



# BUSINESS CONDUCT POLICY



*“ Nothing is more important to me personally than creating and maintaining an environment of honesty and integrity and I hope each and every one of you will embrace the principles of our Business Conduct Policy. ”*

Dear Colleagues:

Our products are deeply embedded in the human experience. Data is in our DNA and we are poised to witness a proliferation of data across the globe. With the privilege of creating space for the human experience comes the great responsibility of doing so in alignment with our core values of honesty, integrity and respect for our fellow workers. Our Business Conduct Policy is the guiding principle that provides a roadmap on how to conduct our business with the highest levels of honesty and integrity. In our Business Conduct Policy, we not only declare our highest ethical standards and our unwavering commitment to integrity, but more importantly, our Policy serves as a guide in our daily decision-making challenges.

I'm deeply committed to upholding our values and conducting our business with the highest ethical standards. I encourage each and every one of you to read our Business Conduct Policy carefully and refer to it often for guidance to shape your words and actions at Seagate. Together, we will continue to shape the Seagate tradition of excellence and empower people to do the right thing.

Thank you,  
**Dave Mosley**  
CEO

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# INTRODUCTION

## IN THIS SECTION:

Our Corporate Values  
Our Business Conduct Policy  
Other Seagate Policies

# OUR CORPORATE VALUES

Our values focus on our long-term perspective for winning with integrity. These are the standards we live by.

**People.** Our people are our competitive advantage. Successful individuals are the driving force behind a successful enterprise. Attracting, retaining, and motivating the best people will position Seagate at the forefront of the industry.

**Customer Success.** Customer success leads to our success. We will provide maximum leverage to our customers through value-added products, services, and support.

**Excellence.** The pursuit of excellence is not a destination, it is a journey. To achieve this we must accept the challenge of ownership; ensure quality in every aspect of our work; take pride in our work, products, and vision; and accept that change is inevitable and that adaptability determines our future success.

**Innovation.** We are advocates and instruments of positive change. Being innovative builds competitive advantage and creates new opportunities.

**Teamwork.** Teams are the catalysts for our ideas and actions. Every team member has the power to influence the group. We treat this power as

a privilege and a responsibility. Teamwork is the foundation of an effective, successful, fun environment in which the whole is greater than the sum of the parts.

**Openness.** Openness facilitates informed decisions, understanding, and trust. Sharing information across the organization facilitates our common goals.

**Social Responsibility.** We encourage involvement both inside and outside Seagate to foster a healthy balance between our professional endeavours, family lives, communities, and environment, and to promote positive contributions to our communities.

**Sustainable Profitability.** Our business is based on a balanced perspective between short- and long-term vision. We aim to grow Seagate, to increase our earnings, and to enhance our corporate environment through profitable investments.

For additional information on Seagate's corporate values, please see <http://www.seagate.com/global-citizenship/corporate-values/>.



## OUR BUSINESS CONDUCT POLICY

Seagate is helping the world's biggest game changers solve their toughest business and technical challenges through data storage innovation. We are the global leader in data storage solutions and in developing amazing products that enable people and businesses around the world to create, share, and preserve their most critical memories and data.

Our Business Conduct Policy is adopted by our Board of Directors. It serves as a guide for conducting ourselves legally and ethically every

day and in every place that we do business. Our Business Conduct Policy explains the standards we are all expected to embody in meeting our corporate values and complying with the specific laws, regulations, and policies that apply to us.

When we refer to "Seagate" in our Business Conduct Policy, we mean Seagate Technology plc and each of its majority or wholly owned subsidiaries, and any affiliates or joint ventures controlled by Seagate.

While our Business Conduct Policy highlights the principles and expectations for our behavior, it's impossible to address every ethical situation. When faced with a situation that is not covered in our Business Conduct Policy, consider the questions below before you act.

We think you'll know when your actions cross the line. But if the answer is not apparent after considering these questions, contact a Compliance Officer for guidance.

We may revise the Business Conduct Policy from time to time. We will notify you of any revisions, and you will be responsible for becoming familiar with such revisions. For the most current version, always refer to the online Business Conduct Policy, located on [my.seagate.com](https://my.seagate.com) and [www.seagate.com/investors/](https://www.seagate.com/investors/).

## OTHER SEAGATE POLICIES

The principles in our Business Conduct Policy may be further expanded in other Seagate policies and standards of conduct that may be referenced throughout our Business Conduct Policy. These other policies and standards are separate from our Business Conduct Policy and may be accessed on [my.seagate.com](https://my.seagate.com). If you do not have access to my.seagate.com and you are a Seagate employee, you may request copies of any Seagate policy from your manager or any Compliance Officer.

**If you cannot comfortably answer these questions, stop.**

	Does my proposed action demonstrate the core values of Seagate?
	Is it legal?
	What would my family or friends think?
	How would I feel if it were published in my hometown newspaper?
	Could it hurt Seagate's reputation?



**IN THIS SECTION:**

- Applicability of the Business Conduct Policy
- Certification Obligations
- Asking Questions and Raising Concerns
  - The Ethics Helpline
- Investigations and Discipline
  - Nonretaliation
- Compliance with Laws, Regulations,  
and Seagate Policies
  - Conflicts of Interest
  - Gifts and Entertainment

# OUR EMPLOYEES

## APPLICABILITY OF THE BUSINESS CONDUCT POLICY

Our Business Conduct Policy applies to Seagate employees and Board members, but we expect anyone engaged to provide services to Seagate, including but not limited to contractors, consultants, and others who may be temporarily engaged to perform work or services for Seagate, to follow the Business Conduct Policy in connection with their work for us. Failure of a Seagate contractor, consultant, or other service provider to follow the Business Conduct Policy can result in termination of their relationship with Seagate. We expect everyone who provides services for Seagate to follow the same standards we set for ourselves.

### Chief Executive Officer and Senior Financial Officers

Our Business Conduct Policy applies to the Chief Executive Officer, the Chief Financial Officer, principal accounting officer or controller, or persons performing similar functions (the “Senior Financial Officers”). The Senior Financial Officers are also subject to Seagate’s Code of Ethics for Senior Financial Officers, which is included in our Business Conduct Policy as Appendix A.

## CERTIFICATION OBLIGATIONS

You are required to certify that you have read and understand our Business Conduct Policy and know how to find help in applying its principles. You are also required to disclose any actual or potential conflicts of interests.

All new Seagate employees are required to provide an initial certification and any applicable disclosures during their onboarding process. All non-operator employees with a Seagate email address are required to re-certify and provide any applicable disclosures every year. All employees are required to disclose actual or potential conflicts of interest if and when they arise.

### DISCLOSURES MADE UNDER OUR BUSINESS CONDUCT POLICY WILL BE REVIEWED IN ONE OF TWO WAYS:

- Disclosures from employees will be reviewed by the Conflict of Interest Review Committee.
- Disclosures from or involving Senior Financial Officers or members of the Board of Directors will be reviewed by the disinterested members of the Board, or by a committee of the Board.



