

INTUITIVE SURGICAL, INC.
CODE OF BUSINESS CONDUCT AND ETHICS

OVERVIEW

About the Code of Business Conduct and Ethics

Intuitive Surgical (“**Intuitive**”) is committed to the highest standards of business conduct. This requires that we conduct our business in accordance with all applicable laws and regulations as well as the highest ethical standards. Intuitive’s Code of Business Conduct and Ethics (referred to here as the “**Code**”) helps each of us to do this by providing a statement of the fundamental principles, policies and procedures that govern our business.

The Code applies to all directors, officers, employees, and agents, whether they work for Intuitive on a full-time, part-time, consultative, contract, or temporary basis. In this document, we refer to all persons covered by this Code as “**employees**.” As our business depends on the reputation of all of us for integrity and principled business conduct, the policies referenced in this Code go beyond the requirements of the law. Of course, the Code does not cover every situation that may arise, nor is it intended to be a comprehensive guide for all of Intuitive’s employment and administrative policies. You should consult the references that appear throughout this document for additional information.

Our Shared Responsibilities

Each of us is responsible for knowing and understanding the policies and guidelines contained in the following pages, and each of us must certify in writing, on a yearly basis, that we have read and understand these policies. If you have questions or ethical concerns, you should discuss them with your supervisor, another member of management, the Chief Human Resources Officer (the “**CHRO**”), the Chief Financial Officer (the “**CFO**”), or the General Counsel. At all times, our conduct should reflect Intuitive’s values, demonstrate ethical leadership, and promote a work environment that upholds Intuitive’s reputation for integrity, ethical conduct and trust.

Furthermore, we all have an affirmative duty to report to appropriate personnel any known or suspected violations of the Code, including any violation of laws, rules, regulations, or policies that apply to Intuitive or any other unethical behavior by any director, officer, employee or anyone purporting to be acting on Intuitive’s behalf. Employees who have information regarding a known or suspected violation of this Code are expected to report that violation through one of the methods described in this Code, including our anonymous [Compliance Hotline](#) (see details below). If requested, confidentiality will be maintained, subject to applicable law, regulations and legal proceedings to the extent possible.

RESPONSIBILITY TO OUR ORGANIZATION

Conflicts of Interest

Your decisions and actions during your employment with Intuitive should be based on the best interests of Intuitive, and not personal relationships or benefits. A “conflict of interest” exists when a person’s private interests interfere, or appear to interfere, with Intuitive’s interests. You must avoid any private interest that may influence your ability to act in Intuitive’s interests or that may make it difficult for you to perform your work objectively. There are many types of conflicts of interest — the following are some common examples:

- Outside Employment. Intuitive strongly discourages outside employment and prohibits outside employment by a business that competes or may potentially compete with Intuitive, deprives it of any business or could create a situation where you might have to act against Intuitive’s interests.
- Financial Interests. No Intuitive employee may obtain improper benefits or favors because of his or her position with Intuitive. This is discussed in greater detail under “**Entertainment, Gifts and Gratuities**” below. Further, no Intuitive employee may have a financial interest, either directly or through an immediate family member¹, in a business enterprise if that interest affects the performance of the employee’s duties or conflicts with the interests of Intuitive.
- Corporate Opportunity. No Intuitive employee may use Intuitive property or information, or his or her position with Intuitive, to secure a personal business opportunity. If you discover a business opportunity using Intuitive property, information, or through your position at Intuitive, you must first present the opportunity to Intuitive by sharing the opportunity with your immediate supervisor, or to the General Counsel, before pursuing the opportunity in your individual capacity.
- Service on Boards or Committees. No Intuitive employee may serve on a board of directors or trustees or on a committee of any entity whose interests could be expected to conflict with those of Intuitive. Intuitive employees must obtain approval from the Chief Executive Officer or General Counsel before accepting any such position.

You have an obligation to conduct Intuitive’s business in an honest and ethical manner, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships. A conflict of interest will sometimes develop accidentally and is not always easy to identify. If you feel you have a conflict, you must disclose it to your supervisor, your supervising Vice President, the CHRO, or the General Counsel; further, any potential conflicts must be identified in connection with your annual review of this Code. Finally, if you observe a situation that you believe to be a conflict, you must report that as well.

