Code of Business Conduct
At Autodesk, we provide tools that give our customers the power to make anything. Our achievements have been driven by the way we do business, including our commitment to honest, ethical business practices. Competing on the merits of what we have to offer builds trust and reputation. A strong reputation and our dedication to earning the trust of our customers, partners, and each other leads to long-term success.

Our Code of Business Conduct summarizes some of our most important policies, sets expectations for ourselves, and outlines our responsibilities to other members of the Autodesk community to act ethically, with integrity, and inclusively.

The Code applies to all employees, officers, directors, and contingent workers of Autodesk and our global subsidiaries around the world. We are all responsible for upholding its principles, promptly communicating suspected violations, and asking clarifying questions. Speaking with honesty and courage is essential to creating a fulfilling work environment that rewards teamwork and respects diverse work styles, lifestyles, and cultural differences. This will enable us to continue to deliver the incredible tools our customers use to make a better world.

Andrew Anagnost,
Chief Executive Officer,
Autodesk, Inc.
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1. We Take Ethics and Compliance Seriously

Fulfilling Autodesk’s vision to help people imagine, design, and make a better world starts with our commitment to honest and ethical business practices.

Autodesk’s mission is to transform the way our customers design and make things – to enable them to do more, with less negative impact, and create the opportunity for a better future. Our success is predicated upon their success, and it requires an enduring relationship founded on trust and respect. We must earn that trust and respect every day through our commitment to doing business honestly and ethically. This commitment involves everyone in the Autodesk family, including employees, officers, directors, and contingent workers. A fundamental part of being a member of the Autodesk team is respecting and following this Code and Company policies, knowing and complying with any additional legal requirements that relate to your job, and conducting yourself with integrity in all your business interactions.

Some Company policies are listed in this Code. You can find other policies and guidelines on Autodesk One or from AskHR. Violations of this Code or of Autodesk policies can create significant liability for Autodesk, damage our reputation, threaten our ability to do business, and lead to termination of your relationship with Autodesk. If you believe there is a conflict between U.S. or local laws and this Code, please contact your Legal Business Partner for guidance.

We are counting on you to recognize potential problems and, if you are ever unsure, to ask questions. For more information on how to ask questions or report concerns, see Section 2.

One way to determine whether something is appropriate is to apply the “front-page test” by imagining your actions on the front page of tomorrow’s newspaper with all the details, including your name and picture. If you are uncomfortable with the idea of this information being made public, think again about your course of action.
Managers as Role Models

Managers at all levels have a special responsibility as role models for ethical behavior. It is important that managers:

- Read and understand the Code;
- Regularly reinforce and discuss the Code and all applicable policies and guidelines with team members;
- Seek guidance from Legal Business Partners with questions about the Code;
- Ensure that their team members complete all mandatory training by the deadline;
- Report possible violations of the Code and Company policies;
- Follow policies and procedures that require them to proactively review their team members’ activities (like the Travel and Entertainment Policy and the Conflicts of Interest review process).

Q: Where can I find information about other relevant policies and guidelines?

A: There are various policies that support the Code. These policies can be found on Autodesk One or from AskHR. If you ever have a question regarding whether a policy or guideline exists or is applicable, ask your manager, Finance, Human Resources, or Legal Business Partner.
2. We Ask Questions and Report Violations

We expect you to raise concerns and ask questions.

Business Ethics & Compliance Resources
We value your commitment to being an honest and ethical member of the Autodesk team. Part of that commitment is to follow this Code as well as Autodesk policies and the law. If you are ever unsure about what to do, ask someone. We are all responsible for asking questions and reporting any suspected or actual violations of the Code or Company policies.

Please do not conduct your own investigations if you have these concerns. We make many resources available for you to ask questions or to report possible violations. You may choose the one you are most comfortable with:

- Your manager or anyone in senior management;
- Your Legal Business Partner or any attorney with Autodesk;
- AskHR, your Human Resources Manager, or an Employee Relations Manager;
- Your Finance Business Partner or anyone else in Finance management;
- Audit & Advisory Services;
- Our Business Ethics and Compliance Hotline (“the Hotline”):
  - By phone: Call Toll Free in the United States or Canada 855-822-9535 and for international phone numbers, [click here](#);
  - By web: Visit [www.autodesk.ethicspoint.com](http://www.autodesk.ethicspoint.com)

Where permitted by applicable law, you can make anonymous reports to the Hotline. You can also send a letter to Audit & Advisory Services or the Chief Legal Officer at 111 McInnis Parkway, San Rafael, CA 94903.

A SPECIAL NOTE FOR EMPLOYEES LOCATED IN THE EUROPEAN ECONOMIC AREA (EEA)
EU laws and regulations allow EEA employees to seek guidance or report through the Hotline only on specific topics.