## ASKING QUESTIONS AND RAISING CONCERNS

If you ever have questions or concerns about anything in our Business Conduct Policy, or other Seagate policies or applicable laws, you should raise them as soon as possible. If you see something that doesn't seem right, or you're not sure what to do, please consult the resources listed to the right. If you have any doubt about the best course of action in a particular situation, ask for assistance.

If you suspect any unethical conduct or violation of the law, you should report it immediately. Your prompt action to report any suspected misconduct can help prevent or limit any damage to Seagate and its reputation.



John Cleveland  
Senior Vice President  
Human Resources

Seagate provides several resources for you to ask questions or raise concerns. Please contact any of the following resources at any time:

- Your manager, or another manager that you trust
- Human Resources
- The [Chief Compliance Officer](#)
- Your [Regional Compliance Officer](#)
- Email to [ethics@seagate.com](mailto:ethics@seagate.com)
- Seagate's [Ethics Helpline](#)

For additional information, please see: [Open Door \(Policy 1001\)](#)

# THE ETHICS HELPLINE

The Ethics Helpline is staffed by an independent third-party provider. It is available 24 hours a day, 7 days a week. While individuals are encouraged to identify themselves, anonymous reports are accepted where local law allows.

Reports will be kept confidential to the extent possible, consistent with the need for appropriate investigation and resolution of the issue.

Certain jurisdictions limit topics that may be reported anonymously through the Helpline. Seagate's Ethics Helpline incorporates any local limitations, and the Helpline site alerts employees from affected countries if special reporting rules apply to them.



## THE ETHICS HELPLINE IS MULTILINGUAL AND AVAILABLE AT:

<https://seagate.alertline.com>, and also by calling **1-800-968-4925** in the United States. To call from outside the US, go to <https://seagate.alertline.com> to select the country in which you are located. The Direct Dial instructions will display under the header "BY PHONE."

You may contact the Ethics Helpline at any time to speak up about issues such as:

Theft, fraud, or any form of dishonesty

Bribery or corruption

Conflicts of interest

Accounting or financial irregularities

Violations of the Business Conduct Policy, Seagate policies, or the law.

## INVESTIGATIONS AND DISCIPLINE

Seagate will promptly respond to all reports of misconduct. As employees, you may be called upon to assist with investigations of alleged misconduct. You should always cooperate and provide complete and accurate information related to investigations. Anyone who violates the Business Conduct Policy will be held accountable and disciplined as appropriate, up to and including termination of employment. Making a malicious or intentionally false report or accusation is considered misconduct under the Business Conduct Policy.

**FOR ADDITIONAL INFORMATION,  
PLEASE SEE:**

**[Global Ethics Investigations Policy  
\(Policy 2200\)](#)**

# NONRETALIATION

Seagate strives for an environment where everyone feels comfortable reporting any known or suspected misconduct or a violation of Seagate policies, procedures, or the law without fear of retaliation. Seagate strictly prohibits acts of retaliation or harassment against any person who has raised a

concern in good faith, or anyone who participates in an investigation. This means you may raise concerns without fear of your employment being negatively affected. Our policy against retaliation protects anyone who makes a report in good faith, even if you are found later to be mistaken.



# COMPLIANCE WITH LAWS, REGULATIONS, AND SEAGATE POLICIES

Seagate's reputation for integrity is built on the many decisions each of us make every day. Seagate complies with all applicable laws, rules, and regulations applicable to our business, and you are required to do the same in performing your job. Where local laws are less restrictive than our Business Conduct Policy, you must comply with our Business Conduct Policy, even if your conduct would otherwise be legal. On the other hand, if local laws are more restrictive than our Business Conduct Policy, you must always comply with those laws.

## YOU ARE EXPECTED TO:

- Act ethically and with integrity in all business dealings.
- Read and comply with the Business Conduct Policy, other Seagate policies and procedures, and the law.
- Report known or potential violations using available reporting channels (and in accordance with local law).
- Cooperate with compliance investigations.
- Complete all mandatory compliance and ethics certification and training requirements in a timely manner.

While each of us has a duty to follow our Business Conduct Policy, managers have an even greater responsibility. Managers must lead by example, and are responsible for creating a work environment where the people they supervise feel comfortable asking questions and raising concerns without any fear of retaliation.

## MANAGERS ARE EXPECTED TO:

- Promote and support ethical behavior and business practices in compliance with our Business Conduct Policy.
- Act as a leadership model for our Business Conduct Policy.
- Ensure that employees who report to them understand where and how to report violations of our Business Conduct Policy.
- Ensure that employees who report to them complete all mandatory compliance education courses and other compliance certification and training requirements in a timely manner.
- Maintain an open-door policy with regard to employee questions, including those of business conduct and ethics, and ensure availability of compliance and ethics resources and support.
- Encourage employees to challenge and report questionable conduct.
- Encourage open, honest, and confidential dialogue without retaliation.

**FOR ADDITIONAL INFORMATION,  
PLEASE SEE:**

[Open Door \(Policy 1001\)](#)



## CONFLICTS OF INTEREST

A conflict of interest arises when your loyalty is divided between what is best for Seagate and what is best for you or a family member. As Seagate employees, we are obligated to act in the best interests of Seagate, and conflicts cast doubt on our ability to be objective. Therefore, you must disclose any actual or potential conflicts of interest at the time they arise, and must supplement your disclosure whenever the circumstances change.

As part of the annual certification of our Business Conduct Policy, you will be asked to disclose actual or potential conflicts in writing, and you must also disclose conflicts of interest that arise throughout the year.

The following sections list some common situations where conflicts may arise, but it is not feasible to list all actual or potential conflicts of interest. When faced with a situation that is not listed below, or if you have any question about the best course of action in a particular situation, please ask your manager for assistance. If your manager is unsure, check our [Frequently Asked Questions](#) or submit a [disclosure form](#) to the Conflict of Interest Review Committee. The Committee will review the details of your disclosure and provide a recommendation.

## Outside Employment

If you are engaged in employment outside of Seagate, you are responsible for ensuring that your outside employment does not negatively affect your performance at Seagate or create a conflict of interest. You must disclose any outside employment that creates an actual or potential conflict of interest with your work at Seagate. For example, you may

not serve as a director, officer, consultant, employee, or in any other capacity in any enterprise that is a competitor of Seagate, or that conducts business or seeks to conduct business with Seagate, without the express written approval of Seagate's Conflict of Interest Review Committee.

**Q:**

**I work for a non-profit animal shelter on the weekends and get paid a small stipend. Is this a conflict?**

**A:**

As long as you are not performing services for the animal shelter during the hours that you should be performing services for Seagate, and you are not using Seagate's assets (such as equipment, intellectual property, confidential or proprietary information, or other resources) for your outside employment, your weekend job at the animal shelter is not a conflict of interest.

