competitors, their products or their services. False or misleading statements and innuendos are improper. Don't make comparisons that unfairly cast the competitor in a bad light. Such conduct only invites disrespect from customers and complaints from competitors.

In short, stress the advantages of IBM products and services, and be sure that all comparisons are fair and accurate.

Disclosure of Unannounced Products

IBM does not disclose unannounced offerings to a prospect or a customer that have not been disclosed to customers generally. There are exceptions. One is when the national interest is involved. Another is when a customer works with IBM under a formal agreement to develop or test new products, programs, services or distribution plans. In addition, IBM will make limited disclosures to provide planning direction to customers.

For these exceptions and other special situations, there are specific procedures to be followed. And for each, appropriate authorization must be obtained.

Selling Against Competitive Orders

If a competitor already has a firm order from a customer for an application, it is IBM practice not to market IBM products or services for that application before it is installed.

What is a "firm order"? Letters of intent, free trials, conditional agreements and similar arrangements usually are not considered firm orders; unconditional contracts are. Generally, if a firm order does not exist, you may sell to that customer. However, this is a complicated subject, and as a result it is often difficult to determine if a firm order actually exists. When a situation is unclear, seek advice from your marketing practices or business practices department or IBM legal counsel.

Multiple Relationships With Other Organizations

Frequently, other organizations have more than one relationship with IBM. For example, a distributor may be both an IBM customer and a competitor. Another organization may be an IBM supplier and customer at the same time. A few organizations may even be suppliers, competitors, distributors, and end users of IBM products. In addition, IBM has relationships with many other types of organizations that continue to emerge in our industry. They include leasing companies, software houses, distributors, dealers, banks and other financial institutions, remarketers, equipment manufacturers, maintenance companies, systems integrators, third-party programmers and many others who compete with, buy from or sell to IBM. In any dealings, it is important that you understand the various relationships involved.

Generally, you should deal with another organization in only one relationship at a time. For example, if you are buying from another company, don't try to sell to it at the same time. That could form the basis for a possible allegation of reciprocal dealing, which, as previously mentioned, should be avoided.

Complementary Third Parties

IBM has various relationships with complementary third parties to facilitate the installation of IBM off-rings. These complementary third parties are outside organizations that provide end users with information-handling solutions that use or rely upon an IBM offering.

If your responsibilities bring you into contact with these third parties, you must follow the marketing and services guidelines published by your function that describe the appropriate conduct in dealing with IBM authorized remarketers, IBM authorized assistants and reference organizations. In addition to their complementary offerings, some of these third parties market products that compete with IBM. When such situation arises, you must exercise caution and follow established guidelines.

Business Contacts With Competitors

Because many companies have multiple relationships with IBM, it is important to recognize when a company you are dealing with, as a supplier or a customer, is also an IBM competitor. Such relationships require extra care. It is inevitable that you, other IBM employees, and competitors will, from time to time, meet, talk, and attend the same industry or association meetings. Many of these contacts are perfectly acceptable as long as established procedures 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.

Prohibitions

In all contacts with competitors, avoid discussing pricing policy, terms and conditions, costs, inventories, marketing and product plans, market surveys and studies, production plans and capabilities -and of course, any other proprietary or confidential information.

Collaboration or discussion of these subjects with competitors can be illegal. If a competitor raises any of them, even lightly or with apparent innocence, you should object, stop the conversation immediately, and tell the competitor that under no circumstances can you discuss these matters. If necessary, you should leave the meeting.

In summary, disassociate yourself and IBM from participation in any possibly illegal activity with competitors; confine your communication to what is clearly legal and proper. Finally, report immediately any incident associated with a prohibited subject to IBM legal counsel.

Information About Others

In the normal course of business, it's not unusual to acquire information about many other organizations, including competitors. Doing so is a normal business activity and is not unethical in itself. In fact, IBM quite properly gathers this kind of information for such purposes as extending credit and evaluating suppliers. The company also collects information on competitors from a variety of legitimate sources to evaluate the relative merits of its own products, services, and marketing methods. This activity is proper and necessary in a competitive system.

Acquiring Information

There are, however, limits to the ways that information should be acquired and used, especially information about competitors. No company should employ improper means to acquire a competitor's trade secrets or other confidential information.

Flagrantly illegal practices such as industrial espionage, trespassing, burglary, wiretapping and stealing are obviously wrong. But so is hiring a competitor's employees to get confidential information. Improper solicitation of confidential data from a competitor's employees or from IBM customers is wrong. IBM will not tolerate any form of questionable intelligence-gathering.

Using Information

Information about other companies should be treated with sensitivity and discretion. Such information is often about individuals. And other companies are rightly concerned about their reputations and the privacy of their people. Adverse information with no business use should not be kept or maintained.

When working with sensitive information about other companies, you should use that information in the proper context and make it available only to other IBM employees with a legitimate need to know. In presenting such information, you should disclose the identity of the organization or individuals only if it is 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 IBM, have intellectual property they want to protect. So do individuals. Also like IBM, they are sometimes willing to disclose their confidential information for a particular purpose. If you are on the receiving end of another party's confidential information, you must proceed with caution to prevent any accusations that IBM misappropriated or misused the information.

Receiving Information That May Be Confidential or Have Restrictions on Its Use

To avoid the risk of IBM being accused of misappropriating or misusing someone's confidential or restricted information, there are certain steps you should take before receiving such information. The receipt of confidential or restricted information (whether oral, visual or written) must not take place until the terms of its use have been formally agreed to by IBM and the other party. That means a written agreement approved by IBM legal counsel. Furthermore, unless otherwise delegated, establishing such an agreement for the receipt of confidential or restricted information of another party will require the prior written approval of an appropriate IBM executive. Once another party's confidential or restricted information is properly in your hands, you must not use, copy, distribute or disclose that information unless you do so in accordance with the terms of the agreement.

In any case, do not take the status of information for granted. If you have information in your possession that you believe may be confidential to a third party or may have restrictions placed on its use, you should consult immediately with IBM legal counsel.

Acquiring Software

Special care should be taken in acquiring software from others. As intellectual property, software is protected by copyright, and may also be protected by patent, trade secret or as confidential information. Such software includes computer programs, databases and related documentation owned by the party you are dealing with or by another party. Before you accept software or sign a license agreement, you must follow established procedures. The terms and conditions of such license agreements - such as provisions not to copy or distribute programs must be strictly followed. Also, if you acquire software for you, personally owned equipment, you should not copy any part of such software in any development work you do for IBM, place such software on any IBM-owned computer system, or generally bring such software onto IBM premises.

Using Trademarks

IBM and many other companies have trademarks -words, names, symbols or devices - that are used to identify and distinguish the company's products. Some trademarks are registered in the U.S. Patent and Trademark Office; others are not. For example, the block plain letters "IBM" and the IBM striped logotype are registered trademarks of IBM Corporation, indicated by an "®". The term "SAA" is also a trademark of IBM, but it is not registered. Its trademark status is indicated by "TM." There may be additional or different trademark designations outside of the U.S.

In all countries, it is important that IBM trademarks and the trademarks of other companies be acknowledged and used properly. Specifically, you should always insure that the trademark is spelled correctly and written the way the owner of the trademark writes it. Whenever possible, you should avoid using the trademark as a generic name and should try to use the trademark as an adjective. Also, you should properly acknowledge the trademark in publications by indicating the first time the name or word is mentioned, that the particular name or word is a trademark of IBM or another company.

You should consult your local Intellectual property law department if you have questions on the proper use of a trademark.

Bribes, Gifts and Entertainment

Gifts offered to or exchanged by employees of different companies vary widely. They can range from widely distributed advertising novelties of nominal value, which you may give or accept, to bribes, which you unquestionably may not give or accept.

You may pay for or accept such customary business amenities as meals, provided the expenses involved are kept at a reasonable level and are prohibited by law or known customer business practice. Suppliers, not including IBM, frequently find it necessary to provide education and executive briefings for their customers. It's all right to provide or accept some services in connection with this type of activity. For example, transportation in IBM's or a supplier's plane to and from company locations, as well as food and lodging at company facilities, generally are acceptable, although subject to management approval. However, IBM generally expects its employees to use commercial carriers and facilities.

Receiving

Neither you nor any member of your family may solicit or accept from a supplier or customer money or a gift that is, or could be reasonably construed to be, connected with IBM's business relationship with that supplier or customer. Gifts include not only material goods, but also services, promotional premiums or discounts on personal purchases of goods or services. However, unless IBM has specified to the contrary, you may accept promotional premiums and discounts offered by transportation companies, hotels, auto rental agencies, and restaurants if they are based upon membership in bonus programs for individuals and are offered to travelers generally. Furthermore, you 'ft of nominal value, such as an advertising novelty, may accept a gift of nominal value, such as an advertising novelty, when it is customarily offered to others having a similar relationship with the customer or supplier. If you have any doubts about a particular situation, you should consult with your manager.