To determine what topic areas can be reported through the Hotline, see the applicable [Data Protection Notice](#) for your EEA location.

Reports made through the Hotline by EEA employees will be treated confidentially and your identity will not be revealed to any third parties, except when required by law. For more detailed information regarding Hotline procedures as they apply to EEA employees, [click here](#). You may also report concerns using any of the other reporting channels outlined in this section.
Q&A

Cooperating with an Investigation
We take all allegations of misconduct seriously and investigate reports of potential legal or policy violations. You may be asked by internal or external attorneys, auditors, or investigators retained by Autodesk to provide information during an internal investigation. You have an obligation to comply fully with these requests and to provide timely, complete, and accurate information.

Autodesk will keep its discussions with you confidential to the extent reasonably possible and permitted by law. In the course of its investigation, however, Autodesk may find it necessary to share information with others on a "need-to-know" basis.

Non-Retaliation
We value courage and expect employees to speak up, even when it’s uncomfortable. We will not tolerate retaliation against anyone for reporting in good faith a possible violation of the law, the Code, or a related Company policy. Nor will we tolerate retaliation against anyone for participating in an investigation or encouraging others to make a good faith report. Retaliation includes discipline, demotion, or termination, but can also include more subtle actions that are likely to deter someone from reporting potential misconduct or participating in an investigation, like giving poor work assignments or excluding employees from meetings or events. If you believe you have been retaliated against, please contact any of the resources listed in this section.

Q: If I make a report through the Hotline (by phone or through the website), can I remain anonymous?
A: Yes, reports to the Hotline can be made anonymously, subject to regional exceptions. However completely anonymous disclosures are sometimes difficult to investigate. If you want your concern to remain confidential, we will make every effort to keep your identity secret and only reveal it where necessary to those involved in investigating your concern.

Q: What if I make a report about a suspected violation and I am wrong?
A: That’s okay. You do not need to be right—but you do need to provide information with the honest belief that it is accurate.
We actively encourage an environment where people can bring their authentic selves to work. This is an environment where respect, diversity, and belonging are expected, and discrimination, harassment, and bullying are not tolerated.

**Respect, Diversity, and Belonging**
At Autodesk, we value people not just for what they do, but for who they are. We respect each other. We embrace our diversity and strive to make everyone feel that they belong.
This means we value different ideas and styles. We actively seek different perspectives and approaches and understand that not everyone shares our point of view. We communicate with each other directly and openly, but always with respect and courtesy.

**Equal employment opportunity**
We believe in equal opportunity for employees and applicants. We do not tolerate discrimination on the basis of race, color, ancestry or national origin, sex, gender (including pregnancy, childbirth, breastfeeding or related medical conditions), sexual orientation, gender identity or gender expression, age, marital status, religion or creed, disability (mental or physical), medical condition, genetic information, military or veteran status, or any other characteristic protected by local law (“protected characteristic”).

**Harassment and Bullying**
We also do not tolerate any harassment. Harassment is an ugly form of discrimination that is unwelcome conduct because of an employee or applicant’s protected characteristic which is reasonably viewed as offensive, hostile, or intimidating.
Sexual harassment is unwelcome sexual conduct which is reasonably viewed as offensive, hostile or intimidating. It may include unwanted sexual advances, lewd comments, or inappropriate touching. Sexual harassment is also promising (explicitly or implicitly) work benefits or advantages in exchange for sexual favors or threatening the loss of work benefits or advantages for refusing to provide sexual favors.
We also don’t accept bullying in our workplace. Bullying is harassment without regard to a protected characteristic. Bullying, like harassment, means treatment which is unwelcome and reasonably viewed as offensive, hostile or intimidating.
For more information, see our Global Discrimination, Harassment and Bullying Policy and any related local policies.
Maintaining Health and Safety

Autodesk is committed to maintaining a healthy, safe, and productive workplace. If you have any health or safety concerns, contact the Safety & Security Department at security@autodesk.com, by calling 415-507-5555, or report the issue through any of the channels listed in Section 2. Emergencies and imminent threats of harm should immediately be reported to the police or other emergency personnel (9-911 from U.S. Autodesk sites). For further information, please consult the Autodesk Safety & Security Sharepoint pages on Autodesk One including the Emergency Response & Preparedness page. Outside of the U.S., please refer to local policies and guidelines, as applicable.

Drugs, Controlled Substances, and Alcohol

Drugs and alcohol can impair your ability to do your job and may put other employees at risk. Employees are not permitted to be under the influence of drugs or alcohol while at work. For further information consult the Drugs and Alcohol in the Workplace Policy which sets standards of acceptable use to avoid accidents and to promote and maintain a safe and respectful environment during the workday and at company-sponsored events.