**Q:**

**I am teaching classes at the local community college at night. Is that okay?**

**A:**

Yes, you are free to teach classes. But similar to any outside job, you must not allow it to interfere with your Seagate job responsibilities. You must not use Seagate resources or disclose Seagate confidential information. You must not hold yourself out as representing Seagate; and you should be clear in your class that your opinions are your own and not endorsed by Seagate.

**Q:**

**I run a catering business on weekends and keep it completely separate from my company duties. But, recently, another group at Seagate (not my own) asked if I would be interested in providing the food for a Seagate-sponsored event on a Saturday. Can I do it?**

**A:**

It is a potential conflict of interest for an employee to become a supplier or contractor to Seagate, and you generally should avoid such situations. However, you may proceed if steps are taken to avoid an actual conflict. First, you should inform your manager. Second, you and your manager should make sure you are not involved in making or influencing Seagate's decision to use your services. In other words, your role as an employee should not be allowed to influence your potential role as a caterer. You should not provide food for a Seagate-sponsored event if you are on the committee that is planning the event. Finally, you must disclose the relationship and get a recommendation from the Conflict of Interest Review Committee.

## Participating in Trade and Industry Associations and Technical Standards Groups

Participating in trade associations or standards-related organizations may conflict with your responsibilities to protect Seagate's intellectual property and proprietary information, and it may also raise antitrust issues. You must obtain approval from your manager and the Legal Department before

joining a trade association or engaging in activities related to technical standards. This includes, joining a standards organization or working group, contributing technology to a standard, or using a standard in the development of a Seagate product.

**Q:**

**I was invited to participate in the USB Device Working Group. Is this a conflict?**

**A:**

It is a potential conflict of interest to participate in industry-standards groups because you may be subject to conflicting obligations of confidentiality and loyalty owed to Seagate and to the industry standards group. You may proceed if you take steps to avoid an actual conflict. First, work with your manager to determine whether Seagate's business or potential business interests may conflict with the work conducted by the group. Next, contact the Legal Department for review of the organization's by-laws or other membership agreement, and also to determine whether Seagate already participates with the organization. Once you have received clearance from your manager and Legal and begin your participation, don't disclose any Seagate confidential or proprietary information, and don't let your participation with the group interfere with your Seagate job responsibilities.

## Financial Interests

Seagate respects your right to manage your investments without interference. However, it may be a conflict of interest to have a financial or other beneficial interest in any enterprise that does business with Seagate or is a competitor to Seagate.

You must disclose any financial or other beneficial interest in any enterprise that you or a family member has an interest in if it does business with Seagate or is a competitor to Seagate.

**Q:**

**I hold units or shares in a mutual fund that buys stock in high tech companies. Do I need to disclose this type of ownership?**

**A:**

If you are not involved in the investment decisions made by the mutual fund, it is not a conflict to interest to own units or shares in a diversified mutual fund operated by fund managers. However, you may not make investment decisions to buy or sell a specific fund based on Seagate inside information. See the section on Buying or Selling Securities on page 28.

## Working with Family Members

You must avoid conflicts of interest between your personal and professional relationships. Managers may not supervise their spouse or other immediate family members. Employees who are related to each other may not share responsibility for control or audit of Seagate assets.

## Corporate Opportunities

You have a duty to Seagate to advance Seagate's legitimate interests to the best of your ability. You

must never compete with Seagate or use Seagate property, information, or your position with Seagate for personal gain. Therefore, you should never take for yourself (or your immediate family members) any business or investment opportunity presented during the course of your employment that is related to Seagate's business without first presenting it to Seagate. In addition, you may never help anyone, including your family members, take such a business or investment opportunity for personal gain.

Q:

**Gretchen works in procurement and is managing a competitive tender for a new design center. Gretchen's father owns one of the companies bidding, but no one at Seagate knows about the relationship. She considers discarding the two bids that came in lower than her father's company's bid. She feels torn between her commitment to Seagate and doing something for her father. What should she do?**

A:

Gretchen must inform her manager, submit a disclosure to the Conflict of Interest Review Committee, and recuse herself from the bidding process until a recommendation is made by the Committee.

## GIFTS AND ENTERTAINMENT

The exchange of business courtesies such as gifts or entertainment is a common practice that fosters goodwill between companies and their customers or business partners. However, gifts and entertainment can easily create an actual or apparent conflict of interest and therefore require careful consideration, whether you are giving them or receiving them. You should always ensure that any gift or entertainment given or received is permitted under our Business Conduct Policy and any applicable policies and laws. You are prohibited from giving, offering, or receiving any gift or entertainment—either directly or indirectly—that may appear to influence a business

decision, compromise independent judgment, or violate the law.

Certain Seagate sites prohibit the exchange of gifts altogether. You are responsible for understanding whether your own site has requirements that are different from the Business Conduct Policy.

Any offer of a gift or other business courtesy of more than modest value should be reported to and approved by your manager. You must also immediately report any offers of cash, a fee, or kickback to a Compliance Officer or the Legal Department.

**In general, you may offer or accept a gift, meal, or entertainment as long as you can answer “True” to each of the following questions:**

	<b>T</b>	<b>F</b>
There is not a current business decision pending (e.g. a competitive tender, an open negotiation, etc.):	<input type="checkbox"/>	<input type="checkbox"/>
The gift, meal, or entertainment is reasonable and modest:	<input type="checkbox"/>	<input type="checkbox"/>
The gift, meal, or entertainment is not cash or a cash equivalent (such as a gift cards or voucher):	<input type="checkbox"/>	<input type="checkbox"/>
The gift, meal, or entertainment is a part of the normal business process:	<input type="checkbox"/>	<input type="checkbox"/>
The gift, meal, or entertainment is lawful:	<input type="checkbox"/>	<input type="checkbox"/>
The gift, meal, or entertainment is given or accepted infrequently:	<input type="checkbox"/>	<input type="checkbox"/>
The gift, meal, or entertainment is consistent with local business and industry practices, and is not prohibited by the recipient’s company’s policies:	<input type="checkbox"/>	<input type="checkbox"/>
The gift, meal, or entertainment cannot be construed as or make someone feel like it is a bribe or payoff:	<input type="checkbox"/>	<input type="checkbox"/>

If you answer “false” to any of the above, you must seek advice from a compliance officer before offering or accepting the gift, meal, or entertainment.

Gifts or other honoraria received for speaking at events are also subject to these rules, as are gifts or entertainment provided to an immediate family member by anyone engaged in or seeking a business relationship with Seagate. To avoid embarrassment, the Chief Compliance Officer may authorize you to accept a gift outside of these guidelines and then Seagate will give the gift to charity.

There are additional considerations and requirements that apply to providing gifts and entertainment to government officials. See the Refusing Bribery and Corruption section on page 30.

