



GLOBAL ANTI-CORRUPTION POLICY

August 18, 2020

Gigamon is committed to acting professionally, fairly and with integrity in all our business dealings and relationships. The purpose of this policy is to ensure compliance with all applicable United States and non-US anti-corruption laws, including the U.S. Foreign Corrupt Practices Act of 1977 (the "FCPA"), the U.S. Travel Act and the UK Bribery Act 2010 (the "UKBA"). All directors, officers, employees, and agents of Gigamon Inc. or any of its affiliates ("Gigamon" or the "Company") must comply with this policy, whether they reside within or outside the United States. Our business partners, consultants, representatives, suppliers, resellers, distributors and other contractors also must follow this policy.

Because a significant portion of Gigamon's business comes from customers outside the United States, compliance with this policy is critically important to us. There are no exceptions to this Policy, even if our competitors engage in corrupt behavior or corruption is an accepted practice in a country where we operate. We are required to adhere to both the spirit and the letter of this policy with respect to our business anywhere in the world.

Overarching Cultural Values of Honesty and Accountability

At Gigamon, we value honesty and accountability. These are not just words on a page. We should act with honesty and transparency in all of our dealings with our distributors, resellers, other partners, customers and prospective customers both in and outside the United States.

Policy Statement

You are strictly prohibited from **improperly** promising, offering, providing, or authorizing the provision of **money or anything else of value** (such as an expensive gift or favor) **directly or indirectly** to any **foreign official or other individual, entity, or organization** in exchange for business or any benefit for the Company. You are also prohibited from soliciting or accepting improper payments or other things of value (kickbacks) in relation to Gigamon's business or to otherwise engage in activities that conflict with your duties to the Company.

The key concepts are explained in depth below:

"Improperly" means seeking to influence or induce any act or decision in an illegal or unethical manner. The word **"improperly"** is used in order to make clear that the offer, payment, promise, or gift **must be intended to induce the foreign official to misuse his or her official position**, by granting Gigamon illegal but advantageous treatment.

What is a "Foreign Official"? In the United States, it is typically easy to understand who is and who is not a government official, but in many foreign countries, the lines between a government-controlled enterprise and what we would typically consider a private enterprise in the United States are blurred. A **"foreign official"** includes not only a government employee but also, among others:

- An employee of an **organization** that is **affiliated with a foreign government**;
- An employee of a **commercial business that is owned or controlled by a foreign government**;
- A foreign political party or party official;
- A **consultant, advisor, contractor or agent of any of the above** that represents or acts on behalf of or in an official capacity for such entity or person; or
- A member of a foreign royal family that has governmental duties.

You can tell from this broad definition that employees of many of Gigamon's customers or prospective customers outside the U.S., in particular in the Middle East, Eastern Europe, Africa, Latin America and Asia may constitute "foreign officials."

In addition, the UK Bribery Act is analogous to the FCPA, but it applies even more broadly: it prohibits both offering and receiving bribes, and it prohibits bribery in both the *private* and public sectors. Finally, while small "facilitation" payments may be legal under some laws, they are prohibited under the UK Bribery Act and this policy. So you should not spend time trying to analyze whether someone may or may not be a foreign official – assume that the global anti-corruption laws apply to Gigamon's dealings with customers and prospects everywhere in the world. Because they do.

"Anything of value" is defined very broadly. This policy and the anti-corruption laws do not just prohibit cash bribes, but anything of value that is offered with an improper purpose of influencing the recipient to give us business or otherwise give us an improper benefit. This includes expensive gifts or unusual favors or an expensive vacation that has little or no business justification. **A "thing of value" also could include an unusually large discount made in favor of a channel partner or payments or excessive referral or consulting fees** - often made through third-party intermediaries. Even political or charitable contributions can constitute bribes if given with an improper purpose.

"Directly or indirectly" means that we can be responsible for actions taken by third parties - distributors, resellers, consultants or other business partners. One of the thorniest areas of FCPA compliance involves third parties. **More than 90% of FCPA cases against companies involve third parties. This is especially important for Gigamon - as well as other technology companies -- because a substantial portion of our international sales are made through channel partners.** Gigamon can be held liable if a third party (such as a consultant, representative, agent, distributor, reseller or referral partner) offers or provides improper payments or other benefits to foreign officials or other recipients in or outside the United States.

Don't ignore red flags. A violation of the FCPA, UK Bribery Act or other anti-bribery laws can occur even if we do not expressly authorize third parties to engage in an improper activity. For example, the FCPA holds a company or individual liable for providing or authorizing the provision of money or anything else of value to any person while knowing that all or a portion of that money or thing of value will be used by that person for corrupt purposes. Under the FCPA, "knowing" is interpreted broadly to include both actual and constructive knowledge. U.S. enforcement authorities have made it clear that the FCPA imposes liability on companies and individuals who intentionally avoid actual knowledge by taking a "head-in-the-sand" approach. **This means that one can violate the FCPA if he or she consciously disregards or deliberately ignores red flags or is willfully blind to the fact that a third-party business partner may be engaging in corrupt or improper business practices.** The UK Bribery Act contains an analogous prohibition on managers who ignore bribery in the private commercial context.

What should you do?

