

Autodesk Code of Business Conduct

At Autodesk, we conduct our business with the highest degree of honesty and ethical behavior. We are committed to one another and to our customers, partners, vendors, and shareholders, all of whom are integral to our business. We are fast and flexible in doing business, and direct, clear, and ethical in our communications and actions. We speak with honesty and courage. We are accountable for our words and actions and strive to build a challenging work environment that rewards teamwork. We respect individuality and recognize diverse lifestyles and work styles.

This Code provides an overview of Autodesk's fundamental business values. It is by no means exhaustive, but summarizes some of our most important policies, which are based on standards that underlie our business ethics and professional integrity, standards that apply to all Autodesk employees, officers, and, where applicable directors wherever you may be based. Additionally, please familiarize yourself with the specific policies that apply to individual areas of responsibility at Autodesk, and to different countries or regions, as well as the Autodesk Employee Handbook.

After reading this Code, please ask questions if any items are not perfectly clear. Should you become aware of any violations or potential violations of this Code, your responsibility is to communicate the information promptly. Understanding, communicating, and working together to create a positive work place environment are what make our policies effective and make Autodesk an outstanding place to work.

Carl Bass,
Chief Executive Officer,
Autodesk, Inc.

COMPLIANCE IS SERIOUS BUSINESS

Autodesk's policies about honest and ethical business conduct reflect the kind of company we strive to be. A fundamental part of being an Autodesk employee is respecting and adhering to these policies. The various policies applicable to Autodesk employees can be found on the Human Resources, Finance and Legal sites on InfoSys, the Company's internal website. Many Autodesk policies also reflect the requirements of laws or regulations. You should comply with all applicable governmental laws, rules and regulations and acquire sufficient knowledge of the legal requirements relating to your duties to enable you to recognize potential problems and seek counsel where appropriate. Violations can create significant liability for Autodesk, its directors, officers, and employees. Liabilities not only may result in monetary damages but may even threaten our ability to continue to do business.

In trying to determine whether any given action is appropriate, apply the "front-page test": Imagine that the action is going to be highlighted on page one of tomorrow's newspaper with all the details, including your photo. If you are uncomfortable with the idea of this information being made public, perhaps you should think again about your course of action. In any event, if you are unsure about the appropriateness of an event or action, do not hesitate to ask your manager, your Finance or HR business partner, or the Legal Department.

YOUR RESPONSIBILITIES TO AUTODESK AND ITS SHAREHOLDERS

Equal Opportunity

Autodesk's values of ethics, honesty, respect for others, and teamwork require an environment that is open, supportive, and interdependent. No action could be more contrary to our values than discrimination of any kind.

Discrimination or harassment based on a person's race, color, creed, religion, national origin, citizenship, age, sex, sexual orientation, marital status, mental or physical disability, or any other classification protected by law will not be tolerated. This is true for every Autodesk employee and contractor and for our business partners. A more detailed discussion of these prohibited practices can be found in the Autodesk Employee Handbook on InfoSys, in the sections on Harassment, Equal Employment Opportunity, and Misconduct.

Conflicts of Interest

Our responsibilities to Autodesk, our shareholders, and each other do not prevent us from engaging in personal transactions and investments; they do, however, demand that we avoid situations where a conflict of interest might occur or appear to occur. Autodesk is subject to scrutiny from many different individuals and organizations. We should always strive to avoid even the appearance of impropriety.

What constitutes a conflict of interest? A conflict of interest exists when the interests or benefits of one person or entity conflict, or appear to conflict, with the interests or benefits of Autodesk. Consider these situations.

Outside Employment. You should not engage in any business outside Autodesk if it interferes with your performance or responsibilities to the Company. You should not accept

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simultaneous employment with an Autodesk supplier, customer, developer, or competitor, or take part in any activity that enhances or supports a competitor's position or otherwise compromises Autodesk's interests.

Outside Directorships. It is a conflict of interest to serve as a director of a company in competition with Autodesk. Although you may serve as a director of an Autodesk supplier, customer, developer, or other organization, you must first obtain approval from the Company's General Counsel, and any remuneration you receive should be of an amount reflective of your responsibilities. If you serve as a director at the request of Autodesk, you should not accept any remuneration for service. For further information, please consult the corporate policy regarding board representation.