**FOR ADDITIONAL INFORMATION,  
PLEASE SEE:**

[Travel and Expense Policy \(Policy 2022\)](#)

[Global Anti-Bribery and Corruption Policy \(Policy 1200\)](#)

# OUR CUSTOMERS, PARTNERS & COMMUNITY

## IN THIS SECTION:

- Protecting Confidential Information
  - Data Privacy
  - Public Communications
  - Records Retention
- Protecting and Using Corporate Assets
  - Intellectual Property
  - Buying or Selling Securities
- Accuracy of Company Records and Reporting
  - Refusing Bribery and Corruption
  - Antitrust, Competition and Fair Dealing
  - Trade Compliance and Export Controls
  - Exceptions, Waivers, and Disclosures



# PROTECTING CONFIDENTIAL INFORMATION

Confidential information is non-public information that might be of use to our competitors or harmful to Seagate or our business partners or customers if it is disclosed.

We have a duty to protect and safeguard Seagate's confidential information. Confidential information should be used only for business purposes, and disclosed only to those who are authorized and have a need to know the information. Non-public third-party information that you obtain in connection with your Seagate employment should be used only to the extent authorized by the third party. You must ensure that you do not use or disclose any proprietary information of any former employer, and that you do not bring such information with you to

Seagate. Your duty of confidentiality continues after your employment with Seagate ends.

Take special care to secure our premises, computers, documents, and other sensitive materials to protect confidential information from disclosure. In addition, we must all avoid discussing confidential information in places where we can be overheard, including restaurants, restrooms, taxis, airplanes, elevators, or common areas within Seagate.

Examples of confidential information include business plans, financial forecasts and projections, non-public financial information, non-public sales and marketing information such as customer lists, marketing



strategies, sales forecasts and pricing information, plans regarding potential strategic transactions, non-public technical product and system information, trade secrets, and information protected under confidentiality agreements or attorney-client privilege.

If you encounter legal or regulatory rules that require you to disclose confidential information, please contact the Legal Department or a Compliance Officer for guidance.

**FOR ADDITIONAL INFORMATION,  
PLEASE SEE:**

[IT Information Security Policy \(Policy 602\)](#)

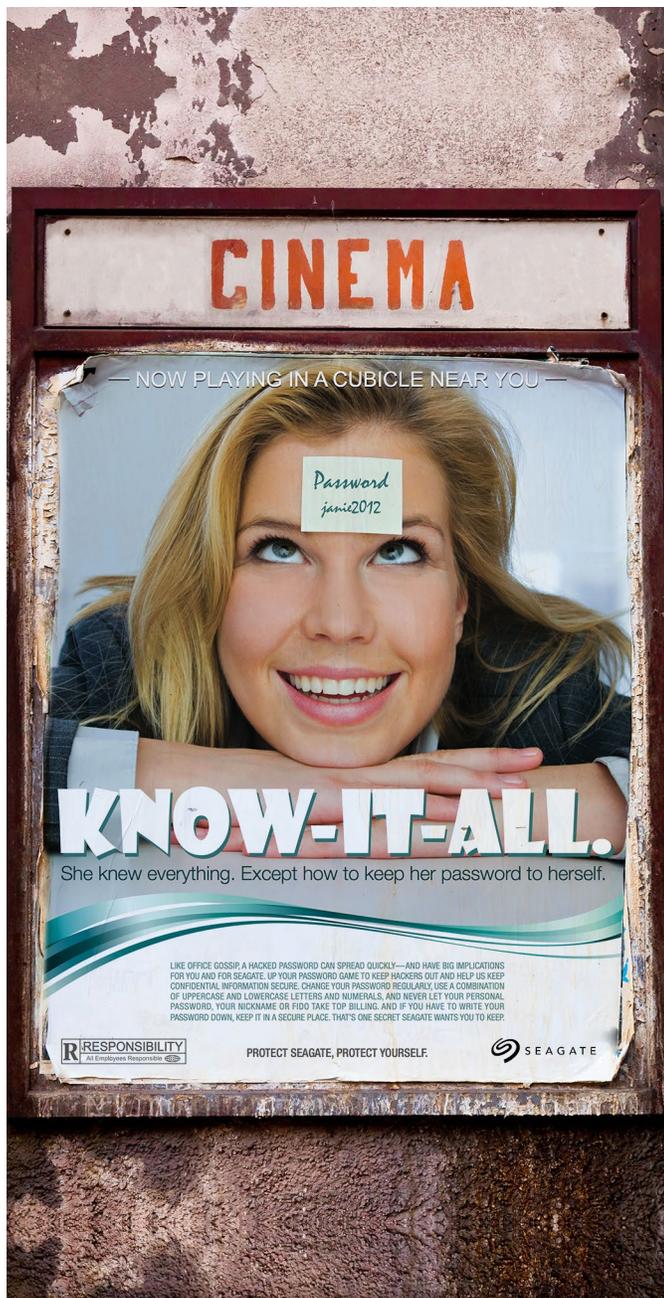
[Information Protection Policy \(2160\)](#)

[Protecting Seagate Confidential Information Using Non-Disclosure Agreements \(Policy 1910\)](#)

[Trade Secrets from Outside Sources \(Policy 1095\)](#)

[Publication Policy \(Policy 1091\)](#)

[Global Ethics Investigations Policy \(Policy 2200\)](#)



## DATA PRIVACY

With the increase in the digitization of information, many countries regulate the collection, processing, use, storage, and disposal of personal data, and the privacy of information relating to corporations. Seagate is committed to handling the data of its employees and other third parties responsibly and in compliance with applicable privacy laws. Seagate policies set forth specific guidelines on how to treat the information we collect, use, store, and access, and how to keep it safe from unauthorized access and use. You are responsible for knowing your obligations under these policies. Only collect, use, store, access, and dispose of data as authorized by policy and the applicable data protection laws.

The Seagate Technology Privacy Policy may be found on our external website at <http://www.seagate.com/legal-privacy/>

**FOR ADDITIONAL INFORMATION,  
PLEASE SEE:**

[Information Protection Policy \(Policy 2160\)](#)

[Protecting Seagate Confidential Information Using Non-Disclosure Agreements \(Policy 1910\)](#)

[Employee Records and Personal Data Privacy Policy \(Policy 8006\)](#)

# PUBLIC COMMUNICATIONS

As a public company, Seagate must disclose accurate and complete information regarding our operations. Our policy is to report Seagate's financial results and other significant developments fully, fairly, accurately, timely, and understandably.

Seagate will not tolerate unauthorized leaks or disclosures of corporate information to the press or financial community. All communications with the press and financial community must be authorized by Seagate's Public Relations or Investor Relations organizations. Those organizations are responsible for determining the appropriate spokespersons for communicating with the press and analysts. You must direct any inquiries from the press or financial community immediately to Public Relations or Investor Relations.

