

11-1200 Anti-Bribery and Anti-Corruption Policy

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Executive Summary

Integrity is one of Seagate's core values. We commit to conducting our business with integrity, honesty, and transparency. Bribery and corruption are counter to our core values. These acts are also prohibited by law in every country we operate. This policy provides guidance on how to follow all applicable anti-corruption laws. We will also use the intent of these laws to determine how we should act. We will not offer, pay, request, or accept bribes in any form.

Do the Right Thing:

- Act with integrity, honesty, and transparency and follow Seagate's policies and procedures.
- Do not pay bribes!
 - Do not offer, give or accept money or anything else of value to improperly get or keep business
 - Do not influence anyone to act improperly
- Do not give or receive improper advantages to win a contract, get customs benefits, or tax advantages.
- Ensure our customers, partners, and service providers also do the right thing. Do not allow them to take actions that violate Seagate policies and procedures.
- Maintain accurate financial books and records, no matter how large or small the transaction.
- Report anything you suspect is improper or in violation of this policy to a Compliance Officer or contact the Seagate Ethics Helpline.

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Definitions

- Bribe - A bribe can be any offer, promise, authorization or payment of anything of value to improperly influence an individual in any way. Bribes can be anything of value, including:

Cash

Meals

Entertainment

Gift cards with cash value

Travel

Event tickets

Jewelry

Car

Payments to an unrelated third party to make a foreign or public official happy

Tuition payments

Offering employment to a public or foreign official, an official's relative, or someone else Bribery - giving or offering a bribe

Standards

1. U.S. Foreign Corrupt Practices Act (FCPA)
2. U.K. Bribery Act

Policy Statement

Seagate is committed to maintaining the highest standards of integrity, honesty, and transparency in all its business dealings. Bribery and corruption are against Seagate's commitment to operating with integrity and transparency. They are also prohibited under the laws of every country Seagate operates in. It is Seagate's policy to comply fully with all applicable anti-corruption laws. We will comply with local laws and will not offer, pay, solicit, or accept bribes in any form.

Policy Purpose

The purpose of this Global Anti-Bribery and Anti-Corruption Policy (the "Policy") is to describe the practices and procedures that Seagate's officers, directors, and employees, as well as its distributors, resellers, consultants, agents, contractors, business partners, and any other third-party representatives acting on Seagate's behalf must follow. These practices and procedures make sure we meet or exceed all applicable legal and ethical standards so that Seagate can sell its products and serve its customers.

Summary

- We do the right thing. We act with integrity, honesty, and transparency and follow Seagate's policies and procedures.
- We do not pay bribes. We do not offer, give or accept money or anything else of value from third parties (including customers and partners), to improperly obtain or retain business, secure an improper advantage, or otherwise influence anyone to act improperly.
- The term "improper advantage" is not limited to winning contracts, but can take many forms, including customs benefits or tax advantages.
- Our third parties must also do the right thing. We do not use third parties to take actions that we cannot take ourselves.
- We maintain accurate books and records. We clearly and accurately show how we spend our money, no matter how large or small the transaction.
- We stay alert. We do not keep our heads in the sand. When we see a "red flag," we follow up and report it to one of the Company's Compliance Officers listed at Appendix B at the end of this Policy.

Applicability

This Policy applies to Seagate and all subsidiaries and affiliates that it exercises control over ("Seagate.") It also applies to Seagate's officers, directors, and employees, as well as its distributors, consultants, agents, contractors, business partners, and any other third-party representatives acting on Seagate's behalf.

All officers, directors and employees must read, understand and follow this policy. This Policy will be overseen by the Legal Department. Talk to a Compliance Officer if you have questions about this Policy or concerns about misconduct.

