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May 6, 2014

**BY EMAIL ([shareholderproposals@sec.gov](mailto:shareholderproposals@sec.gov))**

Office of Chief Counsel  
Division of Corporation Finance  
Securities and Exchange Commission  
100 F Street, NE  
Washington, DC 20549

**Re: Shareholder Proposal of Jing Zhao Submitted to NetApp, Inc.**

Ladies and Gentlemen:

Pursuant to Rule 14a-8(j) promulgated under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), we are writing on behalf of our client, NetApp, Inc., a Delaware corporation (the "Company"), to request that the Staff of the Division of Corporation Finance (the "Staff") of the Securities and Exchange Commission (the "Commission") concur with the Company's view that, for the reasons stated below, it may exclude the shareholder proposal and supporting statement (the "Proposal") submitted by Jing Zhao (the "Proponent") from the proxy materials to be distributed by the Company in connection with its 2014 Annual Meeting of Shareholders (the "2014 Proxy Materials").

In accordance with Section C of Staff Legal Bulletin No. 14D (CF) (Nov. 7, 2008) ("SLB 14D"), we are emailing this letter to the Staff. Simultaneously, pursuant to Rule 14a-8(j), we are sending a copy of this letter to the Proponent as notice of the Company's intention to exclude the Proposal from the 2014 Proxy Materials. The Company will promptly forward to the Proponent any response from the Staff to this no-action request that the Staff transmits by email or fax to the Company only. Also pursuant to Rule 14a-8(j), this letter is being filed no later than 80 calendar days before the Company files its definitive proxy statement and form of proxy.

Rule 14a-8(k) and Section E of SLB 14D provide that shareholder proponents are required to send companies a copy of any correspondence that they elect to submit to the Staff or the Commission. Accordingly, the Company is taking this opportunity to remind the Proponent that if he submits correspondence to the Staff or the Commission with respect to the Proposal, a

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copy of that correspondence should concurrently be furnished to the undersigned on behalf of the Company.

**1. The Proposal**

The text of the resolution contained in the Proposal is set forth below:

Resolved: shareholders recommend that NetApp, Inc. (the Company) establish a Public Policy Committee to assist the Board of Directors in overseeing the Company's policies and practice that relate to public policy including human rights, corporate social responsibility, vendor chain management, charitable giving, political activities and expenditures, government relations activities, internal relations, and other public issues that may affect the Company's operations, performance or reputation, and shareholders' value.

A copy of the Proposal is attached as Exhibit A.

**2. Bases for Exclusion**

The Company requests that the Staff concur in its view that it may exclude the Proposal from the 2014 Proxy Materials pursuant to:

- Rule 14a-8(i)(10), because the Proposal already has been substantially implemented through the Company's policies, practices, procedures and public disclosures relating to public policy; and
- Rule 14a-8(i)(3), because the Proposal is impermissibly vague and indefinite so as to be materially false and misleading.

**3. Analysis**

- (a) *The Proposal May Be Excluded Pursuant to Rule 14a-8(i)(10) Because It Already Has Been Substantially Implemented*

Rule 14a-8(i)(10) permits the exclusion of a shareholder proposal if "the company has already substantially implemented the proposal." This exclusion is "designed to avoid the possibility of shareholders having to consider matters which already have been favorably acted upon by the management." Exchange Act Release No. 34-12598 (July 7, 1976) (regarding the predecessor to Rule 14a-8(i)(10)). The Staff has stated that a proposal is considered substantially

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implemented if the company's "policies, practices and procedures compare favorably with the guidelines of the proposal." *Texaco, Inc.* (avail. Mar. 28, 1991). The Staff has consistently interpreted this to mean that a company has substantially implemented a proposal when it has put in place policies and procedures addressing the proposal's underlying concern or implementing its essential objective. *See, e.g., Exelon Corp.* (avail. Feb. 26, 2010); *Anheuser-Busch Cos., Inc.* (avail. Jan. 17, 2007). Further, the company need not take the exact action requested and the company may exercise discretion in implementation without losing the right to exclude the proposal. *McKesson Corp.* (avail. Apr. 8, 2011). Accordingly, even if a company has not implemented every detail of a proposal, the proposal still may be excluded so long as the company has substantially implemented it.

At the outset, the Company also notes that the Staff has recently determined that a substantially similar proposal submitted by the Proponent was excludable pursuant to 14a-8(i)(10) because the company's policies, practices and procedures compared favorably with the guidelines of the proposal. *The Goldman Sachs Group, Inc.* (avail. Feb. 12, 2014).

(i) The Company's Policies, Practices, Procedures and Public Disclosures Relating to Public Policy Compare Favorably With the Guidelines of the Proposal

The Staff has stated that a proposal is substantially implemented if the company's "policies, practices and procedures, as well as its public disclosures, compare favorably with the guidelines of the proposal." *Duke Energy Corp.* (avail. Feb. 21, 2012) (concurring with the exclusion of a proposal under Rule 14a-8(i)(10) requesting the formation of a board committee to review and report on actions the company could take to reduce greenhouse gas emissions because the company's policies, practices and procedures, as disclosed in its Form 10-K and annual sustainability report, compared favorably with the guidelines of the proposal). *See also The Goldman Sachs Group, Inc.* (avail. Mar. 15, 2012) (concurring with the exclusion of a proposal under Rule 14a-8(i)(10) requesting the formation of a board committee to review and report how the company is responding to risks, including reputational risks, associated with high levels of senior executive compensation because the "public disclosures" in the company's proxy statement "compare[d] favorably with the guidelines of the proposal"); *Entergy Corp.* (avail. Feb. 14, 2012) (concurring with the exclusion of a proposal under Rule 14a-8(i)(10) requesting the appointment of a board committee to review and report on the company's nuclear safety policies because the "public disclosures" in the company's safety policy and sustainability report "compare[d] favorably with the guidelines of the proposal").

The Proposal requests the establishment of a "Public Policy Committee" to assist the Board in overseeing "the Company's policies and practice that relate to public policy including

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human rights, corporate social responsibility, vendor chain management, charitable giving, political activities and expenditures, government relations activities, international relations, and other public policy issues.” These essential objectives of the Proposal have already been implemented through the Company’s policies, practices, procedures and public disclosures as follows:<sup>1</sup>

- *Human Rights.* The Company’s human rights policies, practices, procedures and public disclosures address a wide range of human rights issues, including responsible sourcing of materials, ethical labor practices and supply chain accountability. The following are illustrative of the Company’s efforts in this area:
  - *Responsible Sourcing.* As part of its Supplier Code of Conduct,<sup>2</sup> the Company manages its supply chain with four pillars in mind: “labor rights, ethical management, environmental responsibility, and human health and safety.” The Company requires its suppliers to implement a Sustainability Management System and provide evidence of compliance with NetApp’s Supplier Code of Conduct. The EICC Code (as defined, and discussed in additional detail, below) is the Company’s code of conduct for all direct suppliers.
  - *Human Trafficking.* Under the Company’s Statement on Human Trafficking,<sup>3</sup> the Company is committed to conducting “business in a socially and environmentally responsible manner.” The Statement on Human Trafficking reaffirms the Company’s endorsement of California’s Transparency in Supply Chains Act of 2010, which “requires retail and manufacturing companies to disclos[e] their efforts to ensure that their supply chains are free from slavery and human trafficking.” The Company has done this through (i) the adoption and implementation of its Supplier Code of Conduct, which includes a prohibition on human trafficking and slavery; (ii) supplier compliance assessments; and (iii) the Company’s

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<sup>1</sup> Throughout this letter, the Company refers to a number of policies, practices, procedures and public disclosures. Links to each of these are included in the text of the letter the first time that each policy, practice, procedure or public disclosure is referenced, and all such policies, practices, procedures and public disclosures have been attached to Exhibit B for the convenience of the Staff.

<sup>2</sup> *Supplier Code of Conduct*, <http://www.netapp.com/us/media/NetApp-Supplier-Code-of-Conduct.pdf> (last visited May 6, 2014).

<sup>3</sup> *Statement on Human Trafficking*, <http://www.netapp.com/us/legal/ca-senate-bill-657.aspx> (last visited May 6, 2014).

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Code of Conduct,<sup>4</sup> which states that the Company holds its suppliers to the same high standards to which the Company holds itself and expects those operating on behalf of the Company to operate ethically, in compliance with the law and in a manner that is consistent with the Code of Conduct and the Company's policies.

- *Supply Chain Conditions.* The Company is a member of the Electronics Industry Citizenship Coalition ("EICC"),<sup>5</sup> a worldwide organization composed of over 70 technology companies working in concert to advance a "global electronics industry supply chain that consistently operates with social, environmental and economic responsibility." As an EICC member, the Company has adopted the EICC Code of Conduct (the "EICC Code").<sup>6</sup> The EICC Code includes policies that help protect against human rights violations, such as freely chosen employment, prohibitions against child labor, lawful working hours, fair wages and benefits, humane treatment, nondiscrimination, freedom of association, sanitation, food and housing, and responsible sourcing of minerals. To adopt the EICC Code and become a participant in the EICC, a company must declare its support for the EICC Code and actively pursue conformance to the EICC Code and its standards. Additionally, participants must regard the EICC Code as a total supply chain initiative and require their next-tier suppliers to acknowledge and implement the EICC Code. The EICC Code "encourages [p]articipants to go beyond legal compliance, drawing upon internationally recognized standards, in order to advance social and environmental responsibility and business ethics."

- *Corporate Social Responsibility.* As detailed on the "Corporate Social Responsibility" page of the Company's website,<sup>7</sup> the Company's "operational philosophy and culture" are based on the Company's vision to "deliver the best possible results for the communities" it serves by "living a set of shared core values." As such, the Company "supports strategic partnerships that help make

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<sup>4</sup> *Code of Conduct* (Amended and Restated May 17, 2012), <http://files.shareholder.com/downloads/NTAP/3146374461x0x177255/7498a248-6ede-42af-9a90-867eb724a172/code-of-conduct.pdf> (last visited May 6, 2014).

<sup>5</sup> *About Us*, [http://www.eicc.info/about\\_us.shtml](http://www.eicc.info/about_us.shtml) (last visited May 6, 2014).

<sup>6</sup> *EICC Code of Conduct*, <http://www.eicc.info/documents/EICCCodeofConductEnglish.pdf> (last visited May 6, 2014).

<sup>7</sup> *Corporate Social Responsibility*, <http://www.netapp.com/us/company/our-story/corp-citizen/index.aspx> (last visited May 6, 2014).

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[its] global communities better, stronger, and more vibrant places in which to live, work, and do business.”

The Company’s operational philosophy is further demonstrated in the Company’s Code of Conduct, which is used to put the Company’s values into practice and shapes the Company’s efforts to meet its obligations to stakeholders, including customers, shareholders, employees, partners and neighbors. The Code of Conduct states that the Company seeks to foster positive relationships in the communities where the Company works and with its global neighbors; the Company strives to be “a good corporate citizen and model company” worldwide. The Company notes in the Code of Conduct that it has “obligations to people, partners, and the planet” and “take[s] those obligations seriously.” As such, the Company is “committed to contributing time, talent, products, services, and money to groups like nonprofit organizations and schools in the vicinity of major global” locations of the Company’s employees.

The Company has advanced its core corporate social responsibility objectives and operational philosophy through the following channels:

- *Global Workplace Satisfaction.* As part of the Company’s operational philosophy, it seeks to be a great place to work for all employees.<sup>8</sup> In 2013, the Company was rated #3 on the Great Place to Work Institute’s list of the “World’s Best Multinational Workplaces” for the third year in a row. The Company was also ranked #33 on FORTUNE Magazine’s list of “100 Best Companies to Work For” in 2014.
- *Philanthropic Focus.* As stated in the Code of Conduct, the Company is committed to being an outstanding global corporate citizen by contributing time, talent, products, services and money to non-profit organizations and schools in the vicinity of the Company’s major employee population centers.
- *Charitable Contributions and In-Kind Donations.* In fiscal year 2013, the Company donated \$1.42 million in cash and \$693,564 through in-kind donations of products and services to nonprofit organizations and universities.<sup>9</sup> The Company’s Fund at Silicon Valley Community

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<sup>8</sup> *Id.*

<sup>9</sup> *Id.*

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Foundation also provided an additional \$70,000 for global disaster relief and community support.<sup>10</sup>

- *Volunteerism and Contributions to Nonprofit Endeavors.* The Company, through its “Giving Back” initiative, has a Volunteer Time Off Program, which enables each employee to volunteer up to five consecutive days per year, with full pay, during regular business hours to support the nonprofit organizations or schools of their choice around the world.<sup>11</sup> In calendar year 2012 (the latest year for which numbers are publicly available), 2,942 of the Company’s employees donated 49,058 hours of volunteer time during business hours, which is valued at \$2,725,607.
- *Environmental Stewardship.* The Company “views sustainability and environmental stewardship as crucial for delivering customer and shareholder value.”<sup>12</sup> The Company is focused on the environmental impact of its operations, products and services, and its dedication to sustainability, environmental management and green information technology (“IT”) have all helped define the Company’s leadership role within the IT industry. For example, the Company’s data storage solutions are “designed to help [the Company’s] customers reduce power consumption and meet their green IT objectives.” The Company also “practices sustainable operations in-house through energy conservation, waste reduction, recycling, and other programs that allow [the Company] to meet or exceed international certification and compliance standards.”
- *Vendor Chain Management.* Under the Code of Conduct, the Company is committed to operational excellence and compliance with applicable laws and regulations in its global supply chain, which include labor practices, integrity of materials, quality control, environmental compliance, export control and other trade laws, and safe handling and delivery. The Company expects its partners, customers, suppliers and contractors to operate ethically, in compliance with the law and in a manner that is consistent with the standards of the Code of Conduct.

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<sup>10</sup> *Id.*

<sup>11</sup> *Giving Back*, <http://www.netapp.com/us/careers/life/giving-back.aspx> (last visited May 6, 2014).

<sup>12</sup> *Sustainability at NetApp*, <http://www.netapp.com/us/company/our-story/sustainability/index.aspx> (last visited May 6, 2014).

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Additionally, pursuant to its EEIC membership and adoption of the EEIC Code, the Company is committed to having an aligned philosophy with supply chain vendors. The Company's Supplier Code of Conduct mirrors the policies and procedures of the EEIC Code but is tailored to the Company.

- *Charitable Giving.* As noted above, the Company's charitable giving is extensive.
- *Political Activities and Expenditures.* Under the Code of Conduct, the Company maintains procedures related to charitable and political activities. All Company donations, whether monetary, product, or otherwise, must be consistent with the Company's policies and must be approved in advance. Unless approved in advance, employees may not use Company funds or assets (including facilities, equipment or trademarks) for, seek reimbursement of a donation for or suggest that Company has supported or endorsed a charitable or political cause, issue or candidate.
- *Government Relations Activities.* The Company is committed to compliance with the rules and regulations that apply to government contracting and business communications with government officials, their prime contractors or their agents. The Code of Conduct emphasizes (i) awareness of the sale of goods and services to customers owned in whole or in part by the government to ensure full compliance with these rules and regulations; (ii) compliance with all relevant statutory, regulatory and contractual requirements; and (iii) the need to obtain any necessary approvals from the Integrity and Compliance Office.

Additionally, the Company is committed to winning business based on the merits of the Company's products and not on unethical or illegal business practices. The Company has a "zero tolerance" policy for bribery and corruption.

- *International Relations.* The Company has operations in numerous countries around the world. All of the Company's policies, procedures and practices apply globally wherever the Company and its supply chain operate.
- *Other Public Policy Issues.* As noted above, the Company's commitment to environmental sustainability, responsibility and compliance is extensive. In addition, through its Environmental Management System, the Company has been able to develop a framework for setting, monitoring and continuously improving its environmental goals and objectives to ensure ISO 14001 compliance. As a



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result, the Company has earned an EPA Energy Star<sup>13</sup> and various other awards, including recognition from WRAP, the Waste Reduction Awards Program.<sup>14</sup>

The Company submits that the foregoing policies, practices, procedures and public disclosures compare favorably with the guidelines of the Proposal.

- (ii) The Company's Management, Including the Integrity and Compliance Office, Already Provide the Oversight Requested by the Proposal

The Proposal requests the establishment of a "Public Policy Committee." However, as discussed below, the Proposal does not specify that this committee be a committee of the Company's Board of Directors (the "Board"). Although not styled as a "committee," the Company already has sufficient systems in place to ensure compliance with its extensive policies and practices that relate to public policy. More specifically, (i) the Company's Integrity and Compliance Office is responsible for enforcing the Company's compliance-related policies and procedures; (ii) the Company's Human Resources organization oversees the Company's philanthropy and charitable giving programs; and (iii) the leadership of the Company's operations organization is responsible for oversight of the Company's suppliers and sourcing.

- (b) *The Proposal May Be Excluded Pursuant to Rule 14a-8(i)(3) Because it Is Impermissibly Vague and Indefinite So as to Be Materially False and Misleading*

Rule 14a-8(i)(3) permits the exclusion of a shareholder proposal if the "proposal or supporting statement is contrary to any of the Commission's proxy rules, including Rule 14a-9, which prohibits materially false or misleading statements in proxy soliciting materials." The Staff has consistently taken the position that vague and indefinite proposals are inherently misleading and therefore excludable pursuant to Rule 14a-8(i)(3) because "neither the stockholders voting on the proposal, nor the company in implementing the proposal (if adopted), would be able to determine with any reasonable certainty exactly what actions or measures the proposal requires." Section B.4. of Staff Legal Bulletin No. 14B (CF) (Sep. 15, 2004). See also *Dyer v. SEC*, 287 F.2d 773, 781 (8th Cir. 1961) ("[I]t appears to us that the proposal, as drafted and submitted to the company, is so vague and indefinite as to make it impossible for either the

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<sup>13</sup> *NetApp RTP Data Center is First Ever Data Center to Earn EPA's Energy Star for Superior Energy Efficiency*, <http://www.netapp.com/us/company/news/press-releases/news-rel-20100714.aspx> (last visited May 6, 2014).

<sup>14</sup> *NetApp Receives Top California Environmental Honor*, [http://www.netapp.com/us/company/news/press-releases/news\\_rel\\_20070328.aspx](http://www.netapp.com/us/company/news/press-releases/news_rel_20070328.aspx) (last visited May 6, 2014).

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board of directors or the stockholders at large to comprehend precisely what the proposal would entail”).

(i) The Proposal Contains a Materially False and Misleading Statement About the Company’s Ability to Address Public Policy Issues

The Staff has previously allowed the exclusion of an entire proposal that contains false and misleading statements where the false or misleading statement speaks to the proposal’s fundamental premise. For example, in *State Street Corp.* (avail. Mar. 1, 2005), the proposal purported to request shareholder action under a section of state law that was not applicable to the company. Because the proposal by its terms invoked a statute that was not applicable, the Staff concurred that submission was based upon a false premise that made it materially misleading to shareholders and was excludable under Rule 14a-8(i)(3). Likewise, in 2007, a number of companies sought to exclude shareholder proposals requesting the adoption of a policy allowing shareholders at each annual meeting to vote on an advisory resolution to approve the compensation committee report disclosed in the proxy statement. Because then-recent amendments to Regulation S-K no longer required the compensation committee report to disclose certain information material to the requested shareholder vote, the Staff in each case permitted the companies to exclude the shareholder proposals. *See, e.g., Energy East Corp.* (avail. Feb. 12, 2007); *The Bear Stearns Cos. Inc.* (avail. Jan. 30, 2007).

