



## CODE OF BUSINESS CONDUCT AND ETHICS

Acting with integrity is a cornerstone of Zynga's success. Integrity means being straightforward, honest, and transparent in our professional and business relationships. Practically speaking, this means doing what we say and saying what we do. Each of us makes a wide range of business and ethical decisions every day in the execution of our responsibilities on behalf of the Company. Zynga is committed to ensuring that such decisions comply with the letter and spirit of the law and are ethically above reproach.

This Code of Business Conduct and Ethics (the "Code") has been developed to increase awareness of and give a roadmap for navigating ethical and legal issues. Although no document can address every decision you could face during your career with Zynga, this Code sets forth expectations and provides guidelines applicable to every employee, officer, and director of the Company and is intended to serve as the framework by which we conduct business.

All employees should:

- Follow this Code, applicable laws, regulations, and Zynga's policies and procedures including local employee handbooks.
- Be sensitive to, and avoid, situations that could be perceived as unethical, or could lead to illegal or unethical actions.
- Review the reporting procedures applicable in your respective country (as described below).
- Seek guidance when legal or ethical questions arise in the workplace.

All employees are responsible for maintaining a work environment that encourages open communication about problems or concerns. Zynga does not tolerate retaliation against any employee for asking questions or making good faith reports of suspected violations of law, this Code, or any other Zynga policy. If you believe you have been subjected to retaliation, you should immediately raise this concern with your local manager or the People Ops team.

Through honesty and mutual respect, employees at every level can help build Zynga's reputation as a fair and trustworthy partner.

### SCOPE

We expect every employee, officer and director to read and understand the Code and its application to the performance of his or her business responsibilities. References in the Code to employees are intended to cover officers and, as specifically provided, directors, in connection with their activities related to Zynga Inc. ("**Zynga**" or the "**Company**").

Officers and managers are expected to develop in employees a sense of commitment to the spirit, as well as the letter, of the Code. Managers are also expected to do their utmost to ensure that all agents and contractors conform to Code standards when working for or on behalf of Zynga.

The Code addresses conduct that is particularly important to ethical dealings with the people and entities with whom we interact, but this reflects only a part of our commitment. From time to time we may adopt additional policies and procedures with which our employees, officers, and directors are expected to comply, if applicable. However, it is the responsibility of each employee to apply common sense, together with his or her own highest personal ethical standards, in making business decisions where there is no stated guideline in the Code.

**YOU SHOULD NOT HESITATE TO ASK QUESTIONS ABOUT WHETHER ANY CONDUCT MAY VIOLATE THE CODE, VOICE CONCERNS, OR CLARIFY GRAY AREAS. IN ADDITION, YOU SHOULD BE ALERT TO POSSIBLE VIOLATIONS OF THE CODE BY OTHERS AND REPORT SUSPECTED VIOLATIONS, WITHOUT FEAR OF ANY FORM OF RETALIATION. SECTION 14 BELOW DETAILS THE COMPLIANCE RESOURCES AVAILABLE TO YOU.**

Violations of the Code will not be tolerated. Any employee who violates the standards in the Code may be subject to disciplinary action, which, depending on the nature of the violation and the history of the employee, may range from a

warning or reprimand to and including termination of employment and, in appropriate cases, civil legal action or referral for regulatory or criminal prosecution.

## 1. LEGAL COMPLIANCE

Obeying the law is a key component of this Code, and the Company's success depends upon all of us operating within legal guidelines and cooperating with local, national, and international authorities. Our employees are expected to comply with the applicable laws in all countries in which they work or to which they travel. In addition, we expect employees to comply with U.S. laws, rules, and regulations governing the conduct of business by its citizens and corporations outside the U.S. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism is not an excuse for not following the law. Violation of laws, rules, and regulations of any country may subject an individual, as well as Zynga, to civil or criminal penalties.

You should be aware that all conduct and records, including emails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation.

All Zynga employees are expected to know and comply with applicable legal obligations. While you are not expected to memorize every detail of the applicable laws, rules and regulations, you must have a sufficient understanding to be able to determine when to seek advice.

If you have a question as to whether an activity is restricted or prohibited, seek assistance **before** taking any action, including giving any verbal assurances that might be regulated by international laws.

