OUR CODE OF BUSINESS CONDUCT AND ETHICS
“We Act With Integrity. We Deliver Superior Performance. We Do What Is Right, Every Day.”

– Mike McNamara
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At Flextronics, we take compliance and ethics seriously. That is why our Code of Business Conduct and Ethics is so important. In fact, following the laws and operating with integrity are simply part of who we are.

Our Code is designed to make sure that each of us – no matter what position we hold – knows, understands, and performs with the highest ethical standards in every aspect of our work. While the Code cannot cover every challenge we may face in the workplace, it helps us to spot issues, become more familiar with Flextronics’ policies, and act with integrity in all that we do.

Every employee, officer, and director of Flextronics must know, understand, and follow the Code as well as the procedures and related policies referenced in it. This is what we expect and rely on when we work with one another, interact with customers, address shareholders, collaborate with business partners, and contribute to our communities.

We must use good judgment in making decisions that affect our business. We must also ask questions when we have them. Everyone should feel completely comfortable to promptly report any behavior or matter that may appear to conflict with the Code or our policies. Our dedication to our key values, leadership traits, and culture of integrity will help us continue to succeed as a competitive, healthy, and sustainable business. Thank you for making the right choices every day and ensuring the success of our Company.

Mike McNamara  
Chief Executive Officer

Raymond Bingham  
Chairman of the Board of Directors
ii. Acting with Integrity

Trusted Leaders
We are passionate and focused about our customers, and trust is at the heart of every relationship with our stakeholders, communities, customers, and co-workers. At every level of leadership, we maintain a culture where honesty and ethical conduct are expected, recognized, valued, and upheld.

Driven to Win with Integrity
We deliver excellence for our customers and stakeholders, and honor the rules, laws, and regulations that apply to our global business. As we do so, we do not sacrifice our ethical values or integrity for the sake of short-term profits, personal gain, or customer praise or gifts.

Thoughtful, Fast, Disciplined, and Accountable
We are responsible for our actions and are committed to continuous improvement and to working together. We exercise good judgment and deliver the highest quality for our customers and stakeholders.

Respectful
We respect different ideas, encourage individual contributions, provide a safe, open, and fair environment, and value anyone who speaks up to ask a question or to voice a concern in good faith.
iii. What We Do

Flextronics leads in design, manufacturing, distribution, and aftermarket services globally. We provide end-to-end solutions through innovation and empower talented people to create powerful supply chain solutions that transform industries and companies. We are a socially responsible Company and contribute to our global communities.

In 2013, 3,600 employees, including senior executives, attended Flextronics’ Annual Day in Chennai, India, where Flextronics showed its appreciation for all of the efforts of the Global Business Services teams.

During a Health & Sports Day* held in Zala, Hungary, two of our employees tried their luck at sumo wrestling in inflatable suits.

Like this basketball tournament at our Zhuhai, China campus, we regularly sponsor intramural sports tournaments that promote physical fitness, team building, and camaraderie.

In Milpitas and San Jose, USA, hundreds of our employees along with their families, walked to raise money to fight heart disease, encouraging an active lifestyle and regular health screenings.

We partner with community development organizations to provide programs for the educational, developmental, and emotional needs of “left-behind children” of migrant workers in China. These programs alleviate some of the challenges parents face when migrating from place to place to seek gainful employment while also trying to raise and educate their children.

We support “Food From the Heart”, a nonprofit organization that aims to redistribute unsold bread and nonperishable items to the underprivileged. Here, a Flextronics’ employee in China dedicates his time and care to feeding the elderly.
In Linwood, Scotland, the men of Flextronics’ Global Services put on their kilts and bared their legs for a “Best Legs” Contest to support Cash for Kids, a charity that raises money to help children facing emotional, and physical challenges. The funds raised are used to purchase Christmas holiday presents for children.

As in this orphanage in Zhuhai, China where they care for children, our employees volunteer their time at various local charities.

We volunteer in our communities and strive to meet the needs of disadvantaged populations. In Israel, our employees volunteered their time to entertain the children in a facility that Flextronics has supported since 2001 and which provides a safe, warm, and engaging environment for children who are the victims of violence and neglect.

In Manaus, Brazil, we partnered with local schools to provide underprivileged children with an educational and fun trip to the zoo.

In 2013, during Flextronics’ Annual Day in Chennai, India, a band and dance troupe made up of Chennai Global Business Services employees presented vibrant performances and brought in the theme of the night - One Plan. One Flex. One Team.

In Zala, Hungary, we worked with the local government to provide a sports day for over 900 kindergarten students to promote exercise and healthy living in youngsters. Acrobatic activities were led by Hungarian sports celebrities and in 2012, the event set a world record for the most number of kindergarten students exercising at the same time.
Making Ethical Decisions

Following the Code helps to ensure that we do the right thing at all times. But sometimes doing the right thing isn’t always clear. If you believe a custom in your country or region differs from the Code of Business Conduct and Ethics, always follow the Code. If you are uncertain about what to do or have a concern, ask your manager for guidance or use Flextronics’ Ethics Hotline or any other Reporting Resource found in Section 1.2 of the Code.

At Flextronics, you are not alone, and there are many resources that can assist you in making ethical decisions every day.
1.1 Making Ethical Decisions

If you have a question about any matter or are unsure about any action, behavior, or condition, don’t remain silent.

Take action by asking yourself the following questions:

1. **Does the action or behavior seem like the “right thing to do?”**

2. **Would you be comfortable if the General Manager of your site knew about the activity or behavior?**

3. **Would the activity or behavior improve Flextronics’ reputation with our customers, shareholders or colleagues?**

4. **Would you be comfortable if the activity or behavior was reported in a newspaper?**

5. **Is the activity or behavior consistent with the Code or the relevant Company policies?**

If ALL answers are “YES,” you CAN proceed with the activity.

If UNCERTAIN, ask your manager for clarification or use one of Our Reporting Resources. (See next page.)

If ANY answer is “NO,” do NOT proceed. If the activity has occurred or is about to occur, REPORT IT IMMEDIATELY!