Business Interests. Before investing in the business interests of customers, suppliers, developers, or competitors, you must first ensure that these investments do not compromise your responsibilities to Autodesk. Many factors should be considered in determining whether a conflict situation exists, including the size and nature of the investment; your ability to influence Autodesk decisions or decisions by third parties affecting Autodesk; your access to the confidential information of Autodesk or of the other company; and the nature of the relationship between Autodesk and the other business. Typically, investments of less than two percent of the total outstanding shares in companies listed on a national or international securities exchange do not create a conflict.

Related Parties. As a general rule, you should avoid conducting Autodesk business with a family member or significant other, with a business in which a family member or significant other is associated in any significant role, or with other related parties. If such a transaction is unavoidable, you must obtain prior written approval from the Company's Chief Financial Officer, and in some cases the Audit Committee of the Board of Directors, and engage an Autodesk purchasing agent to negotiate arms length terms. No preferential treatment should be given to the business that would not otherwise be given to another business. For further information, please consult the Corporate Finance policy G-4 dealing with related party transactions.

Corporate Opportunities. You may not use Autodesk property or information or your position within Autodesk for improper personal gain or to compete with Autodesk directly or indirectly. You owe a duty to Autodesk to advance its legitimate interests when the opportunity to do so arises. Therefore, you may not take for yourself opportunities that are discovered through the use of Autodesk property or information or your position within Autodesk..

Other Situations. It would be impractical to list all possible situations where conflicts of interest might arise. If you have any questions or doubts about a proposed transaction or situation, ask your manager, your Finance or HR business partner, or an attorney in the Legal Department before entering into the relationship or situation in question.

PROTECTING AUTODESK'S CONFIDENTIAL INFORMATION

Autodesk's confidential and proprietary information is its most valuable asset and includes: product architectures, source codes, and programming techniques; product plans and road maps; names and lists of customers, resellers, and employees; financial information; and internal email communications. This information is Company property and is protected

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under the law. Every employee has the responsibility to safeguard it and to never disclose it without proper authorization.

The Employee Confidentiality Agreement

When you joined Autodesk, you signed an agreement(s) to protect and hold confidential our proprietary information. The agreement(s) remains in effect for as long as you work for Autodesk and even after you leave the Company. You may not disclose Autodesk's confidential information to anyone or use it to benefit anyone other than Autodesk without Autodesk's prior written consent. Abiding by this agreement is a fundamental condition of your employment, and you should take its provisions very seriously.

Disclosure of Confidential Information

To further Autodesk's business, we may sometimes need to disclose our proprietary information to potential business partners. However, such disclosure should never be made without carefully considering its potential benefits and risks. If your manager and other appropriate Autodesk management determine that disclosure of confidential information is necessary, you must then contact the Legal Department to ensure that an appropriate written nondisclosure agreement has been signed by all parties before any disclosure takes place. Additionally, no financial information other than that required by statutory reporting requirements may be disclosed without the prior approval of the Chief Financial Officer. Never accept a third party's nondisclosure agreement without reviewing it with the Legal Department.

Company confidential information is sometimes distributed to employees from members of the executive staff. Autodesk employees are not authorized to share this information externally. Posting this information on the Internet or emailing the information to outside parties is prohibited. Only designated employees may refer to this information externally or speak with the press or financial analyst community regarding confidential matters. All inquiries from the press and financial analysts must be referred to the Chief Financial Officer, the Vice President of Investor Relations, or the Vice President of Public Relations.

OBLIGATIONS UNDER SECURITIES LAWS—"INSIDER" TRADING

From time to time, you may have access to information about Autodesk's business that has not been disclosed to our shareholders and the investing public. Material undisclosed information about Autodesk's business is called "inside" information and can be financial information, product launch dates, or any other information that could affect the price of Autodesk stock. Trading stock on the basis of inside information, regardless of how small or large the trade may be, is a serious violation of U.S. securities laws and, depending on the circumstances, the laws of other countries as well. This is true regardless of where in the world you reside. All employees are discouraged from engaging in short sales, and members of the Board of Directors, executive officers, other officers and directors are specifically prohibited from doing so. For further information, please consult the Company's Insider Trading Policy.

USE OF AUTODESK'S ASSETS

Protecting Autodesk's assets is a key fiduciary responsibility of every one of us. Care should be taken to ensure that assets, including Autodesk email and the personal data of our customers, are not misused, misappropriated, loaned to others, or sold or donated without appropriate authorization. Autodesk's assets may only be used in accordance with law and shall be for the sole benefit of Autodesk. Failure to comply with this rule will result in disciplinary action, up to and including termination of employment.

Computers and Other Equipment. Care for Autodesk equipment and use it responsibly. If you use Autodesk equipment at your home or off site, take precautions to protect it from theft or damage, just as if it were your own. If you leave Autodesk employment for any reason, you must immediately return all Company-owned equipment.