If you are offered money or a gift, or if either arrives at your home or office, tell your manager immediately. Appropriate arrangements will be made to return or dispose of what has been received, and the supplier or customer will be reminded of IBM's gift policy.

Referral Fees

When authorized by IBM, marketing people may refer customers to third-party vendors such as IBM authorized remarketers, IBM authorized assistants, third-party software organizations or financing houses. However, IBMers may not accept any fee, commission or other compensation for this activity from anyone except IBM,

You may not give money or any gift to an executive, official or employee of any supplier, customer, government agency or any other organization if doing so could reasonably be construed as having any connection with IBM's business relationship. U.S. law makes bribery of foreign officials who have discretionary authority illegal, and provides for criminal sanctions against those who fail to comply. This prohibition applies to both improper payments made directly by U.S. companies and their officers and those made indirectly through persons who may act for the company. In addition, U.S. law prohibits the offering or acceptance of "kickbacks," that is, anything of value offered or accepted for the purpose of obtaining favorable treatment in connection with a government contract. In countries where local customs call for giving gifts to customers or others on special occasions, you may, with prior approval, present gifts that are lawful, appropriate, and of nominal value, provided the action cannot be construed as seeking special favor.

Relationships With Government Employees

What is acceptable practice in the commercial business environment, such as providing education, transportation, entertainment or other things of value, may be entirely unacceptable, and may even violate certain federal, state or local laws and regulations, in dealings with government employees or those who act on the government's behalf. Therefore, you must be aware of and adhere to the relevant laws and regulations governing relations between government customers and suppliers.

As a general guideline, during the course of a government agency procurement, you and others competing for that procurement should not try to improperly influence the decisions of, obtain restricted information from, government procurement officials, including those who act on the government's behalf. Specifically, you should not undertake directly or indirectly any of the following activities during a government procurement:

- Discuss or offer employment or business opportunities which could personally benefit procurement officials
- Offer or provide gratuities in connection with procurement activity, and/or
- Solicit or obtain proprietary or source selection information.

Furthermore, certain legal restrictions may exist with respect to the hiring by IBM of former employees of the government who participated personally and substantially on behalf of the government in a federal agency procurement. You should consult with IBM management and IBM legal counsel before attempts are made to hire any such persons.

Finally, you and others acting on IBM's behalf should promptly report, through established channels, any actual or possible violations by IBM or others involved in the procurement.

Besides these general guidelines, it is your responsibility to understand and follow any additional guidelines that your functional area or IBM unit may have-whether you are in marketing, engineering, manufacturing, purchasing, or you represent IBM in some other capacity.

Compliance With Laws

IBM's policy is to comply with all laws and regulations that apply to its business. As you conduct IBM's business, you may encounter a variety of legal issues, particularly in the areas described below. If you have questions on specific laws or regulations, contact your local IBM legal counsel.

Export

IBM is in a "high technology" industry. As a result, IBM technology in the form of products and all technical data relating to the design, production and use of those products is subject to U.S. and foreign export control laws and regulations. This means that when IBM products and technical data are exported, IBM must obtain an export authorization from the U.S. or appropriate foreign government.

While most employees are not likely to be involved in the direct export of IBM products or data, you should be aware of how export law affects the company. Export laws apply to all international transactions, including intercompany, with suppliers, other equipment manufacturers, and alliance companies -any relationship where IBM will be involved in exporting commodities, technical data, software, technical assistance and similar support.

It is against the law and IBM policy to facilitate the unauthorized export of IBM technology. If you have questions on export-related issues, talk with your manager or your local Export Regulation Coordinator or contact the Export Regulation Office.

Antiboycott

U.S. law prohibits IBM from complying with or supporting a foreign country's boycott of another country which is "friendly" to the United States. In addition, IBM is required to report promptly to the U.S. Government any request to support or to furnish information concerning a boycott. A foreign country or an entity associated with the country could make the request in a bid invitation, purchase contract, letters of credit, or orally in connection with a transaction. If you receive or learn of a boycott or related information request, report it to your manager or IBM legal counsel.

Import

As a major importer, IBM must comply with import regulations and requirements when engaging in international trade. If you are involved with importing -such as development process activity requiring non-U.S. sourcing or customer activity requiring the shipment of parts to another country -you need to be aware of such regulations and requirements. A failure to comply with the law can result in fines, penalties, imprisonment and/or a loss of import privileges. If you have questions about U.S. imports, contact the International Purchasing Office and Distribution Center in Boulder, Colorado. For questions about non-U.S. imports, contact the local country's import department.

The Environment

IBM is committed to environmental affairs leadership worldwide. We will comply with all environmental laws. If there is no law, or if the law does not protect the environment, we will set and adhere to stringent standards of our own.

If you are involved with processes that affect the environment, you must perform your job conscientiously. Examples include measuring, recording or reporting discharges and emissions to the environment or handling hazardous wastes. It is up to you to comply with environmental regulations and permits and to maintain IBM standards.

As an employee, you have a role to play in protecting the environment. If you become aware of any violation of environmental law or any action that may appear to conceal such a violation, you should immediately report the matter to your manager or directly to IBM legal counsel

On Your Own Time

What personal activities or circumstance outside work might conflict with your job responsibilities at IBM?

What factors should you consider to avoid a possible conflict of interest?

Conflicts of Interest

Your private life is very much your own. Still, a conflict of interest may arise if you engage in any activities or advance any personal interests at the expense of IBM's interests. It's up to you to avoid situations in which your loyalty may become divided. Each individual's situation is different, and in evaluating your own, you will have to consider many factors. The most common types of conflicts are addressed here to help you make informed decisions.

Assisting a Competitor

An obvious conflict of interest is providing assistance to an organization that markets products and services in competition with IBM's current or potential products or service offerings. You may not, without IBM's consent, work for such an organization as an employee, a consultant, or as a member of its board of directors. Such activities are prohibited because they divide your loyalty between IBM and that organization.

Competing Against IBM

Today, many IBM employees are engaged on their own time in routine activities that involve personal computers, software or other products that IBM offers to its customers. Generally, such activities do not result in a conflict of interest. However, employees should be careful not to become engaged in activities that do conflict with IBM's business interests.

Obviously, you may not commercially market products or services in competition with IBM's current or potential product offerings. Such marketing activities are "commercial" if you receive direct or indirect remuneration of any kind. Although marketing competing products and services commercially creates unacceptable conflicts of interest, performing such activities on a noncommercial basis is usually permissible. However, it would not be permissible if IBM decides that such activity has or may have more than a minimal impact on its current or future business.

Because IBM is rapidly expanding into new lines of business and new areas of interest, the company must constantly redraw lines of acceptable activity. It is unlikely that you will find definitive answers to many of your questions regarding the boundaries of acceptable activity in published guidelines. It is therefore your responsibility to consult with your management or IBM legal counsel to determine whether your planned activity will compete with any of IBM's actual or potential product lines. This should be done before you pursue any activity that might create a conflict of interest with IBM.

Supplying IBM

Generally, you may not be a supplier to IBM, represent a supplier to IBM, work for a supplier to IBM, or be a member of its board of directors while you are an employee of IBM. 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 IBM. Also, you may not work on any products or services offered by a supplier to IBM.

Use of IBM's Time and Assets

You may not perform outside work or solicit such business on IBM premises or while working on IBM time, including time you are given with pay to handle personal matters. Also, you are not permitted to use IBM equipment, telephones, materials, resources or proprietary information for any outside work.

Public Service

IBM encourages employees to be active in the civic life of their communities. However, such service may, at times, place you in a situation that poses a conflict of interest with IBM. As a board or committee member, you may, for example, be confronted with a decision involving IBM. It might be a decision to purchase IBM equipment or services. Or it might be a decision by a board of tax assessors or a zoning board that affects IBM property. In such circumstances, your interest in IBM and your obligation to the civic organization might pull you in opposite directions. Should you abstain in such a situation?

The Question of Abstaining

There are several considerations. The law may require you to abstain, depending on your position in IBM and whether you stand to gain personally from the decision. On the other hand, there may be circumstances in which the law does not permit you to abstain. Before making your decision, you should get advice from the civic organization's lawyer and from IBM legal counsel.

If the law does not require you to abstain, your participation in such a decision or vote may still cause substantial embarrassment to you, to the board or committee, or to IBM. In considering the possible consequences of your decision, it may be helpful to ask yourself the following questions: How might the story be reported by the press, and how might your fellow townspeople react to such a story? Should you abstain to preserve the public trust in your objectivity and integrity? And, will IBM be needlessly embarrassed by your vote either for or against its interest? Whether or not you finally abstain, you should make it clear that you are an IBM employee and thereby head off any charges of trying to conceal your association with IBM. And, if you decide to abstain, state clearly that you are doing so because there would be a conflict of interest - or the appearance of one - if you did not.