These questions will help guide you to make sound and ethical decisions and will help you to report matters when the answer or course of action isn’t clear.
1.2 Speaking Up: Asking Questions and Reporting Concerns

Asking a question or reporting a concern requires courage, and as Flextronics’ employees we are expected to speak up. When we do, we protect Flextronics, our brand, and our sites, and we help to improve our operations and prevent potential misconduct. When we have a general question, we should ask our manager or Human Resources representative. We also can always use one of our Reporting Resources to raise a question or concern, and can do so anonymously.

1.3 We Do Not Tolerate Retaliation

Flextronics does not tolerate retaliation against anyone who in good faith asks a question, speaks up about possible misconduct, or participates in an audit or investigation. Acting in “good faith” means acting honestly and providing all the information that you may have about a matter. Retaliation includes, in addition to other things, a change in work hours or schedule, demotion, transfer, or termination of anyone for raising a question, or speaking up about a possible violation of the Code, Company policy or law. Acts of retaliation, including trying to find out the identity of an employee who confidentially reports a concern, can lead to disciplinary action, up to and including, termination.

If you believe you have been retaliated against, report it immediately. See Flextronics’ Ethics Hotline.
Ethics Hotline

Flextronics maintains an Ethics Hotline which is one way for our employees, officers, directors, and business partners to voice their concerns without fear of retaliation.

At Flextronics, we recognize and support the importance of “Speaking Up.” That means having the courage to ask a question about something that doesn’t seem right. It means seeking out someone – a Flextronics manager, member of our compliance program, attorney, Human Resource manager, etc. – to ask a question when you are unclear about a Company policy or procedure.

It also means reporting a concern that we may have to our Company Ethics Hotline if we believe there may be a violation of law, Company policy or our Code.

To voice or report a concern, we may call the Ethics Hotline number for our country or go to the Ethics Hotline website. Remember, we can remain anonymous (i.e., report our concerns without disclosing our names).

Flextronics takes all allegations seriously and will review and investigate each matter as appropriate.

Any Managers

Managers are individuals who supervise others, oversee our work, and act as leaders and role models in our Company. They are often our first and best resources for assistance.

Flextronics supports an open and respectful environment, and our Open Door Policy encourages employees to contact a Manager – any Manager – if we have a question or concern.

If a question or concern is about our Manager, or if we are simply not comfortable speaking with our direct Manager, we should feel free to speak to another Manager either inside or outside our area; our local Human Resources representative; any member of the Corporate Compliance Team; or any of the other reporting resources provided. They are all here to assist us!

European Union Reporting

Flextronics maintains an Ethics Hotline which is one way for our employees, officers, directors and business partners to voice their concerns without fear of retaliation.

There are several countries within the European Union (EU) that maintain certain data privacy laws and regulations concerning using Company hotlines, and Flextronics complies with the applicable laws, rules and regulations that apply to our global business.

When we call our hotline or access the hotline website in a country that does not allow its use, we will be directed to the appropriate Flextronics contact to file our report.

Any employee in the EU should feel free to contact our hotline or either of the individuals below:

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Legal Department

Flextronics' Legal Department is comprised of lawyers and other professionals who are here to support our Company by providing business-focused legal advice. The Legal Department is led by our General Counsel, Jon Hoak. All the members of the department are available to answer our questions, hear our concerns and to either assist us or direct us to the proper resource for assistance.

Click the following link to find a Flextronics attorney in your country or region: Legal Home Page.

Human Resources

Human Resources (HR) supports Flextronics' employees in areas such as recruiting, on-boarding, compensation, benefits, goal setting, performance appraisal, training and leadership development.

Our HR department or representative is there to assist us with our questions and concerns on issues ranging from pay and benefits to concerns about conflicts with co-workers or managers.

Our HR Managers support our respectful and open environment and assist us in the thoughtful and effective handling of many of our everyday issues. We should feel free to use our local HR as one of our primary resources for any question or concern. If they cannot answer our questions themselves, they will be able to effectively direct us to the proper resource within Flextronics to assist us.

For more information about HR go to HR Home Page.

Additional Reporting Channels

When in doubt, we may always contact a member of our Corporate Compliance Team, the Legal Department, the Audit Committee, the Board of Directors, or any of our trusted leaders with any questions or concerns. They will assist us directly or lead us to the resource best suited to address our needs.

The link below may also be used as reporting resource:

Board of Directors
Compliance Directors

Compliance Directors are subject matter experts in our key compliance areas – Antitrust, Anticorruption, Brand Protection, Confidential Information, Corporate Governance & Securities, Data Privacy, Environmental, Finance, Global IT, Global Trade, Health & Safety, IT Security, Intellectual Property, Labor & Employment, Medical Regulatory, Procurement and Tax.

Each Compliance Director is responsible for ensuring that we follow our policies, procedures, and applicable laws in one of these compliance areas.

These Compliance Directors are resources we may contact if we have questions about their specific areas, if we’d like to report a concern, or if we have a general compliance question or concern. They, in turn, ensure that thorough and timely investigations are conducted and that any issues are properly addressed.

An up-to-date list of all the Compliance Directors and their contact information is available on the Compliance Website.

Chief Ethics & Compliance Officer

Flextronics’ Chief Ethics and Compliance Officer is responsible for overseeing our Corporate Compliance Program and ensuring that Flextronics follows all applicable laws and regulations as well as our own policies and procedures. The Chief Ethics and Compliance Officer is also responsible for partnering with stakeholders and reports quarterly to the Business Presidents, Executive Sponsors, and Audit Committee on the compliance program and significant matters.

Our Chief Ethics and Compliance Officer is Marianne Wolf.

To learn more about Marianne, our Compliance Program, and our Legal Department please go to Legal Home Page.

If we have a question or concern, we should feel free to contact any of our trusted leaders directly, including the Chief Ethics and Compliance Officer or anyone on the Corporate Compliance team.

Our Reporting Resources

Flextronics encourages and supports the practice of asking questions and reporting potential violations or concerns as soon as possible.