The Proposal and supporting statement are false and misleading because they:

- seem to imply that simply because the Company has not established a committee entitled “Public Policy Committee,” the Company does not “deal with the increasingly complicated public policy issues”; and
- fail to take into account the Company’s wide range of policies, practices and procedures, which are readily available and directly address the enumerated public policy issues raised by the Proponent.

These false and misleading statements (or omissions) are fundamental to the central premise of the Proposal.

(ii) The Proposal is Impermissibly Vague and Indefinite

The Staff has repeatedly concurred with the exclusion of shareholder proposals with vague terms or ambiguous references where shareholders would not know with any certainty

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what they are voting for or against. *Bank of America Corp.* (avail. Mar. 12, 2013) (concurring with the exclusion of a proposal under Rule 14a-8(i)(3) that requested the formation of a committee to explore “extraordinary transactions that could enhance stockholder value, including but not limited to an extraordinary transaction resulting in the separation of one or more of [the company’s] businesses” because the proposal used “ambiguous” language providing for “alternative interpretations,” but failed “to provide any guidance as to how the ambiguities should be resolved”); *Capital One Financial Corp.* (avail. Feb. 7, 2003) (concurring with the exclusion of a proposal under Rule 14a-8(i)(3) where the company argued that its shareholders “would not know with any certainty what they are voting either for or against”); *Fuqua Industries, Inc.* (avail. Mar. 12, 1991) (concurring with exclusion of a proposal under Rule 14a-8(i)(3) where a company and its shareholders might interpret the proposal differently, such that “any action ultimately taken by the [c]ompany upon implementation [of the proposal] could be significantly different from the actions envisioned by shareholders voting on the proposal”). See also *Newell Rubbermaid Inc.* (avail. Feb. 21, 2012) (concurring with the exclusion of a proposal under Rule 14a-8(i)(3) where the company argued that the fact that the proposal, which sought to permit shareholders to call special meetings, presented two different standards for determining the number of shareholders entitled to call special meetings, failed to provide any guidance on how the ambiguity should be resolved and made it impossible to fully understand the effect of implementation); *Verizon Communications Inc.* (avail. Feb. 21, 2008) (concurring with the exclusion of a proposal under Rule 14a-8(i)(3) attempting to set formulas for short- and long-term incentive-based executive compensation where the company argued that because the methods of calculation were inconsistent with each other, it could not determine with any certainty how to implement the proposal); *International Business Machines Corp.* (avail. Feb. 2, 2005) (concurring with the exclusion of a proposal under Rule 14a-8(i)(3) regarding executive compensation because the identity of the affected executives was uncertain and subject to multiple interpretations); *Peoples Energy Corp.* (avail. Nov. 23, 2004, recon. denied Dec. 10, 2004) (concurring with the exclusion of a proposal under Rule 14a-8(i)(3) where the term “reckless neglect” was uncertain and subject to multiple interpretations); *Safescript Pharmacies, Inc.* (avail. Feb. 27, 2004) (concurring with the exclusion of a proposal under Rule 14a-8(i)(3) that requested that all stock options granted by the company be expensed in accordance with Financial Accounting Standards Board (“FASB”) guidelines, where the company argued that the applicable FASB standard “expressly allows the [c]ompany to adopt either of two different methods of expensing stock-based compensation” but because the proposal failed to provide any guidance, it would be impossible to determine which of the two alternative methods the company would need to adopt in order to implement the proposal); *Norfolk Southern Corp.* (avail. Feb. 13, 2002) (concurring with the exclusion of a proposal under Rule 14a-8(i)(3) that requested that the board of directors “provide for a shareholder vote and ratification, in all future elections of [d]irectors, candidates with solid background, experience, and records of demonstrated

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performance in key managerial positions within the transportation industry” because it did not provide adequate guidance to resolve potential inconsistencies and ambiguities with respect to its criteria).

The Proposal requests the formation of a new public policy committee to oversee several policy areas, including “other public issues that may affect the Company’s operations, performance or reputation, and shareholders’ value.” As discussed above, the Company’s policies, practices and procedures already address the specific public policy issues listed in the Proposal. Because the Proposal does not provide any indication of what the committee is meant to achieve in its oversight, it is unclear why a public policy committee is necessary or what its role would be at the Company. Additionally, the Proposal gives no basis whatsoever for the Board or shareholders to understand what these “other public issues” might be or why the Company’s current policies, practices and procedures are insufficient or ineffective to address these “other public issues.”

The examples of “public policy” issues provided in the supporting statement fail to clarify what else the Company is being asked to do. The supporting statement focuses largely on actions by the government of Japan in response to the Tiananmen Square incident and the Proponent’s own grievances against the government of Japan. The Proposal also refers shareholders to three news articles about the Japanese government. However, most of the Company’s shareholders would not be able to access these articles, as they are not included in the Proposal and, based on the Company’s research, are not publicly available in the English language. The Proponent’s failure to provide the Company with this non-public information is an established basis for exclusion. *See* Staff Legal Bulletin No. 14G (CF) (Oct. 16, 2012), Item D.2 (finding that a proposal that makes reference to an external source that is not publicly available may be able to avoid exclusion “if the proponent, at the time the proposal is submitted, provides the company with the materials that are intended for publication on the website”).

Furthermore, the Proposal requests that “the [Company] establish a Public Policy Committee to assist the Board of Directors” but does not clarify who is charged with creating the proposed committee, or the form or membership of the committee. The plain language of the Proposal suggests that the Company (and not the Board) should create the committee. However, the Proposal fails to clarify what constituencies within the Company should be responsible for the establishment of the committee. Similarly, the Proposal fails to describe whether the committee should be a committee of the Board, the Company’s management or a broader constituency. Finally, the Proposal does not clarify the membership of the committee. These are fundamental ambiguities of the Proposal that render it impermissibly vague and indefinite so as to be materially false and misleading. For example, a committee formed by the Company’s

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management consisting of the Company's employees (or even third parties) is very different from a committee formed by the Board consisting of independent Board members.

Shareholders are entitled to know, with precision, the matters on which they are asked to vote. When key terms in a proposal are vague or undefined, the possibility exists for a company and shareholders to have diverging interpretations of these terms. As noted in *Fuqua Industries*, this may lead to actions taken by the Company upon implementation of the Proposal (if adopted) that are significantly different from the actions envisioned by the shareholders who voted on the Proposal.

#### **4. Conclusion**

The Company requests that the Staff concur with its view that, for the reasons stated above, it may exclude the Proposal from the 2014 Proxy Materials.

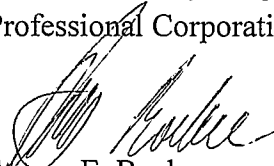
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Should the Staff require additional information in support of the Company's position, please do not hesitate to contact me at the telephone number or email address appearing on the first page of this letter.

Very truly yours,

WILSON SONSINI GOODRICH & ROSATI  
Professional Corporation



Steven E. Bochner

Enclosures

cc: Elizabeth O'Callahan, NetApp, Inc.  
Jing Zhao (by email: zhao.cpri@gmail.com)

**Exhibit A**

[please see attached]

262 Altadena Cir  
Pittsburg, CA. 94565 USA  
January 6, 2014

Corporate Secretary  
NetApp, Inc.  
495 East Java Drive  
Sunnyvale, California 94089

Re: Shareholder Proposal on Public Policy Committee

Dear Secretary to the Board of Directors:

Enclosed please find my shareholder proposal for inclusion in our proxy materials for the 2014 annual meeting of shareholders and TD Ameritrade letter of my shares ownership. I will continuously hold these shares until the 2014 annual meeting of shareholders.

Should you have any questions, please contact me at 1-925-643-5034 (phone/fax) or zhao.cpri@gmail.com.

Yours truly,



Jing Zhao

Enclosure: Shareholder proposal

TD Ameritrade letter of Jing Zhao's shares ownership



## **Shareholder Proposal on Establishing a Public Policy Committee**

Resolved: shareholders recommend that NetApp, Inc. (the Company) establish a Public Policy Committee to assist the Board of Directors in overseeing the Company's policies and practice that relate to public policy including human rights, corporate social responsibility, vendor chain management, charitable giving, political activities and expenditures, government relations activities, international relations, and other public issues that may affect the Company's operations, performance or reputation, and shareholders' value.

### **Supporting Statement**

The Company currently has four committees: Corporate Governance and Nominating Committee mainly to "assist with director nominations" (2013 Notice of Annual Meeting p.12), Compensation Committee, Audit Committee, and Strategy Committee which "assists the Board in fulfilling its responsibilities relating to the development, articulation, and execution of the Company's long-term strategic plan, and the review, evaluation, and approval of certain strategic transactions" (2013 Notice of Annual Meeting p.14). There is no committee to deal with the increasingly complicated public policy issues. For example, in the dynamic Pacific Asia region where the Company has heavy business, the Japanese government has utilized the Tiananmen Tragedy of China in 1989 to abandon its own peace constitution, which is the cornerstone of Asia's peace after WWII, towards rearmament, militarization and fascism to mislead the U.S. under the U.S.-Japan Security Treaties to crash with the rising power of a nationalistic China. Although the Japanese government signed the G-7 Summit declaration in 1989 to protect Chinese students, I, as a graduate student in Osaka University organizing Chinese democratic and human rights activities in Japan, was persecuted because I refused to collaborate with the Japanese government to betray my fellow Chinese students (refer to Japan's second largest newspaper Asahi's interviews with me on February 10, 1990, October 20, 1992 and June 8, 2009, and my article "The Betrayal of Democracy: Tiananmen's Shadow over Japan," *Historia Actual Online*. ISSN 1696-2060. 2004. Issue 4 Volume 2). On the other hand, the public is concerned of recent media coverage of many U.S. companies bribing Chinese high officials to obtain business deals in China. Without a public policy committee, it is very difficult for the Company to legitimately and ethically deal with today's complicated international affairs affecting our business. For this reason, and partly to respond to my proposal, Microsoft established such a committee in 2012. Let's follow the industrial leader to establish a Public Policy Committee too.



**Ameritrade**

January 6, 2014

Jing Zhao  
262 Altadena Cir.  
Pittsburg CA 94565

Re: Your TD Ameritrade account ending in 1449

Dear Jing Zhao,

Thank you for allowing me to assist you today. As you requested, this letter confirms that according to our records there has been at least 70 shares of NetApp Inc. (NTAP) held in this account from September 26, 2012 through January 6, 2014.

If we can be of any further assistance, please let us know. Just log in to your account and go to the Message Center to write us. You can also call Client Services at 800-669-3900. We're available 24 hours a day, seven days a week.

Sincerely,

Nicholas Zomper  
Resource Specialist  
TD Ameritrade

This information is furnished as part of a general information service and TD Ameritrade shall not be liable for any damages arising out of any inaccuracy in the information. Because this information may differ from your TD Ameritrade monthly statement, you should rely only on the TD Ameritrade monthly statement as the official record of your TD Ameritrade account.

Market volatility, volume, and system availability may delay account access and trade executions.

TD Ameritrade, Inc., member FINRA/SIPC/NFA ([www.finra.org](http://www.finra.org), [www.sipc.org](http://www.sipc.org), [www.nfa.futures.org](http://www.nfa.futures.org)). TD Ameritrade is a trademark jointly owned by TD Ameritrade IP Company, Inc. and The Toronto-Dominion Bank. © 2013 TD Ameritrade IP Company, Inc. All rights reserved. Used with permission.

TDA 5380 L 09/13

**Exhibit B**

[please see attached]

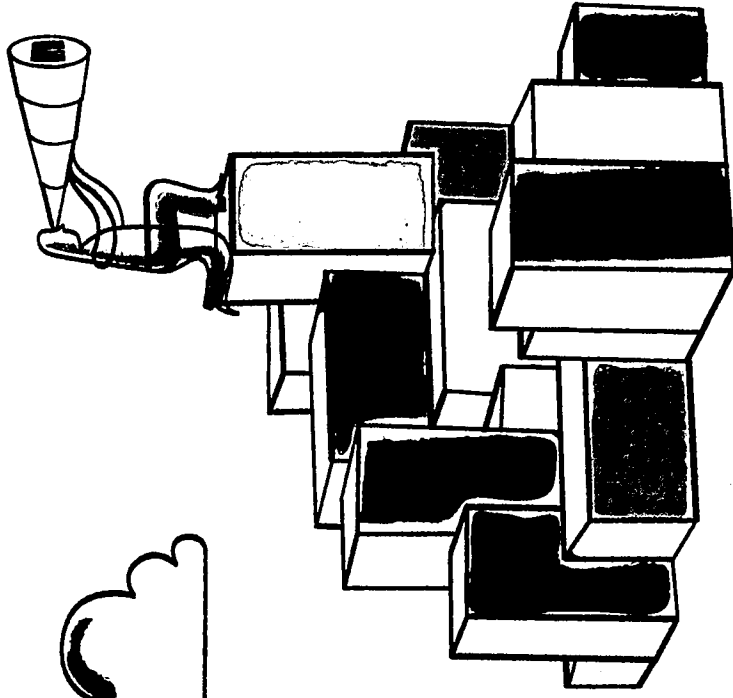


Go further, faster®



# NetApp Supplier Code of Conduct

Program Overview and EICC  
Code





# Introduction

- NetApp's vision has been to change the way the world works, lives, plays, and learns. Central to this vision are our efforts to integrate sustainability concerns into all of our business practices.
- Within the value chain, this means that we manage every stage in the life cycle of our products with our four pillars of sustainability in mind - labor rights, ethical management, environmental responsibility, and human health and safety.
- Since we work with a range of global partners to manufacture, test, ship, return, reuse and recycle more than 95% of our products, effective management requires clear communication our expectations, close collaboration with our partners and a strong management system to ensure continuous improvement.
- To this end, we have created a Sustainability Management Program that includes:
  - Guiding Principles that reflect how we embed sustainability into our business practices
  - A Supplier Code of Conduct outlining our expectations of how our partners should operate
  - A Supplier Assessment Program that defines how we evaluate and engage with our partners
  - Focused engagements with suppliers on specific issues and to drive continuous improvement
  - Open collaboration with industry partners to ensure a common approach



# Guiding Principles

- Operate ethically and in compliance with applicable laws.
- Value employees, embrace diversity and promote a fair and respectful workplace.
- Provide a safe and healthy workplace and strive to reduce the environmental footprint of products and operations.
- Be an asset to communities where we operate by supporting educational and critical community needs.
- Promote the growth and use of diverse suppliers.
- Maintain and continually improve management systems that govern responsible operations.



# Supplier Code of Conduct

- NetApp has adopted the Electronic Industry Citizenship Coalition's (EICC) Code of Conduct as our code of conduct for all direct suppliers.
- The Code reflects the basic tenets of responsible management agreed upon by the electronics industry. It is an evolving document that incorporates the feedback of NetApp, its peers, suppliers, customers and outside stakeholders.

<b>Labor</b>		
Freely Chosen Employment	Wages and Benefits	Non-Discrimination
Child Labor Avoidance	Humane Treatment	Freedom of Association
Working Hours		
<b>Health &amp; Safety</b>		
Occupational Safety	Industrial Hygiene	Machining Safeguarding
Emergency Preparedness	Physically Demanding Work	Domestic and Child Labor
Occupational Injury and Illness		
<b>Environment</b>		
Environmental Permits and Reporting	Hazardous Substances	Air Emissions
Poll Prevention and Resource Use	Wastewater and Solid Waste	Product Content Restrictions
<b>Ethics</b>		
Business Integrity	Disclosure of Information	Fairness, Advertising and Competition
No Improper Advantage	Intellectual Property	Protection of Identity
<b>Management Systems</b>		
Company Commitment	Performance Obj w/ Implementation	Audit and Assessment
Accountability and Responsibility	Training	Corrective Action Process
Legal and Customer Requirements	Communication	Documentation and Records
Risk Assessment and Management	Worker Feedback and Participation	



# Supplier Assessment Process

- Our global supply chain partners are required to demonstrate a commitment to NetApp's Guiding Principles by implementing a Sustainability Management System and providing evidence of compliance with our Supplier Code of Conduct.
- To validate this commitment and ensure collaboration, NetApp has in place a Supplier Assessment Process that includes a series of steps that we can take to evaluate a partner's program, ensure that any sites that manufacture NetApp products or components are fully in alignment and work with any partners that need additional support or guidance.





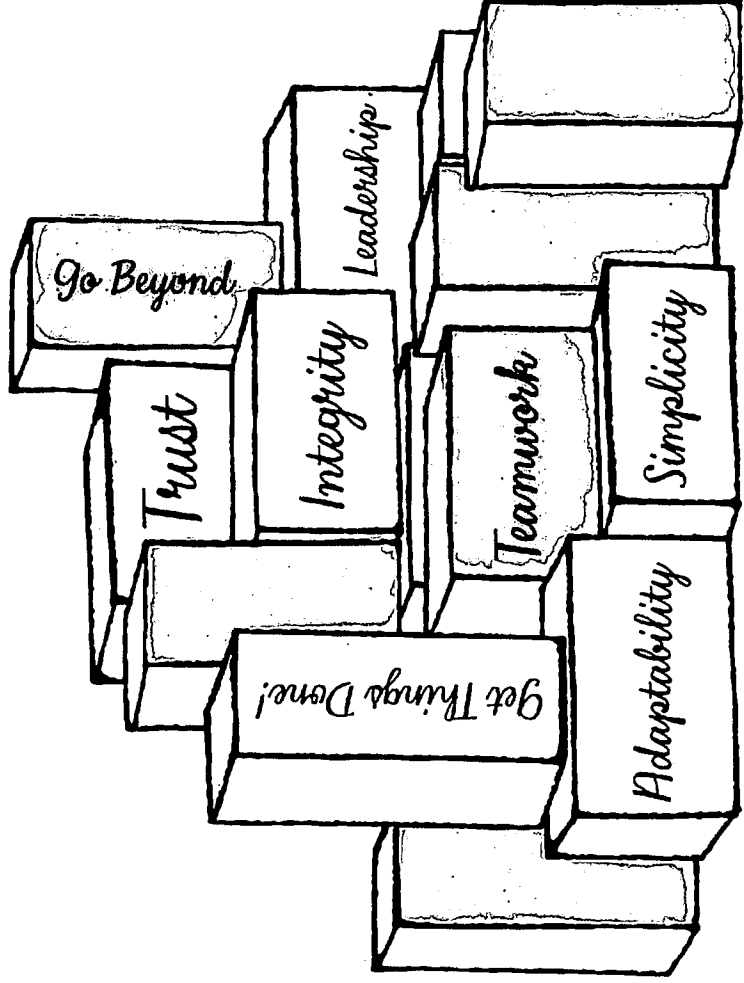
# Key Expectations

NetApp's partners are required to demonstrate and provide evidence of:

- **Commitment and Policy:** Supplier's executive management is required to review and commit to our Supplier Code of Conduct. They must also provide evidence that their policy or principles are aligned with both our Guiding Principles and the Code.
- **Sustainability Management System:** Suppliers must establish, maintain, and provide evidence of a functional Sustainability Management System that drives continuous improvement in areas of ethics, labor, environment, and health and safety.
- **Self Evaluation and Audits:** Suppliers are responsible for assessing their conformance with the tenets of the Code through completion of a Self Assessment Questionnaire (SAQ) for all facilities providing NetApp with products or components. The supplier must provide NetApp with access to completed SAQs and, if requested, support a site audit by NetApp or its representative.
- **Key Performance Indicators & Continuous Improvement System:** Suppliers must have a system to periodically monitor and measure progress and performance on key sustainability indicators. Suppliers must maintain evidence of a management review process that includes at a minimum, the review of its policies, audit findings, progress to goals, program effectiveness and continuous improvement opportunities.