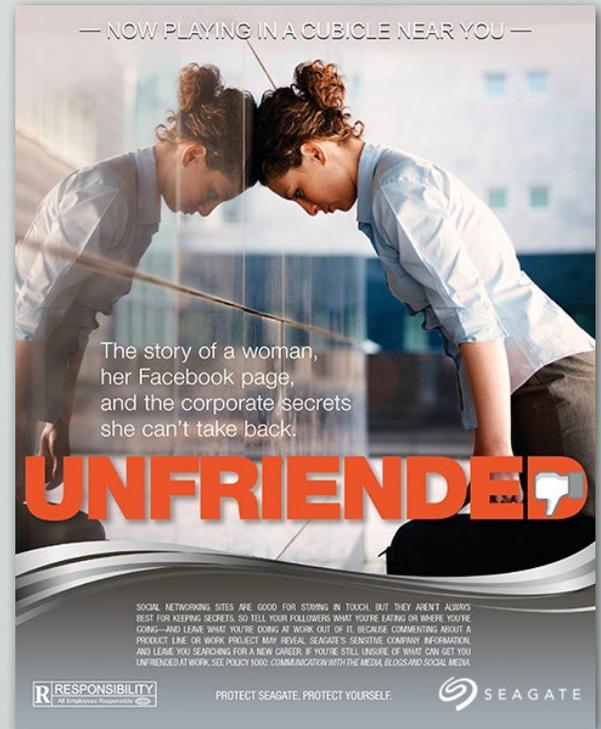
**FOR ADDITIONAL INFORMATION,  
PLEASE SEE:**

[IT Information Security Policy \(Policy 602\)](#)

[Communication with the Media, Blogs,  
and Social Media \(Policy 1060\)](#)

[Publication Policy \(Policy 1091\)](#)

[Information Protection Policy \(2160\)](#)



## RECORDS RETENTION

The information we produce is considered business records, and is subject to various laws and regulations, regardless of how it is maintained. The business records you work with should be maintained, retained, and destroyed in accordance with our records-retention schedules. If you are aware of any records in your control that are related to a legal proceeding or investigation, you must not alter, conceal, or destroy the records until you

are notified otherwise. This is referred to as a “legal hold”. If you have any questions regarding whether a record is under a legal hold, please contact the Legal Department.

**FOR ADDITIONAL INFORMATION,  
PLEASE SEE:**

[Information Asset Management](#)

## PROTECTING AND USING CORPORATE ASSETS

You are responsible for protecting and using Seagate assets responsibly to avoid loss, damage, theft, unauthorized use, and waste. Seagate assets include physical property, such as facilities, supplies, equipment, inventory, vehicles, cash, and company accounts. Seagate assets also include intangible assets, such as confidential and proprietary information, intellectual property, and

information systems. You must safeguard Seagate’s assets entrusted to you, and use them efficiently and protect them from unauthorized use. You must handle Seagate funds honestly and in accordance with Seagate policies. You are prohibited from taking products or supplies for personal use, charging personal expenses on Seagate credit cards, or diverting assets through fraud or embezzlement.





**Q:**

**A:**

**Every week, a co-worker prints 100 copies of a newsletter for her condominium homeowners' association club. Is this appropriate use of Seagate's assets?**

Using Seagate assets and property for personal reasons or non-Seagate projects is generally not acceptable. Printing newsletters that are unrelated to Seagate business on Seagate's copy machines is not appropriate.

Inconsequential, personal, non-business use of Seagate resources (such as reasonable personal calls or emails) is acceptable, but you must use good judgment and act in a professional manner when you are using Seagate resources.

**FOR ADDITIONAL INFORMATION, PLEASE SEE:**

- [Information Protection Policy \(2160\)](#)
- [IT Information Security Policy \(Policy 602\)](#)
- [Protecting Seagate Confidential Information Using Non-Disclosure Agreements \(Policy 1910\)](#)
- [Trade Secrets from Outside Sources \(Policy 1095\)](#)
- [Publication Policy \(Policy 1091\)](#)
- [Global Ethics Investigations Policy \(Policy 2200\)](#)

# INTELLECTUAL PROPERTY

You must protect and preserve Seagate's intellectual property rights. Intellectual property refers to creations of the mind, such as patents, copyrights, trademarks, trade secrets, inventions, or processes. The law protects intellectual property rights as it

does other forms of physical property rights. To the extent permissible by law, the rights to all intellectual property belong to Seagate if created with Seagate materials, on Seagate time, at Seagate expense, or within the scope of your duties with Seagate.





John Morris, Vice President and CTO

Just as we expect people and companies to honor our intellectual property rights, we respect the intellectual property of others. This includes complying with licensing and other similar agreements.

Innovations and ideas concerning products or manufacturing processes may be eligible for patent, copyright, trade secret, or other legal protection. You should become familiar with Seagate's procedures and programs to protect these rights.

**FOR ADDITIONAL INFORMATION,  
PLEASE SEE:**

[Right to Intellectual Property Resulting from Work Performed for Seagate \(Policy 1900\)](#)

[Information Protection Policy \(Policy 2160\)](#)

[Invention Assignment and Inventor Recognition Policy \(Policy 1090\)](#)

[Publication Policy \(Policy 1091\)](#)

[Protecting Seagate Confidential Information Using Non-Disclosure Agreements \(Policy 1910\)](#)

[Software Copyright Compliance Policy \(Policy 1500\)](#)

[Trade Secrets from Outside Sources Policy \(Policy 1095\)](#)

## BUYING OR SELLING SECURITIES

You must comply fully with applicable insider trading and securities laws. Seagate has adopted a [Securities Trading Policy](#), applicable to all employees worldwide. It sets forth your obligations

regarding trading the securities of Seagate and other companies. You are expected to become familiar with the Securities Trading Policy and fully comply with it.

### Material, Non-public Information

**Q:**

**How do I know if information about a company is material or non-public?**

**A:**

Information is material if it would be important to an investor making a decision about buying or selling the company's stock. In particular, information is material if you or any reasonable shareholder would expect it to affect the price of the company stock. Both positive and negative information can be material.

Information is non-public if it is not generally known or available to the public. Information is not considered available to the public until it has been released to the public through appropriate channels, such as a press release or a public statement from one of the corporation's senior officers, and enough time has elapsed to permit the investment market to absorb and evaluate the information. Information is generally considered non-public until the first or second business day after public disclosure.

Common examples of material non-public information includes financial results, business acquisitions or sales, gain or loss of a major customer or supplier, management changes, stock splits, major litigation, and communications and rulings from government agencies.

### Tipping

**Q:**

**If I tell my uncle about something important going on at Seagate and he buys or sells Seagate shares, am I liable for tipping?**

**A:**

Yes, most likely. If you pass material non-public information to your uncle, a court might find that you were trying to help him profit or trying to gain something personally by telling him. Your uncle would also be liable. Using material non-public information for personal purposes or disclosing it to others is a violation of Seagate's Securities Trading Policy, and is illegal. You might also have breached a duty to Seagate.