To that end, Flextronics provides a number of ways for us to be heard. From our Open Door Policy, to our Compliance Team, to our Hotline, there are many avenues for us to voice our concerns and receive the assistance we need. Please click each square to learn more about the many ways we can speak up at Flextronics.
Integrity in the Workplace

Treating each other with respect in the workplace means appreciating our colleagues for the diversity of their ideas, experiences, knowledge and backgrounds and recognizing the creativity and power of One Plan. One Flex. One Team. Flextronics fosters a workplace where innovation, ideas, questions, and concerns can be shared in a safe, respectful and professional environment.
2.1 We Do the Right Thing

- We make ethical decisions
- We follow our Code, Company policies, and the law.
- We subscribe to the principles of the Electronic Industry Code of Conduct (EICC).
- We adhere to our own internal Flextronics Pledge program.
- We immediately report any concern we may have about possible misconduct. See Flextronics Ethics Hotline.
- We ask questions about Company policies or procedures when we have them.
- We cooperate fully and honestly with any internal audit or investigation.
- Additionally, our managers must lead by example and model ethical behavior, and create an environment where employees feel comfortable asking questions, raising concerns, and reporting matters without fear of retaliation.

2.2 We Treat Others with Respect and Comply with Fair Labor and Employment Practices

- We are open and honest with one another and treat each other with integrity and respect.
- We do not discriminate against anyone on the basis of race, color, gender, age, national origin, religion, or any other legally protected characteristic.
- We strive to maintain a workplace where individuals are free from all forms of harassment or abuse.
- We follow applicable wage and hour laws.
- We provide employees with, at a minimum, all legally required benefits.
- We do not use child, forced, indentured, or bonded labor, and maintain a minimum age requirement for employment.
- We recognize the rights of our workers to associate freely, and believe that open communication and direct engagement between workers and management is the most effective way to resolve workplace issues.
- We do not allow retaliation against anyone who raises a concern about discrimination, harassment, or any labor and employment practice.
- We expect our business partners to also meet these same standards.

2.3 We Recognize the Importance of Data Privacy

- We respect the privacy of all individuals and are committed to taking appropriate measures to protect personal data against unauthorized access.
- We collect and use personal data responsibly and in accordance with applicable data privacy laws.
- Employees must comply with our Data Privacy Standards, Global Privacy Policy Statement and Manual for Processing Personal Data which you can find on the Flextronics’ Data Privacy portal.

2.4 We Provide a Safe Work Environment for Our Employees

- The health and safety of our employees is Flextronics’ highest priority.
- We invest in the facilities, tools, equipment, processes, and people to provide a safe work environment for our employees.
- We adopt and enforce safe work practices and comply with all health and safety laws and regulations and Company policies to ensure that protective measures are effective and that we maintain a safe work environment.
- We have health and safety programs to reduce and prevent work injuries and illnesses, and train our employees on safe work practices.
- We enforce a culture of health and safety at all our global operations, and must report concerns about unsafe conditions to our manager as soon as possible.

If you have any questions related to workplace safety or your responsibilities, contact the Environmental Health & Safety Department, which also provides a list of Site EH&S Reps. You can also find more information under “HR Policies & Guidelines” on the Flextronics’ Worldwide Human Resources portal. Useful information is also available on the CSER portal, which also provides information on Flextronics’ adherence to EICC standards. Retaliating against any employee who honestly expresses a concern about any labor or employment practice, data privacy issue, or health, or safety concern violates our Code and will not be tolerated.
Our culture of integrity and ethics is a competitive advantage, and we strive to do the right thing at all times in everything that we do. This means that we compete fairly, we protect our assets and information and that of our customers, and we avoid situations that can reflect poorly upon our Company.
3.1 We Avoid Conflicts of Interest

A "conflict of interest" exists when we have a personal relationship, financial or other interest that could get in the way of our duty to act in the best interests of Flextronics or could appear to improperly affect our decisions on behalf of Flextronics. Common conflicts include:

3.1.1 Family and Personal Relationships

• You or one of your family members has a managerial or financial interest (for example, has material stock holdings) in a company that competes, does business, or wants to do business with Flextronics. If so, immediately tell your manager so the conflict can be addressed.

• You manage or can influence work decisions for a family member, friend, or person with whom you have a romantic relationship. If so, immediately tell your manager so it can be addressed.

• You have a family member or close friend who is, or wants to become, a Flextronics vendor, supplier, or employee. If so, you must tell your manager about your relationship and must not be involved in selecting or managing the potential vendor or employee.

3.1.2 Financial, Investment, or Business Opportunities

You want to take advantage of a business or investment opportunity available to Flextronics. If so, immediately let your manager and the Company's Chief Ethics and Compliance Officer know and make sure that the opportunity is first offered to Flextronics. If Flextronics declines the opportunity and no other conflict exists, then you may pursue it.

3.1.3 Service on Outside Boards

You want to serve as a director of another for-profit Company. If so, follow the Employee Board Service Policy to get proper prior written approval.

You can find the Employee Outside Board Service Policy under the Legal Function on the Flextronics Legal portal.
3.1.4 Secondary Employment

- You would like to have a second job or want to consult for another for-profit company that competes, does business with, or may become a customer of Flextronics. If so, tell your manager immediately so the potential conflict can be addressed.

- You own a business or have shareholdings in an entity outside of your work for Flextronics, and that business competes, does business with, or may become a customer of Flextronics. If so, tell your manager immediately so the potential conflict can be addressed.

If you find yourself in any of these or other actual or possible conflict of interest situations, immediately tell your manager, or use any of our Reporting Resources to report the matter and follow the Company's Conflict of Interest Screening Process, so it can be evaluated and resolved. Managers will ensure that matters concerning Conflicts of Interest are escalated to a Director within their organization, or directly to Flextronics’ Legal Department or Corporate Compliance.

You should act only after the conflict has been reviewed and approved in writing by an appropriate level of management. By fully disclosing the potential conflict before you act, you help ensure that business is done objectively, fairly, and in line with Company policy. You also keep from being involved in an inappropriate conflict of interest situation that may require discipline up to and including termination.