*Thank you*



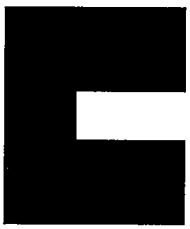
## California Senate Bill 657

### NetApp Statement on Human Trafficking

NetApp is a company that is guided by a set of company values that includes trust and integrity and creating a model company. Part of creating a model company includes a commitment to conducting business in a socially and environmentally responsible manner. The purpose of this statement is to reaffirm the Company's position regarding the California Transparency in Supply Chains Act of 2010 (Section 1714.43 of the California Civil Code). This act requires retail and manufacturing companies to disclose their efforts to ensure that their supply chains are free from slavery and human trafficking.

#### Statement

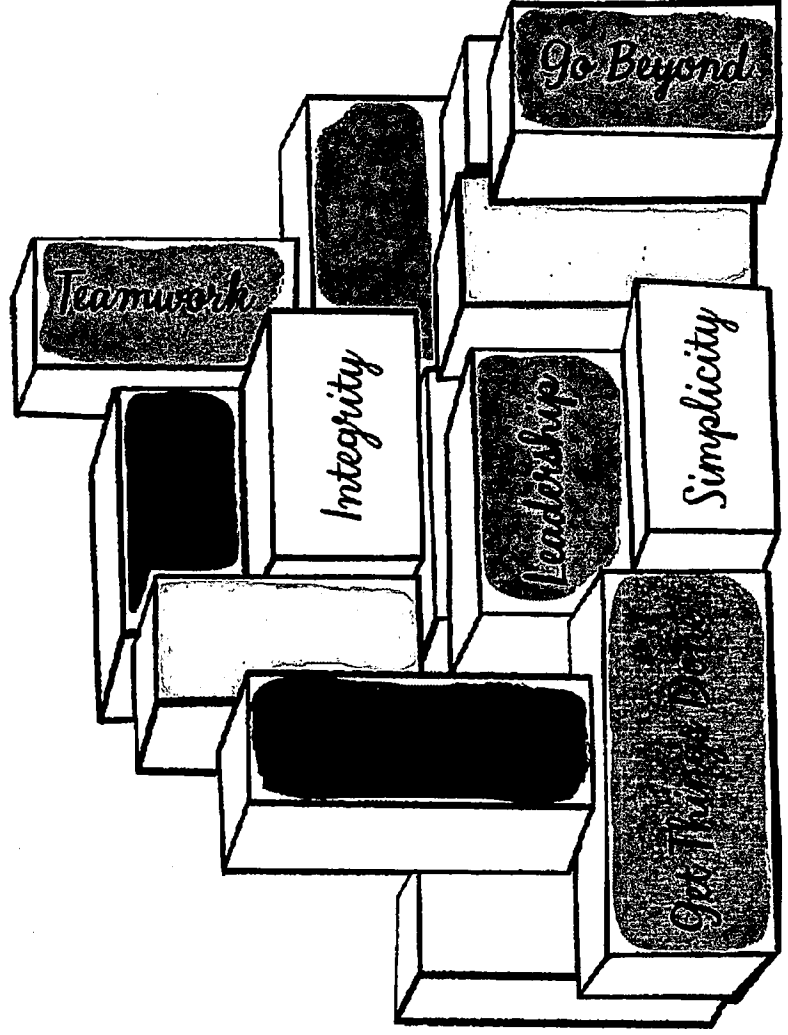
- NetApp has adopted a Supplier Code of Conduct that incorporates and adopts the operating principles of the Electronics Industry Code of Conduct (the "Supplier Code of Conduct"), which includes a prohibition on human trafficking and slavery. NetApp provides its Supplier Code of Conduct to its suppliers and expects them to review and comply with its operating principles.
- NetApp employees and management who are directly responsible for supply chain management are involved in the implementation of the Supplier Code of Conduct.
- NetApp has conducted an initial assessment of its top suppliers to identify the risks of non-compliance with the EICC Code, including the actual or potential risks of slavery and human trafficking occurrences. Results of that assessment indicated a low risk of human trafficking and slavery in NetApp's supply chain. NetApp has not engaged any independent third parties to verify these conclusions regarding its supply chain.
- We expect NetApp's top-tier suppliers to assess their conformance with the tenets of the Supplier Code of Conduct with the completion of a Self Assessment Questionnaire for all facilities providing NetApp with products or components. The supplier must provide NetApp with access to its completed questionnaire and, if requested, support a site audit by NetApp or its representative.
- NetApp may also request that its suppliers provide evidence that their policy or principles are aligned with both our Guiding Principles, which includes the principles that the supplier (i) operate ethically and in compliance with applicable laws, (ii) value employees, embrace diversity and promote a fair and respectful workplace and (iii) be an asset to communities where we operate by supporting educational and critical community needs.
- NetApp has also adopted a Code of Business Conduct and Ethics (the "NetApp Code of Conduct"), which states that NetApp holds its suppliers to the same high standards to which we hold ourselves. NetApp expects that anyone who conducts business on our behalf will operate ethically, in compliance with the law, and in a manner that is consistent with the standards of the NetApp Code of Conduct and our policies. NetApp requires all employees and management, including those who are directly responsible for supply chain management, to complete trainings and certifications of the NetApp Code of Conduct. NetApp maintains internal accountability standards for employees who fail to meet NetApp's business standards such as the NetApp Code of Conduct.

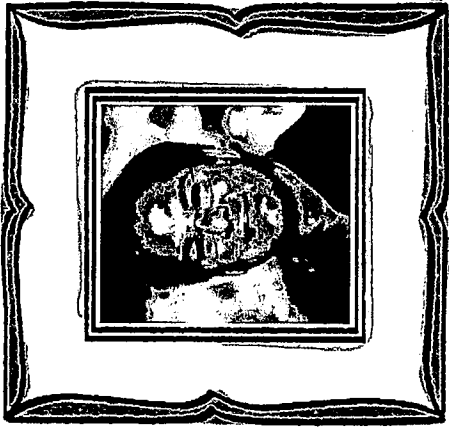


**NetApp®**

Go further, faster®

*Our Code of Conduct*  
**Living Our Values**





## *A Message from Tom*

From our inception, NetApp has been committed to building a model company. We strive to achieve market leadership by "Living Our Values" and fulfilling our commitments to our stakeholders: our customers, our shareholders, our employees, our partners, and our neighbors.

Working with integrity is the way we have been getting things done for the last 20 years. It is the foundation that supports our continued success.

The NetApp Code of Conduct is a guide that helps us put our values into practice every day. It helps us meet our obligations to our stakeholders, and comply with the law and our own policies. By living our values every day, we will continue to foster an environment of mutual trust and respect, and continue to build on our global reputation for integrity.

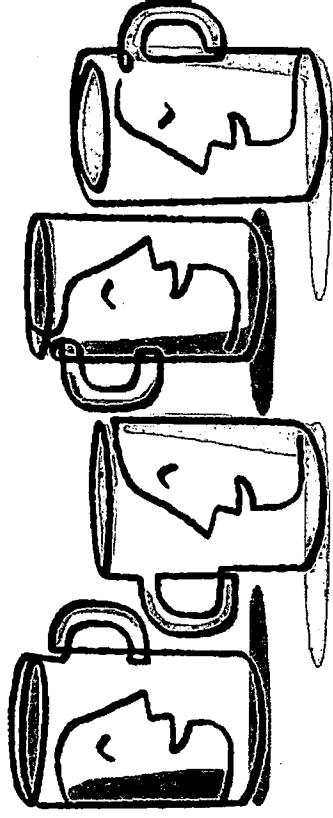
Building a model company takes deep commitment across all levels of the organization. I count on you to know and follow our Code. There may be situations where the right course of action is not obvious. I rely on you to ask questions anytime you are navigating an ethical or legal dilemma and to share your concerns anytime you see or suspect a violation of our Code. There are people and resources to help you like your Manager, your HR Business Partner, Legal, and our Integrity & Compliance Office.

NetApp has earned a reputation as one of the best places to work in the world. This is a strong differentiator for us, and it is up to all of us to protect that reputation.

Thank you for living our values and committing to act with the highest standards of integrity.

Tom Georgens  
Chief Executive Officer

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# Living Our Values

## **Trust and Integrity**

Our interactions are based on candor, honesty, and respect for individual contributions. We are committed to earning the trust and confidence of our teammates and to always acting for the absolute good of the whole.

## **Leadership**

We lead by articulating and demonstrating our shared vision, values, and goals. We transform individual effort into high-performance teams that are prepared for expanding roles and challenges.

## **Simplicity**

We embrace Einstein's principle that everything should be as simple as possible but no simpler. We maintain simplicity in our internal processes and structures with objectives that are succinct, quantitative, and time bound.

## **Adaptability**

We embrace change to create competitive advantage. We remain agile, flexible, and nimble to thrive in an evolving business environment.

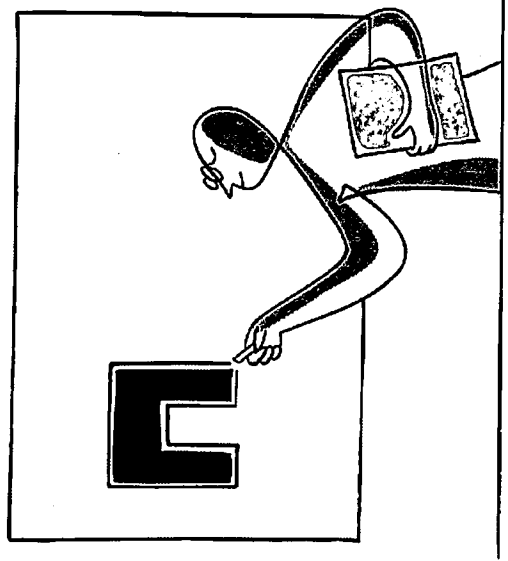
## **Teamwork**

We achieve synergy through the skills and ideas of all participants. Through collaboration, we strive for win/win solutions to issues and problems. Personal success is realized through team achievements.

## **Go Beyond**

We set extraordinary expectations and goals, and we believe in the job of achieving significant results. We embrace creativity, risk taking, and continuous improvement, enabling us to make and meet aggressive commitments.

## **Get Things Done!**



# Commitments to Our Stakeholders

## **Our Customers**

Drive customers' success and earn their loyalty through products, services, and relationships that deliver new capabilities and unparalleled value.

## **Our Shareholders**

Provide shareholders with exceptional value through predictable performance and significant growth in revenues and profits.

## **Our Employees**

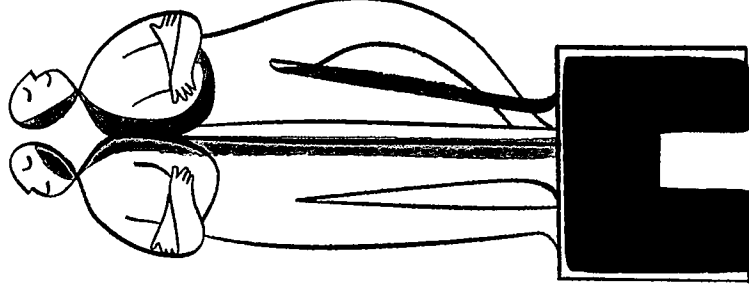
Attract and retain performance-oriented employees, who thrive by taking on challenging work in a supportive environment, and who are recognized and rewarded for their achievements and contributions.

## **Our Partners**

Build and nourish partnerships to develop and deliver innovative, superior solutions for customers.

## **Our Neighbors**

Foster positive relationships in the communities where we work and with our global neighbors.





# Our Code

Personal integrity, practiced on a daily basis, is the unshakeable foundation for corporate integrity. The values we share define who we are as a company and what we can expect from each other.

## Why We Have a Code

For us, it has never been simply about what we do, but also who we are and how we do it. We strive to “Create a Model Company” through “Living Our Values” and our “Commitments to our Stakeholders.” Our Code is developed with our values as the foundation. It reflects our culture and our commitment to doing things the right way, for the right reasons, everywhere we operate in the world. In a complex global market that is constantly moving and changing, “the right way” is not always obvious, and it is not always easy. That is why our Code is such an important resource—it puts into practice our commitment to honor our values, comply with the law, our Code, and our policies, and protect our reputation.

## Our Code Applies to Us All

Our Code applies to everyone who works at NetApp, including all directors, officers, and employees globally. We also expect that our partners, customers, suppliers, vendors, and contractors will work ethically and legally and consistent with the standards in our Code and our policies. Our Code does not create any rights to continued employment and is not an employment contract.

We take our commitment to our values and to operating in an ethical and legal manner seriously. Anyone who violates our values, the law, our Code, or policies may be subject

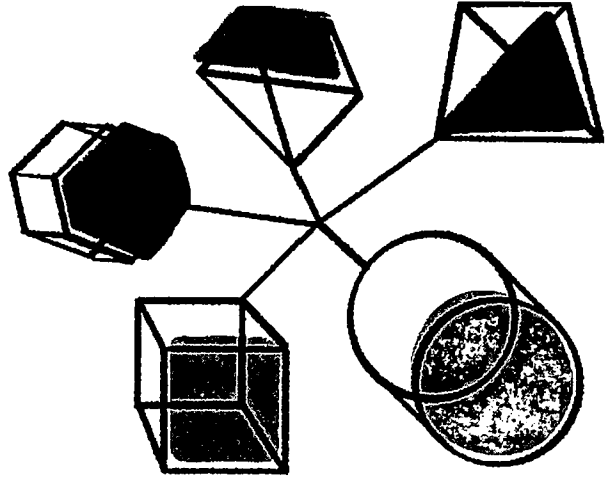
to disciplinary action, up to and including termination from employment with or without notice, in accordance with applicable law.

## What it Means for You

Our continued success depends on your ability to make decisions that are consistent with our values, the law, our Code, and our policies. You have a responsibility to:

- Know and follow our values and commitments to our stakeholders.
- Know and comply with the laws and regulations related to your job in the country (or countries) where you do business.
- Know and follow our Code and our policies and processes.
- Ask for help. Our Code cannot address every law, policy, or issue, so it is important to ask for help if you are not sure what to do.
- Report concerns about suspected or actual violations of the law, our Code, or our policies. NetApp has a policy of not retaliating against anyone who reports concerns in good faith.
- Cooperate with any investigations.
- Always act in the best interests of NetApp.
- Complete our online Code of Conduct course and certification process.

Some countries, business units, or functions may adopt specialized policies and processes that apply to relevant individuals who work at NetApp. You also have an obligation to follow any special policies or processes that apply to you.



## Managers' Additional Responsibilities

Supervising others is a privilege and responsibility. If you supervise others, you have a responsibility to lead with integrity and to create an environment of trust and openness with your team. Be a positive role model. Recognize employees for their efforts, celebrate achievement, and create a workplace where employees feel comfortable coming forward with their concerns.

Demonstrate your commitment to our values, the law, our Code, and our policies through your words and actions and by setting clear expectations for your employees. Let them know they can come to you with questions and concerns without fear of retaliation, from anyone. It is important that you understand your special obligation to report behavior that you know, or should know, is inconsistent with the way we do business.

## Where to Go for Help

The Integrity & Compliance Office oversees and administers our Code and is your primary resource for any Code-related questions or concerns. However, there are other resources to help you, such as your Manager, your HR Business Partner, and Legal. See the [Resources and Contact Information](#) chart at the end of our Code for more information and contact details.

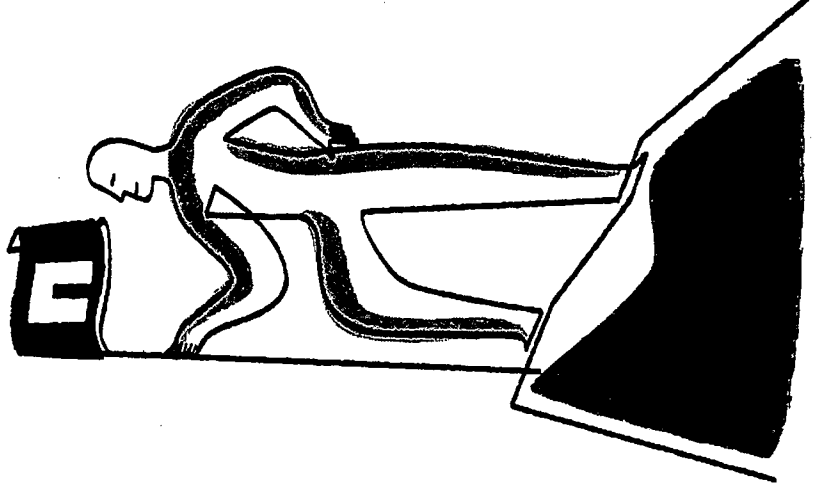
If it is not possible to raise or address an issue or concern with your immediate Manager, or if you feel your issue or concern is not being addressed appropriately, contact the next level of management, your HR Business Partner, Legal, or the Integrity & Compliance Office. Also, you can always report your concern through the NetApp Compliance Hotline. Do not attempt to investigate a known or suspected violation on your own.

## Your Responsibility to Report Concerns

You have the responsibility to report any concerns, including suspected or actual violations of the law, our Code, or our policies. Failure to do so can be a violation of our Code itself.

## No Retaliation Policy

NetApp has a policy of not retaliating against anyone who reports concerns in good faith. You will not lose your job or your benefits or be demoted, suspended, threatened, harassed, or discriminated against for sharing your concerns in good faith. Anyone who violates our no retaliation policy will be subject to disciplinary action, up to and including termination with or without notice, in accordance with applicable law.



## NetApp Compliance Hotline

The NetApp Compliance Hotline is available 24 hours a day, 7 days a week, for you to report your concerns, where permitted by law. It is an option operated by an independent reporting service that allows you to speak up anytime. When you contact the hotline, you have the option of providing your name or making an anonymous report, where permitted by law.

