



## Emulex Corporation Business Ethics & Confidentiality Policy

Due to the nature of Emulex's business, maintaining the confidentiality of information regarding the Emulex's products, operations, activities and plans is especially important. Accordingly, this Business Ethics & Confidentiality Policy is a code of business conduct and ethics, and is a reminder of each employee's affirmative obligation to protect Emulex's confidential information.

More specifically, through employment with Emulex, employees acquire knowledge of and gain access to trade secrets and confidential and proprietary information of Emulex. Trade secrets and confidential and proprietary information are made known to employees in confidence solely by virtue of their employment, and are not generally known in the industry in which Emulex is engaged. Therefore, employees must keep all trade secrets and confidential and proprietary information in the strictest confidence and not, either during or after their employment, disclose or use any of such information without proper prior written authorization. Such trade secrets and confidential and proprietary information include, but are not limited to, financial information, business and marketing plans, customer, supplier and vendor information, personnel lists and information regarding Emulex's personnel, shipping and distribution information, design data, software and firmware documents or source codes, product cost/price lists and specifications, schematics, procedures and test reports, patent disclosures and applications, contract bids, technological information and manufacturing information.

In addition, Emulex is committed to the highest standards of business ethics and requires that its employees conduct themselves at all times with honesty and integrity inside and outside of Emulex, including ethical handling of actual or apparent conflicts of interest. In that regard, employees must comply with all laws, rules and regulations (including insider trading laws) of federal, state and local governments and agencies. During the term of employment, employees must avoid conflicts of interest and must also not work or consult for any company in competition with Emulex unless expressly approved in writing by their supervisor. In addition, employees must not offer or receive kickbacks, or any other inappropriate gifts, favors, remuneration or compensation from customers, suppliers, vendors, sales representatives, distributors, or any other individual/company doing business with Emulex. (In general, gifts of cash, or items other than a vendor's/customer's promotional items or sporting event tickets of minimal value, would be inappropriate to accept.) Each employee should endeavor to deal fairly with Emulex's customers, suppliers, competitors and other employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practice. Any private employee transaction and any other potential conflict of interest that directly or indirectly affects Emulex in any way whatsoever must also be brought to the Emulex Human Resources Department's immediate attention.

Every employee has executed an Employee Creation and Non-Disclosure Agreement which contains restrictions on certain documents and equipment. Employees may not remove Emulex property from Emulex premises without acquiring a property pass approved by and filed with Security or Management, and each employee should protect the Emulex assets and ensure their efficient and proper use. All technical papers, notebooks, specifications, schematics, customer lists and any other Emulex documents, files, materials, equipment or products (and any and all copies of Emulex documents) which are in an employee's possession or to which he/she has access must be returned to the Emulex upon request of Emulex or at the time of termination of employment.

Where there is any question as to the propriety of any employee's activities inside or outside of the Emulex, the employee should contact his/her immediate supervisor or the Human Resources Department and obtain written approval for such activities. The employee's personnel file must reflect such approval. In addition, any employee who has observed, or who becomes aware of, any actual or potentially improper, illegal or unethical conduct has an affirmative obligation to immediately inform his/her supervisor, or the Emulex Human Resources Department, so prompt corrective actions can be taken.

If the employee is responsible for reports or documents that Emulex files with, or submits to, the Securities and Exchange Commission or related public communications, such reports, documents and communications shall comply with all applicable governmental laws, rules and regulations and shall be full, fair, accurate, timely and understandable.

Employees are prohibited from (a) taking for themselves personally opportunities that are discovered through the use of Emulex property, information or position; (b) using Emulex property, information or position for personal gain; and (c) competing with Emulex. Employees owe a duty to Emulex to advance its legitimate interests when the opportunity to do so arises.

Any employee who violates the provisions set forth in this Policy, or otherwise is involved in any improper activity affecting Emulex is subject to discipline up to and including immediate termination.

#### **DIRECTOR AND EXECUTIVE OFFICER SUPPLEMENT**

The obligations of this Policy shall apply to members of the Emulex board of directors, including members who are not employees of Emulex. Any waiver of this Policy for executive officers or members of the board of directors of Emulex may be made only by the Emulex board of directors or a committee of that board, must be promptly disclosed to the Emulex shareholders, and immediate SEC disclosure in the case of any waiver for the Emulex principal executive officer or senior financial officers.

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