*If you have any questions, please seek advice from your manager or Zynga's Chief Compliance Officer.*

## 2. INSIDER TRADING

Employees who have access to confidential (or "inside") information are not permitted to use or share that information for stock trading purposes or for any other purpose except to conduct our business. All non-public information about Zynga or about companies with which we do business is considered confidential information. To use material non-public information in connection with buying or selling securities, including "tipping" others who might make an investment decision on the basis of this information, is not only unethical, it is illegal. Employees must exercise the utmost care when handling material inside information and must also abide by the terms of the Company's separate Insider Trading Policy available on the Zynga Wiki.

## 3. CORRUPTION AND BRIBERY

Zynga strictly forbids its employees, directors, contractors, or business partners from **offering or giving** to any person, or **soliciting or accepting** from any person, bribes, preferential benefits, or kickbacks. We abide by anti-corruption laws everywhere we do business in the world, without exception. These laws include the U.S. Foreign Corrupt Practices Act and the UK Bribery Act 2010, which apply everywhere we do business globally, as well as all applicable anti-corruption laws in each country where we do business.

Broadly speaking, anti-corruption laws prohibit:

- **offering or providing**
- **anything of value**
- to a **government official**
- to **influence** performance of official functions,
- in order **to obtain or retain business** or **to obtain an improper business advantage**.

### FAQ #1

**Q: What is "anything of value?"**

**A:** Anything of value can literally be **anything!** Money, travel expenses, meals, entertainment, gifts, gift cards, offers of employment or internships, and personal favors.

### FAQ #2

**Q: Who is a "Government Official"?**

**A:** Anyone with any affiliation to a government department, agency, or instrumentality (e.g., Telecom company with government ownership), at any level, should be treated as a "government official" for purposes of this Policy including:

- Government employees (at any level, whether national, provincial or local).
- Directors, officers and employees (regardless of position or level) of entities owned or controlled by, or affiliated with, a foreign government (e.g., state owned enterprises).
- Members of public international organizations.
- Candidates for political office.
- Political party officials.
- Anyone acting on behalf of any of the above, such as lobbyists or advisors.
- Journalists of state-owned or controlled media.

Anti-corruption laws also prohibit making such payments to persons who are not government officials. This is known as “commercial bribery.” And they prohibit not only giving bribes, but also offering (even if the offer is not accepted), and soliciting or accepting bribes.

Many anti-corruption laws also require that we maintain accurate and transparent books and records. Each of us, regardless of the country in which we work, must adhere to these requirements, even where corrupt practices may be expected or customary.

We must also do our utmost to ensure that our agents, consultants, and other third parties refrain from engaging in corrupt practices on our behalf. We cannot make any payment to a third party if it will be used to make an improper payment. We should perform due diligence on our business partners to avoid working with parties engaging in corrupt practices.

*Bribery can have very serious consequences, for the individuals involved and for Zynga. The anti-corruption laws are complicated. If you have any questions, please review Zynga’s Global Anti-Corruption Compliance Policy or seek advice from your manager or Zynga’s Chief Compliance Officer.*

#### 4. ANTITRUST

Antitrust laws, sometimes called unfair competition laws, govern the way that companies behave in the marketplace, and address the ways companies treat their competitors, customers, and suppliers. Antitrust laws encourage competition by prohibiting unreasonable restraints on trade. Violating antitrust laws is a serious matter and can place both Zynga and individual employees at risk of substantial criminal penalties.

In all regions and countries where Zynga does business, we are committed to competing vigorously, but fairly, for suppliers and players.

To adhere to antitrust laws, we must not under any circumstances:

- Communicate with any competitor relating to price, terms that affects pricing, production levels, or other matters of competitive significance;
- Divide or allocate markets or customers;
- Agree with a competitor to boycott another business;
- Agree with a competitor to not hire their employees and vice versa; or
- Place improper conditions on purchases or sales.

**FAQ #3**

**Q: What kinds of information should not be exchanged with competitors?**

**A: Generally speaking, we do not communicate with competitors. It is not permissible to discuss issues such as pricing, game development plans, and strategy with competitors, regardless of how innocent or casual the exchange may be and regardless of the setting, whether business or social, because the mere exchange of information can be illegal.**

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

#### 5. ENVIRONMENTAL COMPLIANCE

We conduct our business in an environmentally responsible way that minimizes environmental impacts. We are committed to minimizing and, if practicable, eliminating the use of any substance or material that may cause environmental damage, reducing waste generation and disposing of all waste through safe and responsible methods, minimizing environmental risks by employing safe operating procedures, and being prepared to respond appropriately to accidents and emergencies.