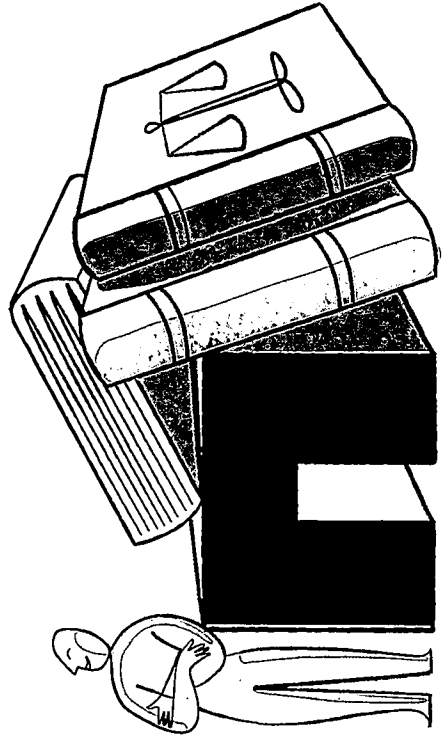
**Special Rules for Our Hotline Internationally**  
Please note that certain countries in the Americas, EMEA, and APAC where NetApp does business may not allow certain concerns to be reported at all or to be reported anonymously via the hotline. Also, NetApp may be obligated to inform the person who is the subject of a reported concern or violation that the report was filed and that the person may exercise his or her right to access and respond to the information regarding the allegation.

## Investigations

Reported violations of the law, our Code, and our policies – and the facts and circumstances surrounding such reports – will be reviewed, investigated if appropriate, and treated confidentially to the extent possible under the law and as determined by NetApp. When legally required or otherwise appropriate as determined by NetApp, NetApp may report compliance matters, facts, and circumstances to applicable government authorities and cooperate with any legal proceedings. Everyone who works at NetApp has a duty to cooperate fully with investigations and to promptly, completely, and truthfully comply with all requests for information, interviews, or documents. Sometimes, an investigation will be conducted by people, agencies, or law firms outside of NetApp. You must not alter or destroy documents or records in response to an internal or external investigation or other legal request.

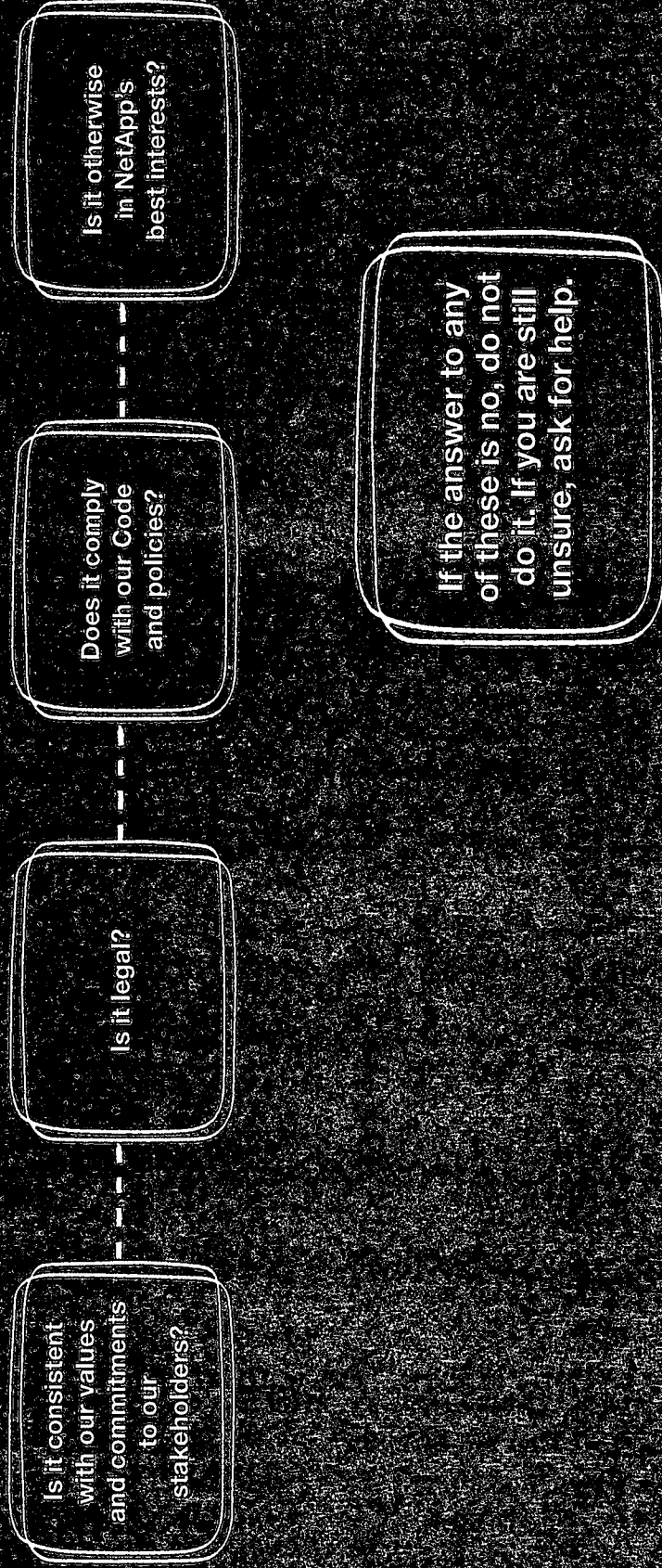
## Waivers of our Code

Under very specific circumstances, NetApp may waive a provision of our Code. Requests for waivers must be submitted to the Integrity & Compliance Office in writing and approved in advance.



# Ethics Decision Tree

If you are ever unsure of what to do, ask yourself these questions:



# Our Company

We are committed to building a model company. We strive to achieve market leadership by living our values, building a strong culture, and fulfilling our commitments to our stakeholders.

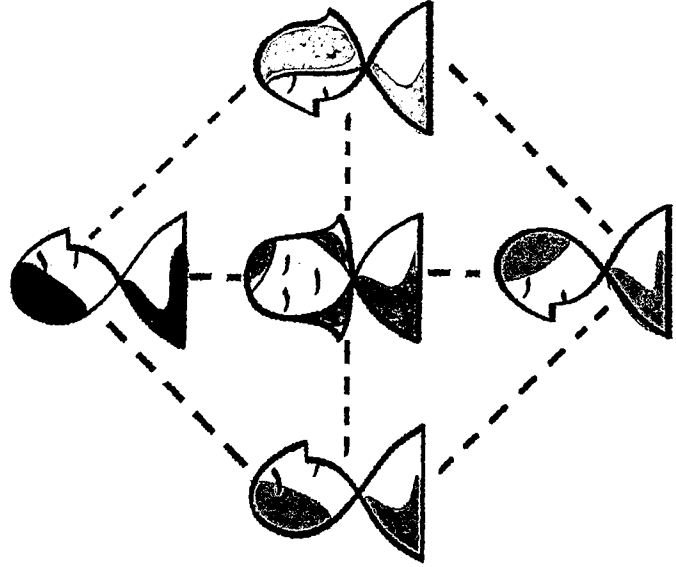
## Following the Law, our Code, and our Policies

Following the law is at the heart of our Code. NetApp expects everyone that works at our company to follow the law—including U.S. laws that apply to NetApp globally. Our success in the global marketplace is tied directly to your knowledge of and compliance with the laws related to your job in the country (or countries) where you do business. Failure to follow these laws can result in lawsuits, civil and criminal penalties, fines, imprisonment, and other severe consequences for NetApp and you.

We also expect everyone who works at NetApp to understand and follow our Code and our policies and to ask questions anytime you are unsure about the law, our Code, or our policies.

### Questions and Additional Information

Contact your Manager, your HR Business Partner, Legal, or the Integrity & Compliance Office with questions or concerns.



### Our Company. Our Values. Our Code.

- Know the laws associated with your job in the country (or countries) where you do business.
- Know and follow our Code and our policies wherever you do business.
- Ask questions anytime you are unsure about the law, our Code, or our policies.

## Financial Statements, Regulatory Filings, and Business Records

Each of us has a responsibility to be accurate, honest, and complete in what we record and what we report in our financial statements, regulatory filings, and business records, including our contracts. It is a fundamental part of meeting our financial, legal, and business obligations. Disclosure of financial information in reports or documents submitted to regulatory authorities and investors must be full, fair, accurate, timely, and understandable. If you are involved in preparing disclosure documents, make sure you are familiar with the requirements and never misrepresent or omit any material facts. Always comply with applicable legal requirements and generally accepted accounting principles as well as the internal and financial controls, policies, and procedures we have in place.

Follow our policies related to documenting accurately all partner, customer, supplier, vendor, contractor, and other contracts. Further discussion of this is included in the Our Partners section of our Code. Business records and communications can become public through litigation, investigations, or release in the media, so avoid exaggeration, colorful language, legal conclusions, and derogatory characterizations of NetApp, people, or other companies in NetApp communications including email, voicemail, instant messaging, and documents.

Comply with NetApp policies regarding the retention, storage, and disposal of information. Retain all company records, as described in our document retention requirements, and store them in approved storage locations. Records

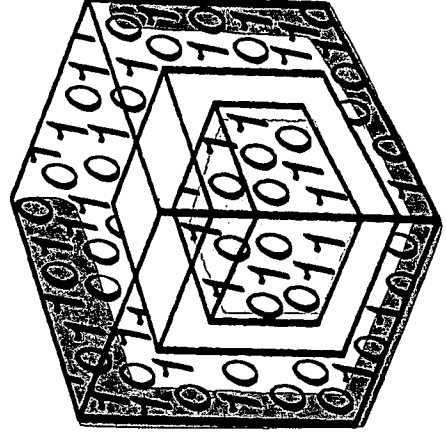
that have met their retention requirements and are not subject to a document preservation requirement or legal hold should be properly disposed of. Never dispose of information that may be relevant to litigation or subject to a legal hold until you are authorized to do so by Legal or the Integrity & Compliance Office.

### Questions and Additional Information

Contact Finance, Internal Audit, Legal, or the Integrity & Compliance Office with questions or concerns and report any misconduct, omission, inaccuracy, or falsification immediately. For additional information, see the Finance website.

### Our Company. Our Values. Our Code.

- Make sure information you report in NetApp financial statements, regulatory filings, and business records, including contracts, is accurate, honest, and complete.
- Remember, accurate recordkeeping is critical to maintaining the successful operation of our business, the trust of our stakeholders, and compliance with the law and our policies.
- Report immediately any suspected or financial or business record misconduct or inaccuracy.





## Anti-bribery, Anti-corruption

We are committed to winning business based on the merits of our products and not on unethical or illegal business practices. We have zero tolerance for bribery and corruption. Never give, offer, or accept, directly or through a third party, anything of value in exchange for obtaining (or retaining) business or an improper advantage.

A bribe can take many forms including a payment, a gift, a favor, a kickback, or an offer of entertainment or travel. Even a charitable or political contribution could be considered a bribe if offered to influence a decision on our behalf. Regardless of local practice or the practices of other companies, avoid even the appearance of something improper.

Understand and comply with the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, as well as the anti-bribery and anti-corruption laws of the country (or countries) where you do business. The U.S. FCPA places strict limits on bribery of any non-U.S. government officials or employees of any non-U.S. state-owned entities. Never give anything of value to such individuals without receiving approval from Legal or the Integrity & Compliance Office in advance. In some countries, anti-bribery laws also restrict bribery in a commercial context.

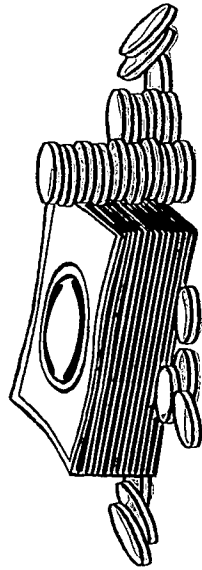
Be aware that NetApp can be held responsible for bribes made on our behalf by third parties, including by our partners, customers, suppliers, vendors, and contractors. Exercise due diligence in the selection of business partners and avoid relationships with parties that have a history of corrupt practices.

### Questions and Additional Information

Contact Legal or the Integrity & Compliance Office with questions or concerns. For additional information, see the Integrity & Compliance website.

### Our Company. Our Values. Our Code.

- Comply with anti-bribery and anti-corruption laws where you do business.
- Do not give anything of value to a government official or state-owned entity employee without receiving approval in advance from Legal or the Integrity & Compliance Office.
- Exercise due diligence if you hire someone to work on our behalf.
- Report suspected or actual acts of bribery or corruption to Legal or the Integrity & Compliance Office.



## Gifts, Entertainment, and Business Courtesies

The exchange of gifts, entertainment, and other business courtesies such as travel, with partners, customers, suppliers, or vendors is a common business practice and can promote goodwill. When gifts or entertainment are extravagant or frequent, however, they can compromise your objectivity or create the appearance of something improper. That is why NetApp has gifts, entertainment, and travel policies that define what is appropriate and what is not.

Remember, never give, offer, or accept a bribe. This can be anything of value given, directly or through a third party, in exchange for obtaining (or retaining) business or securing an improper advantage. All gifts, entertainment, and business courtesies must be appropriate for the business relationship and under local custom and law.

### Giving Gifts and Other Items

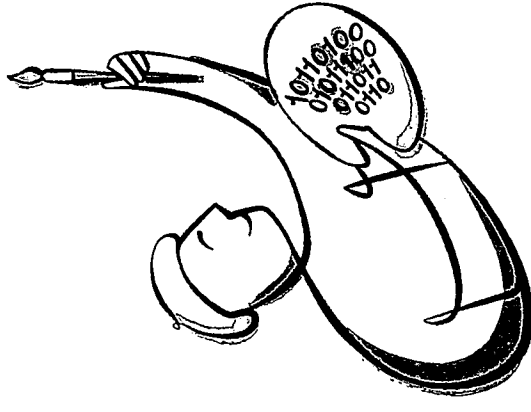
You may give gifts, entertainment, or other business courtesies such as travel, to partners, customers, suppliers, vendors, or other business contacts according to our policies.

In general, you may give occasional gifts to third parties that do not exceed \$100 U.S. (or local currency equivalent) in value. This limit also applies to the giving of gifts to NetApp employees that are expensed to the company. In general, you may also give occasional entertainment or other business courtesies to third parties, which do not exceed \$150 U.S. (or local currency equivalent) in value per person or \$750 U.S. (or local currency equivalent) in value per event where five or more individuals are in attendance. The person(s) being entertained must have a potential or actual business relationship with NetApp.

NetApp may have different limits for each country where we do business, which will be communicated separately. Any exceptions must be approved in advance by your VP or the Integrity & Compliance Office.

### Government Officials and State-Owned Entity Employees

The rules for giving gifts, entertainment, and other business courtesies such as travel, to government officials or state-owned entity employees are strict. Do not give anything of value to government officials or state-owned entity employees, including gifts, entertainment, travel, or even a meal, without receiving approval in advance from Legal or the Integrity & Compliance Office. Never give anything of value for the purpose of improperly influencing an official decision.



## Accepting Gifts and Other Items

In general, you may accept from third parties occasional gifts, entertainment, and other business courtesies such as travel, which do not exceed \$100 U.S. (or local currency equivalent) in value. NetApp may have different limits for each country where we do business, which will be communicated separately. Any exceptions must be approved in advance by your VP or the Integrity & Compliance Office.

## Travel

All NetApp travel must be in accordance with The NetApp Global Expense & Travel Handbook.

## Accurate Recordkeeping

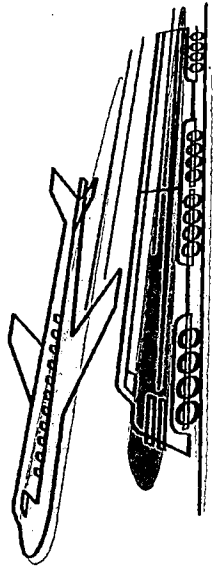
Our gift, entertainment, and travel policies require that you keep accurate records regarding your expenses in connection with your job. Any gift, entertainment, or business courtesy permitted under our policies must be transparent and recorded accurately in our corporate books and records and in your expense reports. When completing an expense report, always state to whom the gift, entertainment, or business courtesy was provided, whether a government official or state-owned entity employee was involved, the amount, and the purpose.

## Questions and Additional Information

Contact Legal or the Integrity & Compliance Office with questions or concerns. For additional information, see the Finance website and the Integrity & Compliance Office website.

## Our Company. Our Values. Our Code.

- Know and comply with our policies as they relate to giving and accepting gifts, entertainment, and travel.
- Be aware that NetApp may have different limits for each country, which will be communicated separately.
- Obtain approval in advance from your VP or the Integrity & Compliance Office for any exceptions to our policies.
- Do not give anything of value to government officials or state-owned entity employees without receiving approval in advance from Legal or the Integrity & Compliance Office.
- Follow our policies regarding recordkeeping and expense reports.



## Conflicts of Interest

We expect that you will act and make decisions that are in the best interest of NetApp. Each of us has a responsibility to avoid activities that might affect—or appear to affect—our objectivity in making decisions for our company. While it is impossible to list all of the situations that could signal an actual or potential conflict of interest, there are certain areas where conflicts typically arise, such as:

- **Personal Relationships.** Doing business with family members or friends, whether they work for NetApp or other companies with which we work.
- **Outside Employment.** Accepting outside employment that either interferes with the time, talent, or energy that you bring to NetApp or has the potential for compromising NetApp proprietary or confidential information or intellectual property.

- **Board or Advisory Roles.** Serving on a Board or in an advisory capacity where your service would conflict with your responsibilities as a NetApp employee.
- **Competitive Activities.** Owning, working for, or doing consulting or other services for a business that is a NetApp competitor.
- **Product or Technology Development.** Developing a product or technology that could compete with NetApp's products or intellectual property.
- **Use of NetApp Property.** Using NetApp's property, information, relationships, or position for personal gain.
- **Financial Investments.** Investing in a company that is competitive to NetApp where the investment could create an actual or potential conflict of interest.

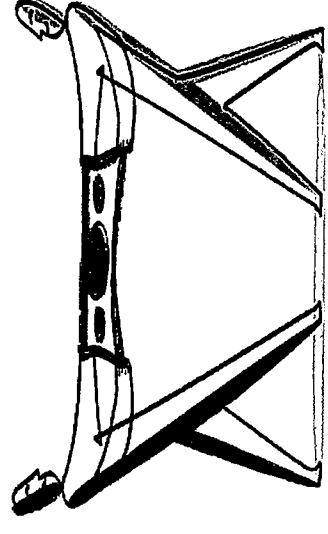
Always use good judgment and avoid even the appearance of something improper. Transparency is the key to avoiding conflicts of interest. Disclose any actual or potential conflicts of interest to the Integrity & Compliance Office and receive approval before you engage in the activity.