Your Call-Your Responsibility

Generally, you are the person in the best position to decide whether or not you should abstain. And how you handle the decision is up to you. It follows, of course, that you bear the responsibility for your decision.

Participation in Political Life

IBM will not make contributions or payments to political parties or candidates. In many countries, political contributions by corporations are illegal. IBM will not make such gifts, even in countries where they are legal. Also, the company will not provide any other form of support that may be considered a contribution

In this regard, your work time is the equivalent of such a contribution. Therefore, you will not be paid by IBM for any time spent running for public office, serving as an elected official or campaigning for a political candidate, unless required by law. You can, however, take reasonable time off without pay for such activities, if your IBM duties permit the time off and it is approved by your manager. You also may use vacation time for political activity, or you may be able to make up political activity time outside your regular work schedule.

Speaking Out

When you speak out on public issues, make sure that you do so as an individual. Don't give the appearance that you are speaking or acting on IBM's behalf.

Personal Financial Interests

You should not have a financial interest in any organization that IBM does business with if that interest might cause you to have a conflict of interest with IBM. Such organizations include suppliers, competitors, customers, distributors and alliance companies.

Publicly Traded Securities

To determine whether an improper interest exists, ask yourself the following questions:

- What is the extent of the competition or the nature of the relationship between IBM and the other company? If the other company is in more than one line of business, how significant is the part that competes with or supplies IBM?

- What is the size of my investment in relation to my salary and other family income, including income from other investments? Is it significant enough to cause me to take some action as an IBM employee to protect or enhance my investment?

- Given the nature of my job in IBM, could my actions as an IBM employee affect the value of my investment in the other company? Could my actions significantly enhance my investment, even if it is a relatively modest one?

A financial interest is improper if the combination of your job, the amount of your investment, and the particular company in which you invested could -when viewed objectively by another person - influence your actions as an IBM employee.

In the case of a supplier or alliance company, if you have anything to do, either directly or indirectly, in deciding whether IBM does business with that company, you should not have any financial interest at all in the company

You should not evade these guidelines on investments by acting indirectly through anyone else.

Closely Held Organizations

Investments in closely held organizations -typically, closely held corporations, partnerships or even sole proprietorships - raise additional concerns over those in publicly traded companies. That is because of the closer ties of investors to most closely held organizations. For example, there are generally relatively few investors, or owners, of such companies, giving each a greater stake in ownership; the investors often have a chance to participate in the company's day-to-day operations; and the investors may be perceived to be closely identified with the company.

This relatively close relationship may give the appearance to competitors of the closely held organization that it derives some benefit from IBM. Such a relationship may also give the appearance to IBM employees that the investing employee is using IBM's time, facilities, or confidential information for the benefit of the closely held company. For these reasons, employees may not make any investment in a closely held organization that is a competitor, supplier, distributor, or organization that remarkets IBM products, such as Industry Remarketers. Exceptions must be specifically approved by management with the advice of IBM legal counsel.

Using Inside Information

In the course of your employment with IBM, you may become aware of information about IBM or other companies that has not been made public. The use of such nonpublic or "inside" information about IBM or another company for your own financial benefit not only is unethical, but also may be a violation of law. U.S. law prohibits insider trading and deceptive practices in stocks and securities; these prohibitions may apply outside the United States. IBM will not tolerate the improper use of inside information.

Here are some examples of how you can avoid the improper use of inside information:

-If you know that IBM is about to announce a new product or make a purchasing decision that could affect the price of the stock of a competitor or supplier, you should not buy or sell the stock of that company until after the information becomes public.

-Similarly, if you know that IBM is about to make an announcement that could affect the price of its own stock, you should not buy or sell IBM stock on the open market until after the announcement.

-You should not buy or sell the stock of a customer or alliance company based on any inside information you have about that company.

- If you have nonpublic information that IBM is about to build a new facility or expand an existing facility, you should not invest in land or in any business near the new site.

-You should not disclose inside information to IBM employees who do not have a business need to know, or to anyone outside of IBM.

As with investments, you should not evade these guidelines by acting through anyone else.

Someone Close to You Working in the Industry

With the growth in two-career families and the expansion of the industry, you may find yourself in a situation where your spouse, another member of your immediate family, or someone else you are close to is a competitor or supplier of IBM, or is employed by one. While everyone is entitled to choose and pursue a career, such situations call for extra sensitivity to security, confidentiality and conflicts of interest. The closeness of the relationship might lead you to inadvertently compromise IBM's interests.

There are several factors to consider in assessing such a situation.

Among them are the relationship between IBM and the other company, the nature of your responsibilities as an IBM employee and those of the person close to you, and the access each of you has to your respective employer's confidential information.

You should also be aware that the situation, however harmless it may appear to you, could arouse suspicions among your associates that might affect your working relationships. The every appearance of a conflict of interest can create problems, regardless of the behavior of the IBM employee involved.

To remove any such doubts or suspicions, you should review your specific situation with your manager to assess the nature and extent of any concern and how it can be resolved. Frequently, any risk to IBM's interests is sufficiently remote that your manager need only remind you to guard against inadvertently disclosing IBM confidential information. However, in some instances, a change in the job responsibilities of one of the people involved may be necessary.

You, IBM and Competition Law

*What are competition laws ? Why do most countries have them ?
What should you do to assure compliance with them ?*

Competition Law and Conduct

Laws governing competition exist in most of the industrialized countries in which IBM does business. The purpose of competition laws, which also may be known as antitrust, monopoly, fair trade or cartel laws, is to prevent interference with the functioning of a competitive market system. While the purpose of such laws is primarily economic, their effect is often seen as going beyond consumer welfare to protect other values of society, including individual freedoms.

Under these laws, companies may not enter into agreements with other companies, however informally, that unreasonably restrict the functioning of the competitive system. A good example of such a prohibited agreement is one between competitors to charge the same price for their products. Other examples include: agreements between competitors to divide markets, to divide customers or to control their production; a company's agreement with its suppliers that they will not sell to its competitors, or with its distributors that they will not handle competitive products. These and any other agreements that would limit competition are highly questionable if not outright illegal. All contracts and arrangements between IBM and other persons and companies should be reviewed by IBM legal counsel, except for arrangements already approved by IBM legal counsel. These exceptions include standard practices and procedures, as well as standard types of contracts such as sales and purchasing agreements.

Companies also may violate competition laws without acting jointly with other companies. For example, they may take actions that unreasonably restrict the competitive process. If one of the leaders in an industry takes such actions, it may illegally monopolize or attempt to monopolize its industry or unlawfully abuse its dominant position. For example, prices that such a company sets for its products or services are frequently alleged to be in violation of competition laws.

No prices, whether special or standard, should be established within IBM without prior review by IBM legal counsel in order to avoid charges that the prices are "predatory," "discriminatory," "collusive," "abusive," "unfair" or otherwise in violation of competition laws.

Other individual actions by companies also may be alleged to violate competition laws. These laws frequently may be unclear in their application to any particular action. To avoid violations, companies must take into account the purpose of the particular action, its effect on competitors, its business justification, and other factors to ensure that the action is not unreasonably restricting competition.

This is obviously an imprecise standard. So, once again, IBM legal counsel should be consulted throughout the consideration of any action of competitive significance.

IBM's policy is to comply fully with competition laws throughout the world. You can help by adhering to the business conduct guidelines in this booklet, by being sensitive to the possibility of legal concerns under competition laws, and by raising any such concerns with IBM legal counsel.

จรรยาบรรณฉบับที่ 9

Du Pont

Business Conduct Guide

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PLEASE NOTE...

This booklet summarizes standards and guidelines contained in various documents which are available through your line management. Du Pont employees are responsible for familiarizing themselves with the specific policies and administrative procedures as well as personal compliance.

"Du Pont Company," "Du Pont" and "Company" as used herein refers to E. I. du Pont de Nemours and Company and its subsidiaries, affiliates and joint venture arrangements in which it has a majority interest or for which the Company has operating responsibility.

The original edition of this guide was published in 1989. This revised edition contains new material on compliance with the law and provides added emphasis to the key corporate value of protecting safety, health and the environment.

"THE DU PONT COMPANY WILL CONDUCT ITS BUSINESS AFFAIRS WITH THE HIGHEST ETHICAL STANDARDS AND WORK DILIGENTLY TO BE A RESPECTED CORPORATE CITIZEN WORLDWIDE."

Excerpt From
Corporate Mission Statement

THIS BOOKLET provides information...

- To guide employees so that their business conduct is consistent with the Company's ethical standards.
- To improve the understanding of the Company's ethical standards among customers, suppliers and others outside the Company.

MESSAGE TO EMPLOYEES :

Du Pont has a proud heritage and enjoys an excellent reputation. The Corporate Mission Statement clearly sets forth our commitment to conduct business with the highest ethical standards and to work diligently to be a respected corporate citizen throughout the world.