You can find the Conflict of Interest Policy & Checklist on the Flextronics Legal portal.
3.2 We Safeguard Flextronics’ Information

3.2.1 Confidential Information

During our work, we may come across confidential information about our Company. “Confidential information” is generally nonpublic information shared for a specific business purpose. This information might be useful to a competitor or harmful to our Company if it gets into the wrong hands. Common examples include:

- Customer or supplier lists
- Terms, discount rates, pricing data, financial information
- Designs, drawings, formulas, strategic plans, trade secrets, inventions, patent applications
- Manufacturing processes
- Employee records

As Flextronics’ employees, we protect, safeguard, and only disclose confidential information about Flextronics to:

- Coworkers who have a business need to have the information
- People outside the Company who have a business need to have the information, a clear duty to keep the information confidential, and have signed a Non-Disclosure Agreement; or
- Those who have a legal and contractual right to have the information

We follow our Company’s classification system for handling our confidential information, which requires us to classify documents as either “Restricted,” “Internal Use Only,” or “Public.”

You can find the Document Classification for Data Protection Policy on the Flextronics Legal portal.

3.2.2 Flextronics’ Intellectual Property

- We follow the restrictions on the use of intellectual property, including those in our contracts with third parties. “Intellectual property” includes patents, trademarks, copyrights, trade secrets, and any other intangible personal property that is created through the intellectual efforts of its creator.
- We do not steal, misappropriate, or unlawfully use the intellectual property, or proprietary, or confidential information of anyone, including that of Flextronics, our suppliers, customers, business partners or competitors.
- Even if we no longer work for a former employer, we protect and maintain its confidential information from disclosure and do not share or use any trade secrets belonging to that former employer.

If you have any questions or concerns about intellectual property rights, contact the Legal Department.
3.3 We Accept Gifts and Business Entertainment Only When Appropriate

- If you are offered or given something of value (for example, a special discount on an appliance, free tickets to a sporting event, a discounted apartment, or other gift items) from a Flextronics customer or vendor that is lavish, not within our Company’s guidelines, or questionable, inform your manager immediately so the potential conflict can be addressed. Managers will ensure that matters concerning Conflicts of Interest or potentially inappropriate gifts are escalated to a Director within their organization, or directly to the Flextronics Legal Department or to Corporate Compliance.
- As a global Company, Flextronics often requires many of us to travel for business purposes. It is our responsibility to ensure that we follow our Company’s Travel and Entertainment policy and submit for reimbursement only those receipts that are directly related to that business travel and are appropriate for reimbursement.

You can find our Travel & Entertainment Policy on the FlexTravel portal.

3.4 We Use Flextronics’ Assets Wisely

3.4.1 Physical Assets and Technology

- We are trusted with Company assets, including workspaces, facilities, computers, mobile and desk phones, other equipment, and any Company funds that we control or manage.
- We respect, care for, and properly use our Company assets, and work hard to prevent their theft, destruction, or misuse.
- We dispose of Company equipment, or other assets, legally and appropriately, and do not steal or misuse our property or technology.
- We understand that while certain Flextronics assets may be used for personal purposes (such as Company-assigned mobile phones), and to the extent allowed by law, Flextronics may access, search, and review any communications, data, or equipment maintained in any of these places, with or without our consent.
- We use Company assets in a safe, lawful, and appropriate manner and do not use Company assets to download, store, or send sexually explicit, offensive, or discriminatory material.
- We do not share personal user identification numbers or passwords.

You can find out more about The Dos and Don’ts of Creating and Protecting Your Passwords on the Flextronics IT Security portal.
3.4.2 Communications and Social Media

We communicate clear, accurate, up-to-date, and appropriate information about our businesses, but only our official spokespersons are authorized to communicate with the public on behalf of our Company. This means that if approached by a reporter, analyst, or when using social media, including any blogs, social networking site, photo/video sharing, and chat rooms, we should:

- Not share information about our Company or customers with any reporter, analyst, or research firm.
- Get approval from the Chief Marketing Officer before posting any official information about our Company in a public place.
- Protect our Company’s assets and confidential information, remembering the Internet is a public place.
- Not allow reporters or analysts to visit our facilities without prior written approval of the Chief Financial Officer or the Chief Marketing Officer.
- Protect confidential information by not sharing it with anyone who does not have a legal, contractual, or legitimate business need to know it.

You can find the Social Media Policy on the Flextronics Marketing and Corporate Communications Portal and the Internet Usage Policy under “HR Policies & Guidelines” on the Flextronics Worldwide Human Resources portal. See also Code Section 3.2.1 Confidential Information and Section 3.6 Complying with Securities Laws.

3.5 We Maintain Accurate Books and Records

- We are responsible for ensuring that our books and records are free from false or misleading entries and employing independent auditors so that our books and records are maintained according to legal requirements and applicable accounting standards.
- We do not keep undisclosed or unrecorded corporate funds for any purpose.
- We issue payment only where there is appropriate, complete, and accurate supporting records and approval.

If you believe that any Flextronics business record or account has been falsified, improperly changed, or destroyed, immediately contact the Legal Department or use another one of Our Reporting Resources. Action against any employee who honestly reports a concern about this kind of activity will not be tolerated. You can find the Document Retention Policy on the Corporate Records Management portal: Enterprise Record Retention Policy.
3.6 We Comply with All Securities Laws

- As determined by management, we provide timely, transparent, consistent, and credible information to the investing public in keeping with securities laws.
- We follow Regulation FD, which prohibits the selective disclosure of material, nonpublic information to any security holder or to any member of the financial analyst community.
- We act with integrity when it comes to the securities markets, and have implemented an insider trading policy which requires that:
  - We do not buy or sell any stock or security of Flextronics or of any company while we have material, nonpublic information about that company. “Material information” is any information that a reasonable investor would consider important in making a decision to buy, hold, or sell a security. Material information can include but is not limited to financial results, customer transactions, or major corporate events such as the buying of another company, the selling of part of our Company, or restructuring.
  - We do not communicate or “tip” any material, nonpublic information to anyone else who might trade in Flextronics’ securities or that of any of our customers with confidential information on our behalf.
  - We do not engage in derivative transactions such as trading in any interest or position relating to the future price of Flextronics’ securities, such as a “put”, “call”, or “short sale”, and do not engage in hedging transactions with Flextronics’ securities or using such securities as collateral for margin accounts.