Entertainment, Gifts and Gratuities

When you make business decisions on behalf of Intuitive, your decisions must be based on uncompromised, objective judgment. You must never accept gifts or other benefits if your business judgment or decisions could be affected. Unsolicited gifts and business courtesies, including meals and entertainment, are permissible if they are customary and commonly accepted business courtesies, are not excessive in value, and are given and accepted without an understanding that you are in any way obligated by your acceptance of the gift. If you are uncertain as to whether acceptance of such a gift is appropriate, you should ask your supervisor, supervising Vice President or the General Counsel.

When you provide a gift, entertainment or other accommodation in connection with Intuitive

¹ Item 404(a) of SEC Regulation S-K defines “immediate family member” as a person’s child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law, or any person (other than a tenant or employee) sharing the person’s household.

business, you must do so in a manner that is in good taste and without excessive expense. You may not furnish any gift that is of more than token value, goes beyond the common courtesies associated with accepted business practices, or that is contrary to applicable law and regulation. You may not give or offer to give gifts that could be viewed as an inducement to or a reward for any business decision. If you are uncertain as to whether such a gift is appropriate, you should ask your supervisor, supervising Vice President, or General Counsel.

What is acceptable in the commercial business environment may be entirely unacceptable in dealings with the United States government. There are strict laws that govern providing gifts, including meals, entertainment, transportation and lodging, to government employees. You are prohibited from providing gifts or anything of value to government employees or their families in connection with Intuitive business without prior written approval from your supervising Vice President or the General Counsel.

For information relating to gifts to foreign officials, see the section of this Code below regarding Interacting with the Government.

Competition and Fair Dealing

At Intuitive, we seek to outperform our competition fairly and honestly. We seek competitive advantages through superior performance, never through unethical or illegal business practices. To lawfully compete in the marketplace, you must respect the rights of, and deal fairly with, Intuitive's customers, suppliers, business partners and competitors. You must not take unfair advantage of anyone through deception, misrepresentation, manipulation, coercion, or abuse of privileged information.

Most countries have antitrust laws designed to encourage and protect free and fair competition. These laws are broad and far-reaching, regulating Intuitive's relationships with its distributors, suppliers and customers, and addressing such areas as pricing practices, terms of sale, credit terms, promotional allowances, termination and many other practices. You are expected to review, understand, and comply with the requirements of our Global Antitrust Policy.

Should you have any questions or concerns respecting these types of issues, you should contact the General Counsel or the CFO.

Intuitive also has strict rules concerning sales agreements. All sales terms must be incorporated into the relevant sales contract or purchase order and approved by the [Contracts Department](#). Informal commitments to customers, including commitments contained in emails or oral communications, are considered side agreements and are strictly prohibited.

Protection and Proper Use of Company Assets

We each have a duty to protect Intuitive's assets and ensure their efficient use. Theft, carelessness and waste have a direct impact on Intuitive's profitability. You should be careful not to cause damage to Intuitive's property, and to protect such property from theft. When you leave Intuitive, all Intuitive property must be returned to Intuitive.

Financial Integrity

Accurate and reliable financial and business records are critical to meet Intuitive's financial, legal, and business obligations. You must complete all Company documents accurately, truthfully, and in a timely manner, including all travel and expense reports. Making false or misleading entries, records, reports or documentation is strictly prohibited.

As a publicly traded company, we are required to disclose accurate and complete information regarding Intuitive and the results of its operations. It is Intuitive policy to make full, fair, accurate, timely and understandable disclosure in compliance with all applicable laws and regulations in all documents that Intuitive files with, or submits to, the Securities and Exchange Commission and in all other public communications Intuitive makes.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for you individually and for Intuitive and can lead to a loss of public faith in Intuitive. Any employee who believes that a violation of law or a failure of compliance has occurred, or is occurring, has a duty to report such information to the General Counsel or to the Audit Committee of the Board of Directors.