#### 6. CONFLICTS OF INTEREST

We respect the rights of our employees to manage their personal affairs and investments and do not wish to interfere with their personal lives. At the same time, we expect our employees to be free from influences that conflict with the best interests of Zynga or might deprive Zynga of their undivided loyalty in business dealings.

Whether or not a conflict of interest exists or will exist can be unclear. If you are **not an officer or director** of Zynga and you have questions about a potential conflict or you become aware of an actual or potential conflict, you should:

- Discuss the matter with your manager or the Chief Compliance Officer; or
- Submit a completed Outside Activity Disclosure Form (available on the Zynga Wiki) to People Ops for review.

Managers may not authorize conflicts of interest or make determinations as to whether a problematic conflict of interest exists without first seeking the approval of the Chief Compliance Officer and providing the Chief Compliance Officer with a description of the activity. If you believe your manager may be involved in a potential or actual conflict, you should discuss the matter directly with the Chief Compliance Officer.

**Executive officers and directors** may seek authorizations and determinations from the Audit Committee. With respect to executive officers and directors, notwithstanding anything to the contrary herein, the only action or relationship that shall be deemed a conflict is one that meets the requirement for disclosure under the Company's Related-Person Transaction Policy or in the Company's periodic filings with the SEC pursuant to Item 404 of Regulation S-K ("Related Party Transactions"). Related Party Transactions shall be approved by the Audit Committee as required by applicable laws and regulations. Provided such approval is obtained in advance and such transactions are publicly disclosed, such approval shall not be deemed a waiver of this Code.

Loans and guarantees by Zynga have the potential to create a conflict of interest. All loans and guarantees by Zynga to employees or their family members must be approved **in advance** by the Board of Directors or the Audit Committee.

## 7. CORPORATE OPPORTUNITIES

You may not take personal advantage of opportunities for Zynga that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information, unless authorized in writing by the Chief Compliance Officer or the Audit Committee, as described in Section 6. Even opportunities that are acquired privately by you may be questionable if they are related to our existing or proposed lines of business. Significant participation in an investment or outside business opportunity that is directly related to our lines of business must be pre-approved. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way.

## 8. MAINTENANCE OF CORPORATE BOOKS, RECORDS, DOCUMENTS AND ACCOUNTS; FINANCIAL INTEGRITY; PUBLIC REPORTING

### *False or misleading entries in Zynga's books and records are forbidden*

The integrity of our records and public disclosure depends on the validity, accuracy, and completeness of the information supporting the entries to our books of account. Our corporate and business records should be completed accurately, honestly, and transparently. The making of false or misleading entries, whether they relate to financial results or otherwise, is strictly prohibited. The following rules apply to all Zynga employees:

- Do not make any entry in our books and records that intentionally hides or disguises the nature of any transaction or liability or misclassifies any transaction;
- We must ensure that all transactions are supported by appropriate documentation, and that the terms of such transactions are reflected accurately in all documentation;
- We must all comply with our system of internal controls; and
- Do not maintain cash or other assets for any purpose in any unrecorded or "off-the-books" fund.

### *We are required to provide accurate and transparent financial disclosures*

Our accounting records are also relied upon to produce reports for our management, stockholders, and creditors, as well as for governmental agencies, including reports to be filed with the SEC, that fairly present our financial condition and results

## FAQ #4

**Q: What are some examples of situations that may involve a problematic conflict of interest?**

**A:** Depending on the facts and circumstances, the following may present a conflict of interest:

- **Employment** by (including consulting for) or **service on the board** of a competitor, customer, supplier, or other service provider
- Owning, directly or indirectly, a **significant financial interest** in any entity that does business, seeks to do business, or competes with us
- Soliciting or accepting **gifts, favors, loans, or preferential treatment** from any person or entity that does or seeks to do business with us (see Section 10 for further discussion)
- **Soliciting contributions** to any charity or for any political candidate from any person or entity that does or seeks to do business with us
- Taking personal advantage of **corporate opportunities** (see Section 7 for further discussion)
- **Moonlighting** (i.e., working a second job – particularly in a related industry) without permission
- Conducting Zynga **business transactions with your family member** or a business in which you have a significant financial interest
- **Loans to, or guarantees** of the obligations of, employees or their family members

of operations. Employees who contribute in any way to preparing or verifying these reports should strive to ensure that our financial disclosures are accurate and transparent. It is important that our reports contain all of the information about Zynga necessary to enable stockholders and potential investors to assess the soundness and risks of our business and finances and the quality and integrity of our accounting and disclosures.