### Questions and Additional Information

Contact the Integrity & Compliance Office with questions or concerns. For additional information and the Conflicts of Interest Disclosure Form, see the Integrity & Compliance Office website.

### Our Company. Our Values. Our Code.

- **Ask yourself:** Am I involved in any situation that could create—or appear to create—a conflict between my personal interests and the interests of NetApp?
- **Be familiar** with the types of situations that may pose a conflict of interest.
- **Disclose** any actual or potential conflicts of interest to the Integrity & Compliance Office and your Manager using the Conflicts of Interest Disclosure Form and receive approval before you engage in the activity.



## Government Contracting

The sale of goods and services to customers owned in whole or in part by a government is heavily regulated and follows more strict rules than sales to commercial customers. The laws that apply to government contracting and to business communications with government officials, their prime contractors, or their agent customers, are complex. If you contract with government customers, you have a duty to know and abide by all relevant statutory, regulatory, and contractual provisions and avoid even the appearance of anything improper.

Promote an atmosphere of openness and transparency in your dealings. Be truthful and accurate in all reports, statements, certifications,

bids, proposals, and claims. If you are involved in bidding on government contracts, respect the proposal and source selection processes, honor your obligation to protect confidential information, and comply with all security clearance requirements. Also comply with government inspections, investigations, or requests for information. If you receive an inquiry from a government official or agency, promptly contact Legal or the Integrity & Compliance Office for assistance. Any payments made to government agencies must be consistent with NetApp's policies and completely and accurately recorded in a timely manner and in reasonable detail.

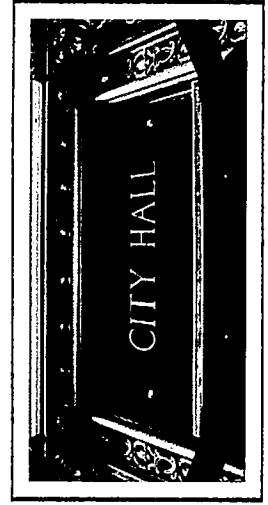
Remember, the rules for giving gifts to government officials or state-owned entity employees are strict. Do not give anything of value, including gifts, entertainment, or even a meal, to government officials or state-owned entity employees without receiving approval in advance from Legal or the Integrity & Compliance Office. Gifts must never be given for the purpose of improperly influencing an official decision. Never offer bribes, kickbacks, or preferential treatment to a government official in connection with a government contract.

### Questions and Additional Information

Contact Legal or the Integrity & Compliance Office with questions or concerns.

### Our Company. Our Values. Our Code.

- Be aware that the sale of goods and services to customers owned in whole or in part by a government is heavily regulated and follows more strict rules than sales to commercial customers.
- Understand and abide by the relevant statutory, regulatory, and contractual provisions and avoid even the appearance of anything improper. Ask for help if you are not sure what to do.
- Do not give anything of value to government officials or state-owned entity employees without receiving approval in advance from Legal or the Integrity & Compliance Office.



## Antitrust and Competition

We believe in a thriving marketplace and free and open competition and expect every employee to promote positive business relationships and fair business practices. To comply with the letter and spirit of antitrust and competition laws, do not communicate or enter into any kind of agreement or understanding—whether formal or informal, written or spoken—that relates to a competitive matter without first obtaining guidance and approval from Legal. Examples of anti-competitive business practices that could be prohibited under law include:

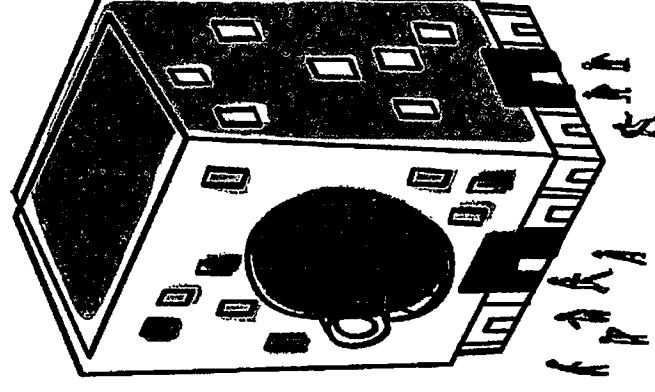
- Agreeing with a competitor or a reseller, to raise, fix, or hold a price at which goods or services will be sold (price fixing)
- Agreeing in advance with a competitor or a reseller as to who will submit the winning bid on a contract in a competitive bidding process (bid rigging)
- Agreeing with a competitor or a reseller to divide markets or sell only to customers in certain geographic areas (market division)
- Dictating or otherwise interfering with a reseller's ability to set the price at which it offers NetApp products for sale (resale price maintenance)

### Our Company. Our Values. Our Code.

- Do your part to promote positive business relationships and fair business practices.
- Know and comply with applicable antitrust and competition laws related to your job in the country (or countries) where you do business.

Questions and Additional Information

Contact Legal or the Integrity & Compliance Office with questions or concerns.



## Export Controls, Restricted Countries, Imports, and Anti-boycott

As a company that serves customers around the world, our products, technologies, and services are subject to a wide range of export control, economic sanctions, import, customs, and other trade compliance laws, including those of the U.S. and other countries.

U.S. export control and economic sanction laws apply broadly to our products, technologies, and services, including transactions related to these items that occur in countries outside the U.S. Because our products typically contain U.S. technology, they are generally subject to U.S. laws.

Under U.S. export laws, our products are controlled for export to certain countries, entities, and persons and for certain end uses. In many cases, our products require government authorization in order to export. The U.S. has substantial export controls and economic sanctions against certain countries, such as Cuba, Iran, North Korea, Sudan, and Syria. Such restricted countries and end users change from time-to-time. We do not do business related to restricted countries or end users. NetApp products and technologies that move across international borders may be regulated by the export control, economic sanctions, import, customs, and other trade laws of more than one country.

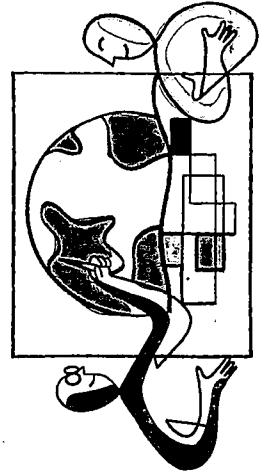
Export control laws apply not only to shipments of our products and technologies but also where they are hand-carried during traveling or otherwise transferred such as through downloads. Even controlled technology, such as NetApp source code, which is exposed to certain foreign persons in the U.S., may be “deemed” an export.

### Questions and Additional Information

Contact the Global Trade Compliance (GTC) team, Legal, or the Integrity & Compliance Office with questions or concerns. For additional information, see the Global Trade Compliance website.

### Our Company. Our Values. Our Code.

- Be aware that NetApp is subject to a wide range of export control, economic sanction, import, customs, and other trade compliance laws, including those of the U.S. and other countries.
- Understand that export of NetApp's products, technologies, and services is highly regulated and violations can significantly impact our operations, result in civil and criminal penalties, and cause NetApp to lose its export privileges.
- Never engage in conduct prohibited under U.S. anti-boycott laws.



## Proprietary and Confidential Information, Intellectual Property

Our proprietary information and confidential information—business information, technologies, intellectual property, strategies, and other ideas we own—are among our company's most valuable assets. This is information about NetApp or our customers, partners, suppliers, vendors, contractors, or fellow employees that you may be exposed to as part of your job. It can be written, spoken, or electronic and includes:

- Information about our company—such as product research, designs and pricing, business strategies, technical information, customer lists, trade secrets, intellectual property, and marketing plans
- Information about our employees—such as their health, salary, and performance information
- Nonpublic financial information—such as forecasts, pricing strategies, and budget information

- Third party information—information about our partners, customers, suppliers, vendors, contractors, and other third parties that we have been entrusted to protect

Treat all NetApp proprietary and confidential information with discretion, as you would your own personal information, and take precautions before disclosing it to anyone inside or outside of NetApp. Before sharing confidential information, be sure you are authorized to do so and that you disclose it only to those who have both a right and need to know the information. Companies or individuals outside of NetApp must sign a nondisclosure agreement before gaining access to our information.

Limit the amount of information shared to only what is required and make sure the recipient understands any restrictions related to its use or dissemination. Do not share confidential

information with friends, family, relatives, the media, or any outside parties such as financial companies, research firms, or “expert networks,” and do not discuss confidential matters in public places where others could hear you.

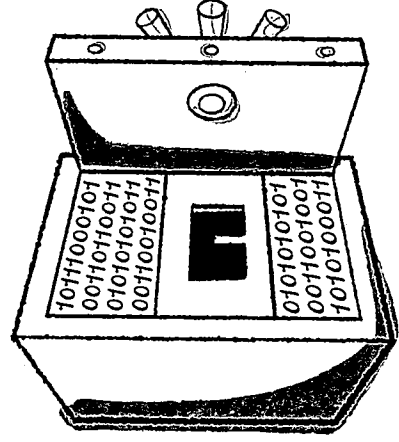
Follow commitments that NetApp has made in any contract or nondisclosure agreement to any other company or individual. If you come to NetApp from another company, honor the promise you have made to protect that company's confidential information. If you leave NetApp, do not share NetApp proprietary and confidential information with your new employer or anyone else.

### Questions and Additional Information

Contact Legal or the Integrity & Compliance Office with questions or concerns.

### Our Company. Our Values. Our Code.

- Protect our proprietary information and confidential information—they are among our company's most valuable assets.
- Do not disclose this information inside or outside of NetApp unless the recipient is authorized to receive it and needs it in order to do his or her job.
- Enter into nondisclosure agreements before you share any proprietary and confidential information with anyone outside of NetApp.





## Insider Trading

Your work at NetApp may expose you to material, nonpublic information about NetApp or companies with which we do business. Information is “material” if a reasonable investor would consider it to be important in deciding whether or not to buy, sell, or hold stock. Information is “nonpublic” until it has been widely disseminated to the public market. For example, NetApp’s quarterly financial results are considered to be material and such results are considered to be nonpublic until one full trading day after the earnings release. Additional examples of material, nonpublic information include: estimates of future earnings, the gain or loss of a substantial customer or supplier, information about mergers or acquisitions, changes in executive management, significant transactions, and new projects contemplated.

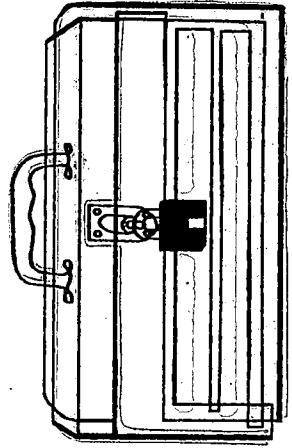
You may not trade in NetApp stock or other securities based on material, nonpublic information you have about NetApp, and you may not trade in the stock of companies with which we work if your job exposes you to material, nonpublic information about those companies. This policy also applies to anyone else living in your household and to anyone (whether or not living in your household) whose securities transactions are directed by or subject to your influence or control. Passing along a “tip” is also a form of insider trading and is strictly prohibited. Even the appearance of an improper transaction must be avoided. Keep in mind, insider trading is illegal.

## Questions and Additional Information

Contact Legal or the Integrity & Compliance Office with questions or concerns. This information represents only a portion of NetApp’s Insider Trading Policy.

## Our Company. Our Values. Our Code.

- Know what kinds of information are considered material, nonpublic information and do your part to protect it.
- Do not share material, nonpublic information with anyone.
- Do not trade in NetApp securities or the securities of any other company (including our business partners or customers) if you possess material, nonpublic information.
- If you are unsure if information is considered “material” or “nonpublic,” do not trade on it until you have consulted with Legal or the Integrity & Compliance Office.



## Data Privacy and Security

Your work may bring you into contact with data protected by global laws or our policies, such as the personal data of individuals. Personal data is any piece of information that can identify an individual, or is identifiable to an individual, either directly or indirectly. It can be one data element, such as a name or a set of data elements strung together to identify a person, such as a name, employee ID, email address, and telephone number. There are also specific laws that regulate certain types of personal information or data, such as sensitive and health information.

Protect personal and other information and comply with all relevant data privacy and security laws and policies in the country (or countries)

where you do business. Prevent unauthorized access, use, or transfer of this information, and access it only as necessary for the performance of your job responsibilities. Notify Legal or the Integrity & Compliance Office if you have access to personal or other data you do not need so that your access rights can be terminated.

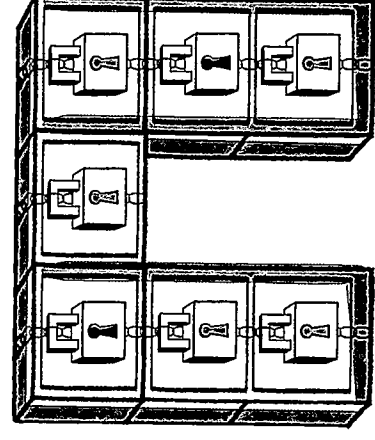
Unauthorized access to data and data security breaches are serious violations of privacy laws, and NetApp may be required to notify the appropriate authorities or people if a breach is suspected or has occurred. Notify Legal or the Integrity & Compliance Office of any known or suspected unauthorized access to data of any kind, including employee data.

Questions and Additional Information

Contact Legal or the Integrity & Compliance Office with questions or concerns.

### Our Company. Our Values. Our Code.

- Ask for help if you are unsure if data is protected and considered personal.
- Protect all forms of personal data.
- Speak up if you are given access to data that is not needed for your job.
- Immediately report data security breaches to Legal or the Integrity & Compliance Office.



# Our People

We attract and retain performance-oriented people, who thrive by taking on challenging work in a supportive environment, and who are recognized and rewarded for their achievements and contributions.

## Working At NetApp

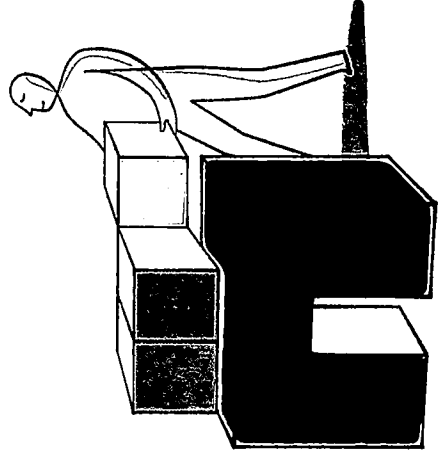
Our employees are our greatest asset. We take pride in attracting and retaining the very best talent in the industry based on a culture-fit approach. From the beginning, NetApp has worked to build a model company and embraced a culture of openness and trust.

Everyone who works at NetApp is expected to act responsibly, professionally, and according to our values and our commitments to our stakeholders, and to consider the impact of their actions on NetApp, their co-workers, and the culture we have worked hard to create and maintain. We have a unique environment where our employees are supported and encouraged to be innovative and where we communicate openly and transparently so that employees focus on critical and impactful work that ties directly to our business strategy. Employees lead with integrity.

Employees often say they joined NetApp because of our innovative technology, and they stay because of the people they work with and our culture. We strive to provide our talented workforce with the tools and resources it needs to preserve our world-class work environment. Our commitments are embodied in our own policies. Knowing and complying with these policies helps protect our culture and ensures a level of consistency and fairness across NetApp.

### Questions and Additional Information

If you see or suspect a violation of our policies, contact your Manager, your HR Business Partner, Legal, or the Integrity & Compliance Office. You can also report your concerns via the NetApp Compliance Hotline. NetApp has a policy of not retaliating against anyone who reports concerns in good faith.



### Our People. Our Values. Our Code.

- Honor our commitments to building a model company.
- Act responsibly and professionally and according to our values and our commitments to our stakeholders.
- Know and comply with our policies.

## Diversity and Anti-discrimination

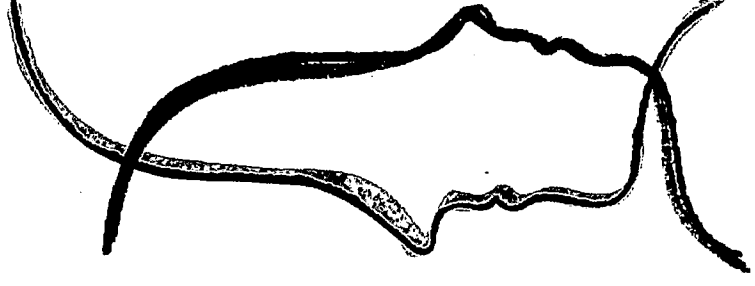
We are not just a company of products, but of people, all working together in the spirit of collaboration. We celebrate the diversity of cultures, traditions, perspectives, and experiences that our employees represent. We strive to recognize each employee's individual contributions. NetApp is dedicated to a workplace that is free of unlawful discrimination.

### Questions and Additional Information

Contact your Manager, your HR Business Partner, Legal, or the Integrity & Compliance Office with questions or concerns. You can also report your concerns via the NetApp Compliance Hotline. NetApp has a policy of not retaliating against anyone who reports concerns in good faith.

### Our People. Our Values. Our Code.

If you see or suspect discrimination or feel that you have been discriminated against or treated unfairly, report it to your Manager, your HR Business Partner, Legal, the Integrity & Compliance Office, or the NetApp Compliance Hotline.



## A Harassment-free Workplace

NetApp is committed to promoting and maintaining a workplace free from unlawful harassment in any form. We prohibit conduct—whether intentional or unintentional—that results in unlawful harassment, abuse, or intimidation, based on characteristics as provided for by applicable law.

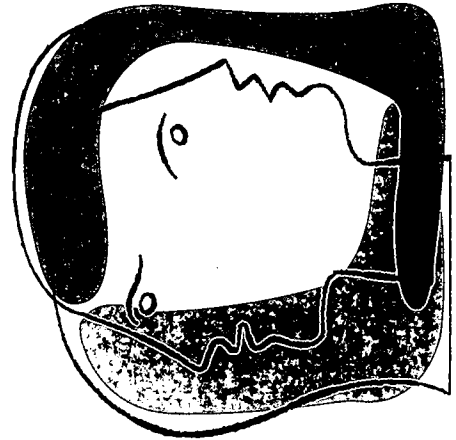
Your responsibility to promote a harassment-free work environment extends beyond the workplace to include company-related meetings, events, situations, and parties, including those held offsite.

### Questions and Additional Information

Contact your Manager, your HR Business Partner, Legal, or the Integrity & Compliance Office with questions or concerns. You can also report any concerns you have via the NetApp Compliance Hotline. NetApp has a policy of not retaliating against anyone who reports concerns in good faith.

### Our People. Our Values. Our Code.

If you see or suspect harassment, or feel you have been harassed, contact your Manager, your HR Business Partner, Legal, the Integrity & Compliance Office, or the NetApp Compliance Hotline.