Weapons and Violence

Autodesk does not tolerate violence, threats of violence, intimidation, or any other aggressive behavior that raises a reasonable and significant concern for bodily harm. Firearms, explosives, or weapons of any kind are not allowed in the workplace, or at work-related events and activities, even if you have a license or permit, or are otherwise permitted by law, to possess them or carry them in a concealed manner. For further information and ways to report related concerns, please consult the Workplace Violence Prevention Policy.
4. We Avoid and Disclose Conflicts of Interest

It is your responsibility to avoid or address situations that could be perceived to conflict with your obligations to Autodesk.

A conflict of interest arises when you have an interest that may interfere with or be perceived to interfere with, your professional judgment or responsibility to Autodesk. A conflict can also arise from the work or activities of someone with whom you have a close personal relationship. We can help ensure that your interests do not become impermissible conflicts of interest for Autodesk—but only if we know about them.

Interests you must disclose include:

- **A Business Relationship with Autodesk.** Any direct business relationship you (or a close personal relation) have with Autodesk.
- **Interests in Competitors and Business Partners.** Any interest you have (or a close personal relation has) with one of our competitors, customers, resellers, distributors, suppliers or other business partners. This interest can include work (whether paid or unpaid) or a financial interest (for example, a significant stock investment, ownership, or creditor interest).

**Q&A**

How do you disclose a potential conflict of interest?
You must fill out a Conflict of Interest Questionnaire, available at . . .
- The Legal Homepage
- The Legal Compliance Sharepoint Site

Who do we consider a “close personal relation?”
- A family member
- A domestic partner
- A member of your household
- An in-law
- Romantic relationships
- A close friend if that friendship has the potential to influence or impact your obligations to Autodesk.
• **Additional Employment.** You want to be employed somewhere else at the same time you are employed by Autodesk.

• **Board Representation.** You want to be a member of an advisory board or board of directors (unless it is a non-profit organization whose primary purpose is educational, religious, or charitable and has no plans to do business with Autodesk). Please refer to the Corporate Policy Regarding Board Representation.

• **Personal Relationships at Work.**
  - VPs and above must disclose any close personal relationship with an Autodesk employee or contingent worker.
  - Managers must disclose a close personal relationship with an employee or contingent worker who reports into the same VP.
  - All employees must disclose a close personal relationship with an employee or contingent worker on your team or with whom you work on projects.

Beyond these, you must disclose any other interest that potentially interferes with or could reasonably be perceived as interfering with your professional judgment or responsibility to Autodesk. Examples of interests that you may need to disclose include:

  • **Outside Work.** You want to work elsewhere as a consultant, contingent worker, or volunteer while still employed by Autodesk.
  
  • **Publications.** You want to contribute to a third-party publication, give speeches or endorsements, or be a blogger or influencer.
  
  • **IP Development.** You want to develop software, apps, or other intellectual property outside of your work for Autodesk.
  
  • **Certain Corporate Opportunities.** You want to pursue a personal business opportunity in which Autodesk has or might have an interest, or which is closely related to Autodesk’s business or anticipated plans.
  
  • **Financial Interests.** You want to obtain a financial interest in other companies or business (unless the interest is less than 2% of a publicly-traded stock).

Whether a conflict of interest is real or perceived, your personal reputation and Autodesk’s reputation can be damaged. Here are some factors to consider in determining whether a conflict may exist:

- Does the interest affect how I do my job?
- Could the interest affect the decisions I make?
- Are others likely to think that the interest might affect the decisions I make?
- Do I have a divided loyalty between the interest and my job?
- Will this interest divert my attention away from my work for Autodesk?
- Would I be embarrassed if someone inside Autodesk knew about the interest?
- Would a customer or supplier question whether they have been treated fairly?

If the answer to any of these questions is yes—or even maybe—it could be a conflict of interest, and you should discuss it immediately with your manager, Legal Business Partner, or Human Resources Manager.
Some activities are never allowed while you are working for Autodesk, including:

- Working for or serving on the Board of one of our competitors;
- Receiving gifts (and other personal benefits) because of your status as an Autodesk employee, except as described under the Gifts and Entertainment section;
- Participating in hiring/engaging, giving performance feedback regarding, or supervising, directly or indirectly, an employee or contingent worker with whom you have a close personal relationship.

Examples of when these and other interests must be disclosed can be found in the Conflicts of Interest FAQ, available through AskHR. As a rule of thumb, ask yourself if the activity or interest could create an incentive for you—or appear to others to create an incentive for you—to benefit yourself, your friends, or your family, at Autodesk's expense.