Software. All software used by employees to conduct Autodesk business must be authorized copies. Making or using unauthorized copies constitutes copyright infringement and may expose you and Autodesk to civil and criminal liability.

Use of Email. Email must be used appropriately and for Autodesk business purposes. Irresponsible, careless, or insensitive statements in an email can be taken out of context and used against you and the Company. Similarly, disparaging comments made about others could, under certain circumstances, constitute libel or a form of harassment. Follow simple rules of etiquette and common sense when preparing and sending emails. Please remember that the email system is owned by Autodesk and that you should not assume that your email communications are private. Use of email for personal purposes should be limited and appropriate. For specific information concerning email use and monitoring, please review the email policy applicable to your location. For employees in the United States, please consult the Employee Handbook; more restrictive policies may apply in other locations.

Use of the Internet. Internet access is provided for business purposes. Please keep in mind that personal use of that access should be kept within reasonable limits.

To provide effective bandwidth or for other business or compliance reasons, Autodesk may monitor Internet use by employees. Internet use that is not strictly Company related during business hours should be minimized.

Use of Autodesk's equipment or networks to view, access, store, share, copy, upload or download any of the following will not be tolerated:

- Images, data or other information of an obscene, racial or sexually explicit or other inappropriate nature;
- Unauthorized copies of any work protected by copyright, including films, music, software, computer games and publications.

Protection of Personal Data. The personal data provided to us by our current and potential customers must be protected. Customers trust us with their personal, often private

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data, and we must keep this data secure and use it only for the purposes for which it was provided.

Autodesk's protection of a customer's personal data is based on the following tenets:

- **NOTICE** We will notify customers through the Autodesk Privacy Policy of the purposes for which we collect personal data.
- **CHOICE** Customers may choose whether to provide personal data to us.
- **ACCESS** If a customer requests, we will provide that customer access to his or her personal data.
- **USE** We will store, use and transfer personal data only as permitted by the Autodesk Privacy Policy.
- **SECURITY** We will treat personal data as a valuable asset, will store it securely and will limit access to required employees and contractors who have signed appropriate non-disclosure agreements.

We will collect data about our customers only in the ways and for the purposes set out in the Autodesk Privacy Policy, which you may review by visiting <http://www.autodesk.com/privacy>.

MAINTAINING AND MANAGING RECORDS

Keeping accurate books and records and retaining them for retrieval is an important part of our daily business. In fact, various laws require that certain records be accurate and that they be kept for minimum periods of time.

Autodesk's record-retention policies are established by each Autodesk entity around the world in compliance with local laws. The policy dictating record retention for locations in the United States and the minimum periods worldwide are set out in the Document Retention Policy. Periodically disposing of documents that are no longer useful and do not need to be retained is just as important as knowing when to save information. However, if litigation is pending or threatened, all pertinent documents should be retained.

FINANCIAL DISCLOSURE AND SEC REPORTING

Autodesk's policy is to provide full, fair, accurate, timely, and understandable disclosure in reports and documents that we file with, or submit to, the Securities and Exchange Commission and in other public communications. We have careful disclosure and internal control processes that are designed to ensure that information we are required to disclose in certain reports that we file with, or submit to, the SEC is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms. In addition, we have established internal control processes to provide reasonable assurance

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regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with generally accepted accounting principles.

All employees should support Autodesk's disclosure controls and procedures and internal controls for financial reporting. You must make sure that any financial information provided by you is accurate and that you understand and comply with Autodesk's Finance Policies.

If you have concerns or complaints regarding accounting or auditing matters, you should report them as specified in "Reporting Possible Violations of Policies" below.

Because of the importance of full, fair, accurate, and complete disclosure of financial information about the Company's business, all members of the Finance organization must understand and comply with our Finance Policies and with applicable laws and accounting and tax rules and regulations.

PAYMENT AND APPROVAL PRACTICES

Accounting Practices

Autodesk's responsibilities to its shareholders and the investing public, as well as its obligations under the laws governing corporations, require that all transactions be fully and accurately recorded in the Company's books and records. False or misleading entries, unrecorded funds or assets, unapproved purchases, or commitments or payments without appropriate and approved supporting documentation and approval are strictly prohibited. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction, be provided to all required parties, and be processed in a timely fashion.

Political Contributions

Autodesk's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances, directly or through intermediaries (such as political action committees, non-profit advocacy organizations or industry associations) anywhere in the world without the prior written approval of the Company's General Counsel.