Prohibited Conduct

Seagate is subject to anti-corruption laws around the world, including the Foreign Corrupt Practices Act (“FCPA”), the Travel Act in the United States and the Bribery Act 2010 in the United Kingdom (together, the “Anti-Corruption Laws”). Seagate’s policy is to fully comply with all Anti-Corruption Laws. Since Seagate has important international business interests, all employees must understand what activities are prohibited by the Anti-Corruption Laws to ensure Seagate complies with the law.

All Seagate officers, directors, employees, and any third parties working for Seagate are strictly prohibited from promising, offering, providing, or authorizing a bribe to any person to achieve an improper purpose related to Seagate’s business, anywhere in the world. Seagate employees also may not have a third party do something that Seagate employees cannot do, including paying or offering a bribe.

What is a bribe?

A bribe can be any offer, promise, approval or payment of anything of value to improperly influence a person in any way. Bribes can include:

- Cash
- Meals
- Entertainment
- Gifts cards with cash value
- Travel
- Tickets to events
- Jewelry
- Car
- Payments to a third party to make a foreign or public official happy;
- Tuition payments
- An offer of employment to a public official or foreign official, a public official or foreign official’s relative, or someone else

Who is a Foreign Official?

Seagate’s policies forbid paying bribes to any domestic or foreign government official. A foreign official is anyone who works for a foreign government department or agency. A foreign official is also anyone who works for, or is an agent of a foreign government-owned or controlled entity. These include:

- Any employee of a state-owned entity (e.g. an employee of a state-owned hospital or oil company);
- Any employee of a public international organization, such as the World Bank;
- Any person acting in an official capacity for a governmental body of public organizations; and
- Political parties, candidates for office, and members of royal families.

It can be difficult to determine who is a Foreign Official. For example, some telecommunications companies, such as China Mobile Ltd., are partially or fully owned by a foreign government. Their employees are still Foreign Officials. If you are unsure whether you might be dealing with a Foreign Official, contact a Compliance Officer.

Who is a Public Official?

“Public Officials” include employees of the U.S. federal government and employees of state and local governments (e.g. state and federal senators or governors.)

Every U.S. state forbids bribery of Public Officials. You should seek guidance from a Compliance Officer before giving anything of value to a Public Official.

Commercial Bribery

Other Anti-Corruption Laws prohibit offering, giving or promising a bribe to any individual, whether or not a foreign official, for an improper purpose or to influence their actions. Therefore, bribing anybody, whether or not a Foreign or Public Official, is illegal and strictly prohibited under this Policy .

Facilitation Payments

This Policy prohibits “facilitation payments.” Facilitation payments are bribes, usually of small amounts, made to a person to speed up routine, non-discretionary government activity that the official must perform, such as:

- Permits, licenses, or other documents that allow Seagate to do business in a specific country;
- Processing of visas and work papers; and
- Inspections related to transit of goods, permits, or government actions.

This Policy, as well as the country where they are paid, prohibit facilitation payments to foreign officials even though some laws (such as the FCPA) may allow them. All Seagate employees must report any demands for Facilitation Payments. Reporting is required regardless of whether the demand is made to Seagate, a Seagate employee, or a third party acting on behalf of Seagate. Requests for facilitation payments must be reported to a Compliance Officer within 24 hours of learning of the demand.

Gifts, Entertainment, and Sponsored Travel

Gifts and entertainment of minimal value are generally allowed. Cash, cash equivalents, and expensive or lavish items are not allowed. Gifts may not be given when a decision related to Seagate’s business is being decided by the recipient’s employer. An exception to this rule may only be given through pre-approval by a Seagate Compliance Officer. Seagate has adopted the following rules to avoid even the perception of any improper gifting to Foreign or Public Officials or private sector business partners. Please note that certain Seagate sites may apply a lower threshold of acceptability (or a zero-dollar policy) in relation to gifts and hospitality. You should familiarise yourself with any site specific policies or operating procedures that apply to your site(s).