We operate many diverse businesses in different countries and under a wide range of competitive situations, subject to a variety of local laws, regulations and cultures. To continue to be successful, our Company must constantly seek and implement flexible and innovative ways to achieve our business objectives. Yet, within this environment, we must be unwavering in continuing to perform on a high ethical level to maintain our valuable reputation-which is so critical to our longer term success.

It is important that each of us clearly understand our responsibilities for conducting ourselves in accordance with the policies and procedures that express the Company's ethical standards, which include compliance with all applicable laws. This "Business Conduct Guide" summarizes these standards and some of the more important laws to enhance understanding and to enable each of us to properly conduct Company business. By consistently applying the Company's high ethical standards to all of our global business relationships, we will continue to support a work environment and atmosphere that is conducive to individual and Company success.

Chairman of the Board

COMPLIANCE-EACH EMPLOYEE'S RESPONSIBILITY

As a condition of employment with Du Pont, employees are expected to comply with the Company's standards of business conduct and underlying policies and procedures. This Guide provides guidance to employees on their basic ethical and legal responsibilities. When in doubt, employees have the responsibility to seek clarification from their line management or, if necessary, from Company Legal counsel or a member of Internal Auditing management. Violations of the Company ethical standards are grounds for disciplinary action up to and including discharge and possible legal prosecution.

All employees benefit from an atmosphere of good ethical conduct. Employees who are aware of suspected misconduct, illegal activities, fraud, abuse of Company assets or violations of the standards in this or the Business Ethics Policy are responsible for reporting such matters to their line management or a member of local Internal Auditing management. If preferred, an employee may elect to report to the General Auditor in Wilmington, Delaware, by calling (302) 774-1300. There will be no retribution against any employee for making, such a report, and every effort will be made to protect the identity of the reporting employee.

SHARED RESPONSIBILITIES

Du Pont is committed to increasing its value to customers, employees and shareholders by profitably providing beneficial products and services to worldwide markets. We will fulfill this commitment while upholding the highest level of ethical conduct and meeting our responsibilities as a good corporate citizen. Although laws and customs will vary in the many countries in which we operate, our basic ethical responsibilities are global. The Company's ethical standards are set forth in this Guide. More detailed guidance on certain ethical policies can be found in the Business Ethics Policy adopted by the Board of Directors. Under Du Pont ethical standards, Company employees share certain responsibilities, but individually each is accountable for:

1. Becoming familiar with and conducting Company business in compliance with applicable laws.
2. Adhering, to Company standards for protecting the environment and the safety and health of our employees, our customers, our communities and our contractors.
3. Treating all customers and suppliers in an honest and fair manner.
4. Avoiding situations where personal interests are, or appear to be, in conflict with Company interests.
5. Safeguarding and properly using, Company proprietary information, assets and resources, as well as those of other organizations entrusted to Du Pont.
6. Maintaining, confidentiality of nonpublic information and not acting on such information for personal gain.

7. Exercising, good judgment in making le-al political contributions or in using, political influence

Underlying these basic responsibilities is the philosophy that we must maintain respect and dignity for the individual and ensure each person is fairly treated.

Basic guidance on each of these responsibilities is provided on the following pages.

COMPLIANCE WITH THE LAW

Compliance with applicable laws is a critical element of our ethical standards. Because of our diverse operations, Du Pont is subject to legal requirements that are both numerous and complex. All employees should understand those laws which apply to them in the performance of their jobs and ensure that Company operations with which they are involved are conducted in conformity with those laws. Violation of these laws can seriously damage the Company's reputation, subject the Company to liability and even subject individual employees to personal liability. Line management must fully Support each employee in this responsibility and provide resources necessary for compliance. Questions concerning any le-al responsibility should be referred to your Du Pont Le-al advisor. Although it is impractical to detail all relevant laws, here is a list of those that in general have the greatest impact on our businesses.

ANTITRUST

The global activities of the Company are subject to antitrust and competition laws of various countries. In general, these laws prohibit agreements or actions that may restrain trade or reduce competition. Violations include agreements among, competitors to fix or control prices; to boycott specified suppliers or customers; to allocate products, territories or markets, or to limit the production or sale of products. Special care must be exercised to ensure that any activities with representatives of other companies are not viewed as a violation of any antitrust law.

The Company's policy with respect to antitrust is set forth in two booklets: "Antitrust Compliance Guidelines" and "Antitrust Guide for Members of Trade Associations" available from Du Pont Legal. These should be reviewed by all personnel in marketing and related activities and those having, contact with competitors.

ENVIRONMENT

In recent years, Governments at all levels and in many countries have enacted very strict laws in the environmental area. Moreover, enforcement authorities have shown a strong tendency to enforce criminal laws against corporations and their employees for serious environmental offenses. Environmental laws govern nearly every aspect of Du Pont operations, especially those causing emissions of materials to air, land or water. Many incidents such as accidental releases and spills or newly acquired information indicating that chemicals may pose a health threat, must be reported to government agencies. Also, many Governments require advance notification before the Company manufactures or imports new chemicals. Extensive and continuous employee training programs and effective programs for auditing environmental performances are essential.

GOVERNMENT CONTRACTING

In pursuing business with Governments of various countries, the standards of conduct and prohibited practices may be different from those adhered to in commercial business. For example, in the United States, the giving of or offering to accept business courtesies from the Government is severely limited. Courtesies could even include simple items such as meals and entertainment. These laws are often complex and impose serious civil and criminal penalties for violations on both the Company and employees participating in improper practices.

INTERNATIONAL TRADE LAWS

There are several areas in which acts carried out in one part of the world can result in prosecution under the laws of another country. The most important of these are:

Antiboycott

A boycott is when a person or group of people refuse to do business with certain other people or countries. One example is the Arab boycott of Israel. The U.S. antiboycott laws generally prohibit U.S. companies and their subsidiaries from cooperating with international boycotts which the United States Government does not sanction. U.S. companies and their worldwide subsidiaries must report to the U.S. Government any requests they receive to engage in boycotting activity.

Export Control Laws

Du Pont must comply with all applicable national and multinational export control laws. For example, U.S. export control laws apply to the export and re-export of U.S. goods and technology. Under certain circumstances, these laws prohibit subsidiaries of U.S. companies, including those located outside the United States, from dealing directly or indirectly with particular countries.

Foreign Corrupt Practices Act (FCPA)

The FCPA was enacted in the U.S. to prohibit payments outside the U.S. by or on behalf of U.S. companies (and their subsidiaries) to bribe foreign Government officials to secure business. In addition, the FCPA requires Du Pont to use proper accounting controls and maintain accurate and reasonably detailed books and records.

SAFETY & HEALTH

Du Pont has long regarded the safety and health of its employees as a core value. In addition, however, there are extensive local and national laws designed to promote a safe workplace. These laws are strictly enforced. Any incident which leads to serious injury or death of an employee is likely to be thoroughly investigated by Governmental agencies. Extensive and continuous training and regular safety audits are essential for understanding and complying with safety laws.

SECURITIES

Laws in some countries, particularly the United States, prohibit the use of nonpublic information obtained as a consequence of Company employment including information about customers, suppliers or competitors, and proposed acquisitions or divestitures) for the personal profit of the employee or of anyone as a result of association with the employee. Use for personal profit includes taking, advantage of such information by trading, or providing information for others to trade in securities of Du Pont or any other company

COMPLIANCE COMMITTEE

To provide emphasis to our efforts to comply with the law, we have established a "Corporate Compliance Committee" to oversee our compliance efforts and ensure that the Company has necessary policies and systems in place to train employees in their legal responsibilities, monitor compliance and Correct any deficiencies in compliance programs. Any questions concerning this Committee should be referred to the Office of the Senior Vice President and General Counsel.

CORPORATE POLICY ON SAFETY, HEALTH AND THE ENVIRONMENT

It is Du Pont policy to conduct its global operations and businesses in a way that will protect the environment and the safety and health of our employees, our customers, our communities and our contractors. In addition to complying with applicable laws, we should continuously strive to make improvements in the following key areas:

- Designing, building and managing our facilities to ensure they are operated safely and are acceptable to the community.
- Preventing hazardous waste generation and emissions at the source and reusing and recycling to minimize the need for disposal.
- Eliminating environmental incidents, including inadvertent releases, leaks and spills.
- Making, using, handling and disposing of our products safely and working with our customers, distributors and contractors so that they apply similar principles in their handling of our products.
- Integrating excellence in safety, health and environmental performance as a core value at all levels and for every employee.
- Committing adequate resources to train employees and sustain our commitment to safety, health and environmental performance.
- Seeking and responding to public values and concerns about the impact of our operations on safety, health and the environment.
- Pursuing, sustainable development by developing and using processes and products that are efficient in their use of energy and by wisely developing natural resources.