Record Retention

In the course of its business, Intuitive produces and receives large numbers of records. Numerous laws require the retention of certain records for various periods of time. Intuitive is committed to compliance with all such laws. Under no circumstances should you selectively destroy Intuitive records or maintain such records outside Company premises or designated storage facilities.

Should you receive a subpoena or learn of a lawsuit or government investigation relating to documentation in your control, you should immediately contact the General Counsel. In such situations, you must preserve ALL records that may be responsive to the subpoena or relevant to the litigation or that may pertain to the investigation until you are advised otherwise by the Legal Department. You must also affirmatively preserve from destruction all relevant records that without intervention would automatically be destroyed or erased (such as emails and voicemail messages).

Confidential Information

In performing your duties, you may learn facts about Intuitive's business, plans, or operations that are not known to the general public. Sensitive information such as customer data, the terms offered or prices charged to particular customers, marketing or strategic plans, product specifications and production techniques are examples of confidential information. During the performance of your responsibilities, you may also obtain information concerning possible transactions with other companies or receive confidential information concerning other companies, such as our customers, which Intuitive may be under an obligation to maintain as confidential.

You must maintain the confidentiality of information entrusted to you by Intuitive and/or its customers. This obligation extends to information relating to the patients of our customers as well. Each employee is required to execute the Employee Proprietary Information and Inventions Agreement and to abide by that Agreement. If, in doing business with persons not employed by Intuitive, you foresee that you may need to disclose confidential information, please contact the

Legal Department at Legaldepartment@intusurg.com to determine how to proceed. You should also immediately contact the General Counsel should you learn of a lawsuit or government investigation relating to Intuitive or its activities.

Your obligation to treat information as confidential does not end when you leave Intuitive. Upon the termination of your employment, you must return everything that belongs to Intuitive, including all materials containing Intuitive and customer confidential information. You must not disclose confidential information to a new employer or to others after ceasing to be an Intuitive employee.

Insider Trading

If you trade in Intuitive securities or the securities of any other company listed on a United States stockexchange, you are subject to United States securities laws. All employees are also required to comply with Intuitive's [Insider Trading Policy](#), and must comply fully with the insider trading and securities laws that govern securities transactions. The United States securities laws provide substantial civil and criminal penalties for individuals who fail to comply.

Employees who possess or have access to material, non-public information gained through their work at Intuitive may not use that information to trade in Intuitive securities or the securities of another company to which the information pertains. Further, employees may not engage in any other action to take advantage of, or pass on to others (*i.e.*, "tip"), material information before its release to the public at large until that information has been publicly disclosed or when the information is no longer material. These restrictions also apply to your immediate family members and are in addition to your obligations with respect to nonpublic information generally, as discussed above.

Material nonpublic information includes any information that is not known to the general public and that a reasonable investor would consider important in a decision to buy, hold, or sell securities. Examples of such information include earnings or other financial results, new or lost contracts or products, sales results (including system sales and procedure volumes), important personnel changes, business plans, possible mergers, acquisitions, or joint ventures, important litigation developments, and important regulatory, judicial or legislative actions.

Employees who possess or have access to material inside information relating to quarterly or annual financial results are prohibited from trading in Intuitive securities during certain "blackout" periods. Additional restrictions on trading or speculating in Intuitive stock apply to certain officers and selected employees as determined by the CFO.

The law and Company policy do permit employees to trade in Intuitive securities regardless of their awareness of material nonpublic information if the transaction is made pursuant to a prearranged trading plan that was established in compliance with applicable law and was entered into when the person was not in possession of material nonpublic information. Any employee who wishes to enter into such a trading plan should contact Stock Administration at Stock.Administrator@intusurg.com.

For additional information, please refer to Intuitive's [Insider Trading Policy](#).

Communications with the Media

Only specifically designated representatives of the Company may communicate with the media, securities analysts and investors about Intuitive. Unless you have been expressly authorized to make such communications, any inquiry about Intuitive from the media should be referred to Global Public Affairs at Global.Public.Affairs@intusurg.com and any inquiry from a securities analyst or an investor should be referred to Investor Relations at Investor.Relations@intusurg.com.