If the answer is yes, or if you are unsure, you should disclose your outside interest.

If you think you might be faced with a conflict of interest, it is important to address the situation immediately. Disclose your interest by filling out the Conflict of Interest Questionnaire and remove yourself from any decision-making responsibilities that are related to the conflict. If you have questions about this policy, ask your manager, your Legal Business Partner, your Human Resources Manager, AskHR, or send an email to conflicts@autodesk.com.
5. We Protect Confidential Information

Autodesk’s confidential information and trade secrets are among its most valuable assets and we all must protect them.

Autodesk Confidential Information

Autodesk Confidential Information means any information that Autodesk does not make or want to make publicly known at a given time. Autodesk Confidential Information may include (without limitation):

- Computer programs, software or hardware products, product roadmaps, and development plans;
- Code, documentation, algorithms, know-how, trade secrets, formulas, processes, procedures, ideas, research, inventions, and schematics;
- Customer lists, including names, contact information, and transaction data;
- Personal Data, Behavioral Data, and Unique Identifier Data, which are defined in the Data Protection Definition Set;
- Network and security information;
- Contracts or proposals, merger, acquisition, and divestiture plans;
- Internal investigation matters, litigation matters, and government inquiries and investigations;
- Internal email and other communications;
- Other technical, business, pricing, financial and marketing information, forecasts, and strategies.

Confidentiality Principles

We have adopted the following Confidentiality Principles for working with Confidential Information:

- Use Confidential Information only in permitted ways;
- Identify and label types of Confidential Information accurately;
- Practice responsible collection, maintenance, and storage of Confidential Information belonging to third parties;
- Limit internal sharing only to people authorized to receive the Confidential Information;
- Make disclosures of Confidential Information outside of Autodesk only with appropriate approvals;
- Be accountable for enforcement of these Confidentiality Principles.

You must safeguard all Confidential Information you have access to during your employment or engagement with Autodesk, and this obligation continues even after you are no longer employed or engaged by Autodesk.
Autodesk respects the rights of other people and other companies to protect their confidential information and trade secrets.

Confidentiality Obligations to Third Parties

Third Party Confidential Information is information owned or controlled by a third party, which is entrusted to Autodesk under an obligation of confidentiality.

Just as Autodesk protects its own confidential materials, Autodesk respects the rights of other people and companies to protect their confidential information and trade secrets by practicing responsible collection, maintenance, and storage of Third Party Confidential Information, and by using it only in permitted ways, as more fully described in the Confidentiality by Design Policy.

Confidentiality Obligations to Previous Employers

Do not use or reveal to Autodesk any information that might reasonably be considered confidential or proprietary information of a former employer – including materials you may have retained a former employer – without prior written authorization from the owner of the information.

For additional guidance on these issues, please see the Confidentiality By Design Policy.
6. We Respect Privacy and Personal Information

We are committed to protecting and responsibly using personal information of employees, customers, and other third parties.

Privacy and data protection laws deal with personal data, which generally means information that can be used to identify, contact, or locate an individual. This may include personal information and in some cases behavioral data (information concerning an individual’s activities). Like confidential information, personal data requires special care.

You are required to follow all Autodesk policies, processes, and standards when collecting, using, transferring, storing, or disposing of personal data. This helps create an environment of trust and integrity with our customers and the business community and helps ensure that Autodesk complies with applicable global data protection and privacy laws.

Because we are a global company, we transfer personal data to other countries in compliance with the laws that apply to that data. When personal data is transferred from one of our entities in the European Economic Area (EEA) to the United States, or another country outside of the EEA, Autodesk relies on one or more of the following legal mechanisms: the EU-U.S. Privacy Shield, Swiss-U.S. Privacy Shield, and Standard Contractual Clauses.

Autodesk strives to abide by the following Privacy Principles:

- Be transparent about our actions and intent;
- Present individuals with clear and actionable choices;
- Practice purposeful collection, use, and retention of data;
- Use data only for the purposes for which it was collected;
- Only share data with third parties in limited and approved ways.

For further information, please review the Privacy Shield Notice, Privacy by Design Policy, Privacy Statement and Global Worker Data Protection Policy.

We are committed to protecting and responsibly using personal information of employees, customers, and other third parties.
Privacy and Your Use of Autodesk Resources

Autodesk respects the privacy rights and interests of its employees, contingent workers, customers, and business partners. However, as permitted by local law, information created, accessed, transmitted, or stored using Autodesk’s technology resources, such as email messages, computer files, telephone messages, or websites in your browsing history, are Autodesk resources and assets. We may access, monitor, or inspect Autodesk resources, assets, and property at any time without notice or consent to the extent permitted by law. This can include monitoring and retrieving information that is stored or transmitted on Autodesk’s electronic devices, computer equipment, and systems. For further information, please consult the Acceptable Use Policy.
7. We Protect Intellectual Property

Our dedication to innovation is what makes us successful and sets us apart from our competitors.