## Safety and Security

We are committed to providing a safe, secure, and healthy workplace. We rely on you to follow all applicable workplace health and safety policies and procedures, attend any required training, and promptly report any unsafe conditions, accidents, or injuries you experience or witness on the job. We prohibit acts or threats of violence by or against our employees, contractors, or visitors at any time or place. Weapons and firearms of any kind are not permitted on NetApp's property or at NetApp-sponsored events. If you feel unsafe or threatened, contact the Global Safety & Security team immediately for assistance.

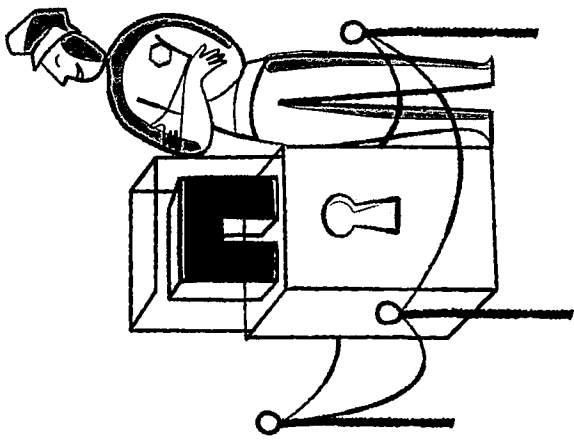
Observe good security practices. Wear your NetApp identification badge whenever you are on NetApp's premises, and report any breach of security or suspicious behavior. Safeguard your passwords and any information or hardware that is assigned to you. Observe a clean-desk policy, secure information in locked cabinets, and lock your computer screen when you leave your work area.

### Questions and Additional Information

Contact your Manager, your HR Business Partner, the Global Safety & Security team, or the Integrity & Compliance Office with questions or concerns. For additional information see the Global Safety & Security website.

### Our People. Our Values. Our Code.

- Report any unsafe conditions, security breaches, threats, or violent acts.
- Observe good security practices.
- Behave in a professional and responsible manner.

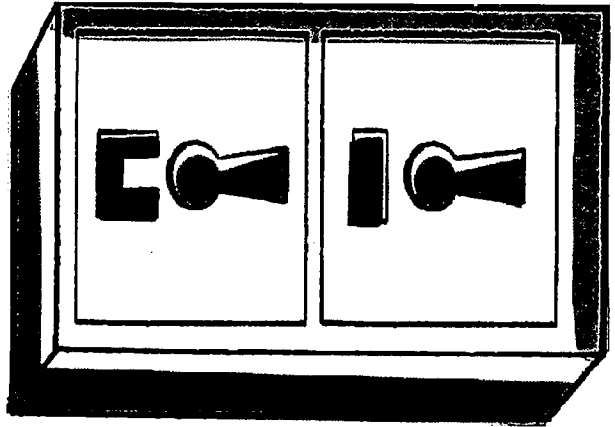


## Theft and Fraud

We do not tolerate acts of theft or fraud. Stealing money, property, or company time or attempting to misrepresent, cheat, or deceive (through words, conduct, or concealment) in order to obtain some benefit, financial gain, or otherwise, is wrong. Lying on an expense report, claiming overtime for hours not actually worked, not reporting time off, or being dishonest about meeting a sales target—all are prohibited acts.

### Questions and Additional Information

Contact your Manager, your HR Business Partner, the Global Safety & Security team, or the Integrity & Compliance Office with questions or concerns.



Our People. Our Values. Our Code.

Protect NetApp—speak out against any acts of theft or fraud.



## Use of NetApp Resources

Our assets are what give NetApp a competitive advantage in the marketplace. We trust you to respect them, use them to carry out company business, and protect them from damage, loss, misuse, and theft. NetApp assets include not only our technology, intellectual property, and information resources but also our financial assets and the equipment and physical assets we use on the job. Any improper use of these assets can damage our reputation and expose NetApp and you to legal liability. Use company assets to promote company business and protect them as if they were your own.

Technology resources, including hardware, software, email, voicemail, landline and mobile phones, intranet and Internet access, and computer files and programs, are valuable company assets, and we rely on you to use them appropriately and in accordance with the

law and our policies. Use good judgment when accessing the Internet from our systems—take care to never violate a law, harass other users, disclose confidential information, or interfere with network users, services, or equipment. Never install unauthorized software, hardware, or storage devices on your NetApp or NetApp-issued computer, mobile, and other devices, and do not access our network through unauthorized hardware, software, devices, or other means.

In accordance with the law, all communications, information, documents, intellectual property, and anything else you create or receive in the course of your employment are owned by NetApp, and you should have no expectation that these and your use of NetApp's network, applications, or assets, including such use on NetApp-issued devices or your own personal devices, are private and confidential.

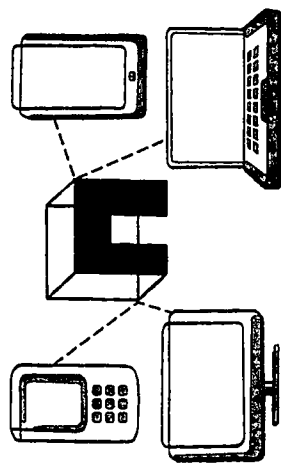
In accordance with the law, NetApp may, without notice: access, use, store, monitor, search, seize, review, transfer, and disclose communications, information, documents, intellectual property, and anything else you create or receive in the course of your employment, including through NetApp's network, applications, or assets and NetApp-issued devices; respond to all valid court, law enforcement, governmental, and litigation requests, subpoenas, orders, and warrants; and maintain, monitor, and audit NetApp's network, applications, and assets and NetApp-issued devices.

## Questions and Additional Information

Contact your Manager, your HR Business Partner, or the Integrity & Compliance Office with questions or concerns.

### Our People. Our Values. Our Code.

- Be a good steward of NetApp's assets. Treat them with care and guard against waste and abuse.
- Safeguard your NetApp resources, like your computer and mobile phone, and exercise good judgment regarding their use.



## Speaking on Behalf of NetApp

We take care when communicating about NetApp. Our reputation, our brand, and our people can be harmed when information about the company is inconsistent, inaccurate, or incomplete. Only authorized individuals at NetApp should communicate externally to the media, our investors, financial analysts, and the government. Refer all inquiries from the media, research firms, or the public generally to our Communications or Investor Relations teams. Refer all legal or government inquiries to Legal.

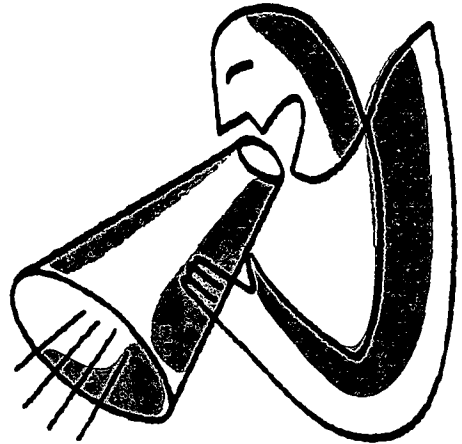
If you are publishing white papers, technical reports, or marketing presentations, follow our marketing guidelines and policies. Contact Legal if you have questions about whether certain information can be used or disclosed publicly.

### Questions and Additional Information

Contact the Communications team, the Investor Relations team, Legal, or the Integrity & Compliance Office with questions or concerns.

### Our People. Our Values. Our Code.

- Do not speak on behalf of NetApp unless you are authorized to do so.
- Direct all inquiries from third parties to the relevant contacts above.



# Our Partners

We build and nourish business relationships to develop and deliver innovative, superior solutions for customers.

## Ethical and Legal Partnerships

We understand the value of having excellent business partnerships with our partners, customers, suppliers, vendors, and contractors, and we work to build these relationships based on integrity and mutual trust. We conduct our business consistent with our values, the laws, our Code, and our policies. We rely on you to act in the best interests of NetApp with respect to our business partnerships and to apply fair business practices.

We also expect our partners, customers, suppliers, vendors, and contractors to operate

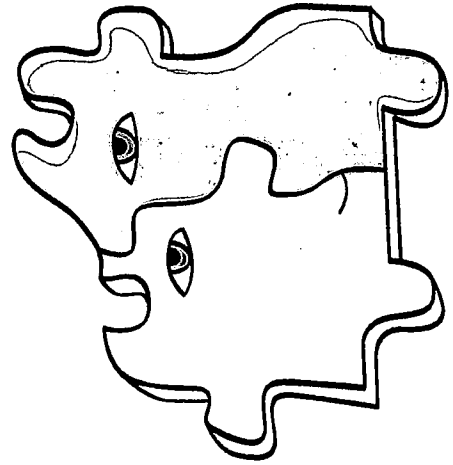
ethically, in compliance with the law, and in a manner that is consistent with the standards of our Code and our policies. Our partners' failure to do so can lead to serious issues for NetApp. All representations made by our employees and third parties acting on our behalf must be current and accurate.

### Questions and Additional Information

Contact your Manager, Legal, or the Integrity & Compliance Office with questions or concerns.

### Our Partners. Our Values. Our Code.

- Do your part to build our business partnerships based on integrity and mutual trust.
- Act in the best interests of NetApp with respect to our business partnerships.
- Remember, for all of our business partnerships, you also have a responsibility to follow the law, our Code, and our policies.



## Sales Contracts, Policies, and Processes

When it comes to ethical sales practices, compliance with the law is always the starting point. You have a responsibility to understand and comply with the laws relevant to your job in the country (or countries) where you do business. These laws include those related to accurate financial statements, regulatory filings and business records, anti-bribery and anti-corruption, gifts, entertainment, and business courtesies, government contracting, antitrust and competition, and export controls discussed earlier in the Our Company section of our Code.

In addition to the law, there are NetApp sales policies and processes with which you must comply when entering into any sales agreement on behalf of NetApp. For example, our Global

Bookings Policy ensures that we are aligned with our practices and comply with applicable regulatory requirements. It requires that:

- You completely and accurately document the entire offer and price for products and services in the quote, the quote is approved, and the quote is accepted by a valid purchase order (PO). This means we have solid evidence of the complete arrangement.
- The price is fixed, approved, and the same on both the quote and the PO.
- All elements of the arrangement, such as shipping and payment terms, and all contingencies are explicitly indicated on the approved quote.
- The company with which we are dealing is considered creditworthy and collection of what we are owed is probable.

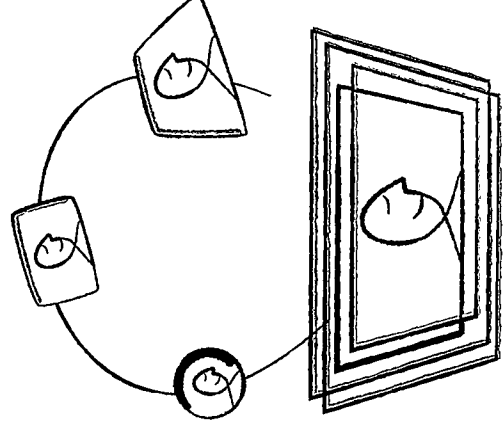
There are certain sales practices that are prohibited because they violate our commitment to conducting business honestly and ethically. For example, we do not allow concessions, side agreements or letters, alteration of sales documents, and future roadmap commitments.

### Questions and Additional Information

Contact your Manager, Finance, Legal, or the Integrity & Compliance Office with questions or concerns. For additional information, see the Finance website.

### Our Partners. Our Values. Our Code.

- Make sure you comply with the law wherever you do business and that the sales and business practices you employ are honest and ethical.
- Know and comply with our sales policies and processes, including our Global Bookings Policy.
- If you are a certifier through the sales certification process, document any exceptions you know about fully and accurately.



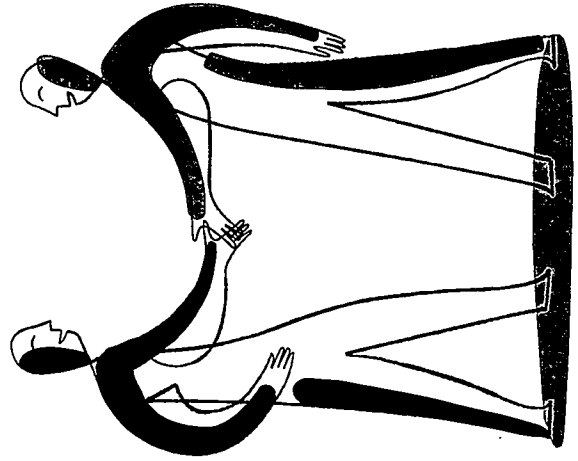
## Procurement from Suppliers, Vendors, and Contractors

We treat our suppliers, vendors, and contractors with integrity and professionalism and, in our dealings with them, observe all applicable procurement standards. We select these third parties on the basis of objective criteria such as quality, price, service, experience, capability, and reliability, and we monitor their performance to ensure a high level of accountability and transparency. We hold third parties to the same high standards to which we hold ourselves. We expect that anyone who conducts business on our behalf will operate ethically, in compliance with the law, and in a manner that is consistent with the standards of our Code and our policies.

Be aware that NetApp can be held responsible for the actions of the third parties with which we partner. If your job involves selecting or working with a third party, help them understand the standards of business conduct we expect and report any conduct by a third party that appears to be inconsistent with these standards to Legal or the Integrity & Compliance Office.

### Questions and Additional Information

Contact the Global Sourcing Services (GSS) team, Legal, or the Integrity & Compliance Office with questions or concerns.



### Our Partners. Our Values. Our Code.

- If you are responsible for selecting or hiring third parties, follow our procurement policies, use objective criteria in making your selection (and do not let personal relationships or gain influence your decision), and monitor them on a continuous basis.
- Communicate to all individuals conducting business on our behalf, the importance of acting in a manner consistent with the law, our Code, and our policies.
- If you work with a third party, check to ensure that our contracts clearly address responsibilities and risks and that the invoices they submit to us are honest, accurate, and complete.

## Supply Chain Relationships

We source components and assemblies for our products from suppliers, in several different countries around the world. Each country has its own laws and regulations governing business dealings, purchases, duties, taxes, and transportation of products and goods. We are committed to operational excellence and compliance with applicable laws and regulations in our global supply chain, which include labor practices, integrity of materials, quality control, environmental compliance, export control and other trade laws, and safe handling and delivery.

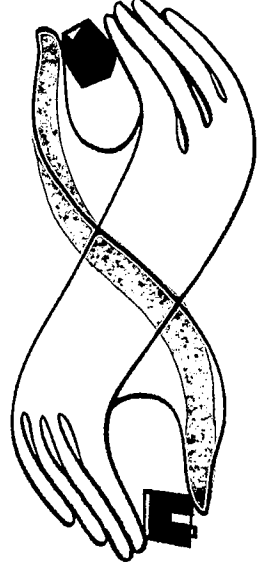
We hold our suppliers to the same high standards to which we hold ourselves. We expect that anyone who conducts business on our behalf will operate ethically, in compliance with the law, and in a manner that is consistent with the standards of our Code and our policies.

### Questions and Additional Information

Contact the Supply Chain Management team, Legal, or the Integrity & Compliance Office with questions or concerns.

### Our Partners. Our Values. Our Code.

- Comply with applicable laws and regulations at every layer of the NetApp supply chain.
- Seek help if you have questions or concerns about third parties involved in our supply chain.



## Gathering Information about Competitors

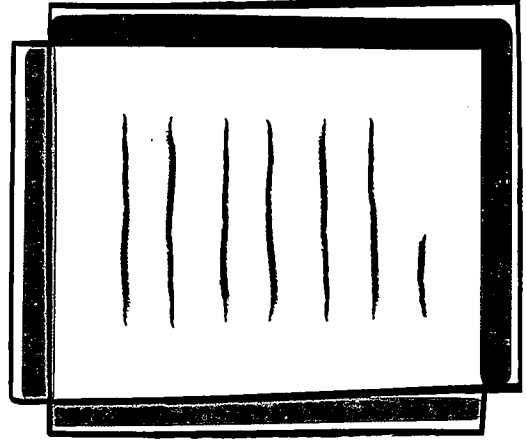
Although it is standard practice within any industry to gather information about competing companies and their partners, customers, suppliers, and vendors, we have a responsibility to do so legally and ethically. Use good judgment and exercise caution in collecting and handling information about competitors. Never acquire information through improper means or enlist someone else to do so on your behalf. Do not seek information regarding competitors' bid pricing for transactions where NetApp is competing for business.

Gathering information through market research, product evaluation, and review of

public documents is acceptable. Acquiring it through improper means is not. Do not obtain a competitor's confidential information from its current or former employees or from any partners, customers, suppliers, or vendors with which they do business. If you receive any competitor information that you believe to be confidential or obtained through inappropriate means, contact Legal or the Integrity & Compliance Office.

### Questions and Additional Information

Contact Legal or the Integrity & Compliance Office with questions or concerns.



### Our Partners. Our Values. Our Code.

- Gather competitive information through ethical and legal means.
- If you receive confidential information that you are unauthorized to view, or if you suspect that someone is violating our policies regarding the gathering of competitive information, contact Legal or the Integrity & Compliance Office.



# Our Neighbors

We foster positive relationships in the communities where we work and with our global neighbors.

## Corporate Social Responsibility

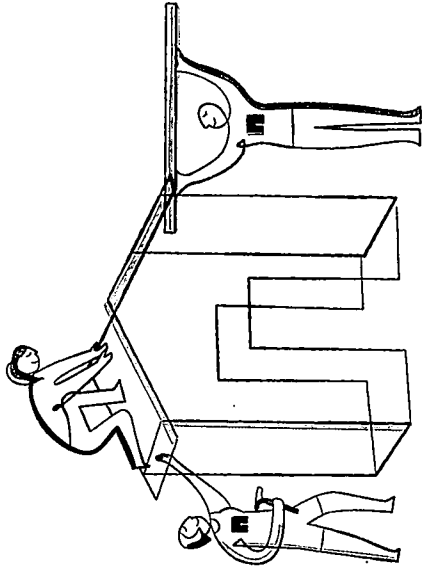
We strive to be a good corporate citizen and model company in the communities where we live and work. We recognize that we have obligations to people, partners, and the planet, and we take those obligations seriously. As a company, we are committed to contributing time, talent, products, services, and money to groups like nonprofit organizations and schools in the vicinity of major global NetApp employee population centers. We also encourage our employees to use NetApp Volunteer Time Off and give back to their communities.

### Questions and Additional Information

Contact your Manager, your HR Business Partner, Legal, or the Integrity & Compliance Office with questions or concerns.

### Our Neighbors. Our Values. Our Code.

Support NetApp's commitment to being a good corporate citizen.



## Charitable and Political Activities

We encourage you to perform volunteer service with non-profit organizations and schools in your communities as part of our commitment to being a good corporate citizen using our Volunteer Time Off (“VTO”) program. Our Community Relations team and website provides information about both our volunteer opportunities and VTO policies. Make sure your NetApp volunteer time is lawful and consistent with our policies.