You can find the Insider Trading Policy on Flextronics’ Legal portal.

“Integrity… means not violating one’s own identity.”

– Eric Seligmann Fromm, Social Psychologist / Philosopher
4 Integrity for Our Customers and Our Business Partners

4.1 We Engage in Responsible Sales and Marketing Practices

We are responsible and ensure that our promotional, sales, and marketing materials contain truthful statements about Flextronics, our services, and the products we manufacture.
4.2 We Compete Fairly in the Marketplace

- Competition and antitrust laws are intended to encourage and protect free and fair competition. We support strong competition, not unfair business practices.
- When collecting information about the activities of others, we do so in an ethical and legal manner.
- While we may join trade associations or participate in benchmarking or other activities with competitors with consent from the Legal Department and after securing non-disclosure agreements where appropriate, we do not cooperate with competitors and do not discuss the following without getting legal consent:
  - Pricing or pricing policy, terms of sale, costs, marketing or strategic plans
  - Proprietary or confidential information
  - Potential mergers and acquisitions, joint ventures, or other partnerships
  - Boycotts and allocations of customers, products, or territories
  - Exclusive dealing arrangements
  - Certain restrictions on, or tying arrangements with, suppliers or customers

If you have questions about whether to share our information or to use information about one of our competitors, seek guidance from the Legal Department. You can find the Antitrust and Competition Law Compliance Policy under the Legal Function on the Flextronics Legal portal.

4.3 We Protect Third-Party Information and Property

- We protect the confidential information that our customers and business partners share with us, and do not share this information with anyone inside or outside the Company who does not have a legal or contractual right or legitimate business need to have it.
- We take proactive steps to protect our customers’ property and assets.
- We use software made by other companies but do not make copies, resell, or transfer without permission under applicable license agreements. We understand that Flextronics may inspect our computers to verify that only approved and licensed software is installed.

You can find the Software Copyright Policy, End User Policy and Flextronics’ Internet Usage Policy on the Flextronics Information Technology portal. See Code Section 3.2.1 Confidential Information and Section 3.6 Complying with Securities Laws.
4.4 We Act with Integrity When Doing Business with Governments

- We act honestly and with integrity when working with governments and conduct diligence on third parties who interact with governments on our behalf.
- We take care in preparing and maintaining records relating to government contracts.
- We follow the applicable laws and regulations that apply to government contracting, and follow the terms and conditions of any contract with any government entity. The Legal Department must review and approve all contracts with any government entity.
- We do not offer, promise, or give anything of value to any government official or state-owned agency to improperly secure or keep business, or to improperly influence any decision concerning Flextronics, and we do not use any third party (such as a consultant, agent, or business partner) to do so for us.

If we receive an inquiry or request from a government entity, we should contact our management to determine how to respond. See Code Section 6.2 No Bribery or Kickbacks, Section 5.2 Procurement Practices, and Section 3.3 Receiving Gifts and Business Entertainment.
5 Integrity in Our Global Supply Chain

5.1 We Do Business with Responsible Suppliers and Business Partners

- We select suppliers based on their qualifications and merit.
- We develop strong working relationships with suppliers who deliver superior quality, excellent service, competitive pricing, and follow the contractual, legal, and ethical business standards of our Company.
- We are a founding and proactive member of the Electronic Industry Citizenship Coalition (EICC), and require our suppliers to conform to the EICC, including in our supply chain security practices.
- We are committed to purchasing and using materials only from appropriate and properly authorized sources.
- We audit our supply chain service providers on compliance with security and contractual obligations under Supply Chain Security programs.

If you suspect that any activity, behavior or conduct relating to a procurement practice is inconsistent with these expectations, contact Flextronics’ Ethics Hotline or use any one of our Reporting Resources found in Section 1.2 of the Code to voice your concern.
5.2 We Maintain Fair Procurement Practices

- Flextronics creates value for customers through competent and swift product development, high productivity, high quality, agility, and cost competitiveness.
- Flextronics’ dealings with our customers, suppliers, and business partners are based on good business judgment and fair dealing.
- We use a competitive bidding process that is fair and transparent, and engage in procurement practices that are consistent with our global sourcing policies and appropriate site policies.
- While conducting procurement activities, we do not offer or give bribes, kickbacks, or anything of value, including a gift or entertainment, to a supplier, customer, or business partner to improperly control the recipient’s actions or decisions.

If you suspect that a supplier has been selected in a manner that is not consistent with our Company’s procurement practices or policies, or you suspect that improper favoritism was involved in the vendor selection process, contact Flextronics’ Ethics Hotline or use any one of our Reporting Resources found in Section 1.2 of the Code to voice your concern.

You can find the Procurement Practices Guidebook, Supplier Selection and Management Policy, Scrap and Excess & Obsolete Policy and Supplier Practices Guidelines on the Flextronics’ Global Procurement and Supply Chain portal. See also Code Section 6.2 No Bribery or Kickbacks and Section 3.3 Receiving Gifts and Business Entertainment.
6.1 We are Committed to Protecting the Environment

- Flextronics uses a robust five-by-five environmental strategy to ensure that we are focused on producing environmentally compliant products using environmentally compliant manufacturing processes and suppliers.

- As a member of the Global Business Initiative on Human Rights (GBI), we are committed to ensuring that we conform to the United Nations Guiding Principles. See our Labor & Human Rights policy.

- We follow all applicable environmental laws and regulations, and protect the environment, conserve energy and natural resources, and prevent pollution by applying appropriate management practices and technology.

- We comply with global and local regulatory requirements relating to the use, storage, discharge, and disposal of hazardous chemicals used during our manufacturing processes.

- We ensure that global regulations for hazardous substances in products are fully met in materials/components for which we are responsible.