Autodesk Intellectual Property
We are committed to protecting our intellectual property, which includes our trademarks, copyrights, trade secrets, patents, software code, designs, inventions, algorithms, methodologies, know-how, databases, and business processes. Autodesk's intellectual property is one of the Company's most valuable assets and is vital to our continued success. As with Confidential Information, we expect you to protect our intellectual property. Autodesk intellectual property may be used only for our own business purposes and in accordance with relevant policies and guidelines. Maintaining the confidentiality of Autodesk's trade secrets and other Confidential Information is an important element of protecting Autodesk's intellectual property. Your obligation to safeguard this information continues even after you are no longer employed or engaged by Autodesk.

For further information, please consult the Confidentiality by Design Policy, Trademark Guidelines, Employee Publications Policy, and Source Code Policy.

Intellectual Property of Others
We respect the intellectual property rights of others. All software used by employees to conduct Autodesk business must be appropriately licensed and authorized. Making or using unauthorized copies of software or devising ways to obtain unauthorized access to software or services is not permitted and may expose you and Autodesk to civil and criminal liability.

Works published in hard copy or on the internet, such as technical papers, product information, reference works, newsletters, blogs, images, or photographs, are generally protected by copyright and their unauthorized use may constitute copyright infringement. Do not make copies of these materials or incorporate them into Autodesk products, materials, or services without first consulting your Legal Business Partner.

Music, film or video clips, and other similar content available on the internet are likewise generally protected by copyright and so their unauthorized use may also constitute copyright infringement. Do not use these materials, or any portion of them, in Autodesk presentations or promotional materials, or at trade shows or Autodesk events, without first consulting your Legal Business Partner. In addition, using Autodesk’s systems, devices, or network to unlawfully stream or download entertainment content is prohibited and may also expose you and Autodesk to civil and criminal liability.

If you are contacted by someone who wants to sell or license any invention, patent, design, process, software, trade secret, or other intellectual property to Autodesk, you must consult with your Legal Business Partner before entering into any substantive discussions.
8. We Communicate Appropriately with Others

We communicate with customers and the public in ways that comply with legal requirements and we refer inquiries to designated Autodesk employees.

Advertising and Marketing
We ensure that our advertising and marketing is truthful and not deceptive and complies with consumer protection laws and other regulations. If you tweet, blog, or otherwise publicly comment about something related to Autodesk’s business as part of your job, be sure that you have been authorized to do so. If you make any comments about Autodesk, its products, services, or business partners that are not part of your job, be sure to disclose your Autodesk affiliation and state that your comments are your own independent views.

Brand governance and the strong unified use of our brand are crucial to our business success. Follow Company guidelines when using, or allowing others to use, our brand assets, including our name, reputation, and endorsement. For example, do not allow a vendor or a customer to use the Autodesk name in exchange for a pricing discount or other benefit without appropriate authorization.

Finally, we must always respect the rights of others when marketing our products. You must obtain all necessary consents before using third party names or materials in any advertising or marketing.

For more information, contact your Legal Business Partner.

Requests for Information from the Media and Financial Analysts
Unless you are a designated employee, refer all inquiries from the media or other third parties to Corporate Communications or the Head of Public Relations and all inquiries from financial analysts to Investor Relations or the Chief Financial Officer.

Social Media
You may not communicate, disclose, or distribute any confidential, private, or proprietary information when participating in social media. Whenever you engage in social media – on any platform – your communications must abide by Autodesk company policies, including Autodesk’s Social Media Policy.

Law Enforcement / Government Inquiries
If a government or law enforcement official asks you for any data, documents, or property that belongs to Autodesk, you must promptly notify and consult with your Legal Business Partner before responding. In all matters, you are encouraged to notify your Legal Business Partner before speaking to government or law enforcement officials regarding Autodesk or its business activities to ensure that the appropriate Autodesk representative responds to any inquiries.

You should refer media requests pertaining to government inquiries or investigations to Corporate Communications or the Head of Public Relations and notify your Legal Business Partner.
We all have a responsibility to ensure that Autodesk assets are not misused, misappropriated, shared with unauthorized employees or third parties, or sold without appropriate authorization.