All NetApp donations, whether monetary, product, or otherwise, must be consistent with our giving goals and policies and approved in advance. Unless you receive approval in

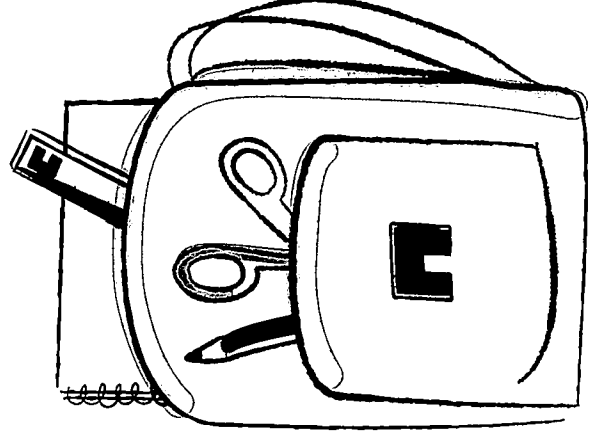
advance, do not use or donate NetApp funds or assets (including facilities, equipment, or trademarks) for, seek reimbursement of a donation for, or suggest NetApp has supported or endorsed a charitable or political cause, issue, or candidate.

### Questions and Additional Information

Contact your Manager, your HR Business Partner, or the Integrity & Compliance Office with questions or concerns. For additional information, see the Community Outreach Guidelines & Mission website.

### Our Neighbors. Our Values. Our Code.

- See NetApp’s Community Relations website for ideas regarding how you can volunteer using NetApp’s Volunteer Time Off program.
- Receive approval in advance to use NetApp funds or assets.



## Respecting the Environment

We are committed to contributing to the success of our partners and customers, to delivering value to our shareholders, and to positively impacting the communities where we work and live. We firmly believe that we can accomplish these objectives concurrently with our commitment to sustainability, environmental responsibility, and environmental compliance.

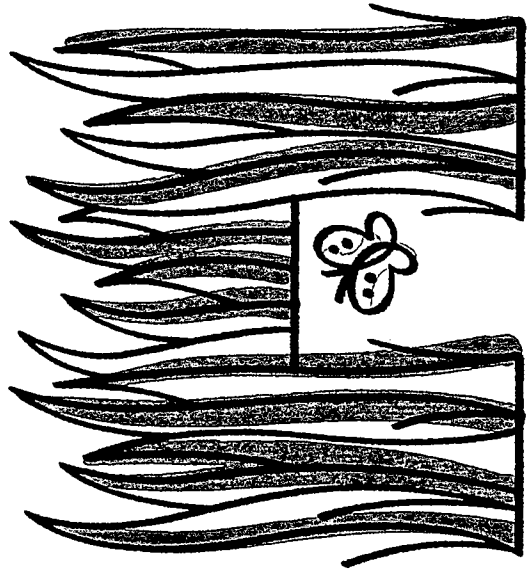
Be alert to environmental issues and honor our shared commitment to prevent pollution, conserve natural resources, reduce waste, and minimize any impact to the air, water, and land.

### Questions and Additional Information

Contact your Manager, Workplace Resources, Legal, or the Integrity & Compliance Office with questions or concerns.

### Our Neighbors. Our Values. Our Code.

- Do your part to promote sustainability and environmental responsibility.
- Consult the Workplace Resources team to learn more about our environmental goals and objectives.



**Resource:**

**Contact Information:**

**Integrity & Compliance Office (ICO)**

Email: [xdl-integrity@netapp.com](mailto:xdl-integrity@netapp.com)

**Mail:**

NetApp, Inc.

Attention: Integrity & Compliance Office

495 East Java Drive

Sunnyvale, CA 94089

**Audit Committee of the NetApp Board  
of Directors**

**Mail:**

NetApp Board of Directors Audit Committee

c/o Corporate Secretary

495 East Java Drive

Sunnyvale, CA 94089



[www.netapp.com](http://www.netapp.com)

May 2012

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[Home](#) » [About Us](#)

## About Us

The EICC is a coalition of the world's leading electronics companies working together to improve efficiency and social, ethical, and environmental responsibility in the global supply chain.

### ABOUT US

#### Governance

[Board of Directors](#)

[Bylaws](#)

[Membership Compliance Program](#)

[Work Group / Task Force Structure](#)

[Antitrust Compliance Policy](#)

[Key Performance Indicators](#)

[Logo Use](#)

[Membership List](#)

[Contact Us](#)

#### Our Vision and Mission

**Vision:** A global electronics industry supply chain that consistently operates with social, environmental and economic responsibility.

**Mission:** To enable and encourage our members to progress towards the EICC vision through a common code of conduct, collaborative efforts and shared tools and practices.

#### Membership

EICC membership is open to electronic manufacturers, software firms, ICT firms, and manufacturing service providers, including contracted labor, that design, market, manufacture and/or provide electronic goods or other materials or services to ICT firms.

EICC membership is broad and diverse. Members' headquarters are distributed among the Americas, Asia-Pacific, and Europe, Middle East, Africa (EMEA). In addition, members reflect many levels of the electronics supply chain, from raw materials extraction through manufacturing to brands.

Any electronics company or supporting supplier is welcome to adopt the EICC Code of Conduct. Membership in the EICC signifies a commitment to not only adopt the Code, but also invest in implementation. Seeing the need to increase accountability against this commitment, we adopted requirements for membership in 2008 and created two membership categories—full and applicant. Requirements for both levels are published on our website on the [Membership Requirements](#) page.

(Last Updated August 4, 2011)

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*Version 4.0 (2012)*

## **ELECTRONIC INDUSTRY CITIZENSHIP COALITION® CODE OF CONDUCT**

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The Electronic Industry Citizenship Coalition® (EICC®) Code of Conduct establishes standards to ensure that working conditions in the electronics industry supply chain are safe, that workers are treated with respect and dignity, and that business operations are environmentally responsible and conducted ethically.

Considered as part of the electronics industry for purposes of this Code are all organizations that may design, market, manufacture or provide goods and services that are used to produce electronic goods. The Code may be voluntarily adopted by any business in the electronics sector and subsequently applied by that business to its supply chain and subcontractors, including providers of contract labor.

To adopt the Code and become a participant ("Participant"), a business shall declare its support for the Code and actively pursue conformance to the Code and its standards in accordance with a management system as herein.

Participants must regard the Code as a total supply chain initiative. At a minimum, Participants shall also require its next tier suppliers to acknowledge and implement the Code.

Fundamental to adopting the Code is the understanding that a business, in all of its activities, must operate in full compliance with the laws, rules and regulations of the countries in which it operates.<sup>1</sup> The Code encourages Participants to go beyond legal compliance, drawing upon internationally recognized standards, in order to advance social and environmental responsibility and business ethics.

The EICC is committed to obtaining regular input from stakeholders in the continued development and implementation of the Code of Conduct.

The Code is made up of five sections. Sections A, B, and C outline standards for Labor, Health and Safety, and the Environment, respectively. Section D adds standards relating to business ethics; Section E outlines the elements of an acceptable system to manage conformity to this Code.

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<sup>1</sup> The Code is not intended to create new and additional third party rights, including for workers.





## A. LABOR

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Participants are committed to uphold the human rights of workers, and to treat them with dignity and respect as understood by the international community. This applies to all workers including temporary, migrant, student, contract, direct employees, and any other type of worker. The recognized standards, as set out in the annex, were used as references in preparing the Code and may be a useful source of additional information.

The labor standards are:

**1) Freely Chosen Employment**

Forced, bonded (including debt bondage) or indentured labor, involuntary prison labor, slavery or trafficking of persons shall not be used. This includes transporting, harboring, recruiting, transferring or receiving vulnerable persons by means of threat, force, coercion, abduction or fraud for the purpose of exploitation. All work must be voluntary and workers shall be free to leave work at any time or terminate their employment. Workers must not be required to surrender any government-issued identification, passports, or work permits as a condition of employment. Excessive fees are unacceptable and all fees charged to workers must be disclosed.

**2) Child Labor Avoidance**

Child labor is not to be used in any stage of manufacturing. The term "child" refers to any person under the age of 15 (or 14 where the law of the country permits), or under the age for completing compulsory education, or under the minimum age for employment in the country, whichever is greatest. The use of legitimate workplace apprenticeship programs, which comply with all laws and regulations, is supported. Workers under the age of 18 shall not perform work that is likely to jeopardize the health or safety of young workers.

**3) Working Hours**

Studies of business practices clearly link worker strain to reduced productivity, increased turnover and increased injury and illness. Workweeks are not to exceed the maximum set by local law. Further, a workweek should not be more than 60 hours per week, including overtime, except in emergency or unusual situations. Workers shall be allowed at least one day off per seven-day week.

**4) Wages and Benefits**

Compensation paid to workers shall comply with all applicable wage laws, including those relating to minimum wages, overtime hours and legally mandated benefits. In compliance with local laws, workers shall be compensated for overtime at pay rates greater than regular hourly rates. Deductions from wages as a disciplinary measure shall not be permitted. The basis on which workers are being paid is to be provided in a timely manner via pay stub or similar documentation.

**5) Humane Treatment**

There is to be no harsh and inhumane treatment including any sexual harassment, sexual abuse, corporal punishment, mental or physical coercion or verbal abuse of workers; nor is there to be the threat of any such treatment. Disciplinary policies and procedures in support of these requirements shall be clearly defined and communicated to workers.



## A. LABOR (con't.)

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6) **Non-Discrimination**

Participants should be committed to a workforce free of harassment and unlawful discrimination. Companies shall not engage in discrimination based on race, color, age, gender, sexual orientation, ethnicity, disability, pregnancy, religion, political affiliation, union membership or marital status in hiring and employment practices such as promotions, rewards, and access to training. In addition, workers or potential workers should not be subjected to medical tests that could be used in a discriminatory way.

7) **Freedom of Association**

Open communication and direct engagement between workers and management are the most effective ways to resolve workplace and compensation issues. The rights of workers to associate freely, join or not join labor unions, seek representation, and join workers' councils in accordance with local laws shall be respected. Workers shall be able to openly communicate and share grievances with management regarding working conditions and management practices without fear of reprisal, intimidation or harassment.



## **B. HEALTH and SAFETY**

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Participants recognize that in addition to minimizing the incidence of work-related injury and illness, a safe and healthy work environment enhances the quality of products and services, consistency of production and worker retention and morale. Participants also recognize that ongoing worker input and education is essential to identifying and solving health and safety issues in the workplace.

Recognized management systems such as OHSAS 18001 and ILO Guidelines on Occupational Safety and Health were used as references in preparing the Code and may be a useful source of additional information.

The health and safety standards are:

- 1) **Occupational Safety**  
Worker exposure to potential safety hazards (e.g., electrical and other energy sources, fire, vehicles, and fall hazards) are to be controlled through proper design, engineering and administrative controls, preventative maintenance and safe work procedures (including lockout/tagout), and ongoing safety training. Where hazards cannot be adequately controlled by these means, workers are to be provided with appropriate, well-maintained, personal protective equipment. Workers shall not be disciplined for raising safety concerns.
- 2) **Emergency Preparedness**  
Potential emergency situations and events are to be identified and assessed, and their impact minimized by implementing emergency plans and response procedures including: emergency reporting, employee notification and evacuation procedures, worker training and drills, appropriate fire detection and suppression equipment, adequate exit facilities and recovery plans.
- 3) **Occupational Injury and Illness**  
Procedures and systems are to be in place to prevent, manage, track and report occupational injury and illness including provisions to: encourage worker reporting; classify and record injury and illness cases; provide necessary medical treatment; investigate cases and implement corrective actions to eliminate their causes; and facilitate return of workers to work.
- 4) **Industrial Hygiene**  
Worker exposure to chemical, biological and physical agents is to be identified, evaluated, and controlled. Engineering or administrative controls must be used to control overexposures. When hazards cannot be adequately controlled by such means, worker health is to be protected by appropriate personal protective equipment programs.
- 5) **Physically Demanding Work**  
Worker exposure to the hazards of physically demanding tasks, including manual material handling and heavy or repetitive lifting, prolonged standing and highly repetitive or forceful assembly tasks is to be identified, evaluated and controlled.
- 6) **Machine Safeguarding**  
Production and other machinery shall be evaluated for safety hazards. Physical guards, interlocks and barriers are to be provided and properly maintained where machinery presents an injury hazard to workers.



## **B. HEALTH and SAFETY (con't.)**

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### **7) Sanitation, Food, and Housing**

Workers are to be provided with ready access to clean toilet facilities, potable water and sanitary food preparation, storage, and eating facilities. Worker dormitories provided by the Participant or a labor agent are to be maintained to be clean and safe, and provided with appropriate emergency egress, hot water for bathing and showering, adequate heat and ventilation, and reasonable personal space along with reasonable entry and exit privileges.



## C. ENVIRONMENTAL

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Participants recognize that environmental responsibility is integral to producing world class products. In manufacturing operations, adverse effects on the community, environment and natural resources are to be minimized while safeguarding the health and safety of the public. Recognized management systems such as ISO 14001 and the Eco Management and Audit System (EMAS) were used as references in preparing the Code and may be a useful source of additional information.

The environmental standards are:

- 1) **Environmental Permits and Reporting**  
All required environmental permits (e.g. discharge monitoring), approvals and registrations are to be obtained, maintained and kept current and their operational and reporting requirements are to be followed.
- 2) **Pollution Prevention and Resource Reduction**  
Waste of all types, including water and energy, are to be reduced or eliminated at the source or by practices such as modifying production, maintenance and facility processes, materials substitution, conservation, recycling and re-using materials.
- 3) **Hazardous Substances**  
Chemicals and other materials posing a hazard if released to the environment are to be identified and managed to ensure their safe handling, movement, storage, use, recycling or reuse and disposal.
- 4) **Wastewater and Solid Waste**  
Wastewater and solid waste generated from operations, industrial processes and sanitation facilities are to be characterized, monitored, controlled and treated as required prior to discharge or disposal.
- 5) **Air Emissions**  
Air emissions of volatile organic chemicals, aerosols, corrosives, particulates, ozone depleting chemicals and combustion by-products generated from operations are to be characterized, monitored, controlled and treated as required prior to discharge.
- 6) **Product Content Restrictions**  
Participants are to adhere to all applicable laws, regulations and customer requirements regarding prohibition or restriction of specific substances, including labeling for recycling and disposal.



## D. ETHICS

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To meet social responsibilities and to achieve success in the marketplace, Participants and their agents are to uphold the highest standards of ethics including:

- 1) **Business Integrity**  
The highest standards of integrity are to be upheld in all business interactions. Participants shall have a zero tolerance policy to prohibit any and all forms of bribery, corruption, extortion and embezzlement (covering promising, offering, giving or accepting any bribes). All business dealings should be transparently performed and accurately reflected on Participant's business books and records. Monitoring and enforcement procedures shall be implemented to ensure compliance with anti-corruption laws.
- 2) **No Improper Advantage**  
Bribes or other means of obtaining undue or improper advantage are not to be offered or accepted.
- 3) **Disclosure of Information**  
Information regarding business activities, structure, financial situation and performance is to be disclosed in accordance with applicable regulations and prevailing industry practices. Falsification of records or misrepresentation of conditions or practices in the supply chain are unacceptable.
- 4) **Intellectual Property**  
Intellectual property rights are to be respected; transfer of technology and know-how is to be done in a manner that protects intellectual property rights.
- 5) **Fair Business, Advertising and Competition**  
Standards of fair business, advertising and competition are to be upheld. Appropriate means to safeguard customer information must be available.
- 6) **Protection of Identity**  
Programs that ensure the confidentiality and protection of supplier and employee whistleblower<sup>2</sup> are to be maintained.
- 7) **Responsible Sourcing of Minerals**  
Participants shall have a policy to reasonably assure that the tantalum, tin, tungsten and gold in the products they manufacture does not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of the Congo or an adjoining country. Participants shall exercise due diligence on the source and chain of custody of these minerals and make their due diligence measures available to customers upon customer request.
- 8) **Privacy**  
Participants are to commit to protecting the reasonable privacy expectations of personal information of everyone they do business with, including suppliers, customers, consumers and employees. Participants are to comply with privacy and information security laws and regulatory requirements when personal information is collected, stored, processed, transmitted, and shared.

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<sup>2</sup> Whistleblower definition: Any person who makes a disclosure about improper conduct by an employee or officer of a company, or by a public official or official body.



#### D. ETHICS (cont'd)

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- 9) **Non-Retaliation**  
Participants should have a communicated process for their personnel to be able to raise any concerns without fear of retaliation.



## **E. MANAGEMENT SYSTEM**

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Participants shall adopt or establish a management system whose scope is related to the content of this Code. The management system shall be designed to ensure: (a) compliance with applicable laws, regulations and customer requirements related to the participant's operations and products; (b) conformance with this Code; and (c) identification and mitigation of operational risks related to this Code. It should also facilitate continual improvement.

The management system should contain the following elements:

- 1) Company Commitment**  
A corporate social and environmental responsibility policy statements affirming Participant's commitment to compliance and continual improvement, endorsed by executive management.
- 2) Management Accountability and Responsibility**  
The Participant clearly identifies company representative[s] responsible for ensuring implementation of the management systems and associated programs. Senior management reviews the status of the management system on a regular basis.
- 3) Legal and Customer Requirements**  
A process to identify, monitor and understand applicable laws, regulations and customer requirements, including the requirements of this Code.
- 4) Risk Assessment and Risk Management**  
A process to identify the environmental, health and safety<sup>3</sup> and labor practice and ethics risks associated with Participant's operations. Determination of the relative significance for each risk and implementation of appropriate procedural and physical controls to control the identified risks and ensure regulatory compliance.
- 5) Improvement Objectives**  
Written performance objectives, targets and implementation plans to improve the Participant's social and environmental performance, including a periodic assessment of Participant's performance in achieving those objectives.
- 6) Training**  
Programs for training managers and workers to implement Participant's policies, procedures and improvement objectives and to meet applicable legal and regulatory requirements.
- 7) Communication**  
A process for communicating clear and accurate information about Participant's policies, practices, expectations and performance to workers, suppliers and customers.
- 8) Worker Feedback and Participation**  
Ongoing processes to assess employees' understanding of and obtain feedback on practices and conditions covered by this Code and to foster continuous improvement.

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<sup>3</sup> Areas to be included in a risk assessment for environmental health and safety are production areas, warehouse and storage facilities, plant/facilities support equipment, laboratories and test areas, sanitation facilities (bathrooms), kitchen/cafeteria and worker housing/dormitories.





## **E. MANAGEMENT SYSTEM (con't.)**

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- 9) **Audits and Assessments**  
Periodic self-evaluations to ensure conformity to legal and regulatory requirements, the content of the Code and customer contractual requirements related to social and environmental responsibility.
- 10) **Corrective Action Process**  
A process for timely correction of deficiencies identified by internal or external assessments, inspections, investigations and reviews.
- 11) **Documentation and Records**  
Creation and maintenance of documents and records to ensure regulatory compliance and conformity to company requirements along with appropriate confidentiality to protect privacy.
- 12) **Supplier Responsibility**  
A process to communicate Code requirements to suppliers and to monitor supplier compliance to the Code.



