Code of Ethics and Business Conduct
In the spirit of Wa Makoto Kaitakusha-Seishin, we at Hitachi Data Systems believe that high ethical standards are the foundation of both a successful business and a great environment in which to work. Customer loyalty and respect from the communities in which we work are earned from our reputation as a fair and honest company. We have the utmost confidence in the values and ethics of our employees, but we recognize that our complex business environment can create uncertainty as to what should be done to uphold the company’s ethical standards. The purpose of this Ethics Policy is to inform and educate employees and to provide them with the appropriate responses and additional resources to consult.

The maintenance of a culture of compliance is everyone’s responsibility, so we must all:

a) Provide a work environment in which ethical conduct is recognized and valued
b) Assist other employees who raise questions or concerns about ethics and legal compliance
c) Set a good example and encourage others to comply with this Policy.

HDS considers any breach of this Ethics Policy very seriously and individuals who violate it will be subject to appropriate disciplinary action, up to and including termination of employment and possible further legal recourse.

This Ethics Policy focuses on five areas: Personal Conduct; Lawful and Ethical Behavior; Company Assets; Data Protection; and Conflicts of Interest. You will see that each section includes a link to detailed policies and many provide a link to on-point video clips, both of which you are encouraged to use. If you need clarification, information on a specific topic, or an answer to a question that the Ethics Policy does not directly cover, please consult the FAQs below each section. If you are unable to find what you are looking for there, contact one of the people accessed through the Help icon below each section.

In the event that you encounter or suspect any breach of this Ethics Policy, you should report it to your manager, Human
Resources or the Legal Department. This may be done anonymously if you prefer. Hitachi Data Systems prohibits retaliation against, or harassment or victimization of, any current and former employee who: (i) seeks guidance concerning this Ethics Policy; (ii) reports a breach of this Policy to the company or to any government or law enforcement agency; or (iii) refuses to participate in a breach of this Policy.

PERSONAL CONDUCT

Hitachi Data Systems is committed to providing a healthy, safe, and productive work environment, that is free from discrimination or harassment based on race, ancestry, color, religion, politics, sex, sexual orientation, marital or family status, age, national or ethnic origin, mental or physical disability, or other factors unrelated to our legitimate business interests.

You are expected to act respectfully towards your co-workers, do your part to maintain a healthy, safe and productive work environment, and bring issues of concern to management’s attention. In particular, you may not under any circumstances use HDS equipment to store or access pornographic or offensive materials, or material that is discriminatory or contains derogatory references to national or ethnic origin, race, color, age, disability, religion, sex, sexual orientation, marital or family status, or any other characteristic protected by law.

LAWFUL and ETHICAL BEHAVIOR

A. Relationships with Customers

Hitachi Data Systems places the highest value on its relationship with its customers, recognizing that a long and fruitful customer relationship is one of our most valued assets.

You must act in good faith at all times in your dealings with HDS customers, by representing our products, services and capabilities accurately, by making competitive comparisons fairly, and by promising only what can be delivered.

B. Relationships with Competitors

Hitachi Data Systems complies with antitrust and competition laws in all countries in which it does business.

You are expected on HDS’ behalf to compete, not just vigorously and effectively, but lawfully and ethically as well. These expectations do not preclude cordial relationships with our competitors, but because of competition laws, you must be particularly careful about relationships with competing companies. These companies may also be suppliers, customers, or even partners in joint bids.
C. Relationships with Suppliers

Hitachi Data Systems believes that its best commercial interests are served, and its reputation most completely protected, by the unbiased selection of its suppliers.

You must ensure in your dealings with suppliers, that they are selected solely upon a fair analysis of their products, services, prices and business practices, so that all suppliers, both current and potential, have confidence in our selection process. Please note in particular that HDS suppliers will be expected to adhere to the relevant provisions of this Ethics Policy.

D. Information owned by others

Hitachi Data Systems recognizes that other companies are entitled to retain control of their internal information assets, just as we seek to protect our own.

You must strictly observe all contractual limitations on the acquisition, use, copying and distribution of information or materials belonging to another company or person. Additionally, you should at the very least assume that markings such as “Company Private,” “Confidential,” “Proprietary,” “Restricted Distribution,” “Internal Use,” and so on, mean that the materials should not be used or distributed without prior written authorization from the owner. Even if the materials aren’t specifically marked, if you have any reason to believe that they are or may be confidential, you must treat them as such or take steps to clarify that they are not in fact confidential.