Seagate’s Finance and Legal Department may jointly run audits of gifts and hospitality to make sure our actions are consistent with this Policy and related policies. Anyone seeking reimbursement for gifts, meals, entertainment or travel must follow the guidelines set out in Finance Policy 08-2022: [Travel and Entertainment Expense Policy](#) .

- Can I Give a Foreign or Public Official a Gift, Meals, or Entertainment?

Seagate wants to avoid the appearance of receiving improper benefits from any government or government-related party. Because of that, any gifts, meals, entertainment, hospitality, or travel given to a Foreign or Public Official require pre-approval from a Compliance Officer. The only exception to this pre-approval requirement is Company-logged merchandise of little value, provided only as a courtesy.

- Can I Give a Business Partner a Gift?

You may give small gifts to employees of private companies (not government-owned companies) that conduct business with

Seagate as long as the value of the gift is reasonable. Gifts to private sector business partners valued in total up to \$250 per individual per calendar year are allowed. A Compliance Officer must pre-approve gifts to private sector business partners that, in total, are over \$250 per calendar year per person. You may not give any customers — government or not — gifts that you know violate their policies.

- Can I Give a Business Partner a Meal or Hospitality?

You may provide meals and hospitality to employees of private companies that conduct business with Seagate as long as it is reasonable (not lavish) and complies with Seagate's [Travel and Entertainment Expense Policy](#). Business conference meals or entertainment expenses should not exceed \$75 USD per person. Entertainment expenses over \$500 USD and all offsite events must be pre-approved by a Vice President in the relevant department. Please see Policy #2022 for further guidance, including expense limits in other currencies.

You may not provide any customers – government or not – with meals and entertainment that you know violate their companies' policies. The Finance Department and Legal Department may conduct audits of meals and hospitality given to private business partners to make sure our actions comply with this policy and related policies.

- Travel

Seagate may pay for travel for third parties or accept travel from third parties, only if the travel is directly related to a legitimate business purpose and consistent with Seagate's Business Travel and Entertainment Policy (Policy #2022). For example, Seagate may pay for a customer to travel to see a demonstration of Seagate's products and, during the trip, Seagate may provide reasonable entertainment, but Seagate may not pay for "side trips" or give customers money.

Any travel that involves a Foreign or Public Official must be pre-approved by a Compliance Officer.

Political Contributions and Charitable Donations

Political contributions and charitable donations can create corruption risks. Donations to political parties or campaigns could be seen as an attempt to gain an improper business advantage. You must not make any political contribution on behalf of Seagate or commit Seagate to making such a contribution.

Charitable donations, while allowed under this Policy, can also create a risk under the Anti-Corruption Laws, specifically if donations are made at the request of a Foreign Official. Prior approval of a Compliance Officer must be obtained before any charitable donation is made on behalf of Seagate or using Seagate funds, directly or indirectly.

Business Relationships with Third Parties

Seagate violates Anti-Corruption Laws if it allows a third party, like a consultant, agent, contractor, reseller, distributor, or any other intermediary, to pay a bribe on its behalf. Seagate can also be held responsible if it ignores signs that the third party intended to pay a bribe. Therefore, it is important that Seagate conduct risk-based due diligence on all third-party representatives who may represent or act on behalf of Seagate before hiring them.

Risk-based due diligence requires vetting a third party to identify the specific risks the third party presents. Before entering into or renewing an agreement with a third party, employees should weigh the third party's reputation for legal compliance and the reasonableness of the fees to be paid to the third party.

Throughout any relationship with a third party, employees are responsible for monitoring the third party's performance and must be alert to any "red flags." Examples of common "red flags" are listed in Appendix A. A "red flag" cannot be ignored, it must be addressed. All red flags must be reported to a Compliance Officer. If you are not sure whether something is a "red flag," reach out a Compliance Officer. They will help you work through it.