CUSTOMER AND SUPPLIER RELATIONS

Du Pont does not seek to gain any advantage through the improper use of business courtesies or other inducements. Good judgment and moderation must be exercised to avoid misinterpretation and adverse effect on the reputation of the Company or its employees. Offering, giving, soliciting or receiving any form of bribe is prohibited.

BUSINESS COURTESIES

Gifts, favors and entertainment may be given if they :

- are consistent with customary business practices,
- are not excessive in value and cannot be construed as a bribe or payoff,
- do not violate applicable law or ethical standards, and
- will not embarrass the Company or the employee if publicly disclosed.

Gifts, favors, entertainment or other inducements may not be accepted by employees from any person or organization that does or seeks business with, or is a competitor of, the Company, except as common courtesies usually associated with customary business practices. An especially strict standard applies when suppliers are involved. Favors or entertainment, appropriate in our sales pro-rams, may not be appropriate or acceptable from suppliers. Employees should not accept a gift in cash or cash equivalent.

BUSINESS INDUCEMENTS

Sales-related commissions, rebates, discounts, credits and allowances are customary business inducements, but careful attention is needed to avoid illegal or unethical payments and to ensure compliance with various currency exchange controls and tax regulations. Such business-inducement payments must be reasonable in value, competitively justified, properly documented and made to the business entity to whom the original sales agreement or invoice was made/issued. They should not be made to individual officers, employees or agents of such entity or to a related business entity. They should be made only in the country of such entity's place of business

Similarly, commission payments related to Company purchases of goods and services should be made only to the seller or provider in the country of their place of business, or in the country in which the product was delivered or service rendered.

Although discouraged, "facilitating" payments are permitted if they are legal, necessary, follow an established well recognized practice in the area, and are for administrative actions to which the Company is clearly entitled. These payments should be properly approved and recorded.

CONFLICTS OF INTEREST

Employees should avoid any situation that may involve a conflict between their personal interests and the interests of the Company. In dealings with current or potential customers, suppliers, contractors and competitors, employees should act in the best interests of the Company to the exclusion of personal advantage. Each employee shall make prompt and full disclosure in writing to line management of any situation which may involve a conflict of interest. This includes:

- Ownership by an employee, or a family member, of a significant financial interest in any outside enterprise which does or seeks to do business with, or is a competitor of, the Company. (Real estate and mineral interests are particularly sensitive.)
- Serving as a director, officer, partner, consultant or in any other key role in any outside enterprise which does or seeks to do business with, or is a competitor of, the Company.
- Acting as a broker, finder or other intermediary for the benefit of a third party in transactions involving the Company or its interests.
- Any other arrangement or circumstance, including family or other personal relationships, which might dissuade the employee from acting in the best interest of the Company

PROTECTION AND USE OF ASSETS

Proper protection and use of Company assets, including, proprietary information, is a fundamental responsibility of each employee. Employees must comply with site security programs to safeguard physical property and other assets against unauthorized use or removal, as well as against loss by criminal act or breach of trust.

INTERNAL CONTROLS

The Company has established accounting control standards and procedures to ensure that assets are protected and properly used and that financial records and reports are accurate and reliable. Employees share the responsibility for maintaining and complying with required internal controls.

REPORTING INTEGRITY

All Company financial reports, accounting records, research reports, sales reports, expense accounts, time sheets and other documents must accurately and clearly represent the relevant facts or the true nature of a transaction. Improper or fraudulent accounting, documentation or financial reporting are contrary to Company policy and may also be in violation of applicable laws. Intentional accounting misclassifications (e.g., cost versus capital) and improperly accelerating or deferring expenses or revenues would be examples of unacceptable reporting practices.

ELECTRONIC INFORMATION

Company data transmitted and/or stored electronically are assets requiring unique protection. Corporate standards for Electronic Information Security (ELIS) have been adopted and are available through line management. Each data user through-out the Company is responsible for compliance with the standards and related procedures

TRAVEL AND ENTERTAINMENT

Travel and entertainment should be consistent with the needs of business. The Company's intent is that an employee neither lose nor gain financially as a result of business travel and entertainment. Employees are expected to spend the Company's money as carefully as they would their own.

Employees who approve travel and entertainment expense reports are responsible for the propriety and reasonableness of expenditures, for ensuring that expense reports are submitted promptly and that receipts and explanations properly support reported expenses.

INSIDE INFORMATION

Confidential Company information (including business strategies, pending, contracts, unannounced products, exploration or research results, financial projections or customer lists) may not be given or released, without proper authority, to anyone not employed by the Company, or to an employee who has no need for such information.

Nonpublic information obtained as a consequence of Company employment (including information about customers, suppliers or competitors, real estate acquisitions, exploration or research activities, and proposed acquisitions or divestitures) may not be used for the personal profit of the employee or of anyone as a result of association with the employee. Use for personal profit includes taking advantage of such information by (a) trading or providing information for others to trade in securities of Du Pont or any other company, or (b) acquiring a property interest of any kind, including real estate and oil and gas interests.

COMPETITIVE INTELLIGENCE

The business world is highly competitive and success in it demands an understanding of competitors' strategies. While collecting data on our competitors, we should utilize all legitimate resources, but avoid those actions which are illegal, unethical or which could cause embarrassment to Du Pont. There are established Corporate Guidelines in this area which can be obtained through line management or from Du Pont Legal

POLITICAL CONTRIBUTIONS

Employees may not make any contribution of Company funds, property or services to any political party or committee, or to any candidate for or holder of any office of any Government. This policy does not include, where lawful, (a) the operation of a political action committee, (b) Company contributions to support or oppose public referenda or similar ballot issues, or (c) political contributions which have been reviewed in advance by members of Corporate management charged with responsibility in this area.

No direct or indirect pressure in any form is to be directed toward employees to make any political contribution or participate in the support of a political party or the political candidacy of any individual.

VALUING INDIVIDUAL DIVERSITY

In the conduct of Company business, employees should respect the rights and cultural differences of individuals. It is the policy of the Company not to discriminate against any employee or applicant for employment because of age, race, religion, color, sex, disability, national origin, ancestry, marital status, sexual orientation or veteran status. Harassment of any type will not be tolerated.

Codes of Conduct

Apple Computer

Understanding Parameters

Underlying the way we do business at Apple is one fundamental principle: good judgement. We deliberately keep policies to a minimum, and prefer to provide guidelines to assist Apple employees in selecting and evaluating appropriate actions. We believe it makes more sense to create an atmosphere that supports good judgment than to list pages and pages of directives and policies.

An understanding of our legal and ethical parameters enhances that judgment. Apple is a publicly held company, and, as such, has a responsibility to pay constant attention to all legal boundaries and to comply with all applicable laws. We have the same obligation to the communities in which we do business and to the customers with whom we do business.

Apple is also a company that cares deeply about its employees. For this reason, we, strive to be constant and responsible in our dealings with one another. Although we realize that no two situations are alike, we aim for consistency and balance when encountering any ethical issues.

We also expect that those with whom we do business will adhere to the same standards, as appropriate.

Begin with the Fundamentals

All perceptions of good judgment revolve around a common ideal: a group of shared beliefs. At Apple, the way we do business is centered on five simple, general standards that apply to all Apple employees:

- Apple employees are expected to maintain the highest standards of business conduct.

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- Apple employees are expected to be totally honest and ethical 'n all of the Company's business dealings.
- Apple's business will be conducted in accordance with applicable rules and laws and in such a way as to attain the highest standards of corporate citizenship.
- Each community in which Apple operates should benefit from our presence.
- It is expected that all Apple employees will respect appropriate confidentiality of information in their contacts with people outside of Apple, and will be especially vigilant in contacts with the press or competitors. All press inquiries should be directed to the Public Relations department or handled as directed by them. All inquiries from outside lawyers should be referred to Apple's Law department or handled as directed by them.

Putting the Customer First

We create, manufacture, and market computers for a simple reason: so people can use them to make their lives better. Our customers remain foremost in our minds. There is no upper limit on the quality of the products and service that we want to provide. We strive to understand our customers' needs, we provide customers with the tools and skills to enhance their use of Apple® products, and we are courteous and instructive.

Opportunity Is for Everyone

Apple encourages a creative, multiculturally diverse, and supportive work environment. No action could run more counter to Apple values than discrimination. Apple policy prohibits discrimination and harassment, and it is the responsibility of all Apple employees to conform to this policy. Discrimination, harassment, and slurs or jokes based on a person's race, sex, sexual orientation, religion, national origin, age, or handicap will not be tolerated concerning employees, applicants for employment, or others who may be present in the workplace.

Any Apple employee who feels he or she has been discriminated against or harassed, or feels he or she has witnessed such action, is strongly encouraged to report the incident to any member of the Human Resources department or to any manager, up to and including the Chairman and Chief Executive Officer.