If you inadvertently acquire confidential documents, are offered confidential information, or become aware that another employee has solicited or possesses protected information; you must promptly notify the Legal Department.

E. Fraud

Hitachi Data Systems does not tolerate the use of fraud and encourages the development of controls that will aid in the detection and prevention of fraud against HDS.

You must make every effort to avoid any act or omission that constitutes or gives the impression of constituting fraud and be alert for any irregularities that might indicate fraud.
F. Compliance with Anti-Bribery and Anti-Corruption Laws

Hitachi Data Systems does not tolerate any use of a bribe and in particular is committed to complying fully with the Foreign Corrupt Practices Act (U.S.) and anti-corruption laws of other countries.

You must make every effort to avoid engaging in any act that constitutes or gives the impression of constituting a bribe. You must take particular care when dealing with governments and governmental officials, so as to avoid breaches of these laws, which are both complex and impact many aspects of our business. Non-compliance may lead to fines and prison terms for you and for company officials, as well as the loss of export privileges for HDS.

G. Export and Import Laws

Hitachi Data Systems requires full compliance by its employees, agents and contractors with the export and import control laws of all jurisdictions in which the company operates. HDS is committed to uphold these laws, since we recognize that exporting is a privilege, not a right, and that loss of export privileges would severely impact our business.

You must adhere to all export and import laws and regulations and be aware that they cover not only physical shipments, but also the following activities: Internet and extranet transfers of technology; application development and delivery; e-business and e-services activities; travel outside your country of employment with HDS products or technology; provision of technical specifications and performance requirements to suppliers for procurement from foreign sources; and the application of personal knowledge (technical assistance) abroad.

H. Anti-Boycott

Hitachi Data Systems is prohibited from complying with or supporting one country’s boycott of another country, when that boycott is not sanctioned by the United States.

You are required to report promptly to the Export Control Department or the Legal Department any request to support a boycott or to furnish information concerning a boycott of any of these countries.

I. Accounting and Financial Reporting Laws

Hitachi Data Systems follows strict accounting principles and standards and places a high value on the integrity and accuracy of our record keeping.

You must report financial information accurately and completely and use appropriate internal controls and processes to ensure that accounting and financial reporting comply with the law in every country in which HDS does business.

COMPANY ASSETS

A. Tangible and Intangible Assets

Hitachi Data Systems needs to protect its many business assets, both tangible (physical property, equipment and documents) and intangible (information, intellectual property and goodwill), and it has a particular interest to secure all information that comprises the body of knowledge in the minds of employees and the work that they originate.

You are required to take all reasonable care to ensure the integrity and security of the company’s business assets. In particular, you must treat all internal information and documents as confidential, unless they are specifically intended for distribution or release outside HDS. Do not share that information with anyone - even a co-worker - who does not need to know it. If you leave HDS, you must still follow these rules concerning our confidential information and if you learn of any theft, misuse, wrongful disclosure or other risk to HDS assets, promptly notify your manager or the Legal Department.

Note: the only software that should be loaded on your company-provided computer is that which HDS has licensed and provided to you for business use. You may not download so-called “freeware” or "shareware" programs or files, as they can serve as a source of computer viruses.

B. Intellectual Property

Hitachi Data Systems requires all employees and contractors to sign an agreement under which they assume specific obligations relating to intellectual property.

You agreed in that document that any ideas, inventions, computer programs, technical innovations, system designs, or technical enhancements that you design or conceive while at HDS are the sole property of the company. You must disclose this intellectual property to HDS and protect it like any other company asset.

DATA PROTECTION

Hitachi Data Systems complies with data protection laws in all countries in which it does business and takes particular care when transmitting personal information across international borders.

You must confirm with your manager that proper authorization has been obtained, before you process or disclose to a third party any personal information of your colleagues, or of employees of our sales prospects, customers, suppliers or strategic partners.
CONFLICTS OF INTEREST

A. Divided Loyalties

Hitachi Data Systems expects employees to avoid situations in which their loyalty to the company could be called into question. In particular, it is not acceptable for employees: (i) to market on a commercial basis products or services that are in competition with current or potential offerings from HDS; (ii) to act as, represent, work for, or serve on the board of a customer or competitor of, or supplier to, HDS while in the company’s employment; or (iii) to maintain a financial interest in any organization with which HDS does business or competes, if that interest would create, or appear to create, a conflict of interest with HDS.

You must ensure that you avoid situations in which there is a potential for divided loyalties between your personal interest and your obligations to HDS. You must not evade these requirements by acting indirectly through anyone else, such as your spouse, in-laws, friends or relatives. If in doubt about any such situations, you should always seek prior guidance and approval from your manager, Human Resources or the Legal Department.