Intellectual Property

Protection of Intuitive's intellectual property, including its patents, trade secrets, copyrights, trademarks, scientific and technical knowledge, is essential to maintaining our competitive advantage. The intellectual property you generate while doing your job contributes to Intuitive's strength, and you have a duty to protect these valuable assets from misuse and unauthorized disclosure.

Similarly, Intuitive respects the intellectual property rights of others. When using the name, trademarks, logos or printed materials of another company, including any such uses on the Intuitive website, you must do so properly and in accordance with applicable law.

Should you have any questions about Intuitive's intellectual property or that of another company, you should contact the [Legal Department](#). With regard to the proper use of Intuitive's trademarks, please review Intuitive's [Trademark Guidance](#).

Computer and Communication Resources

Intuitive's computer and communication resources, including computers, voicemail and email, provide substantial benefits, but they also present significant security and liability risks. It is extremely important that you take all necessary measures to secure your computer and any computer or voicemail passwords.

It is also important to remember that when you use Intuitive's resources to send email, voicemail or to access Internet services, you are acting as a representative of Intuitive. Any improper use of these resources may reflect poorly on Intuitive, damage its reputation, and expose both you and Intuitive to liability.

The computing resources used to provide computing and network connections are the property of Intuitive and are intended for use by employees to conduct Intuitive's business. Intuitive allows incidental personal use of such resources, such as sending and receiving personal email, provided the use is truly incidental and does not interfere with your work at Intuitive. All e-mail, voicemail and personal files stored on Intuitive's computers, including personal messages on the e-mail and voicemail systems, are Intuitive's property. You should, therefore, have no expectation of personal privacy in connection with these resources. Intuitive may, from time to time and at its sole discretion, review any files stored or transmitted on its computer and communication resources, including e-mail messages, for compliance with Company policy.

Your use of Intuitive's computer and communication resources must be consistent with all other Company policies, including those relating to harassment, privacy, copyright, trademark, trade

secret and other intellectual property considerations. In particular, you may not use personal software on Intuitive computers unless that software is purchased, licensed and installed in accordance with Intuitive's policies regarding the Use of Software and the Acceptable Use of Information Systems Resources [Use of Software and the Acceptable Use of Information Systems Resources](#).

RESPONSIBILITY TO OUR PEOPLE

Respecting One Another

The way we treat each other and our work environment affects the way we do our jobs. All employees want and deserve a workplace where they are respected and appreciated, and everyone who works for Intuitive must contribute to the creation and maintenance of such an environment.

Employee Privacy

We respect the privacy and dignity of all individuals. While Intuitive collects and maintains personal information that relates to your employment, including medical and benefit information, special care is taken to limit access to such information to personnel with a need to know such information for a legitimate purpose. Employees who are responsible for maintaining personal information and those who are provided access to such information must not disclose private information in violation of applicable law or Company policy.

Equal Employment Opportunity and Nondiscrimination

We strive to foster a culture where mutual respect, inclusive behavior, and dignity are core to our individual expectations. As part of our inclusion and diversity (I&D) efforts, we are actively working to mitigate bias in the workplace and ensure fairness for all. Since our founding, we have remained committed to fostering an inclusive environment in which our differing backgrounds, life experiences, and perspectives join to positively impact the communities in which we live and serve. We continue to build a culture where the best idea wins, and our doors and minds are always open. We do this by leading with inclusion and empowering everyone to do their best work as their most authentic selves regardless of race, color, national origin, religion, sex, sexual orientation, gender identity and expression, age, disability, and military service status.

Among our individual and leadership expectations at Intuitive are several tenets that apply here:

Humility

We reject personal and organizational arrogance. A better idea can come from anywhere inside or outside our organization. Our doors and minds are always open.

Dignity

I respect other's ideas and the power of diversity, and I leverage the talent of every individual in both good times and bad.

Leadership

I am committed to being proactive in achieving our shared purpose and goals. I strive to share my ideas and my concerns. I will not be a bystander.

Emotional Intelligence

Be aware of self and others. Convert this knowledge into action and words to build trust and momentum. Understand interpersonal dynamics, be sensitive to the motivations of others, and step up to interpersonal issues.