Reasonably priced meals, entertainment and travel that are made for bona fide business promotion purposes, approved in connection with Gigamon's Global Travel & Expense Policy and not with any improper intent are permissible. Please make sure that you:

1. **Keep full, detailed and transparent records.** Provide the benefit openly (not secretly) and only for the purpose of promoting our business in an honest manner. Record all expenses with regard to partner, customer and prospective customer conferences, meetings and travel and entertainment **with detail and transparency** with regard to all of the people in attendance and the nature of the business discussed. Make sure that you have detailed and clear **third-party invoices** from the restaurant or other vendor for every expense reimbursement. All appropriate hospitality, travel and entertainment expenses should be paid directly to the restaurant, hotel or other service provider via the authorized company-approved payment method.
2. **Entertainment** of customers and prospective customers should be in good taste and the expenditure should be reasonable, in line with Gigamon's Global Travel & Expense Policy, and in connection with the proper promotion of the company's business.
3. **Gifts.** The FCPA, UKBA and foreign anti-corruption laws do not prohibit all gift-giving. Rather, these laws prohibit the payments of bribes, including those disguised as gifts. Gifts of modest value that are given to show respect and not for any improper purpose are permissible, provided that you get the gift pre-approved by the VP Controller. The larger or more extravagant the gift, however, the more likely it will be deemed to have been given with an improper purpose. DOJ, SEC, and UK's Serious Fraud Office enforcement cases have involved single instances of large, extravagant gift-giving as well as widespread gifts of smaller items as part of a pattern of bribes.
4. **Never give cash.** Under no circumstances should you give cash (even in small amounts) to any non-employee.
5. **Gift cards to non-employee.** Because gift cards are very similar to cash, their use must be very limited and always very strictly monitored and accounted for. Non-employees may only receive gift cards : 1) if the gift card is under \$50 and distributed as part of a marketing program previously approved in writing by our Chief Marketing Officer, or 2) if the gift card is \$50 or larger, it must be approved in writing with specific justification by our Chief Marketing Officer and VP Corporate Controller.
6. **Third parties – if you suspect that something unusual or improper is going on, don't ignore red flags.**
 - **Entertainment and conferences.** Gigamon employees should attend all conferences, customer and prospective customer visits to ensure the bona fide nature of the business discussions. Do not rely on third-party resellers or consultants to attend business events alone on Gigamon's behalf. Make sure that you get detailed invoices from any third party acting on Gigamon's behalf reflecting the actual vendors that provided the services.
 - **Third party consultants.** If a third party is involved in a transaction in an unusual or unclear way, at the suggestion of the customer, with unclear services, an especially close relationship to the customer, excessive fee, special payment instructions or anything else that seems odd or non-standard, please raise this to the attention of the CFO or General Counsel.

- **Excessive discounts.** If a channel partner is insisting on an extra discount to “get the deal done,” you may need to inquire more deeply to make sure that the extra discount is indeed reasonable and necessary in the context of bona fide competition and is being passed onto the customer in an appropriate way and not being siphoned off by bad actors in the channel.

Accounting Requirements. We must ensure that our books and records are accurate and complete. When seeking expense reimbursements, you must submit genuine and detailed third-party receipts, together with the names of all the persons in attendance at the event and business purpose to our Finance Department. You may not accept or use counterfeit invoices or purchase orders to make payments.

Criminal penalties. The FCPA and the UK Act are criminal statutes. A violation of this policy will result in appropriate disciplinary action, which may include demotion, suspension or termination. In some cases, individual employees can face serious, even criminal, consequences, including fines, penalties, and imprisonment. In addition, the Company may face suspension or debarment from government contracts, the loss of U.S. export privileges, huge legal fees, damaging multi-year investigations and reputational harm. These results can be devastating to our business.

Globally, countries have strengthened their anti-corruption laws, in addition to aggressively increasing enforcement actions. The DOJ, SEC, the UK Serious Fraud Office and other international regulators have implemented multilateral collaboration agreements, whereby global companies and individual perpetrators are simultaneously prosecuted and fined in each jurisdiction where the company operates, regardless of the country where the violation occurred. This means that Gigamon can face liability across multiple jurisdictions for the same corrupt act.

Avoiding trouble – ask questions!

Make it your practice to ask questions about anything that doesn’t seem right or that you don’t understand. You must report any suspected violation of this policy that comes to your attention. Gigamon will not retaliate against any individual for reporting suspected violations in good faith. If you have any questions about this policy or would like to report a violation, please use any of the following methods. Gigamon encourages you to reveal your name so we can effectively address your concern, but has also provided unattributed reporting routes:

- Contact your manager, HR, the CFO or General Counsel
- Send an email to ethics@gigamon.com (this will reflect that you are the sender)
- Send an unattributed letter to the attention of the CFO or General Counsel at 3300 Olcott St., Santa Clara CA 95054 (please include as much detail as possible so that we can properly investigate your concern).

Managers: How to Respond to Questions and Concerns

If you are a manager and are approached with a question or concern related to this or any other company policy, listen carefully and give the employee your complete attention. Get as much information as possible and write it down as fully as you can. Do not try to solve the problem yourself. Rather, explain to the employee that we take these things seriously and that we will look into it and follow up. Then turn the information over to the Legal Department (either the General Counsel or ethics@gigamon.com or legal@gigamon.com) and they will follow up.