Autodesk assets may be tangible or intangible. Examples of tangible assets include computers, equipment, files, office supplies, fax machines, and photocopiers. Examples of intangible assets include software, intellectual property rights (like patents, trademarks, trade secrets, and copyrights), and Autodesk Confidential Information. For information about protecting intangible assets, see the Confidentiality By Design Policy.

**Computer and Other Equipment**

Always care for Autodesk resources, assets, and equipment and use them responsibly. If you use Autodesk equipment at your home or outside of an Autodesk facility, take precautions to protect it from theft or damage, just as if it were your own. If you leave Autodesk’s employment for any reason, you must immediately return all Autodesk resources, assets, and equipment in normal operating condition.

**Use of Email and Other Forms of Electronic Communication**

When using Autodesk email and communication systems (e.g., Slack, Zoom, Skype, etc.) ensure that your usage is appropriate for Autodesk business purposes. Follow simple rules of etiquette and common sense when preparing, sending, and forwarding communications. Please remember that the email system, Company communication devices (e.g., a Company-provided mobile device), and all Company information sent to or from personal devices belongs to Autodesk, and may be subject to monitoring and inspection by the Company even if protected by password, as permitted by applicable laws. For further details please consult the Information Security Policy.

**Use of Third Party Technology Services (including Cloud – SaaS, PaaS, IaaS)**

When using third party technology services to support an Autodesk business process, you must ensure that the service protects Autodesk Confidential Information. For further details please consult the Third Party Information Security Policy, which is Section 11 of the Information Security Policy.

**Use of Internet**

Internet use that is not strictly Company-related should be minimized at the workplace and during business hours. You may never use Autodesk resources, assets, systems, or equipment for any illegal purpose. Autodesk may monitor employee internet usage and web browsing history while using Autodesk resources, assets, systems, or equipment as permitted by local law. For further information, please consult the Information Security Policy.
Integrity of Our Books and Business Records, Financial Disclosures, and SEC Reporting

Autodesk provides full, fair, accurate, timely, and understandable disclosures in reports and documents that we file with the Securities and Exchange Commission ("SEC") and in other public communications. We have dedicated disclosure and internal control processes that are designed to ensure that reported information is recorded, processed, summarized, and filed within the time periods specified in the SEC’s rules and forms. In addition, we have established internal controls to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with generally accepted accounting principles.

You must support Autodesk’s controls and procedures for financial reporting, make sure that any financial information you provide is accurate, and understand and comply with Autodesk’s Finance Policies.

In addition, all members of the Finance organization must understand and comply with laws and accounting and tax rules and regulations pertinent to their function and area of responsibility.

If you have concerns regarding accounting or auditing matters, you should report them as specified in Section 2 We Ask Questions and Report Violations. For further information, please consult the Procedures for the Submission of Complaints or Concerns Regarding Accounting or Auditing Matters.

10. We Keep Accurate Business Records

Keeping accurate books and records and retaining them for retrieval is an important part of our daily business.
Managing and Retaining Business Records

Keeping business records, and retaining them for retrieval, is an important part of our daily business. It is equally important to know when to periodically dispose of documents that are no longer useful or necessary. Various laws require that we keep certain records for minimum periods of time. In addition, if litigation is pending or threatened, you must retain all relevant documents in accordance with instructions provided by the Legal Department. Consult our Records and Information Management Policy or your Legal Business Partner for further information on retention and disposal of business records.

Complying with Tax Laws and Preventing the Facilitation of Tax Evasion

We have zero tolerance for the facilitation of tax evasion. Tax evasion can subject the company and individuals involved to criminal penalties. You must promptly notify one of the resources listed in Section 2 (Reporting Possible Violations) if you receive a request or demand that you suspect might be an effort to evade taxation.
11. We Comply with Global Trade Controls

Autodesk is committed to complying with global trade control laws and regulations, including those that address export controls, economic sanctions, customs, and boycotts. Violations of these trade controls can have serious consequences, including civil penalties and criminal liability, for our business and for the individuals involved.

Export Controls and Economic Sanctions

Export control and economic sanctions laws affect who a company can do business with, what it can export, where it can do business, and how its products and services can be used. Generally speaking, an export is the cross-border physical or electronic transfer of any product or technology, including software and software source code. Cross-border disclosure of technology, including through phone calls or videoconferences, also counts as an export. And for U.S.-origin technology or source code, an export also includes disclosure to any non-U.S. person, even if disclosure happens in the United States. Export laws also restrict the export of any items for certain purposes, such as work on nuclear, chemical, and biological weapons, some rocket systems, and some nuclear fuel cycle facilities.