Buying and Selling Apple Stock

Apple policy prohibits Apple employees from making transactions in Apple stock at a time when the employee may possess material information about Apple that has not been publicly disclosed. This policy is dictated by United States securities laws and is applicable worldwide. These securities laws and Apple policy also apply to members of the households of Apple employees or to others whose transactions may be attributable to Apple employees. Any violation can lead to criminal prosecution, civil penalties, and/or termination of employment.

Material information, in short, is any information that could affect the stock price. Material information may be either positive or negative in nature. Once a public announcement has been made of material Apple information, Apple employees should wait until the second business day after the announcement before engaging in any transactions. (For example, if an announcement is made on Monday, trade on Wednesday; if an announcement is made on Friday, trade on Tuesday.)

United States securities laws and Apple policy also apply to any material information that Apple employees may have regarding any Apple customer, vendor, or third party, if the information is not publicly available and a reasonable person might consider the information relevant to an investment decision.

Members of Apple's Board of Directors and certain officers are subject to more restrictions on the trading of stock. Any questions regarding insider trading should be directed to Apple's Law department.

Confidential Information

Information is the sum and substance of Apple's business relationships. Apple's business and business relationships center on the confidential and proprietary information of Apple and of those with whom we do business—customers, vendors, resellers, and others. Imperative upon each Apple employee is the duty to respect and protect the confidentiality of all such information.

The use of confidential and proprietary information—whether Apple's or a third party's—is usually covered by a written agreement. In addition to the obligations imposed by that agreement, all Apple employees should comply with the following requirements. First, confidential information should be received and disclosed only under the auspices of a written agreement. Second, confidential information should be disclosed only to those Apple employees who need to access such information to perform their jobs for Apple. For example, Apple's proprietary source code should not be disclosed to, or accessible by, anyone except the Apple engineers who need such source code to do their jobs. Third, confidential information of a third party should not be used or copied by any Apple employee except as permitted by the third-party owner (this permission is usually specified in a written agreement). Fourth, unsolicited third party confidential information should be refused or, if inadvertently received by an Apple employee, returned unopened to the third party or transferred to the Apple Law department for appropriate disposition.

Using Third-Party Copyrighted Material

Apple employees may sometimes need to use third-party copyrighted material to perform their jobs or to prepare Apple products and promotional materials. Before such third-party material may be used, an appropriate license must be obtained. The need for such a license may exist whether or not the end product containing the third party material is for personal use; for Apple internal, promotional, or demonstrational use; or for public or commercial distribution.

It is against Apple policy and it may be unlawful for any Apple employee to copy, reproduce, scan, digitize, broadcast, or modify third-party copyrighted material when preparing Apple products or promotional materials, unless written permission from the copyright holder has been obtained prior to the proposed use.

Improper use could subject both the Company and the individuals involved to possible civil and criminal actions for copyright infringement.

It is also against Apple policy for Apple employees to use the Company's facilities for the purpose of making or distributing unauthorized copies of third-party copyrighted materials for personal use or for use by others.

Environmental Health and Safety

At Apple, meeting the challenges of rapidly expanding and changing technology means more than making the finest products. We strive to produce those products in a manner that conserves the environment and protects the safety and health of our employees, our customers, and the community.

Apple's objective in the environmental health and safety area is to assume a leadership position. To accomplish this objective, we will:

- Comply with all environmental, health, and safety laws and regulations in those countries in which we do business.
- Adopt our own corporate standards for protection of human health and the environment.
- Provide a safe work environment by integrating a comprehensive program of safety training and evaluation.
- Strive to anticipate future environmental, health, and safety risks and regulatory requirements, and have a proactive approach to dealing with them whenever appropriate.

Apple has proved to be a leader in technology, and believes that a comprehensive environmental health and safety program is an essential component of our forward-looking business approach. Our goal of providing a hazard-free work environment can be achieved by a conscientious effort and commitment to excellence from all Apple employees.

Keeping It Clean

Conflicts of interest can insidiously compromise employees' business ethics. At Apple, we perceive a conflict of interest to be any activity that is inconsistent with or opposed to Apple's best interests, or gives the appearance of impropriety. The way to identify a conflict is to decide if there is potential for even an appearance of a divided loyalty. To make things simpler, we've identified a few target areas:

Proper Payments. All Apple employees are to pay for and receive only that which is proper. We will make no payments or promises to influence another's acts or decisions, and we will give no gifts beyond those extended in normal business. We will observe all government restrictions on gifts and entertainment.

Interest in Other Businesses. Apple employees and members of their immediate families must avoid any direct or indirect financial relationship that could cause divided loyalty. Apple employees must receive written permission from the Apple vice president for their organization before beginning any employment, business, or consulting relationship with another company. This doesn't mean, however, that family members are precluded from being employed by one of Apple's customers, competitors, or suppliers.

Inventions. Apple employees must receive the written permission of the Apple vice president for their organization before developing, outside of Apple, any products, software, or intellectual property that is or may be related to Apple's current or potential business.

Investments. Passive investments of not more than 1 percent of total outstanding shares of companies listed on a national or international securities exchange, or quoted daily by NASDAQ or any other board, are permitted without Apple's approval—provided the investment is not so large financially that it creates the appearance of a conflict of interest or does not involve the use of confidential or proprietary information.

Market Intelligence. Though market intelligence is important, only authorized Apple employees should obtain it, and only in straightforward ways. Apple and its employees must never accept or use information otherwise presented.

Family. Apple employees should avoid conducting Apple business with members of their families—or others with whom they have significant relationships—in another business organization, unless they have prior written permission from the Apple vice president for their organization. Apple employees should not have a direct reporting relationship with any member of their families or others with whom they have a significant relationship.

Tips, Gifts, and Entertainment. Apple employees and members of their families must not give or receive valuable gifts—including gifts of equipment or more, discounts, or favored personal treatment—to or from any person associated with Apple vendors or customers. This is not intended to preclude Apple from receiving or evaluating appropriate complimentary products and services. It is also not intended to preclude Apple from making a gift of equipment to a company or organization, provided that the gift is given openly, with full knowledge by the company or organization, and is consistent with applicable law.

In rare circumstances, local custom in some countries may call for the exchange of gifts having more than nominal value as part of the business relationship. In these situations, gifts may be accepted only on behalf of Apple (not an individual) with the approval of the employee's managing director and the Apple Law department. Any gifts received are to be turned over to the Human Resources department for appropriate disposition. In all cases, the exchange of gifts must be conducted so there is no appearance of impropriety.

Honoraria. Speaking at events, when it is determined to be in Apple's best interests, is considered part of an employee's normal job responsibilities. Because employees will be compensated by Apple for most or all of their time spent preparing for, attending

and delivering presentations approved by management, employees should not request or negotiate a fee or receive any form of compensation from the organization that requested the speech, unless the employee first receives express authorization from the Apple vice president for their organization.

Favors. Advertising novelties, favors, and entertainment are allowed when the following conditions are met:

- They're consistent with our business practices.
- They're of limited value (\$50 U.S. dollars or less).
- They don't violate any applicable law.
- Public disclosure wouldn't embarrass Apple.

We can't, of course, list all the possible conflicts. These are examples of the types of conflicts of interest we expect Apple employees to avoid. Ultimately, it's the responsibility of each individual to avoid any situation that would even appear to be a conflict of interest or improper. Employees should feel free to discuss any potential conflict of interest situations with their supervisors and the Law department.

It's a Matter of Record

Records count. They are a vital part of maintaining a high level of ethical business transactions. All accounting transactions should be fully described in our record there's never any reason for false or misleading entries and payments on Apple's behalf should never be made other than as described in the records. At Apple, there is no place for undisclosed or unrecorded funds, payments, or receipts.

All Apple bank accounts that are to be established must first be approved by Apple's Treasury department. All payments to Apple should be made by recorded and traceable methods: checks (correctly dated), bank drafts, or bank transfers. No payments should be made in cash, except petty cash reimbursements.

Dealing with Government Contracts and Other Government Requirements

Apple employees should understand that special requirements may apply when contracting with any government body (including national, state, provincial, municipal, or other similar government divisions in local Jurisdictions).

Disclosure and Certification Requirements. In addition to the general high standards imposed by these guidelines, government agencies often place special disclosure and certification requirements on firms with which they do business. These requirements impose on Apple employees the need to be especially vigilant to ensure that our general business practices conform to special government pricing, contracting, and certification needs.

In certain situations, for example, Apple may have to certify that it is supplying the government with its lowest commercial price. Apple may also have to certify that its prices have been arrived at independently.

Apple depends on all of its employees to make sure that these and other promises to the government are satisfied. Any doubts about such matters should be brought to the attention of the Law department.