- We monitor our compliance with these laws to maintain our status as a responsible corporate citizen in all global communities in which we operate. In addition, we review our practices and procedures regularly to address changing circumstances, and to continually improve our performance.

You can find the Flextronics’ Corporate Social and Environmental Responsibility (CSER) Program Sustainability Report on the CSER portal.
6.2 We Do Not Offer or Give Bribes or Kickbacks to Anyone

- We prohibit bribery and kickbacks in any form and to anyone.
- We comply with the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act 2010 and the applicable anti-bribery and anticorruption laws in the countries in which we conduct business.
- We do not offer, promise, or give anything of value (such as cash or cash equivalents, gifts, non-business travel, or entertainment) to anyone, including to any government official, to improperly secure or keep business, or to improperly influence any decision regarding Flextronics; and we do not use any third-party (such as a consultant, agent, or business partner) to do so on our behalf.
- We do not make business decisions with any supplier, vendor, customer, or other business partner based on any personal benefit that is either offered or given to us, directly or indirectly.
- We do not ask for, demand, or accept bribes or kickbacks.
- We do not offer or give bribes, kickbacks, or anything of value, including a gift or entertainment, to a supplier, customer, or business partner to improperly control the recipient’s actions or decisions; and we do not use any third party intermediary (such as an agent, consultant, distributor, or business partner) to do so for us.

A “bribe” is anything of value, including cash, gifts, entertainment, or business courtesies given with the intent to improperly influence another’s actions or decisions to get or keep business, or to get an unfair business advantage. A “kickback” is the return of money that has already been paid (or is due to be paid) as a reward for giving business or giving an improper business advantage.

You can find the Anticorruption Policy on the Flextronics Legal portal. See also Code Section 3.3 Receiving Gifts and Business Entertainment, Section 4.4 Doing Business with Governments, and Section 5.2 Procurement Practices

“It is not that humans have become more greedy than in generations past; it is that the avenues to express greed have grown so enormously.”

- Alan Greenspan, Economist
6.3 We Do Not Engage in Money Laundering or Terrorist-Related Activities

- We are committed to avoiding the use of Flextronics’ resources for the purpose of money laundering, which is the attempt to hide the proceeds of a crime to make the proceeds appear appropriate or lawful. To this end, we do not accept payment from any entity that is not a party to the transaction legally allowed to make a payment.
- We do not use Flextronics’ assets to aid terrorism or terrorist-related activities.

6.4 We Obtain Approval Before Making Charitable or Political Contributions on Behalf of Flextronics

- We do not use Flextronics’ funds for political contributions of any kind to any political candidate or person who holds any government office without prior written approval. “Political contributions” include direct and indirect payments, loans, advances, deposits, or gifts of money, or any service. It also includes subscriptions, memberships, tickets, and the purchase of advertising space, payment of expenses, or compensation of employees for a political organization, candidate, or public official.
- We may make any political contribution of our choosing with our own money and time.

6.5 We Comply with Laws Governing International Trade

6.5.1 Imports and Exports

- As an importer, we comply with the laws and regulations of the countries in which we deliver goods, including customs regulations, classification and valuation.
- As an exporter, we comply with the laws of the countries from which we ship our finished products, components or technology as well as the export laws of the United States, regardless of the shipping country.

6.5.2 Boycotts and Restricted Countries

We do not do business with embargoed or sanctioned countries or individuals. You can find more information about Global Trade on the Flextronics Global Trade Compliance portal.
Consequences of Noncompliance

We have a great Company built on hard work, innovation, and ethical people, but violating our Code or Company policies can lead to consequences including: loss of business and competitive advantage, loss of jobs, as well as:

- Disciplinary action, up to and including termination of employment, consistent with local disciplinary laws and Company policies.
- Referral to law enforcement and any other appropriate corrective action.

Consequences can apply to anyone who engages in misconduct and to any employee who authorizes the misconduct, does not take reasonable steps to prevent known misconduct, or retaliates against anyone who in good faith reports a possible violation of our Code or policies.

You can find the Corrective Action, Discipline & Conduct Policy under “HR Policies & Guidelines” on the Flextronics Worldwide Human Resources portal.

“Integrity is the essence of everything successful.”

- Richard Buckminster Fuller, Architect/Theorist
Q&A

1.3 We Do Not Tolerate Retaliation

Q: I think my supervisor is doing something that our Code says is wrong. I'm afraid to report her because she might make my job more difficult for me. What should I do?

A: You should report her. If you don't feel comfortable talking to your supervisor about it directly, you can try one of the many other reporting resources available to employees. This is also an ideal situation for calling the Ethics Hotline. Flextronics will not tolerate retaliation against you in any form.

2.4 We Provide a Safe Work Environment for Our Employees

Q: I think I have seen some activities that might be a safety hazard, but I'm not sure. Besides, I would rather not get involved. Is that okay?

A: No. Every member of the workforce is responsible for helping to maintain a safe and healthy workplace and for taking action when aware of potential violations of the Code. That includes reporting potential violations of safety standards. You should notify your manager or site Environmental Health & Safety representative immediately. Flextronics' policy forbids retaliation against anyone who reports a potential violation in good faith. If you prefer to make an anonymous report, please call the Ethics Hotline immediately and provide the details.

3.1 We Avoid Conflicts of Interest

Q: A vendor gave me an expensive new tablet computer for the holidays; returning it to her would insult her and could harm our business relationship. What should I do?

A: You are correct that under our policies you cannot keep the computer, but one way to handle this is to write the vendor a “thank you” note letting her know that you greatly appreciate the gift, but under our policies you cannot accept it, and you will donate the computer to a local children’s charity that is in need of a computer. If you find yourself in such situations, you can always contact the Corporate Compliance team for other ideas on handling them.

Q: A supplier recently offered me the use of his condo in the mountains for the weekend. He says he owns the place and it costs him nothing to let me stay there. Can I go?

A: No. This offer is likely very valuable, even though the supplier is not paying directly for your stay. Accepting this offer violates Company policy on accepting gifts since it is of significant value and is not something the Company would provide the supplier.