Our leaders are expected to live by our values and expectations. Our I&D training includes leadership development that helps fulfill our commitment to achieving diverse representation within our leadership that reflects the diversity in our overall employee base.

At Intuitive, we have an Inclusion & Diversity Council, a dedicated Vice President, I&D, and active employee resource groups. Our Inclusion & Diversity Council is made up of senior leadership, including our Chief Executive Officer, Chief Medical Officer, and General Counsel, cross-functional business leaders, and our Vice President, I&D. The I&D Council works to develop and implement our inclusion and diversity strategy, guides our efforts, sets meaningful goals with a commitment to publish population metrics in our annual Sustainability Report.

Finally, Intuitive does not tolerate discrimination against any person on the basis of race, religion, creed, color, sex (including pregnancy, childbirth and related medical conditions), age (over 40), marital status, national origin, sexual orientation, citizenship status, Vietnam-era or disabled veteran status, medical condition, physical or mental disability in recruiting, hiring, placement, promotion, compensation, benefits or any other term or condition of employment.

You must treat all employees, customers, suppliers and others with respect and dignity.

Harassment (Sexual and Other Forms)

Intuitive strictly prohibits any form of harassment including based on a protected characteristic, such as race, religion, creed, color, sex (including pregnancy, childbirth and related medical conditions), age (over 40), marital status, national origin, sexual orientation, citizenship status, Vietnam-era or disabled veteran status, medical condition or physical or mental disability. Intuitive will promptly take appropriate action to prevent and discipline behavior that violates this policy.

Harassment can include verbal comments (including slurs, jokes, insults, or derogatory comments), visual conduct (including offensive cartoons, drawings, computer displays, or emails), and physical conduct (including unwelcome touching, physical threats, and blocking someone's way). Conduct may be considered harassment even when the harasser does not realize his or her conduct is perceived by others to be offensive.

If you feel you are being harassed, you should immediately notify your supervisor or any other supervisor with whom you feel comfortable, or the Human Resources or Legal Departments. Every supervisor who witnesses any conduct that could be construed as harassment or who learns of any employee's concerns about harassment, whether in a formal complaint or informally, must

immediately report the matter to Human Resources or Legal Department, even if you are asked not to report.

All complaints will be investigated immediately. All such matters will be kept confidential to the extent possible. Intuitive will not tolerate retaliation or retribution against any employee for making a complaint or report regarding harassment or for participating in the investigation of such a complaint or report.

Any employee found to be responsible for harassment, or for retaliating against any individual for reporting a claim of harassment or cooperating in an investigation, will be subject to disciplinary action, up to and including immediate termination. For additional information, please review Intuitive's Harassment Policy posted in the [Team Handbook](#).

Health and Safety in the Workplace

Providing a safe and healthful work environment is an important Company objective. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in condition to perform their duties, free from the influence of alcohol or illegal drugs. The use of alcohol will not be tolerated in the workplace unless in connection with a Company-sponsored event. The use of illegal drugs in the workplace will not be tolerated under any circumstance.

INTERACTING WITH THE GOVERNMENT

Gifts to US Government Officials and Employees

The various branches of the United States government have laws restricting gifts, including meals, entertainment, transportation and lodging that may be provided to government officials and employees. You are prohibited from providing gifts, meals or anything of value to government officials or employees or members of their families without prior written approval from the General Counsel.

Gifts to Foreign Officials

The United States Foreign Corrupt Practices Act, together with the laws of many other countries as well as Intuitive policy, prohibit any Intuitive officer, employee or agent from giving or offering to give money or anything of value to a foreign official, a foreign political party, a party official or a candidate for political office in order to influence official acts or decisions of that person or entity, to obtain or retain business, or to secure any improper advantage. It is strictly prohibited to make illegal payments to government officials of any country. You are expected to review, understand and comply with the requirements of our [Global Anti-Corruption & Trade Compliance Policy](#).

Trade Restrictions

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the United States government considers unfriendly or as supporting international terrorism. The United States regulations are complex and apply both to exports from the United States and to exports of products from other countries when those products contain United States origin components or technology. Software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States or access by foreign nationals to certain technology may constitute a controlled export.