Books and Records

This Policy requires Seagate to keep books and records which: (1) have reasonable detail; (2) accurately and fairly reflect transactions and the disposition of assets; and (3) are not false. In addition, this Policy requires that Seagate keep a system of internal controls that provide reasonable certainty that transactions: (1) occur only as permitted by the Seagate's policies and procedures; and (2) are accurately recorded in Seagate's books and records.

This Policy forbids employees and third parties from tampering with Seagate's books and records or bypassing Seagate's internal controls. In simple terms, this means that all employees must make sure that Seagate's books and records are accurate. You must never create, submit, authorize, or allow false or misleading documents to be incorporated into the Seagate's books and records. This Policy also forbids employees and third parties from excluding any documents that are necessary for our books and records to accurately reflect how we spend the company's money.

All employees are responsible for compliance with books and records and internal control laws, not just those working in the Finance Department.

Under certain circumstances, Seagate could be liable under the Anti-Corruption Laws if Seagate employees know of certain misconduct by third parties. For example, if Seagate employees know or believe that a third party, such as a distributor or reseller, has over-billed customers to create off-the-books accounts or "slush funds" that are used for an unlawful purpose, Seagate could be liable. Seagate employees must notify a Compliance Officer if they become aware of any sort of slush funds or off-the-books accounts kept by anyone at Seagate or any of Seagate's third parties.

Violations

Bribery is always a violation of Seagate's policies. Bribery will result in disciplinary action, up to and including termination of employment or termination of a third party's relationship with Seagate. Additionally, violations of the Anti-Corruption Laws can result in severe criminal and civil discipline for both Seagate and the individuals involved.

Reporting Requirements

If an employee suspects or becomes aware of any action related to bribery or related act that he or she believes may be illegal, unethical, or inappropriate, or otherwise violates this Policy, that employee must immediately report the situation to a Compliance Officer.

Any person may make a report through this link: [Seagate's Ethics Helpline](#) . Reports to the Ethics Helpline are anonymous. Seagate will not permit retaliation of any kind against anyone who makes a report or complaint, in good faith, with a reasonable belief that a violation of this Policy or other illegal, unethical or inappropriate conduct has occurred. Seagate encourages and values good faith reporting of potential conduct that may violate this Policy and/or Anti-Corruption Laws.

Whom Should I Contact if I Have Questions or Need Approval?

If you have any questions about this Policy, the Anti-Corruption Laws, or their applicability to Seagate's business affairs or to any particular conduct, please see Appendix B, which sets forth a list of contacts at Seagate who can assist you in answering questions, and obtaining the approvals required by this Policy. They will work with you to ensure that Seagate follows this Policy and follows the law without hindering our ability to do business.

APPENDIX A: FCPA Red Flag Summary

The following examples are typical "red flags" as issued by the U.S. Department of Justice. A red flag is a fact or circumstance that serves as a warning signal that a party may act corruptly. Please note that this list is provided for illustration purposes and is not intended to be inclusive. The existence of one or even more red flags does not necessarily mean that Seagate cannot do business with the party, but additional due diligence will be required to resolve all issues the red flags raise. You must contact a Compliance Officer if any red flags or other warning signs are identified or if you have any question whether the FCPA applies to a particular situation.