B. Company Time and Assets

Hitachi Data Systems expects its employees and contractors to devote their energies to HDS during work hours and to use its assets solely for activities that are directly related to the company’s business.

You may not perform non-company work or solicit non-company business on our premises, or by using our equipment, or while working on our time. Also, you are not permitted to use HDS assets, including equipment, telephones, materials, resources or confidential information, for any outside work.

C. Insider Information and Insider Trading

Hitachi Data Systems seeks to ensure that its employees and contractors do not use inside information concerning another company for their own benefit, nor engage in insider trading.

You must not use inside information concerning another company for your own benefit, financial or otherwise, and you must not engage in insider trading.

D. Public Service

Hitachi Data Systems encourages its employees to participate responsibly in the civic life of their respective communities.

You will likely find it rewarding to serve on a local board or committee, but you must abstain on voting on or participating in any decision that involves a relationship between that entity and HDS, in order to avoid any actual or apparent conflict of interest.

E. Political Activities

Hitachi Data Systems respects and observes the significant restrictions that are placed on its ability, either directly or indirectly, to support or make financial contributions to political parties or candidates for election to public office.

You must not, in HDS’ name or on its behalf, make any contributions or provide other support to political parties or to candidates for election to public office, without having them approved in advance by our General Counsel.

A FINAL REMINDER:

In the event that you encounter or suspect any breach of this Ethics Policy, you should report it to your manager, Human Resources or the Legal Department. This may be done anonymously if you prefer. And always remember: Hitachi Data Systems prohibits retaliation against, or harassment or victimization of, any current and former employee who: (i) seeks guidance concerning this Ethics Policy; (ii) reports a breach of this Policy to the company or to any government or law enforcement agency; or (iii) refuses to participate in a breach of this Policy.
**Glossary**

**Discrimination**
Treatment or consideration based on class or category rather than individual merit.

**Harassment**
Persecution or continual or persistent disturbance or pestering.

**Data Protection**
Information privacy, or data privacy is the relationship between collection and dissemination of data, technology, the public expectation of privacy, and the legal and political issues surrounding them.

**Personal Information**
Any information by which a person can be individually identified, to include information relating to employment, compensation, medical, and other benefit information.

**Intellectual Property**
Proprietary information developed by or on behalf of HDS, to include: trade secrets, copyrights, know-how, ideas, techniques, inventions (whether patentable or not), computer programs, technical innovations, systems designs, or technical enhancements.

**Antitrust**
Laws which prohibit anti-competitive behavior and unfair business practices. The laws make illegal certain practices deemed to hurt businesses or consumers, or generally to violate standards of ethical behavior.

**Fraud**
The intentional, false representation or concealment of a material fact, for the purpose of inducing another person or entity to act upon it to his, her or its injury. Examples of fraud include: false expense reports; forged or altered checks; misappropriated or misused company assets; unauthorized handling or reporting of transactions; or inflated sales numbers.

**Bribe**
A promise, offer, authorization, payment, or giving of money or anything of value, directly or indirectly, to a foreign official, political party, party official, candidate for political office, or to any employee of a customer, competitor or supplier, for the purpose of: (i) influencing any official act or decision of any such person, (ii) inducing an act or omission in violation of any such person’s lawful duty, or (iii) inducing any such person to use his or her influence to affect or influence any governmental or business decision, in order to assist in obtaining or retaining business or other improper advantage for HDS in the conduct of its business.

**Government Officials**
Anyone who is an employee, officer, consultant, advisor, contractor or agent who represents or acts on behalf of any government, department, ministry, agency, military organization (e.g. United Nations, World Bank), or any entity wholly or partially owned, sponsored, or controlled by or affiliated with government, including entities with commercial functions or in which a government owns even a minority interest.

**Boycott**
Abstaining or agreeing to abstain from reporting business dealings with, or doing business with, a blacklisted person, organization or country, or agreeing to provide information about a person’s race, religion, sex or national origin in the context of such business dealings.

**Commercial basis**
Any business activity from which a person receives direct or indirect payment or benefit in kind.

**Inside information**
Any type of non-public information, positive or negative, that could affect the market price of a company’s securities (shares, options, etc.), or influence a reasonable investor to buy, sell or hold stock or securities.

**Insider trading**
The purchase or sale of or other dealings in or with a company’s stock, shares or other securities, on the basis of unauthorized disclosure of nonpublic information.