Please contact the Trade Compliance Team for guidance on which countries are prohibited destinations for Intuitive products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a United States government license.

IMPLEMENTATION OF THE CODE

Responsibilities

We must all work to ensure prompt and consistent action investigating and responding to apparent Code violations. However, in some situations it is difficult to know right from wrong. Since we cannot anticipate every situation that will arise, it is important to have an approach to new questions or problems. If you feel you are being asked to take any action in violation of the Code, it is important to that you consider the following before you act:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is – report it.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the situation.
- Discuss the situation with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Company resources. Where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, you may use our [Compliance Hotline](#), discuss the situation with either the CHRO or the General Counsel.
- You may report ethical violations in confidence and without fear of retaliation. If your

situation requires that your identity be kept confidential, your anonymity will be protected to the extent reasonably possible, subject to applicable law, regulations and legal proceedings. Intuitive does not permit retaliation of any kind against employees for good faith reports of ethical violations. Retaliation or retribution against employees for good faith reporting ethical violations is cause for appropriate disciplinary action.

What is most important is that you report any perceived violations to the Code through whatever outlet is most comfortable to you. One option is Intuitive's [Compliance Hotline](#), an employee reporting and helpline program. This program allows Intuitive employees to anonymously report to the extent possible and as consistent with applicable law, concerns regarding possible ethics violations without fear of reprisal if direct means of communications have not been effective, or if an employee is reluctant to use direct contacts. International employees can access via the Internet. U.S.-based employees can contact via the toll-free number or the Internet as shown below.

The [Compliance Hotline](#) serves as a reporting site for possible ethics violations rather than general HR matters. Intuitive's culture is based on transparency and open communication. Accordingly, where appropriate, employees are encouraged to first discuss ethics issues with either their managers or their HR Partners or the General Counsel.

Investigations of Suspected Violations

All reported violations of the Code will be promptly investigated and treated confidentially to the extent reasonably possible. Audits to monitor compliance will be conducted as commercially reasonable and necessary or as required by applicable law or regulation.

Discipline for Violations

Intuitive will use every reasonable effort to prevent conduct not in compliance with the Code and to halt any such conduct as soon as possible after its discovery. Subject to applicable law and agreements, Intuitive personnel who violate this Code and other Company policies and procedures may be subject to disciplinary action, up to and including termination of employment.

Waivers of the Code

Before an employee engages in any activity that would be otherwise prohibited by the Code, he or she should obtain a written waiver from the CHRO or General Counsel.

Intuitive will waive application of the policies set forth in this Code only where circumstances warrant granting a waiver. Waivers of the Code for directors and executive officers may be made only by the Board of Directors as a whole or the Audit Committee of the Board of Directors and must be promptly disclosed to the Intuitive shareholders, along with the reasons for granting the waiver, as required by law.

No Rights Created

This Code is a statement of the fundamental principles and key policies and procedures that govern the conduct of our business. It does not change the nature of your employment relationship with Intuitive. Intuitive employees are employed at-will, except when covered by an express, written

employment agreement. This means that you may choose to resign your employment at any time, for any reason or for no reason at all. Similarly, Intuitive may choose to terminate your employment at any time, for any legal reason or for no reason at all, but not for an unlawful reason.

Remember

Ultimate responsibility to ensure that we as a Company comply with the many laws, regulations and ethical standards affecting our business rests with each of us. You must become familiar with and conduct yourself strictly in compliance with those laws, regulations and standards and Intuitive's policies and guidelines pertaining to them.

ACKNOWLEDGMENT FORM

My electronic acknowledgment certifies the following:

I have received and read the Intuitive Surgical Code of Business Conduct and Ethics, and I understand its contents. I agree to comply fully with the standards, policies and procedures contained in the Code and the Company's related policies and procedures. I understand I have an obligation to report to the Company's General Counsel any suspected violations of the Code that I am aware of. I acknowledge that the Code is a statement of policies for business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment.

At this point in time, I am aware of the following circumstances that may constitute "conflicts of interest" or potential "conflicts of interest" as defined in the Code (identify, or if none, state "none").