

Infinera's Purchasing Ethics Policy

Guidelines for Infinera Suppliers

At Infinera, we strive to maintain the highest levels of integrity by making sound, objective business decisions based upon the needs of the company while avoiding any personal or professional activities that could cast doubt, or the appearance of doubt, on an employee's ability to act objectively.

All employees, including exempt and non-exempt, temporary workers, consultants and contractors, who interact with Infinera's suppliers must avoid the intent or suggestion of unethical or compromising actions in relationships with suppliers. Supplier relationships should remain impartial and professional, and shall comply with the letter and spirit of all applicable laws, regulations and policies.

Sometimes it may not be clear when particular activity or relationship with a supplier may cause or appear to cause a conflict of interest. A simple rule of thumb is to avoid any activity that may be perceived as inappropriate by others or cause embarrassment to the employee or Infinera. As a general policy, the following guidelines should be followed:

1. Employees should refrain from accepting or soliciting gifts, gratuities, kickbacks, stock grants or options, favors, loans, credits or preferential discounts, entertainment, travel or hospitality, or similar from a supplier or its representative in connection with any business activity. An exception is meals which clearly provide continuity of business discussions or promote development of an already established business relationship, as in the case of business partners. Similarly, gifts of an inconsequential value may be accepted if:

- receiving gifts is customary in the regular course of business
- the value of the gift is less than \$50.00
- the gift is not cash or a cash equivalent
- acceptance of the gift doesn't violate any laws, regulations or policies, foreign or domestic, including the Foreign Corrupt Practices Act
- the gift cannot be considered inappropriate and/or obligate or influence the recipient

2. Employees should appropriately handle confidential and/or proprietary information with the highest standards of care and consideration of the legal and ethical ramifications of the failure to do so. Employees shall not disclose to any third party, including other Infinera employees without a need to know, confidential information of any kind including, but not limited to, supplier pricing,

“Compliance to Infinera's Purchasing Ethics Policy is an obligation of both employees and suppliers, and will result in stronger, more successful supplier relationships.”

Minoo Mortazavi
Senior Vice President,
Systems Manufacturing & Global Supply Chain

terms and conditions of agreements, supplier technology roadmaps, product developments, etc. Employees should not create an unfair advantage for a supplier by disclosing competitive information that would otherwise not be known

3. Confidential information or business opportunities made known to an employee as a result of their position within Infinera may not be used by the employee or their family members to seek profit, such as stock transactions or investments.

4. Employees who influence purchasing related decisions may not act as a director, officer, partner, employee, agent or consultant with or without compensation for a present or proposed supplier or enter into any relationship that creates a conflict of interest. Employees who have a financial or other interest in a supplier may not influence or attempt to influence business activities between Infinera and the supplier. Furthermore, employees may not purchase goods or services from a company owned or controlled by an employee or relative of an employee unless such relationship has been previously disclosed to appropriate levels of Infinera management.

5. Employees have an obligation to educate the suppliers on Infinera's Purchasing Code of Ethics, disclose any supplier activity that violates the Code and refrain from doing business with the supplier should a violation continue.

6. Employees should ensure that purchasing related activities are conducted in accordance with national and international laws, regulations, policies and practices and are always managed with the company's best interest in mind.

Upon good cause and full disclosure by the employee, exceptions to this Policy may be authorized by the employee's supervisor if it is determined that no material conflict of interest exists. Any such exemption should be immediately reported to the department's Vice President.