The accuracy of our records depends on you. To help us maintain accurate records, we require that:

- no employee may knowingly take or authorize any action that would cause our financial records or financial disclosure to fail to comply with generally accepted accounting principles, the rules and regulations of the SEC, or other applicable laws, rules, and regulations;
- all employees must cooperate fully with our Finance Department, as well as our independent public accountants and counsel, respond to their questions with candor, and provide them with complete and accurate information to help ensure that our books and records, as well as our reports filed with the SEC, are accurate and complete; and
- no employee should knowingly make (or cause or encourage any other person to make) any false or misleading statement in any of our reports filed with the SEC or knowingly omit (or cause or encourage any other person to omit) any information necessary to make the disclosure in any of our reports accurate in all material respects.

**Employees are expected to report any departure from these standards** to a manager, the Chief Compliance Officer, the Audit Committee, or one of the other compliance resources described in Section 14, or in accordance with the provisions of the Company’s Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters.

## **9. FAIR DEALING**

We strive to outperform our competition fairly and honestly. Advantages over our competitors are to be obtained by offering our players a superior playing experience, not through unethical or illegal business practices. You are expected to deal fairly with our players, suppliers, employees, and anyone else with whom you have contact in the course of performing your job.

It is a violation of federal law to engage in deceptive, unfair, or unethical practices and to make misrepresentations in connection with sales activities. Employees involved in procurement have a special responsibility to adhere to principles of fair competition. When purchasing products and services, we should select suppliers based exclusively on normal commercial considerations, such as: quality, cost, availability, service, and reputation, and not on the receipt of special favors.

Improperly acquiring information about other companies may also constitute an unlawful business practice. If you obtain information that may constitute a trade secret or other confidential information of another business – even if by mistake – or if you have any questions about the legality of proposed information gathering, you must consult your manager or the Chief Compliance Officer, as further described in Section 14.

## **10. GIFTS AND ENTERTAINMENT**

Gifts and entertainment are meant to create goodwill and sound working relationships. They are not to be used to gain improper advantage with customers or suppliers or to facilitate approvals from government officials. We must be cautious when giving gifts to customers, business partners, and government representatives to avoid even the appearance of bribery or impropriety.

You also should not give or accept gifts or entertainment if they reasonably may be considered to affect your judgment or performance of your duties, to influence business decisions, or to create a real or apparent sense of obligation. Our players, suppliers, and the public at large should know that our employees’ judgment is not for sale.

### **FAQ #5**

**Q: What are some examples of prohibited business conduct?**

**A: Acquiring proprietary information from others through improper means, possessing trade secret information that was improperly obtained, or inducing improper disclosure of confidential information from past or present employees of other companies is prohibited, even if motivated by an intention to advance our interests. Moreover, acting in a deceptive or misleading manner or making misrepresentations to gain a competitive advantage is prohibited.**

We may give or accept business-related meals, entertainment, and token gifts provided they:

- have a **business purpose**;
- are kept to a **reasonable value**,
- **do not improperly influence** acts or decisions;
- are **appropriate** to the business relationship and local custom;
- are **legal** in both your country and the country of the recipient;
- are **accurately and transparently documented** in Zynga’s books and records; and
- otherwise comply with **Zynga’s Gifts, Entertainment, & Hospitality Policy** (which requires you in some instances to obtain approvals **prior to** giving or accepting any gift, entertainment or hospitality).