## REFERENCES

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The following standards were used in preparing this Code and may be a useful source of additional information. The following standards may or may not be endorsed by each Participant.

Dodd-Frank Wall Street Reform and Consumer Protection Act  
<http://www.sec.gov/about/laws/wallstreetreform-cpa.pdf>

Eco Management & Audit System  
[www.quality.co.uk/emas.htm](http://www.quality.co.uk/emas.htm)

Ethical Trading Initiative  
[www.ethicaltrade.org/](http://www.ethicaltrade.org/)

ILO Code of Practice in Safety and Health  
[www.ilo.org/public/english/protection/safework/cops/english/download/e000013.pdf](http://www.ilo.org/public/english/protection/safework/cops/english/download/e000013.pdf)

ILO International Labor Standards  
[www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm](http://www.ilo.org/public/english/standards/norm/whatare/fundam/index.htm)

ISO 14001  
[www.iso.org](http://www.iso.org)

National Fire Protection Agency  
[www.nfpa.org/catalog/home/AboutNFPA/index.asp](http://www.nfpa.org/catalog/home/AboutNFPA/index.asp)

OECD Due Diligence Guidance  
[http://www.oecd.org/document/36/0,3746,en\\_2649\\_34889\\_44307940\\_1\\_1\\_1\\_1,00.html](http://www.oecd.org/document/36/0,3746,en_2649_34889_44307940_1_1_1_1,00.html)

OECD Guidelines for Multinational Enterprises  
[www.oecd.org](http://www.oecd.org)

OHSAS 18001  
[www.bsi-global.com/index.xalter](http://www.bsi-global.com/index.xalter)

Universal Declaration of Human Rights  
[www.un.org/Overview/rights.html](http://www.un.org/Overview/rights.html)

United Nations Convention Against Corruption  
[www.unodc.org/unodc/en/crime\\_convention\\_corruption.html](http://www.unodc.org/unodc/en/crime_convention_corruption.html)

United Nations Global Compact  
[www.unglobalcompact.org](http://www.unglobalcompact.org)

SA 8000  
[www.cepaa.org/](http://www.cepaa.org/)

SAI  
[www.sa-intl.org](http://www.sa-intl.org)



## DOCUMENT HISTORY

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Version 1.0 - Released October 2004.

Version 1.1 - Released May 2005. Converted document to EICC format, minor page layout revisions; no content changes.

Version 2.0 - Released October 2005 with revisions to multiple provisions.

Version 3.0 – Released June 2009 with revisions to multiple provisions.

Version 4.0 – Released April 2012 with revisions to multiple provisions.



The EICC Code of Conduct was initially developed by a number of companies engaged in the manufacture of electronics products between June and October 2004. Companies are invited and encouraged to adopt this Code. You may obtain additional information from [www.eicc.info](http://www.eicc.info).

## Corporate Social Responsibility

NetApp supports strategic partnerships that help make our global communities better, stronger, and more vibrant places in which to live, work, and do business.

### Supporting Our Communities

*"At NetApp we are passionate about being a great place to work, and strive to ensure our communities are even better places to live."*

- Tom Georgens, CEO & President

### A Great Place to Work Around the World

NetApp is #3 on the Great Place to Work Institute's list of the "World's Best Multinational Workplaces 2013" for the third year in a row. This is the world's largest annual study of workplace excellence and the third ranking of the top 25 multinational companies to work for. NetApp was also ranked #33 on *FORTUNE* Magazine's list of "100 Best Companies to Work For" in 2014. This marks our 12th consecutive year on this prestigious list, including achieving the #1 ranking in 2009. The rankings are based on employees' views on five attributes plus organizational achievement, employee effort, collaboration, and trust. NetApp's operational philosophy and culture are defined by our Model Company vision: to deliver the best possible results for the communities we serve by living a set of shared core values. Discover what makes NetApp one of the top employers in the world at Great Place to Work.

### Our Philanthropic Focus

We are committed to being outstanding global corporate citizens by contributing time, talent, products, services and money to non-profit organizations and schools in the vicinity of major global NetApp employee population centers.

### Charitable Contributions and In-Kind Donations

In fiscal year 2013, NetApp donated \$1.42 million in cash and \$693,564 of in-kind donations of products and services to nonprofit organizations and universities. The NetApp Fund at Silicon Valley Community Foundation provided an additional \$70,000 for global disaster relief and community support.

### Volunteerism with Nonprofit Partners

NetApp's Volunteer Time Off program enables each employee to volunteer up to five consecutive days per year, with full pay, during regular business hours to support the nonprofit organizations or schools of their choice. In calendar year 2012, 2,942 NetApp employees around the world donated 49,058 hours of volunteer time during business hours valued at \$2,725,607, a 30% increase over the previous year. Learn more here [Giving Back](#).

### Environmental Stewardship

We practice sound environmental stewardship and encourage others to do so. Discover [Our Green Story](#).

## Our Story

[NetApp At a Glance Fact Sheet PDF](#)

[NetApp History of Innovation Highlights PDF](#)

[Thought Leadership](#)

[Suppliers](#)

[Analyst Reports](#)

[Global Trade Compliance](#)

[Employee-Driven Culture Earns NetApp #3 Ranking as Best Place to Work in the World, Enables Customer Success](#)

## **How You'll Go Further**

**NetApp Launches 9th Annual Innovation Awards**

**Customers Use Agile Data Infrastructures to Fuel Business Success**

**Customers Respond Faster to Business, Enable Nondisruptive Operations, and Grow Without Limits with an Agile Data Infrastructure**

## **Let's Interact**

**Dave's Blog**

**Tom Talks Blog**

**NetApp 360 Blog:  
Celebrating Cultures of Innovation**

## Giving Back

### Volunteer Time Off

Our unique Volunteer Time Off (VTO) program enables each employee to volunteer up to five consecutive days per year, with full pay, during regular business hours to support the nonprofit organizations or schools of their choice. In calendar year 2012, 2,942 NetApp employees around the world donated 49,058 hours of volunteer time during business hours valued at \$2,725,607, a 30% increase over the previous year.

### NetApp Volunteer Network

Employees are encouraged to invite a charitable organization of their choice to visit our office and share information about their role in the community. Here is a sample of the organizations our employees support as volunteers or board members:

Alzheimer's Association, American Heart Association, American Cancer Society, Asian American Donor Program, American Red Cross, Boy Scouts of America, Children International, Children's Health Council, Gastric Cancer Fund, Girl Scouts of America, Greater Boston Food Bank, Food Bank of North Carolina, Family Giving Tree, Full Circle Farm, Habitat for Humanity, Humane Society of Silicon Valley, Junior Achievement, Montalvo Arts Center, Pittsburgh Food Bank, Rebuilding Together, Resource Area for Teaching (RAFT), Sacred Heart Community Service, Second Harvest Food Bank, St. Baldrick's, Sunnyvale Community Services, The Tech Museum of Innovation and many others.

### Memberships

As a member of the Council on Foundations, Boston College Center for Corporate Citizenship, Corporate Community Relations Consortium, Entrepreneurs Foundation, and Silicon Valley Leadership Group, we embrace collaboration and best practices opportunities with other global corporations.

### Awards

NetApp is proud of its commitment to making our communities strong and vibrant places to live and work, and have been honored with the following awards in recognition of our ongoing efforts to support our nonprofit partners:

- **American Cancer Society Corporate Champion Award (2007-2009)**
- **American Heart Association Corporate Sponsor Award (2007-2009); Top Fundraising Company (2007, 2008, 2009); Outstanding Company Leader Award (2008); Most Inspirational Company (2008); Top Fundraiser for the American Heart Walk (2007-2009)**
- **American Red Cross Clara Barton Society Award (2007-2009); Circle of Humanitarians Award (2005)**
- **Association of Fundraising Professionals Outstanding Corporate Grant Maker (2008)**
- **Committee Encouraging Corporate Philanthropy International Philanthropy Day Award in recognition of Volunteer Time Off program (2009)**
- **Entrepreneurs Foundation honored Executive Chairman Dan Warmenhoven with its Visionary Award, and NetApp with its Leadership Award (2010)**
- **Family Giving Tree Golden Snow Globe Award (2007-2010)**
- **San Francisco Business Times Bay Area's Top Corporate Philanthropists (2006-2013)**
- **Second Harvest Food Bank Outstanding Food Drive Donor Award (2004-2009); Share Your Lunch Award (2009-2010); "5 Million Pounds Club" for donating the equivalent of five million pounds of food (2011)**
- **Silicon Valley/San Jose Business Journal Top Corporate Philanthropists (2006-2013)**
- **Silicon Valley/San Jose Business Journal "Beyond the Checkbook" Impact Award for NetApp's Volunteer Time Off program (2008)**

## Careers

[Life at NetApp](#)  
[Your Career at NetApp](#)  
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## Related Links

[Explore Our Blogs](#)

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## **Current Jobs, USA**

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North Carolina - Research  
Triangle Park**

**Director, Legal, USA -  
California - Sunnyvale  
(Corporate Headquarters),  
USA - Colorado - Boulder,  
USA - New York - New York  
City**

**Software QA-Bachelor's  
Degree: University Grad,  
USA - California - Sunnyvale  
(Corporate Headquarters),  
USA - North Carolina -  
Research Triangle Park,  
USA - Pennsylvania -  
Pittsburgh**

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## Sustainability at NetApp

NetApp views sustainability and environmental stewardship as crucial for delivering customer and shareholder value.

We believe that our commitments to the success of our customers and partners, to delivering value to our shareholders, and to enhancing the communities where our employees work and live go hand in hand with our commitments to sustainability and environmental responsibility.

NetApp works hard to minimize the environmental impacts from our operations, products, and services, as well as to comply with laws and regulations related to these areas.

Our dedication to sustainability, environmental management, and green IT has strengthened and defined our corporate leadership role within the IT industry.

NetApp® data storage solutions are designed to help our customers reduce power consumption and meet their green IT objectives. We also practice sustainable operations in-house through energy conservation, waste reduction, recycling, and other programs that allow us to meet or exceed international certification and compliance standards.

The data from our 2012 Carbon Disclosure Project (CDP) below shows our performance to reduce our carbon footprint, and we're always developing new strategies to lessen our environmental impact even further.

### NetApp's Footprint

(Mt CO <sub>2</sub> e)	USA	India	Rest of World	Total
Scope 1 Direct	1,408	6,205	0	7,613
Scope 2 Indirect	96,255	14,986	3,941	115,182

### Key Sites

(Mt CO <sub>2</sub> e)	Sunnyvale, CA	Research Triangle Park, NC	Wichita, KS	Bangalore, India
Scope 1 Direct	1,400	8	0	6,205
Scope 2 Indirect	23,530	46,634	13,913	14,754

### Intensity Metrics—Metric Tons CO<sub>2</sub>-equivalent per:

FTE Employee	Square Feet Facility Space	\$MM in Revenue
10.23	0.029	20.93

### Our Story

AISO projects \$4.6M in savings from implementing NetApp and Virtualization



Storage Efficiency at  
College of Saint Rose  
Saves Over \$100K  
Annually

SAP Co-Innovation Lab  
Provisions Green  
Landscapes with NetApp

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**More Info**

10 Techniques for  
Improving Data Center  
Power Efficiency

NetApp Receives First-  
Ever EPA Energy Star for  
Data Centers

New NetApp Data Center  
Enables Business Agility  
and Forms Backbone of  
Growing IT and Customer  
Support Operations

## NetApp RTP Data Center is First Ever Data Center to Earn EPA's Energy Star for Superior Energy Efficiency

**RESEARCH TRIANGLE PARK, NC.-July 14, 2010-** NetApp (NASDAQ: NTAP) today announced that its dynamic data center located at the NetApp technology center in Research Triangle Park (RTP) has earned the U.S. Environmental Protection Agency's (EPA's) prestigious ENERGY STAR®, the national symbol for protecting the environment through superior energy efficiency. The RTP data center, which opened in 2009, is the first data center to achieve this distinction from the EPA.

EPA's ENERGY STAR energy performance scale helps organizations assess how efficiently their data centers use energy relative to similar data centers nationwide. A data center that scores a 75 or higher on EPA's 1-100 scale is eligible for the ENERGY STAR. The RTP data center achieved a near perfect mark by scoring a 99.

"Improving the energy efficiency of our nation's buildings is critical to protecting our environment," said Jean Lupinacci, chief of the ENERGY STAR Commercial and Industrial Branch. "NetApp is leading the way by earning EPA's ENERGY STAR for its data center."

"NetApp is thrilled to accept EPA's ENERGY STAR in recognition of our RTP data center," said Thom Bryant, vice president of Workplace Resources at NetApp. "It's a testament to NetApp's environmental stewardship and commitment to leveraging efficient and sustainable technologies."

The RTP data center is primarily used to further research initiatives and create and improve storage efficiency and shared infrastructure technologies for delivering cloud computing and IT on demand to help customers around the world accelerate their business. Due to its innovative design and construction, the RTP data center also serves as a blueprint for organizations that are looking to design their own data centers. In the short time that the RTP data center has been open, representatives from more than 500 organizations have toured the facility. The goal of these tours is to share NetApp best practices and design efforts with customers and noncustomers alike so that the same sustainable and efficient design approach can be applied around the world to help lower overall data center power consumption. In fact, the unique RTP data center design has reduced CO<sub>2</sub> emissions for NetApp by approximately 95,000 tons per year, which is equivalent to removing 16,000 cars per year from the road.

To earn the ENERGY STAR, NetApp implemented the following features in the RTP data center:

- **74°F average supply air temperature:** Using a higher temperature threshold on supply air (74°F instead of 55° to 60°F) allows NetApp to dramatically reduce cooling costs.
- **Airside economizer:** The data center is cooled by using just outside air (free cooling) 67% of the time during the year.
- **Pressure-controlled room:** Modulating fans, based on NetApp's proprietary technology, supply pressure-controlled rooms and regulate the volume of air to avoid oversupplying air and wasting energy.
- **Cold aisle containment:** The cold room separates the cold and hot air streams to protect supply air temperatures from being affected by hot air returning from the racks.
- **Overhead air distribution:** Instead of pumping cold air up through the floors (raised floors), overhead air distribution takes advantage of cold/hot air buoyancy and eliminates ductwork, reducing the energy needed for fans.

ENERGY STAR was introduced by EPA in 1992 as a voluntary, market-based partnership to reduce greenhouse gas emissions through energy efficiency. Today, the ENERGY STAR label can be found on more than 60 different kinds of products, new homes, and commercial and industrial buildings. Products and buildings that have earned the ENERGY STAR prevent greenhouse gas emissions by meeting strict energy-efficiency specifications set by the government. Last year alone, Americans, with the help of ENERGY STAR, saved nearly \$17 billion on their energy bills while reducing the greenhouse gas emissions equivalent to those of 30 million vehicles.

For more information about ENERGY STAR, visit [www.energystar.gov/buildings](http://www.energystar.gov/buildings).

To calculate greenhouse gas emissions, visit [www.epa.gov/cleanenergy/energy-resources/calculator.html](http://www.epa.gov/cleanenergy/energy-resources/calculator.html).

Discuss this news in the NetApp Community, where you can exchange thoughts and ideas on a variety of topics with our community members. Collaborate with our company, engage in conversation with NetApp leaders and employees, and participate in our passion to go further, faster. Join now at [communities.netapp.com](http://communities.netapp.com).

### About NetApp

NetApp creates innovative storage and data management solutions that accelerate business breakthroughs and deliver outstanding cost efficiency. Discover our passion for helping companies around the world go further, faster at [www.netapp.com](http://www.netapp.com).

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**NetApp History of Innovation Highlights PDF**

**Thought Leadership**

**Suppliers**

**Analyst Reports**

**Global Trade Compliance**

**Culture of Innovation Drives Customer and Partner Success, Lands NetApp on Forbes's List of the World's Most Innovative Companies**

## **How You'll Go Further**

**Customers Use Agile Data Infrastructures to Fuel Business Success**

**Customers Respond Faster to Business, Enable Nondisruptive Operations, and Grow Without Limits with an Agile Data Infrastructure**

**Seven Corners Achieves Zero Downtime to Support Travelers Around the Clock with Cisco and NetApp FlexPod**

## **Let's Interact**

**Dave's Blog**

**Tom Talks Blog**

**NetApp 360 Blog: Celebrating Cultures of Innovation**

## NetApp Receives Top California Environmental Honor

**Sunnyvale, Calif. - March 28, 2007** -- Network Appliance, Inc. (NASDAQ: NTAP), a leader in advanced network storage solutions, today announced it has been recognized by the Waste Reduction Awards Program (WRAP) for its continued efforts to reduce waste and protect the environment.

The WRAP awards, presented for the past 14 years by the California Integrated Waste Management Board, recognize California businesses that have made outstanding efforts to reduce nonhazardous waste and reduce waste disposal in landfills.

NetApp received this honor for implementing innovative programs for waste and scrap material reduction, reuse, and recycling to conserve energy and benefit the environment. Specifically, NetApp successfully diverted more than 1.4 million pounds of landfill waste and, through aggressive recycling efforts, decreased its waste output by 10% in one year. In addition, NetApp continues to leverage cutting-edge engineering and procurement standards to eliminate potential hazardous materials in its product designs.

"California continues to benefit in so many ways thanks to businesses and nonprofit organizations whose environmentally friendly policies conserve our natural resources and create economic opportunities," said Margo Reid Brown, board chair of the California Integrated Waste Management Board. "In 2008, WRAP winners were shining examples of how we can all find ways to cut waste and recycle as much as possible, reuse materials, and be conscientious stewards of our natural resources. It's a pleasure to honor these businesses."

Responsible waste management is part of NetApp efforts to preserve the environment. The company also focuses on reducing its carbon footprint by implementing best practices for energy efficiency during building design and equipment selection and also works to raise environmental awareness among its employees. NetApp has also established a framework under the ISO 14001 management system for planning, implementing, reviewing, and improving its processes and actions to meet environmental obligations and objectives.

"We are truly honored to have achieved this recognition and are proud of the success we have achieved thus far in our waste reduction and recycling efforts," said Dan Hoffman, director of Facilities at Network Appliance. "NetApp is committed to minimizing environmental impact through conscientious use of our products, activities, and services. Our deep commitment to environmental protection is exemplified through our employee base, whose strong support and recommendations yield continuous improvements in our programs and whose unified vision supports a greener future."

### **About the California Integrated Waste Management Board**

The California Integrated Waste Management Board is the state's leading authority on recycling and waste reduction. It promotes reducing waste whenever possible, managing all materials to their highest and best use, and protecting public health and safety and the environment. The California Integrated Waste Management Board is one of six boards, departments, and offices within the California Environmental Protection Agency (Cal/EPA).

### **About Network Appliance**

Network Appliance is a world leader in unified storage solutions for today's data-intensive enterprise. Since its inception in 1992, Network Appliance has delivered technology, product, and partner firsts that simplify data management. Information about Network Appliance™ solutions and services is available at [www.netapp.com](http://www.netapp.com).

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