Resellers. Apple resellers throughout the world must retain the freedom to establish their resale prices for Apple products. Apple may publish suggested retail prices, but Apple may not require or attempt to influence any reseller into following any particular resale price. Because of the sensitivity of this topic, Apple employees should not discuss resale prices with any reseller. This applies whether discussing the prices of any reseller or of one of the reseller's competitors. Respecting the independence of the reseller to price Apple products for resale is a cornerstone of Apple's philosophy of product distribution.

Many countries have laws regarding the prices that manufacturers may charge resellers. For example, U.S. law prohibits the granting of discriminatory prices to competing purchasers of the same or similar products if the price difference affects competition. Similarly, promotional allowances and services need to be made available to all competing resellers, though the amounts can vary in proportion to the volume of Apple products purchased by the reseller. Some exceptions exist to both laws, but any exception must be carefully considered.

Competitors. Apple needs to be equally careful when dealing with competitors. Agreements with competitors that affect product pricing or output, or allocation of customers or sales territories, may be prohibited, because they are counter to the principle of free competition. Apple employees should not discuss these topics with competitors, because no acceptable understanding could result. In some cases, the law may also view our resellers as our competitors.

Advice. Whether they're termed antitrust, competition, or free trade laws, the rules are designed to keep the marketplace thriving and competitive. Understanding and applying these laws requires the involvement of Apple's lawyers. Apple is committed to compliance, and the consequences of errors are severe. If you have any questions or issues, you should contact the Law department for assistance.

Making Sure It Works

It's essential that we all keep an eye out for possible infringements of Apple's business ethics-whether these infringements occur in dealings with the government or the private sector, and whether they occur because of oversight or intention. Apple employees who have knowledge of possible violations should notify the Human Resources department and the Law department.

To assist employees in the day-to-day protection of our business ethics, we've compiled a list of some areas in which breaches could occur. We encourage you to keep an eye out for them.

Danger Areas.

1. Improper or excessive payments of any of the following: Consulting fees.

- Public relations fees.
 - Advertising fees.
 - Legal fees.
 - Agents' fees.
 - Commissions.
 - Insurance premiums.
 - Other professional fees.
 - Expense reports.
 - Employee bonuses or compensation arrangements.
 - Employee loans.
 - Miscellaneous expenses.
 - Nondeductible expenses.
 - Director and officer payments.
2. Questionable payments to agents, consultants, or professionals whose backgrounds haven't been adequately investigated, who don't have signed contracts or letters of engagement, or whose association with Apple would be embarrassing if exposed.
 3. Payroll-related expenditures, bonuses, awards, and noncash gifts given to or by Apple employees without proper approval and adequate documentation.
 4. Payments made in cash.
 5. Checks drawn payable to Cash or Bearer.
 6. Transfers to or deposits in the bank account of an individual, rather than in the account of the company with which we are doing business.
 7. Bank accounts or property titles not in Apple's name.
 8. Billings made higher or lower than normal prices for fees. at a customer's request.
 9. Payments made for any purpose other than that described in supporting documents.
 10. Payments made to employees of customers or agencies through intermediary persons or organizations, or that seem to deviate from normal business transactions.
 11. Any large, abnormal, unexplained, or individually approved contracts, or expenditures made without review of supporting documentation. Specific attention should also be given to large individual gifts.
 12. Unusual transactions occurring with nonfunctional, inactive, or shell subsidiaries.
 13. Undisclosed or unrecorded assets or liabilities.
 14. Use of unethical or questionable means to obtain information, including information about competitors, or information concerning government acquisition plans or any procurement decision or action.
 15. An employment, consulting, or business relationship between an Apple employee and another company, especially a company in the same or a related business as Apple.
 16. Frequent trading (buying and selling over short intervals) in Apple stock or the stock of a company with which we do business.

Apple Compliance

Apple is committed to integrity in all of its dealings with employees, customers, and the general public.

Voluntary disclosures. In accordance with Apple's commitment to an effective relationship with its customers, it is the Company's policy to make voluntary disclosures, when appropriate, of problems affecting corporate relationships with any

client, including any government body, and to cooperate with the appropriate government agency in any ensuing investigation or audit. Any employee who becomes aware of a problem or potential problem of the corporation should discuss the issue promptly with his or her manager and the Law department. The Law department should be notified immediately of any government inquiry, investigation, or audit.

Particularly in dealing with government customers, there are numerous rules and regulations about which employees should consult with their supervisors and the Law department to be sure Apple is meeting its obligations. Employees are also required to report to their supervisors and to the Law department any conduct they believe to be inconsistent with our obligations to the government. Reports will be handled with the strictest confidentiality within the Company to ensure that no employee suffers retaliation for bringing these matters to the attention of Apple management and its attorneys. An employee post office box, referred to as the Apple hotline, has been set up in the United States to receive such reports on an anonymous basis. These reports go directly to the Internal Audit department and are treated in a confidential manner. All information can be sent to:

Apple Computer, Inc.
R.O. Box 160444
Cupertino, California 95016-0444
USA

Consequences

Apple expects all of its employees, including those of Apple's subsidiary corporations, to comply with all provisions of these guidelines, to rely on their own high standards and reasoned evaluation in ambiguous situations, and to seek the advice and counsel of management and the Law department to clarify issues not covered by these guidelines or good judgment. These guidelines are based in part on various laws, and employees should be aware that violations of those laws may result in criminal fines and punishment of the Company and its employees, or adverse judgments in civil lawsuits. Because of the severity of these issues, the Company may take action against any employee, contractor, or consultant whose actions have been found to violate these standards, policies, and guidelines. Such disciplinary action may include termination from employment or other working relationship.

QUAKER OATS COMPANY *

1/Introduction

This code has been developed to provide employees, shareholders, suppliers, and the public with an official statement on how Quaker conducts business

The code specifies that each employee must conduct business in the full spirit of honest and lawful behavior and must not cause another employee or non-employee to act otherwise, either through inducement, suggestion, or coercion.

2/Who's Covered

The standards of this code apply to all Quaker employees. Key managers will be required to complete the signature card and will be responsible for reviewing the code with each of their employees. In addition, employees having regular involvement with the purchase or sale of goods or services, or the accounting thereof, should read this code annually, and some will be asked to complete the signature card. Also, at the discretion of the supervisor, additional individuals may be required to read the code and complete the signature card.

3/Conflict of Interest

No officer or employee can have any personal interest outside the Company that could conflict or appears to conflict with the interest of Quaker or its shareholders. Conflicts of interest may arise when an employee is in the position where he or she can use the Company connection for personal or family gain apart from normal compensation provided through employment.

It is impossible to enumerate all of the situations in which possible conflict might arise, but the following examples can be given:

Use of Corporate Funds and Assets. The assets of Quaker are much more than our physical plants, equipment, or corporate funds. They include technologies and concepts, business strategies and plans, as well as information about our business. These assets may not be improperly used to provide personal gain for employees, nor may employees permit others to use Company assets, such as employees, materials, or equipment for personal purposes.

Confidential information. As part of your job, you may have access to confidential information about Quaker, its customers, suppliers, and competitors. Until released to the public by a Company official, this information should not be disclosed to fellow employees who do not have a business need to know or to non-employees for any reason, without proper authorization. This includes information or data on products, financial data, business strategies, operating plans, corporate manuals, processes, systems, procedures, etc.

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“Inside” Information. Quaker is subject to a wide variety of complex laws and regulations governing transactions in corporate securities (stocks and bonds) and the securities industry. These laws are designed to protect the investing public by requiring disclosure of material information by the corporations whose securities are traded publicly. These laws are strictly enforced and violation can lead to civil and criminal actions against the individuals and the corporation involved.

Employees who know of any material fact about Quaker, which has not been disclosed to the general public, are said to have access to "inside" information. Some examples are : knowledge of significant new products or discoveries, sales and earnings figures, major contracts, plans for stock splits or acquisitions or mergers. Employees may not engage in any transactions in Quaker stocks or bonds until such information is disclosed to the public, nor may employees provide such information to others (family members, friends, brokers, etc.).

Personal Financial Gain. Employees should avoid any outside financial interest that could influence their corporate decisions or actions. Such actions could include, among other things:

- For an employee to have a personal or family interest, either direct or indirect, in an enterprise that does business or competes with Quaker or its subsidiaries. There are two exceptions to this rule. The first exception is when such interest is less than 1 percent of the capital shares (or other securities) of a corporation whose shares are publicly traded, and it is not a material part of the employee's income or net worth. The second exception is when the interest has been fully disclosed and approved by the Corporate Law Department.
- For an employee to loan or to borrow from individuals or concerns that do business with or compete with the Company or its subsidiaries, except banks and other financial institutions.