Q: I am on the committee selecting a new vendor. My brother owns a company that has what we need. His company has a good reputation and is reliable, and is cheaper than our last vendor. Is it OK for me to tell him to submit a proposal?

A: Yes, you may tell your brother about the opportunity so that he may submit a bid for the work. However, to avoid a conflict or interest or the appearance of a conflict of interest, you must tell your manager about the relationship and you must not be part of the selection decision. If your brother's company is chosen, you cannot be involved in managing that relationship including accepting, approving, or paying invoices.
Q: A friend of mine is starting his own business and since I work with finances, he asked me if I would be a consultant for his new business. He won't pay me much. I'm doing it simply because he is my friend. Is it all right for me to take this work?

A: Maybe. You are right to raise the issue as there could be a conflict here, but it depends on several factors including the nature of your friend's business and how it relates to Flextronics. You should complete the Conflict Checklist, and discuss it with your manager. If your manager approves, submit the form to the Chief Ethics and Compliance Officer for review: Conflict Checklist

Q: If I, any of my relatives (wife, parents, brother, sister, etc.), or close friends have ownership interests in another company, is this a conflict of interest and do I have to disclose this to Flextronics?

A: Yes, ownership interests in another company by you, your relatives, or even friends may be a conflict of interest. Note that a conflict of interest is a situation where your interests in that company cause you to put their or your own interests above those of Flextronics, or when it could be perceived by others that such a conflict exists. These matters need to be reviewed on a case-by-case basis, but generally speaking, if the other company does business with Flextronics, could do business with Flextronics in the future, or competes with Flextronics, it is likely that at least a perceived conflict of interest exists. In these situations, you must submit a completed Conflict Checklist to your supervisor for review, and if he/she approves, then it is reviewed by our Chief Ethics and Compliance Officer to ensure that no conflict exists. Conflict Checklist

3.2 We Safeguard Flextronics’ Information

Q: We have to enter important data into a password-protected spreadsheet every quarter, but the person who does this is on vacation and the substitute person is unavailable. I know their passwords and I’m only making sure we meet our deadline; so it’s OK if I use their passwords to access the system, right?

A: No. Though your intent is good, it is never OK to use another employee’s password in any of the Company’s systems, spreadsheets, etc. or to give your password to anyone else to use. You could be held accountable for transactions made in systems where your account was used, so it is in your best interest never to share that information. In addition, you could be disciplined for doing so.

Q: I will soon be leaving Flextronics. What restrictions do I have about talking about the Company and my job after I leave?

A: Your responsibility is the same as when you were still working at Flextronics. You may not talk about or share any information that is confidential, sensitive, and proprietary, or is material that has not been made public.

Q: A former Flextronics employee from my team contacted me to request that I provide him with copies of some materials we worked on during his employment. While talking to him, I found out that he has copies of several binders and CDs with Flextronics’ materials and data we used in a project. I told this employee that I would get back to him. What should I do now?

A: You should not under any circumstances provide copies of the requested materials because they are likely to be confidential information. The former employee may also have breached his obligations under the Code by taking confidential information, and there might be other issues if this former employee has used or revealed this information to others. The obligation to maintain the security of confidential Flextronics information applies not just during your employment but also following your employment. Contact your manager immediately, and your manager in turn should alert your local security representative and Legal Department to determine what action should be taken.

Q: Over the years, I have developed a file containing documents relevant to my job, including policies, procedures, organization charts, correspondence, briefing charts, product information, and customer and supplier contacts. Because I developed the file as my own reference data, may I take it with me if I leave the Company?

A: No. Company data belongs to the Company. Because you developed it in connection with your job, it is Flextronics’ property. Similarly, you may not bring materials that may contain confidential information to Flextronics from a prior job.
Q: We have been cleaning our work area and think we can dispose of product test records from several years ago. Is there someone we should check with before we do this?

A: Yes. The Company has retention requirements for most types of information. In particular, there may be ongoing tax review, government contract requirements, or legal proceedings that require retention beyond the normal timeframes. Ask your supervisor, who will check to see if the records can be destroyed.

3.4 We Use Flextronics’ Assets and Technology Wisely

Q: I use my work computer during off hours. Sometimes friends send me pictures, videos, and jokes that have nudity or other images that are not appropriate for work. As long as I am not working, I can save these and view them on my computer, right?

A: No. Even though Flextronics allows limited, reasonable personal use of our computers, you are still not permitted to receive, download, save, store, send or view pornographic, violent or other inappropriate sites or material using Flextronics property, and doing so may result in termination. A helpful way to tell whether it’s ok to save or view certain sites or materials would be to consider whether you would be comfortable if your manager, spouse, children, or parents knew you were downloading and viewing such material.

Q: I have a side business and sometimes I use my Flextronics computer, printer, and copier for that work. I also occasionally send mail through the office mail. I don’t do it all the time, so it’s all right, isn’t it?

A: While Flextronics does allow limited, reasonable personal use of its computers, printers, copiers, etc., this privilege should not be abused and it should not be used for business purposes unrelated to Flextronics. Even if your side business is approved through our Conflict Check process, it must remain separate from Flextronics, and include no use of Flextronics property.

3.5 We Maintain Accurate Books and Records

Q: My coworker uses a rental car which Flextronics pays for to make her business trips, but she also submits expense reports to be reimbursed for mileage as if she were driving her own car. Is this allowed?

A: No. You cannot be reimbursed twice for the same expense. If an employee is already being reimbursed for the cost of a rental car, which includes mileage, she cannot also request reimbursement of mileage costs as she would if she were driving her own car.

Q: I just returned from a business trip and realized that I lost the receipt for a large business dinner. Is it OK for me to make up a receipt for the amount and submit it for reimbursement?

A: No. You should never create or falsify a business receipt. Instead, send your manager a write up of what happened, and provide the details of the dinner (location, who attended, amount of the expense). Once your manager approves the expense, submit the write-up and approval with your other legitimate business expenses through our eExpense system. You should always follow our Travel & Entertainment policies and failure to do so could result in serious disciplinary action. Travel & Entertainment Policy

Q: It is the last week in the quarterly reporting period. My boss wants to make sure we meet our numbers for the quarter, so he asked me to record a sale now that won’t be finalized until next week. I guess this won’t hurt anyone – should I do what he says?