Sales Representatives, Agents, and Consultants

The bulk of Autodesk's business is done through Autodesk channel partners. In addition, Autodesk sometimes engages consultants, sales representatives, and other third parties to provide services and to act on its behalf. Our relationships with all third parties must always be proper, lawful, and documented, wherever in the world they occur.

Commissions, fees, and discounts must always be set out in a written agreement and must reflect the value to Autodesk of the service being provided. They should never exceed amounts that are reasonable and customary in our industry. The service to be provided must be legal and proper and must be provided according to the terms of the written agreement. Payments must never be made in cash and may only be made against an accurate and complete invoice.

Government Officials

Laws in most countries prohibit or restrict government officials or employees of government agencies from receiving payments, entertainment, or gifts. The U.S. Foreign Corrupt Practices Act prohibits Autodesk and its employees from offering to pay, making any payments, promising to pay, or giving anything of value to a government official, or to an official or candidate of any political party, for the purpose of winning or keeping business. Additionally, no contract or agreement may be made with any business in which a government official or employee holds a significant interest without the prior written approval of Autodesk's General Counsel.

EXPORT CONTROLS

Many countries maintain controls on the destinations to which products, including software, may be exported. The United States government maintains some of the strictest export controls. The U.S. regulations are complex and apply both to exports from the United States and to exports from other countries, when those products contain components or technology that originated in the United States. Software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, presenting technical data to foreign nationals in the United States may constitute a controlled export. The Legal Department and Export Controls Department can provide you with guidance on the embargoed countries, denied parties, and other export controls issues.

In addition, U.S. Federal law prohibits Autodesk from participating in any foreign boycott or embargo that is not approved by the United States government. Autodesk is required to report any requests it receives to participate in any such boycott or embargo. An example of an international boycott that is not approved by U.S. law is the Arab League boycott of Israel. Information, including a list of high-risk countries, can be found on the Export Controls site on Infosys.

RESPONSIBILITIES TO OUR CUSTOMERS, SUPPLIERS, AND VIRTUAL CORPORATION

Appropriate Development Practices

Autodesk has become a worldwide leader in the design software industry by developing a family of products containing innovative features that improve the productivity and creativity of designers. Autodesk enjoys a reputation for quality, innovation, and concern for its customers that is second to none in this industry. For more information, consult the Company's Policy on Appropriate Development Practices.

Payments or Gifts to or from Others

Never give a gift to any third party or accept gifts from anyone who is doing business with Autodesk or who wishes to do business with Autodesk. The only exceptions are inexpensive gifts having a maximum value of US\$250. You may accept and offer infrequent business meals and entertainment, provided they are not lavish or excessive, or of a nature that might create the appearance of impropriety. Never give or accept a loan of any amount without the prior written approval of the Chief Financial Officer and the General Counsel.

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Sometimes, local customs may require that you exchange more valuable gifts with suppliers or customers; however, you must first obtain approval from your manager. Such gifts should always be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. Any gift you receive having a value greater than US \$250 must be turned over to Autodesk for appropriate disposition. The nature and cost of any gift you give must be accurately recorded in Autodesk's books and records.

Publication Copyright Protection

Autodesk subscribes to many publications that help employees do their jobs better, such as newsletters, reference works, and magazines in digital and printed form. These works are generally protected by copyright law, and their unauthorized copying and distribution constitutes copyright infringement. Works published on the Internet, such as technical papers or product information, are also generally protected by copyright. Never make copies of publications or significant parts of them without first obtaining the consent of the publisher. When in doubt, consult the Legal Department.

At times, Autodesk employees may wish to use music, film, or video clips in presentations, promotional materials, or at trade shows or Company events. These works are protected by copyright law, and their unauthorized use constitutes copyright infringement. Do not use them for a business purpose without first obtaining the necessary rights from the copyright owners or their representatives. These rights usually require several weeks to obtain and may require the payment of a fee. Please contact the Legal Department for assistance well in advance.

Handling the Confidential Information of Others

Autodesk has many kinds of business relationships with many companies and individuals. Sometimes, they will volunteer confidential information about their products or business plans to induce Autodesk to enter into a business relationship. At other times, we may request that a third party provide confidential information to evaluate a potential business relationship with that party. Whatever the situation, we must take special care to handle the confidential information of others responsibly, as it may be a trade secret or protected intellectual property. For more guidance, please consult the Guidelines for Appropriate Nondisclosure Agreements.