**FAQ #6**

**Q: What if a gift isn’t ok under the Zynga Gifts, Entertainment & Hospitality Policy, but it is traditionally offered in the country I am in – am I allowed to give or receive it?**

**A: Even if a gift or payment is customary or traditional, if it is prohibited by the Gifts, Entertainment, and Hospitality Policy, you may not give or receive the gift or payment.**

These principles apply to our transactions everywhere in the world. **No cash gifts may ever be provided.**

No gifts, meals, or entertainment may be given or accepted in violation of the Corruption and Bribery section of this Code or Zynga’s Global Anti-Corruption Compliance Policy. Discuss with your manager or the Chief Compliance Officer (before making any commitments) any proposed entertainment or gifts if you are uncertain about their appropriateness.

## **11. PROTECTION AND PROPER USE OF COMPANY ASSETS**

All employees are expected to protect our assets. Theft, carelessness, and waste have a direct impact on our profitability. Our property, such as office supplies, computer equipment, networks, buildings, and products should be used only for legitimate business purposes, although incidental personal use may be permitted. You may not use our corporate name, any brand name or trademark owned or associated with Zynga, or any letterhead stationery for personal purposes. You may not, while acting on behalf of Zynga or while using our computing or communications equipment or facilities:

- access the internal computer system (also known as “hacking”) or other resource of another entity without express written authorization from the entity responsible for operating that resource; or
- commit any unlawful or illegal act, including: harassment, libel, fraud, sending of unsolicited bulk email (also known as “spam”) in violation of applicable law, trafficking in contraband of any kind, or espionage.

If you receive authorization to access another entity’s internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization. Unsolicited bulk email or text messages are regulated by law in a number of jurisdictions. Contact your manager or the Chief Compliance Officer for approval if you intend to send unsolicited bulk emails or texts to persons outside of Zynga while acting on our behalf or using our computing or communications equipment or facilities.

## **12. CONFIDENTIALITY**

One of our most important assets is our confidential information. As an employee of Zynga, you may learn of information about Zynga that is confidential and proprietary. You also may learn of information before that information is released to the general public. Confidential information may be protected by patent, trademark, copyright, or trade secret laws.

You must treat the confidential information of other companies and organizations in the same manner as you are required to treat our confidential and proprietary information. There may even be times when you must treat as confidential the fact that we have an interest in, or are involved with, another company.

Employees who have received or have access to confidential information

**FAQ #7**

**Q: What constitutes confidential information?**

**A: Confidential information includes non-public information that might be of use to competitors or harmful to Zynga or its players if disclosed, such as business, marketing and service plans, financial information, game architecture, source codes, game ideas or other application ideas, designs, databases, customer lists, pricing strategies, personnel data, personally identifiable information pertaining to our employees, players or other individuals (including, for example, names, addresses, telephone numbers and social security numbers), and similar types of information provided to us by players, suppliers and partners.**

should take care to keep this information confidential unless and until that information is released to the public through approved channels (usually through a press release, an SEC filing, or a formal communication from a member of senior management). You must refrain from discussing confidential or proprietary information with outsiders and even with other Zynga employees, unless those fellow employees have a legitimate need to know the information in order to perform their job duties. If you are handling information protected by any privacy policy published by us, you must handle that information in accordance with the applicable policy. Consistent with this Code, our directors, executive officers, and other employees are prohibited from providing “expert” advice to investment funds and similar organizations. Unauthorized use or distribution of confidential information could also be illegal and result in civil liability or criminal penalties.

**You should also take care not to inadvertently disclose confidential information:**

- Securely store any materials that contain confidential information, such as: memos, notebooks, computer disks, mobile devices, memory sticks, and laptop computers;
- Posting or discussing any information concerning our business, information, or prospects on the Internet is prohibited without proper authorization.
- Do not discuss our business information or prospects in any “chat room” or on social media, regardless of whether you use your own name or a pseudonym.
- Be cautious when discussing sensitive information in public places like elevators, airports, restaurants, and “quasi-public” areas within Zynga, such as cafeterias.

In addition to these obligations, all employees are required to comply with the confidentiality agreement they sign upon hire and the Zynga Social Media And Game Rating Policy

**All Zynga emails, voicemails, and other communications are presumed to be business confidential** and should not be forwarded or otherwise disseminated outside of Zynga, except where required for legitimate business purposes.

### **13. WAIVERS**

Any waiver of this Code for executive officers (including, where required by applicable laws, our principal executive officer, principal financial officer, principal accounting officer, or controller (or persons performing similar functions)) or directors may be authorized only by our Board of Directors or, to the extent permitted by the rules of the NASDAQ Global Select Market, a committee of the Board, and will be disclosed to stockholders as required by applicable laws, rules, and regulations.