A: Definitely not. Costs and revenues must be recorded in the right time periods. The sale is not officially completed until there is evidence of a sales agreement and passing of title, and the sales price is determined and is reasonably collectible. Until then, it would be a misrepresentation to include it in an earlier period.

3.6 We Comply with All Securities Laws

Q: I am aware that a large order for products has been placed by a customer, but it has not yet been announced. May I purchase Flextronics stock based on that information?

A: No. This is a violation of the Code and a potential violation of federal securities laws. You may purchase Company stock only after such information is known to the public for a period of at least 48 hours, unless you hold a position which subjects you to greater restrictions. You can contact the Legal Department for more information.
Q: If I tell my uncle about something important going on at the Company and he buys or sells Company shares, would I be liable for tipping?

A: Yes, most likely. If you pass material nonpublic information to your uncle, a court might find that you were trying to help him profit or trying to gain something personally by telling him. You might also have breached a duty to the Company. Your uncle would also be liable.

4.2 We Compete Fairly in the Marketplace

Q: A supplier who wants business from Flextronics offered me money to help their company win the bid. Of course, I didn't take the money, so there's nothing further I need to do, right?

A: You did the right thing, but saying "no" is not enough. Rejecting an offer to misuse your position or give a supplier or third party an unfair advantage protects the integrity of our bidding process. You also need to alert someone that the offer was made and contact your manager, the Legal Department, or a member of the Corporate Compliance Team; or file a report on our Ethics Hotline. If the supplier bribed you, it's likely they bribed others and the problem must be investigated and addressed. Flextronics does not want to do business with vendors who would use such tactics.

Q: We just received a request for a proposal for a large contract, and I think we will improve our chances of winning if we team with one of our competitors. Can I do this?

A: The Legal Department can help you assess and minimize the risks, and design the most beneficial arrangement for Flextronics. Before you approach the competitor, have the Legal Department and business unit management review the proposed relationship.

4.3 We Protect Third-Party Information and Property

Q: I'm an engineer working on a design for a customer and I am having problems with it. There is a website where you can load designs and other engineers look at them and help you solve your problems. This would be really helpful. May I load my designs onto this website to get help for our customer?

A: Probably not. It's critical that we protect both Flextronics' and our customers' and clients' confidential information, including the designs you described. Unless the information is not "restricted" under our Document Classification for Data Protection policy and we have approval from the customer, that information should not leave Flextronics.

Q: I am working on a really interesting project with one of our customers, and I want to post on my blog what a great job Flextronics is doing and how much we are enjoying working with this customer. If what I am saying is positive, there's no problem with me posting, correct?

A: When posting work-related information on social media sites you must be very careful. You cannot post any material as a Flextronics representative without getting the proper approval from our Chief Marketing Officer in advance. You also need to make sure that the information on the project isn't confidential and could leave Flextronics. When posting on either internal or external social media sites you should review our Social Media Policy to make sure you are following its important rules and guidelines.

Q: In my role, I count the total number of components on my production line (the component “cycle count”) and I’ve noticed that some products appear to be missing, though not by a large amount. Do I need to tell someone?

A: Yes. Even small discrepancies in the count of component parts or products matter. You should tell your supervisor or any manager. It’s important that we understand what has occurred – whether the components are missing or at risk for loss, theft, or other inappropriate behavior or process deficiencies.
6.1 We Are Committed to Protecting the Environment

Q: We use a contractor to dispose of our scrap. I know the contractor’s crew chief, and I get the feeling that the contractor may not be disposing of the scrap the correct way. Should I care about this? After all, it’s not my Company, and they are probably saving everyone money.

A: Yes, you should care. What the contractor is doing might make our Company liable. But even if there would be no liability, we still care. Improper waste disposal is inconsistent with our commitment to reduce the environmental impact of our activities. Doing things the right way means not looking the other way if you have any reason to think someone we work with is doing something wrong. Talk with your supervisor, contact the Legal Department, or call the Ethics Hotline.

6.3 We Do Not Engage in Money Laundering and Terrorist-Related Activities

Q: A customer wants to pay us extra money (beyond what they owe us) and asked that I give that money back to them in cash. As long as I only give them the amount they overpaid, is this OK to do?

A: No. This is an inappropriate request and could be a case of money laundering. You should immediately let your manager know about the customer’s actions (or you could contact the Legal Department, Corporate Compliance, or the Ethics Hotline) so the issue can be appropriately handled.

6.5 We Comply with Laws Governing International Trade

Q: To expedite the delivery of products and technical drawings to a non-U.S. customer, I propose to hand-carry or have other employees traveling to our customer’s facility hand-carry these products and drawings in luggage or briefcases. Would this be a problem?

A: Yes, it could be a problem. Technical data required to manufacture products is often subject to control levels that require prior government authorization before it can be legally exported. Hand carried Flextronics’ parts or products are NOT considered to be part of a person’s baggage by Customs’ authorities and must be properly declared as commercial items. Attempting to avoid proper declaration by carrying items by hand is regarded as smuggling and can result in severe consequences for the traveler such as the seizure of the products and fines. Hand carries of Flextronics’ technical data and products is discouraged and should only be made in consultation with your Export Control manager or Legal Counsel. Your site logistics’ staff can arrange special shipping to ensure the items arrive on time and in compliance with export and import regulations.
At Flextronics, everything we do is based on a culture of ethics, integrity, and superior performance, and we all play a critical role in supporting that culture. Our Code of Business Conduct and Ethics is our guide to help us do the right thing, all the time, and everywhere we operate. It is one important way in which we demonstrate One Plan, One Flex, One Team.

The Code sets out Flextronics’ expectations of us, but it does not cover every instance or circumstance that we may come across. Remember, if you ever have a question or concern, you should feel free to contact your Manager, your Site HR Manager, any member of the Corporate Compliance Team, or any one of Our Reporting Resources available in Section 1.2.

Thank you for supporting Flextronics’ legacy of excellence and integrity.