## Insider Trading

**Q:**

I've become aware of financial information about one of Seagate's customers that indicates the customer is in better financial condition than most people realize. I want to purchase some of the customer's stock. May I do so?

**A:**

You may not purchase this stock until the financial information is known to the public. Information of this sort may have been provided to Seagate in confidence by the customer to help determine how to meet the customer's needs. Using this information for personal purposes or disclosing it to others is a violation of Seagate's Securities Trading Policy, and is illegal.

**Q:**

I often know about Seagate's financial results before most other people inside Seagate. If we beat forecasts, this seems like the perfect time to buy our stock, right?

**A:**

Wrong. That would be trading based on material, non-public information. If your information has not yet been shared with the public, and it is important enough that investors might change their perceptions of Seagate, then you can't buy or sell. In a sensitive position such as yours, it's wise to check to determine a safe window for investment action.

**FOR ADDITIONAL INFORMATION, PLEASE SEE: [Securities Trading Policy \(Policy 1700\)](#)**

## ACCURACY OF COMPANY RECORDS AND REPORTING

Shareholders rely on each of us to maintain accurate and complete books and records. These documents are the foundation of our public disclosures and filings, and must provide an accurate view of Seagate's operations and financial standing. You are personally responsible for the integrity of the information, reports, and records under your control. You must ensure that all information reflected in Seagate records is complete, accurate, and understandable. You may not falsify or misrepresent the true nature of any record or transaction, or manipulate or mislead our internal or external auditors in their audits or reviews of our financial



**Gianluca Romano**  
Chief Financial Officer (CFO)

statements. You are prohibited from conducting any transaction that is not recorded in our records.

Seagate's financial information and statements are prepared in compliance with generally accepted accounting principles.

# REFUSING BRIBERY AND CORRUPTION

Seagate pursues its business objectives with integrity and in compliance with the law in every country in which we operate. We comply with applicable laws in the United States and other countries in which we do business, including the U.S. Foreign Corrupt Practices Act, the U.K. Bribery Act, and other laws designed to prevent bribery and corruption.

Violation of these laws may also result in fines and imprisonment for employees.

Seagate prohibits offering or accepting all forms of bribes, kickbacks, facilitation payments, and other forms of corruption.



## Bribes, Kickbacks, or Facilitation Payments?

### A BRIBE

A bribe is when someone gives or promises to give another person something of value to obtain favorable treatment. For example, if a developer gives cash or other consideration to a company employee to get the employee to complete the developer's work ahead of other customers, that is a bribe.

### A KICKBACK

A kickback is a bribe that is generally paid after the fact. For example, if a supplier pays an employee a percentage of the supplier's sales to the company in return for the employee's assistance in steering business to the supplier, that is a kickback.

### A FACILITATION PAYMENT

A facilitation payment is a small bribe that is generally given to expedite a process or avoid a delay in an otherwise ordinary transaction. For example, if a distributor pays a customs inspector to accelerate the customs clearance for goods that would have cleared customs even if the distributor had not paid the bribe, that is a facilitation payment.

**But it doesn't matter what you call it. All bribes, kickbacks, facilitation payments, and similar corrupt transactions are prohibited.**

### Interacting with government officials

Interacting with government officials presents unique challenges because the laws regarding interactions with government officials are complex. Serious civil and criminal penalties for violations can be imposed on both Seagate and the employee responsible. No matter how we interact with government officials, whether they are customers or regulators, we must ensure our interactions reflect our commitment to ethics. We must know and abide by the various anti-corruption laws that apply to us when interacting with government officials.

Providing even small gifts or inexpensive meals to government officials or their family members may be improper or illegal and considered a bribe. You must speak with a Compliance Officer before offering any gifts or entertainment to government officials or their family members.

If you have questions about interacting with government officials or if you observe or suspect a bribe, contact the General Counsel or a Compliance Officer immediately.

### Interacting with Third Parties

Seagate cannot avoid liability by using third parties or intermediaries to pay bribes or kickbacks on our behalf. The law will hold Seagate responsible for bribes or kickbacks paid by third parties acting on our behalf. You must ensure that third parties chosen to represent Seagate—such as consultants, agents, representatives, freight forwarders, logistics agents, and joint venture partners—know and abide by these anti-corruption laws when they conduct Seagate business.

**FOR ADDITIONAL INFORMATION,  
PLEASE SEE:**

[Global Anti-Bribery and Corruption Policy  
\(Policy 1200\)](#)

# ANTITRUST, COMPETITION, AND FAIR DEALING

Seagate competes vigorously in the marketplace, and we must do so in a fair and lawful manner. Typically, the countries in which we operate have laws and regulations that prohibit unlawful restraint of trade, usually referred to as antitrust or competition laws. These laws are designed to protect consumers and competitors against unfair business practices and to promote and protect healthy competition. We are committed to observing applicable antitrust or competition laws of all countries or organizations.

Antitrust or competition laws vary from country to country, but such laws generally prohibit agreements or actions that reduce competition without benefiting consumers. Among those activities generally found to violate antitrust or competition laws are agreements and understandings among competitors to:

- Fix or control pricing or to allocate markets or customers.
- Structure or orchestrate bids to direct a contract to a certain competitor or reseller (bid rigging).
- Boycott specified suppliers or customers.
- Limit the sale or production of products for anti-competitive purposes.

All of the activities listed above are prohibited by Seagate. You must never engage in discussions about these types of activities with representatives from other companies. If anyone from another company proposes any discussions about these topics, you must decline to participate and immediately report it to the Legal Department or a Compliance Officer.

Any arrangements that involve exclusive dealing, tie-in sales, price discrimination, resale price restrictions, minimum advertised prices, and other terms of sale may be unlawful under applicable antitrust or competition laws. You should not enter into such arrangements without the approval of the Legal Department.

Seagate also prohibits unfair methods of competition and deceptive practices, such as:

- Making false or misleading representations about Seagate's products or services.
- Falsely disparaging a competitor or its products.
- Making product claims without facts to substantiate them.
- Using another company's trademarks in a way that confuses the customer as to the source of the product.

Because of the complexity of the antitrust and competition laws, please seek advice from a Compliance Officer or the Legal Department if you have any question about the best course of action in a particular situation.

The consequences of violating antitrust and competition laws can be very serious both for Seagate and for you.

**FOR ADDITIONAL INFORMATION,  
PLEASE SEE:**

[Antitrust Guidelines \(Policy 1800\)](#)

# TRADE COMPLIANCE AND EXPORT CONTROLS

Compliance with international trade laws is essential to our continued ability to do business in the international marketplace. United States export control laws govern exports of commodities, software, technology, and technical data from the United States. These laws apply when you are shipping goods, hand carrying them in your personal luggage, and emailing technical data internationally. They may also apply to travel to or from a sanctioned country. In addition, U.S. laws prohibit us from business dealings with certain entities, countries, foreign persons, or other denied parties listed by the U.S. government.