Outside Activities. Employees should avoid outside employment or activities that would have a negative impact on their job performance with Quaker or conflict with their obligations to Quaker. Such actions might include, among other things:

- For an employee to serve as an officer, director, employee, or consultant of or receive income from any enterprise doing business with or competing with the Company or any of its subsidiaries, or seeking to do so, unless the relationship has been fully disclosed and approved by the Corporate Law Department.
- For an employee to accept compensation from outsiders for services or time for which he or she is being paid by the Company or its subsidiaries, unless the relationship has been fully disclosed and approved by the Corporate Law Department.
- For any member of management, or any employee in Marketing or Sales or the immediate family of such member or employee, to hold any interest in any advertising agency or other organization furnishing advertising, marketing, or sales promotion services, facilities, or materials to the Company or any of its subsidiaries. (This will not apply to ownership of less than 1 percent of the securities of a corporation engaged in operating an advertising medium, such as a broadcasting network or a magazine, if the securities are listed on a public securities exchange.)
- For a Company officer or any employee whose responsibilities involve commodity purchasing (or foreign exchange trading) to engage directly (or indirectly through family partners or associates) in personal trading in commodity futures in grains and commodities (or foreign currencies) used by the Company. The Company discourages all employees from engaging in commodity futures trading.

4/Dealing with Suppliers and Customers

Our business is built on integrity in dealing with customers and suppliers. Therefore, an employee or a member of an employee's immediate family must not benefit personally from any purchase of goods or services for the Company or its subsidiaries, or derive personal gain from transactions made as an employee of the Company.

The following guidelines are intended to help all employees make the proper decision in potentially difficult situations:

“Kickbacks” and Rebates. Purchase or sale of goods and services must not result in employees or their families receiving kickbacks or rebates.

Reciprocity. In many instances, Quaker may purchase goods and/or services from a supplier who buys products or services from us. This practice is normal and acceptable, but suppliers may not be asked to buy our products and services in order to become or continue to be a supplier.

Pricing Practices. All competing distributor customers within the same market area must be treated on an equitable basis with respect to prices, terms, trade promotion, and special packings offered, regardless of class of trade or type of format. Further details on Quaker pricing policies can be obtained from the Law Department's policy entitled “Antitrust Policy and Guidelines.”

Gifts and Entertainment. To avoid both the reality and the appearance of improper business relations with suppliers or customers, the following standards will apply to receipt of gifts and entertainment by employees :

Gifts. Employees may not accept gifts of money under any circumstances nor may they solicit directly or indirectly non-money gifts, gratuities, or any other personal benefit or favor of any kind from suppliers, potential suppliers, or customers.

Employees and members of their immediate families may accept unsolicited, non-money gifts from a business firm or individual doing or seeking to do business with Quaker only if (1) the gift is of nominal intrinsic value or (2) the gift is advertising or promotional material.

Gifts of more than nominal intrinsic value may be accepted only if protocol, courtesy, or other special circumstances exist. However, all such gifts must be reported to the Corporate Law Department, which will determine whether the employee may keep the gift or must return it.

An employee cannot keep any gift sent directly to his or her home. Such gifts must be returned to the donor or turned in to the Corporate Law Department, which will maintain a log of such gifts and will determine whether the employee may keep the gift or must return it.

Entertainment. Employees may not encourage or solicit directly or indirectly entertainment from any individual or company with whom Quaker does business. From time to time, employees may offer and/or accept entertainment, but only if the entertainment is reasonable, occurs infrequently, and does not involve lavish expenditures.

5/Payments to Agents, Consultants, Distributors

Agreements with agents, sales representatives, distributors, and consultants must be in writing and must clearly and accurately set forth the services to be performed, the basis for earning the commission or fee involved, and the applicable discount, rate, or fee. The amount must not be excessive in light of the practice in the trade and be commensurate with the value of services rendered. The agent, sales representative, distributor, or consultant must be advised that the agreement may be publicly disclosed and must agree to such public disclosure. In some foreign countries, local laws may prohibit the use of agents or limit the rate of commission or fee.

Sales to third parties may not be billed at prices exceeding the established net price for the product. This ensures against overbilling and possible rebate abuses.

6/Payments to Countries Other than Payee's Residence

Requests by payees (third parties) for payment of fees or commissions to the payee's account in a country other than the payee's residence or place of business may not be made without prior approval of the Corporate Law Department.

7/Payments to Government Employees

No payment of money, gifts, services, entertainment, or anything of value may be offered or made available in any amount, directly or indirectly, to any government official or employee in any country. However, with prior approval of the Corporate Law Department, payments in nominal amounts may be made to low-level foreign government (non-U.S.) employees, whose duties are essentially ministerial or clerical, for the purpose of processing or expediting routine matters.

8/Import Restrictions

When traveling on Company business, employees must adhere to each country's laws regarding declaration and importation of money, negotiable instruments, and goods. Any goods for which an import license has not been obtained should not be carried into a country by an employee. Any questions regarding specific rules for each country should be referred to the Corporate Law Department.

9/Books and Records

AU books and records throughout the Company must be accurate and fairly reflect the underlying transactions. It is each employee's responsibility to ensure that documents supporting the accounting records (receipts, disbursements, journal entries) contain wording which clearly describes the reason and purpose for the transaction.

It is each employee's responsibility to assure that all necessary accruals are made on a timely basis.

A complete description of guidelines for maintaining accounting records is contained in the Corporate Controller's Policy Manual (#01-01-017).

10/Competitive Practices

Collaboration with competitors in violation of the law on such things as pricing, production, marketing, inventories, product development, sales territories and goals, market studies, and proprietary or confidential information is prohibited.

Information about Competitors. As a competitor in the marketplace, we continually seek economic knowledge about our competition. However, we will not engage in illegal or improper acts to acquire a competitor's trade secrets, customer lists, information about company facilities, technical developments, or operations. In addition, we will not hire competitors' employees to obtain confidential information or urge competitive personnel or customers to disclose confidential information.

11/Political Activities and Contributions

Quaker encourages each of its employees to be good citizens and to fully, participate in the political process. Employees should however, be aware that (1) laws in most countries prohibit Quaker from contributing to political candidates, political parties, or party officials; and (2) employees who participate in partisan political activities must make every effort to ensure that they do not leave the impression that they speak or act for Quaker. However, individual contributions to the Public Interest Committee of The Quaker Oats Company, a U.S. employee organization, are legal and an appropriate means for Quaker employees to support candidates for the U.S. Congress.

12/Implementation

Quaker Employees. As a Quaker employee, you are required to report dishonest or illegal activities as well as probable violations of provisions of this code outlined above by other employees to your superior. If a satisfactory response is not received from your supervisor, you should contact either the Vice President-Corporate Controller and Planning, Terry G. Westbrook, (312) 222-8906; or the Senior Vice President-Law, Corporate Affairs, and Corporate Secretary, Luther C. McKinney, (312) 222-7855. Failure to submit such information or to submit facts which are known to be false is a violation of the code. Also, it is a serious violation for any Quaker manager to initiate or encourage reprisal action against any person who in good faith reports known or suspected code violations.

Board of Directors. The Board is ultimately responsible to the shareholders for assuring that the business of Quaker is conducted in accordance with the code. The Board, through its own Audit Committee, will help assure that the code is properly administered. If willful violations are ascertained to have taken place, the Board shall ensure that the legal rights of individuals are protected, that Quaker's legal obligations are fulfilled, and that proper disciplinary and legal action is taken. The Board will further see that corrective measure and safeguards are instituted to prevent recurrence of violations.

Officers and Managers. All officers and managers are responsible for reviewing this code with each of their employees. New employees shall read, and some may be asked to complete, the signature card upon employment.

AMERICAN MARKETING ASSOCIATION*

Members of the American Marketing Association (AMA) are committed to ethical professional conduct. They have joined together in subscribing to this Code of Ethics embracing the following topics:

Responsibilities of the Marketer

Marketers must accept responsibility for the consequence of their activities and make every effort to ensure that their decisions, recommendations, and actions function to identify, serve, and satisfy all relevant publics: customers, organizations, and society. Marketers' professional conduct must be guided by:

1. The basic rule of professional ethics: not knowingly to do harm.
2. The adherence to all applicable laws and regulations.
3. The accurate representation of their education, training, and experience.
4. The active support, practice, and promotion of this Code of Ethics.

Honesty and Fairness

Marketers shall uphold and advance the integrity, honor, and dignity of the marketing profession by:

1. Being honest in serving consumers, clients, employees, suppliers, distributors, and the public.
2. Not knowingly participating in conflict of interest without prior notice to all parties involved.
3. Establishing equitable fee schedules, including the payment or receipt of usual customary, and/or legal compensation for marketing exchanges.

Rights and Duties of Parties in the Marketing Exchange Process

Participants in the marketing exchange process should be able to expect that:

1. Products and services offered are safe and fit for their intended uses.
2. Communications about offered products and services are not deceptive.
3. All parties intend to discharge their obligations, financial and otherwise, in good faith.

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