### **14. COMPLIANCE STANDARDS AND PROCEDURES**

#### ***Compliance Resources***

If you have any questions or concerns related to the Code or wish to report any violations of the Code, the resources available to you include:

- Your manager. He or she may have the information you need or may be able to refer your question to another appropriate source.
- When you would prefer not to go to your manager, you should feel free to discuss your concerns with the Chief Compliance Officer. Our Chief Compliance Officer may be contacted by telephone at (855) 996-4280 or by email at [conduct@zynga.com](mailto:conduct@zynga.com).
- If you are uncomfortable contacting the Chief Compliance Officer because he or she works in your department or is one of your managers, please contact our Chief Financial Officer.

If you wish to make a report anonymously, you may leave an anonymous message for the Chief Compliance Officer at (855) 996-4280. If you make a report anonymously, the Chief Compliance Officer will be unable to obtain follow-up details from you that may be necessary to investigate the matter, so we ask that you provide as much detail as possible in your anonymous report. Whether you identify yourself or remain anonymous, your contact will be kept strictly confidential to the extent reasonably possible within the objectives of the Code and consistent with applicable law.

**You should feel free to report or ask questions without fear of any form of retaliation.** We will investigate any complaints of retaliation and take prompt disciplinary action against any employee who retaliates against you.

If your concern involves potential misconduct by another person and relates to questionable **accounting or auditing matters** at the Company, you should report that violation to the Chief Compliance Officer pursuant to Zynga's Open Door Policy for Reporting Complaints Regarding Accounting and Auditing Matters, which is available on the Zynga Wiki, and describes the procedure for reporting complaints anonymously regarding accounting or auditing matters.

We have implemented a program of Code awareness, training, and review. Our Chief Compliance Officer oversees this program. In addition to fielding questions or concerns with respect to potential violations of this Code, the Chief Compliance Officer is responsible for:

- investigating possible violations of the Code;
- training new employees in Code policies;
- conducting training sessions to refresh employees' familiarity with the Code;
- distributing copies of the Code annually via email to each employee and reminding each employee that he or she is responsible for reading, understanding, and complying with the Code;
- updating the Code as needed and alerting employees to any updates, with appropriate approval of the Audit Committee of the Board of Directors, to reflect changes in the law, Zynga operations, recognized best practices, and Zynga experience; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

### ***Reporting Possible Violations***

If you become aware of a suspected or actual violation of this Code, you must report it immediately. You are expected to promptly provide a compliance resource (see above) with a specific description of the violation that you believe has occurred, including any information you have about the persons involved and the time of the violation.

Managers should promptly report any complaints or observations of Code violations to the Chief Compliance Officer. If you believe your manager has not taken appropriate action, you should contact the Chief Compliance Officer directly. The Chief Compliance Officer or his or her delegate will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances.

### ***What If There Is An Investigation?***

All employees are expected to cooperate any time they are approached during a Company investigation. This includes any employee whose conduct is the subject of an investigation. To the extent permitted by applicable law, failure to fully cooperate in an investigation may be viewed as grounds for disciplinary action, up to and including termination. In certain cases, information may also be shared with local law enforcement or other authorities as necessary to comply with legal requirements or to protect the Company's interests. The subject of an investigation may or may not be notified depending on the circumstances and as permitted or required by applicable law. Zynga reserves discretion not to provide the subject of an investigation with the name of the reporting individual unless required by law.

No one may conduct any preliminary investigation, unless authorized to do so by the Chief Compliance Officer. As needed, the Chief Compliance Officer will consult with the Legal department, the Finance department, People Operations, or the appropriate committee of the Board of Directors. It is our policy to employ a fair process by which to determine violations of the Code. If an investigation concerns any accounting, internal accounting controls, or auditing functions, the Chief Compliance Officer will inform the Audit Committee promptly, and the Audit Committee will be responsible for supervising and overseeing the inquiry and any investigation that is undertaken.

If an investigation reveals that a violation of the Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine during the course of an investigation that an employee is responsible for a Code violation, he or she will be subject to disciplinary action, up to and including termination of employment and, in appropriate cases, civil action or referral to governmental authorities for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.