Economic sanctions are prohibitions imposed by the government for foreign policy purposes, often as a way of punishing those who commit export violations or engage in other bad behavior, like illegal weapons proliferation, terrorism, or narcotrafficking. These sanctions may apply broadly to all transactions involving a restricted location, or be more targeted and prohibit transactions with specific individuals or entities, such as companies, schools, or government agencies.
Together, export control and economic sanctions laws can affect many aspects of Autodesk’s business, including making sales, selecting employees and contingent workers, having visitors at an Autodesk office, and shipping products or other items. The United States maintains some of the world’s strictest export control and economic sanctions laws, but many other countries also regulate exports and impose sanctions. You must understand and comply with the laws and Autodesk processes that apply to your job and area of responsibility, and it is critical that you ask questions if you are not sure about the rules that apply to a particular product, person, transaction, or country.

Information regarding Export Controls and Economic Sanctions, including a list of restricted locations and the Autodesk Export Compliance Manual, can be found on the Export Compliance site on autodesk.com.

**U.S. Anti-Boycott Rules**

Under U.S. law, Autodesk cannot participate in or agree to participate in any foreign boycott or embargo that is not approved by the U.S. government. An example of a foreign boycott that is not approved by the U.S. government is the Arab League boycott of Israel. If we are asked to participate in any such boycott, we must report the request to the appropriate U.S. government agency. If you receive a boycott or “blacklist” request – whether in the form of a bid invitation, request for proposal, purchase order, contract, letter of credit, shipping document, or other form of communication – report it immediately to your Legal Business Partner or to the export compliance team at export@autodesk.com.

Information regarding the anti-boycott rules, including examples of boycott requests, can be found on the Export Compliance site on Autodesk One.

Anti-boycott requests can take multiple forms, including:
- A contract clause in an agreement that obliges Autodesk to boycott a country;
- A prohibition on doing business with certain “blacklisted” countries or persons; or
- A request to furnish information about Autodesk’s business relationships with a boycotted country or blacklisted company.
We expect you to act honestly and ethically in all dealings with customers, suppliers, business partners, and government officials.

Free and Fair Competition
Most countries have well-developed laws, rules, and regulations designed to encourage and protect free and fair competition. We are committed to competing vigorously, always doing so in compliance with all applicable antitrust and competition laws throughout the world. While these laws and their application to particular situations can be complex, we expect you to have a basic knowledge of what may constitute a violation and to know when to contact your Legal Business Partner for guidance.

Competition laws regulate Autodesk’s relationships with customers, suppliers, and channel partners. These laws cover pricing, discounts, rebates, margins, credit terms, promotions, unfair contract terms, discrimination, exclusive dealing and distribution, exclusive purchasing and supplying, restrictions on carrying competing products, terminating relationships, and many other practices.

Remember that...

Competition and antitrust laws prohibit agreements, understandings, and even sharing information with competitors related to competitively sensitive topics, including, but not limited to, the following:
- Pricing practices including discounts and rebates, margins and costs, credit terms, promotional allowances;
- Bid information, sales proposals, customer data, or other information related to the timing or scope of competition for customers and potential customers;
- Non-public business plans and forecasts, R&D analyses, product development roadmaps, and other strategic plans and information.

In addition, there are also restrictions on what may properly be discussed with suppliers, channel partners, and even customers. For example, while channel partners may have a downstream relationship with Autodesk they often compete head-to-head with each other for customer business. Therefore, any agreements between our channel partners to reduce competition could be a serious competition law violation, and if Autodesk facilitates such behavior we could also be liable. If you are aware of or suspect any anticompetitive dealings between channel partners, please contact your Legal Business Partner.

For more details, please refer to the Autodesk Guide to Fair Competition.
Competition laws also govern relationships between Autodesk and its competitors. Communications with and about competitors should be made only for legitimate business purposes and be in accordance with competition principles. You should consult with your Legal Business Partner before communicating or engaging with a competitor, attending a meeting where our competitors might be present, or joining any trade associations or other industry groups that could include competitors. If a questionable situation arises during a meeting with competitors, you should immediately state your objection, leave the meeting, and contact your Legal Business Partner.

For more information, please consult the Autodesk Guide to Fair Competition or your Legal Business Partner.

Insider Trading
From time to time, you may have access to “material information” about Autodesk’s business that has not been disclosed to the public – what’s known as Material Non-public Information. Material Non-public Information is non-public information that a reasonable investor would likely consider significant to a decision to buy, sell, or hold stock in Autodesk. Material Non-public Information may also include information about other companies engaged in business or contemplating a transaction with Autodesk (e.g., customers, vendors, suppliers, or channel partners).

Trading stock, disclosing to third parties, or encouraging others to trade stock when you are aware of Material Non-public Information, regardless of how small or large the trade, may constitute insider trading, insider dealing, or stock tipping and constitute a civil and criminal offense that can result in severe penalties, including fines of up to $5,000,000 and 20 years in prison.