Other countries also have legal requirements around international trade that may cover imports or exports to or from the country in which you operate.

False or misleading statements made on import or export documentation could jeopardize our global operations and lead to audits and fines, which could damage our ability to conduct business. Failure to comply with import and export control laws could result in fines and the loss or restriction of our

international trade privileges, which could damage or even destroy a significant portion of our business. Violation of these laws may also result in fines and imprisonment for employees. You are responsible for understanding how the export control laws apply to your job and complying with these laws.

Questions concerning export compliance matters or any violation of these laws or regulations should be directed to Seagate's International Trade Administration Department or to a Compliance Officer.

## FOR ADDITIONAL INFORMATION, PLEASE SEE:

[Compliance Advisement Letter from CEO and CFO](#)

[Global Anti-Bribery and Corruption Policy \(Policy 1200\)](#)

[International Trade Compliance Policy \(Policy 3005\)](#)

[International Trade Shipping Procedure](#)

[Carnet Procedures](#)

[Hand Carry Policy & Procedures](#)

# EXCEPTIONS, WAIVERS, AND DISCLOSURES

**Exceptions and Waivers.** If you believe a situation warrants an exception from our Business Conduct Policy, you should contact a Compliance Officer who may help you interpret our Business Conduct Policy or facilitate a waiver in appropriate circumstances.

For Senior Financial Officers, all waivers, including waivers of the Code of Ethics for Senior Financial Officers, must be approved by the Board of Directors or its designated committee. Waivers of the Code of Ethics for Senior Financial Officers will be disclosed promptly as required by law or stock exchange regulations.

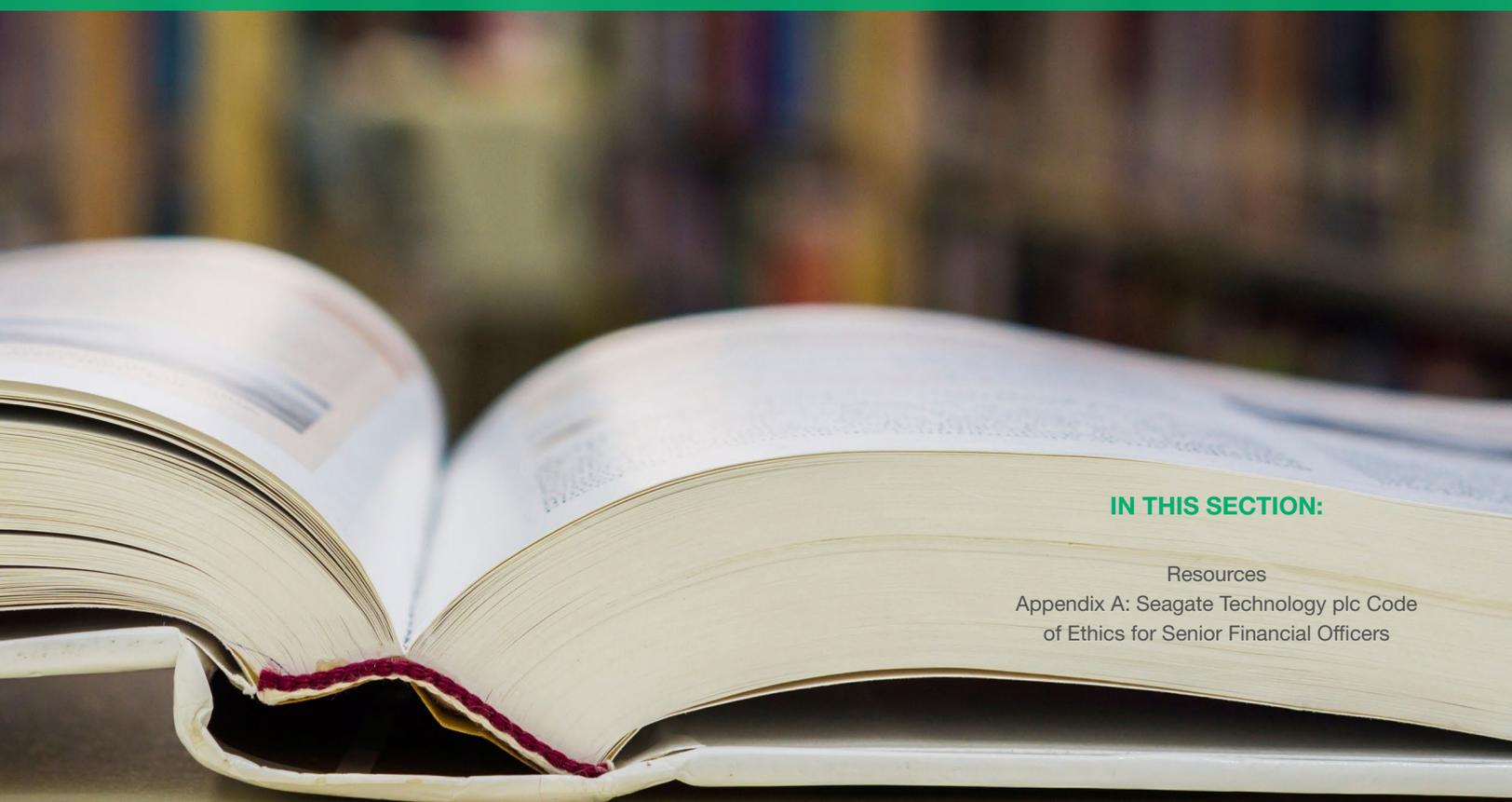
The important thing is that all waivers must be requested and obtained in advance. No person may grant their own request for waiver or interpretation of our Business Conduct Policy.

**Disclosures.** To submit a disclosure to the Conflict of Interest Review Committee, please use the online [disclosure form](#) or email your disclosure to [ethics@seagate.com](mailto:ethics@seagate.com).

Adopted by the Board of Directors on April 18, 2016.



# RESOURCES



## IN THIS SECTION:

Resources  
Appendix A: Seagate Technology plc Code  
of Ethics for Senior Financial Officers

# RESOURCES

## Legal Department and the Compliance Team

Currently, Seagate's General Counsel serves as our Chief Compliance Officer and has designated certain members of the Legal Department to serve as Regional Compliance Officers. The Legal Department and each Regional Compliance Officer works closely with the General Counsel and Chief Compliance Officer to ensure consistent awareness and compliance with the Business Conduct Policy and related policies and procedures. All other members of the Legal Department can assist with compliance questions. The Legal Department contact information is available at <http://legal.seagate.com/>. You may also send email to [ethics@seagate.com](mailto:ethics@seagate.com), which is monitored by your compliance team.

## Ethics Helpline

Ethics Helpline phone numbers and web portal information:

**1-800-968-4925** (United States)

To call from outside the US, go to <https://seagate.alertline.com> to select the country in which you are located. The Direct Dial instructions will display under the header "BY PHONE."