1. The agent or consultant resides outside the country in which the services are to be rendered
2. The third party does not speak the local language of the country he or she is operating in
3. An individual third party (as opposed to a company) operates in multiple countries
4. The commission payments to the agent or consultant are required to be made outside the country where the services are rendered, where the agent resides and/or to a country linked to money laundering activity
5. Company wire transfers do not disclose the identity of the sender or recipient
6. The agent or consultant demands an unusually high commission without corresponding level of services or risk (e.g., an agent who bears financial risks on delivery of goods or performs substantial pre- or post-sales services may be entitled to greater compensation than a pure commission agent/broker)
7. The agent or consultant refuses to disclose its complete ownership
8. The agent or consultant has a close family connection with or other personal or professional affiliation with a Foreign or Public Official
9. An agent or consultant's family members or relatives are senior officials in a foreign or U.S. government or ruling political party
10. The agent or consultant has undisclosed sub-agents or sub-contractors who assist in his/her work
11. The agent or consultant refuses to sign representations, warranties and covenants that he/she has not violated and will not violate the requirements of the FCPA
12. The agent or consultant requests or requires payment in cash
13. The agent or consultant requests an unusually large credit line for a new customer, or unusually large bonuses or similar payments, or substantial and unorthodox up-front payments
14. The agent or consultant requests that false invoices or other documents be prepared in connection with a transaction
15. A party to a contract requests a campaign contribution to a foreign party candidate be made in cash or not be disclosed
16. Whether due diligence/background checks were performed in selecting agents;
17. Apparent lack of qualifications or resources on the part of the agent to perform the services offered
18. Whether the agent has been recommended by an official of the potential governmental customer
19. The company does business in countries that Transparency International has determined to be highly susceptible to or has a history of corruption (information about Transparency International and its anti-corruption resources may be found at the following website: www.transparency.org)
20. Decentralized operations
21. Unusual payment patterns (e.g., round currency payments made on weekends and holidays) or financial arrangements (e.g., payments for office overhead)
22. Above market commissions paid in the ordinary course of business and lack of proper authorization of such commissions
23. Diverse commission rates paid to distributors for the same product
24. Unusually high management fees, gifts and entertainment expenses
25. Requests for payments inconsistent with the terms or purposes of underlying agreements
26. Indirect payment requests by agents; including payments (a) to other third parties, (b) to off-shore or unnumbered bank accounts, (c) to bank accounts not in the business partner's name, (d) for invoices that do not reflect actual services performed by the business partner

27. Checks made out to “cash” or to “bearer”
28. Presence of off-the-book accounts (e.g., inter-company accounts not recorded at affiliate level)
29. Lack of standard invoices
30. Lack of transparency in expenses or accounting records
31. Large sales to government agencies with high unit price, low frequency
32. Excessive payments for services rendered
33. Vague deliverables in contracts
34. Losing bidders hired as subcontractors
35. Favorable treatment of one supplier over another/lack of bid process
36. Lack of relevant experience
37. Excessive reliance on agents as a means of obtaining work
38. Unnecessary third parties performing services

Appendix B: Whom Should I Contact if I Have Questions or Need Approval?

Employees with questions about how to comply with this Policy, or those seeking approval as required by this Policy, should contact the Legal Department, the International Trade Department, or any Compliance Officer. Contact information is set forth below:

COMPLIANCE OFFICERS AND MEMBERS OF THE LEGAL DEPARTMENT

Chief Compliance Officer

Kate Schuelke

Senior Vice President, Chief Legal Officer and Corporate Secretary

Location: Fremont, California USA

Tel: (510) 661-19750

kate.schuelke@seagate.com

Regional Compliance Officers

Laurie Webb, Vice President, Legal, Compliance and Government Relations

Location: Fremont, California USA

Tel: (510) 661-1976

laurie.webb@seagate.com

Michelle Gregory, Assistant General Counsel

Location: Fremont California, USA

Tel: (510) 661-1977

michelle.gregory@seagate.com

David Hasson, Associate General Counsel

Location: Dublin, Ireland

Tel: 353-1-234-3139

david.hasson@seagate.com

Anu Gandhi, Senior Corporate Counsel

Location: Singapore, Singapore

Tel:

anu.gandhi@seagate.com

INTERNATIONAL TRADE ADMINISTRATION

Michelle Scott-Horwitz, Sr. Director, International Trade Administration

Location: Fremont, California, USA

Tel: (510) 661-1727

michelle.k.scott-horwitz@seagate.com

ETHICS HELPLINE

1-800-968-4925 (United States)

1-800-968-4925 (Outside the United States first use the AT&T Direct Access Numbers to establish a US connection)

ETHICS [HELPLINE WEBSITE](#)