Free and Fair Competition

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. Autodesk is committed to obeying these laws. The consequences of not doing so can be severe for all of us.

These laws often regulate Autodesk's relationships with its independent distributors and resellers, including pricing practices, discounting, credit terms, promotional allowances, exclusive dealerships or distributorships, restrictions on carrying competing products, termination, and many other practices.

They also govern, usually quite strictly, relationships between Autodesk and its competitors. As a general rule, contacts with competitors should be limited and should always avoid subjects such as customers, suppliers, costs and prices, or other terms and

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conditions of sale. You should consult the Legal Department before joining any trade association of competitors.

Although the spirit of these laws, known as "antitrust," "competition," or "consumer protection" laws, is straightforward, their application to particular situations can be quite complex. To ensure that Autodesk complies fully with these laws, each of us should have a basic knowledge of them and should involve our Legal Department early on when questionable situations arise. For more on this topic, refer to the Autodesk Guide to Free and Fair Competition.

Selecting Suppliers

Autodesk's suppliers must be chosen with the same care, and treated with the same respect, as our distributors and resellers. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate nondisclosure agreement has been signed. A supplier's performance should never be discussed with anyone outside Autodesk. A supplier to Autodesk is free to sell its products or services to Autodesk's competitors, except where they have been designed, fabricated, or developed to Autodesk's specifications.

WHERE TO GO FOR MORE INFORMATION

A complete list of the Company's policies can be found on InfoSys.

REPORTING POSSIBLE VIOLATIONS OF POLICIES

If you know of or suspect any conduct that you believe in good faith to be inconsistent with the Code of Business Conduct, with Autodesk's policies (including its financial accounting policies), or with the requirements of the law, you are obligated to report it to Autodesk by one of the following means:

- To your manager, your Finance business partner, Autodesk's General Counsel, the Director of Audit Services, any member of the Legal Department or the Human Resources Department;
- To the telephone Hotline run by an independent company at 1-866-428-1503 (other international telephone numbers may be found on Infosys);
- To the web based reporting tool at www.tnwinc.com/reportline/international; or
- If you wish to remain anonymous, by letter addressed to the General Counsel or the Director of Audit Services at 111 McInnis Parkway, San Rafael, CA 94903.

The Director of Audit Services and the General Counsel will review all reports and will make a determination whether to initiate an investigation. If an investigation is initiated, it will, in most instances, be conducted as follows:

- Suspected violations of Human Resources policies or employment laws: The

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investigation will be conducted by or under the guidance of the Human Resource Department and/or the Legal Department.

· Other suspected violations of the Code of Business Conduct, financial accounting policies or other laws: The investigation will be conducted by or under the guidance of the General Counsel and/or the Director of Audit Services under the oversight of the Audit Committee of the Board of Directors.

If you have any concerns or complaints regarding accounting or auditing matters, you should report them as specified in the Procedures for the Submission of Complaints or Concerns Regarding Accounting or Auditing Matters located on Infosys.

Reprisal, threats, retribution, or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code of Business Conduct, or any other company policy, or who is assisting in any investigation of or process relating to a violation, is prohibited. Autodesk employees who engage in any such retaliation will be subject to disciplinary action up to and including the immediate termination of their employment.

DISCIPLINARY ACTIONS

The matters and policies covered in this Code of Business Conduct are of the utmost importance to Autodesk, its shareholders, and its business partners. We expect all of our employees, contingent workers, and independent contractors to adhere to these rules in carrying out their duties for Autodesk.

Autodesk will take appropriate action against those persons whose actions violate any Autodesk policies. Disciplinary actions may include immediate termination of employment or business relationship, at Autodesk's discretion. Where the company has suffered a loss, it will pursue its remedies against the individuals or entities responsible. Where laws have been violated, Autodesk will cooperate fully with the appropriate authorities. Employees in the United States should be aware that this Code of Business Conduct does not alter an employee's at-will relationship with Autodesk as described in the Employment At-Will Policy in the Autodesk Employee Handbook.

WAIVERS AND AMENDMENTS

We are committed to regularly reviewing and updating our policies and procedures. Therefore, this Code of Business Conduct is subject to modification.

Any waiver of any provision of this Code of Business Conduct for an executive officer or a member of our Board of Directors must be approved in writing by the Board of Directors and promptly disclosed, if applicable, in accordance with applicable law. Any waiver of any provision of this Code of Business Conduct for any other employee must be approved in writing by the General Counsel.

Any amendment of this Code of Business Conduct must be approved by the Board of Directors and promptly disclosed, if applicable, in accordance with applicable law.