## Policies referred to in the Business Conduct Policy

Policy Number	Policy Name and URL
Policy 602	<a href="#">IT Information Security Policy</a>
Policy 1001	<a href="#">Open Door Policy</a>
Policy 1060	<a href="#">Communication with the Media, Blogs, and Social Media</a>
Policy 1090	<a href="#">Invention Assignment and Inventor Recognition Policy</a>
Policy 1091	<a href="#">Publication Policy</a>
Policy 1095	<a href="#">Trade Secrets from Outside Sources Policy</a>
Policy 3005	<a href="#">International Trade Compliance</a>
Policy 1200	<a href="#">Global Anti-Bribery and Corruption Policy</a>
Policy 1500	<a href="#">Software Copyright Compliance Policy</a>
Policy 1700	<a href="#">Securities Trading Policy</a>
Policy 1800	<a href="#">Antitrust Guidelines</a>
Policy 1900	<a href="#">Right to Intellectual Property Resulting from Work Performed for Seagate</a>
Policy 1910	<a href="#">Protecting Seagate Confidential Information Using Non-Disclosure Agreements</a>
Policy 2022	<a href="#">Travel and Expense Policy</a>
Policy 2160	<a href="#">Information Protection Policy</a>
Policy 2200	<a href="#">Global Ethics Investigations Policy</a>
Policy 8006	<a href="#">Employee Records and Personal Data Privacy Policy</a>

## Other References

Reference Name and URL
<a href="#">Business Conduct Frequently Asked Questions</a>
<a href="#">Carnet Procedures</a>
<a href="#">Compliance Advisement Letter from CEO and CFO</a>
<a href="#">Conflict of Interest Disclosure Form</a>
<a href="#">Corporate Governance, Administration and Ethics</a>
Ethics email address <a href="mailto:ethics@seagate.com">ethics@seagate.com</a>
<a href="#">Ethics Helpline</a>
<a href="#">Global Finance Policies</a>
<a href="#">Hand Carry Policy &amp; Procedures</a>
<a href="#">Information Asset Management</a>
<a href="#">International Trade Shipping Procedure</a>
<a href="#">Legal and Ethics Department</a>
<a href="#">Seagate Investors</a>
<a href="#">Seagate Privacy Policy</a>
<a href="#">Seagate Work Environment: Corporate Values</a>

# APPENDIX A: SEAGATE TECHNOLOGY PLC CODE OF ETHICS FOR SENIOR FINANCIAL OFFICERS

## INTRODUCTION

In addition to the Business Conduct Policy, this Code of Ethics applies to the Chief Executive Officer, the Chief Financial Officer, and the principal accounting officer or controller or persons performing similar functions (the “Senior Financial Officers”) of Seagate Technology plc (“Seagate”). The purpose of this Code of Ethics is to promote honest and ethical conduct and compliance with the law, as related to the maintenance of Seagate’s financial books and records and the preparation of its financial statements. The obligations of this Code of Ethics supplement, but do not replace, Seagate’s other policies applicable to directors, officers and employees.

### **Pursuant to this Code of Ethics, the Senior Financial Officers are expected to:**

1. Engage in and promote ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships, and to disclose to Seagate’s General Counsel any material transaction or relationship that reasonably could be expected to give rise to such a conflict.
2. Carry out your responsibilities honestly, in good faith, and with integrity, due care, and diligence, exercising at all times the best independent judgment.
3. Assist in the production of full, fair, accurate, timely, and understandable disclosure in reports and documents that Seagate files with or submits to all applicable regulatory bodies, including the Securities and Exchange Commission, and in other public communications made by Seagate.
4. Comply with applicable securities laws and regulations, and government laws, rules, and regulations applicable to business operations.
5. Promptly report, openly, confidentially, or anonymously, to the Audit Committee of Seagate’s Board of Directors or the General Counsel (i) any questionable accounting, internal accounting controls, or auditing matters, including fraud that involves management or other employees; (ii) non-compliance with applicable legal and regulatory requirements or the Business Conduct Policy or this Code of Ethics; (iii) significant deficiencies in the design or operation of internal controls which could adversely affect the Company’s ability to record, process, summarize, and report financial data; or (iv) retaliation against employees and other persons who make, in good faith, allegations regarding the matters in this Section 5, in each case through any avenue available, including:
  - (a) in writing to the General Counsel, c/o Seagate Technology, 10200 South De Anza Boulevard, Cupertino, CA 95014-3029, or by emailing [ethics@seagate.com](mailto:ethics@seagate.com);

(b) in writing to the Chair of the Audit Committee, c/o Seagate Technology, 10200 South De Anza Boulevard, Cupertino, CA 95014-3029; or

(c) by calling the Seagate's Ethics Helpline, 1-800-968-4925, or using the Seagate Ethics Helpline website, <https://seagate.alertline.com>, both of which are available 24 hours a day.

The reports should be factual rather than speculative or conclusory, and should contain as much specific information as possible to allow for proper assessment. In addition, the reports should contain sufficient corroborating information to support the commencement of an investigation, including, for example, the names of individuals suspected of violations, the relevant facts of the violations, how the person became aware of the violations, any steps previously taken by the person who may be harmed or affected by the violations, and, to the extent possible, an estimate of the misreporting or losses to Seagate as a result of the violations.

6. Never take, directly or indirectly, any action to coerce, manipulate, mislead, or fraudulently influence Seagate's independent auditors in the performance of their audit or review of Seagate's financial statements.
7. Be accountable for adherence to this Code of Ethics, both by yourself and by other directors, officers, and employees of Seagate.

For Senior Financial Officers, waivers of the Code of Ethics must be approved by the Board of Directors or its designated committee. Waivers of the Code of Ethics will be disclosed promptly as required by law or stock exchange regulations.

Seagate will take all necessary actions to enforce this Code of Ethics, up to and including immediate dismissal. Violations of this Code of Ethics may also constitute violations of law which may expose both you and Seagate to criminal and civil penalties. If you have any questions about how this Code of Ethics should be applied in a particular situation, you should promptly contact Seagate's General Counsel or one of the members of the Legal Department listed below. In addition, directors, officers, and employees of Seagate should review Seagate's other policies applicable to them.

#### Chief Compliance Officer:

- **Kate Schuelke**  
Location: Cupertino, California USA  
**Tel: (408) 658-1840**  
**kate.schuelke@seagate.com**

#### Regional Compliance Officer:

- **Laurie Webb**  
Location: Cupertino, California USA  
**Tel: (408) 658-1370**  
**laurie.webb@seagate.com**
- **Michelle Gregory**  
Location: Cupertino, California USA  
**Tel: (408) 658-1686**  
**michelle.gregory@seagate.com**
- **David Hasson**  
Location: Dublin, Ireland  
**Tel: 353-1-234-3139**  
**david.hasson@seagate.com**

Effective October 1, 2018