Autodesk, like many public companies, has adopted specific trading restrictions to guard against insider trading, in addition to those restrictions imposed by law. Do not confuse these Autodesk-imposed trading restrictions with the broader prohibition on trading when in possession of Material Non-public Information. For example, Autodesk imposes blackout periods during which certain specified Autodesk personnel may not trade Autodesk stock, and trading windows during which such trading is permitted assuming the personnel does not possess Material Non-public Information. Even if you are not one of the Autodesk employees that is specifically subject to Autodesk’s blackout period or trading window, you would still violate Autodesk’s policies and applicable law if you traded in Autodesk stock while you were in possession of Material Non-public Information.

If you have questions regarding insider trading, please consult the Insider Trading Policy or contact your Legal Business Partner.

Q&A
Q: What are some examples of Material Non-public Information?
A: Examples of Material Non-public Information include, but are not limited to, the following:
- Non-public financial results (including restatements of financial results or material impairments, write-offs, or restructurings);
- Projections of future earnings or losses;
- A significant cybersecurity incident;
- Significant changes in business strategy, senior management, or directors;
- News of pending or proposed strategic transactions or dispositions, including significant acquisitions;
- Major events involving Autodesk’s securities (including changes in dividend policy, stock splits, and public or private securities offerings);
- New equity or debt offerings;
- Significant litigation matters and government inquiries and investigations.
For additional examples, please consult the Insider Trading Policy.
Anti-Corruption (Anti-Bribery)

We expect you to act with the utmost honesty, integrity, and transparency in all dealings on behalf of Autodesk, and we are committed to complying with all anti-corruption and anti-bribery laws, everywhere in the world. Autodesk prohibits bribery and all other corrupt conduct, no matter what form it takes. You may not offer or receive bribes, kickbacks, or anything of value to inappropriately influence a business decision. This applies to all business dealings, including those with government officials and with private individuals (like employees of a customer, supplier, or other business partner). Our zero-tolerance policy applies to employees and to all others acting on Autodesk’s behalf (whether third-parties, channel partners, agents, consultants, or intermediaries). In short, our partners cannot do what Autodesk is itself prohibited from doing. You are responsible for reviewing and being fully familiar with and abiding by Autodesk’s Anti-Corruption Policy and related Policies, including the Government Affairs Policy and the Global Travel and Entertainment Policy.

If you have any questions or concerns, contact your Legal Business Partner. The stakes here are significant. Violations of these requirements can subject the company and individuals involved to lasting reputational damage and serious criminal and civil penalties.

“Anything of value” may include:
- Meals and entertainment;
- Cash;
- Gifts;
- Travel;
- Favors, such as helping someone secure a job, an internship, or obtain admission to a school;
- Charitable contributions.

When selecting a consultant, sales representative or third party, always watch out for suspicious business practices. Warning signs may include:
- Requesting payments in a different country or to a third party;
- Requesting cash or untraceable funds;
- Failing to disclose an affiliation with a government official;
- Lack of relevant qualifications or having no prior professional experience;
- Lack of necessary staff or facilities to perform the services in question;
- Lack of adequate financial record-keeping.
Dealing with Government Entities and Government Officials

Transactions and dealings with the government involve an increased risk for corruption—or the perception of corruption—so many laws around the world, as well as Autodesk’s Government Affairs Policy, Anti-Corruption Policy, and Autodesk’s Global Travel and Entertainment Policy impose strict rules on how we interact with government entities and government officials.

WORKING WITH GOVERNMENT CUSTOMERS

When a government entity is our customer or our ultimate end customer (for example, when Autodesk is a subcontractor), we are subject to different and stricter requirements than when we work with commercial customers. Whenever your work involves a government entity as a customer, you are responsible for knowing and complying with applicable requirements. Discuss these requirements with your Legal Business Partner or the Government Affairs team before engaging with a government customer or bidding work for the government. A violation of these requirements can lead to serious financial and reputational harm and can result in Autodesk being prohibited from doing business with the government.

GIFTS AND ENTERTAINMENT FOR GOVERNMENT OFFICIALS

The law and our Government Affairs Policy, Anti-Corruption Policy, and Global Travel and Entertainment Policy limit (and in some cases prohibit altogether) what may be offered and provided to government officials. It is your responsibility to be familiar with these Autodesk policies. Consult your Legal Business Partner before providing anything to a government official.

SPECIAL RULES RELATING TO U.S. OFFICIALS

While special care must be taken when dealing with any government official, many laws and our Government Affairs Policy and the Global Travel and Entertainment Policy impose stricter rules on dealings with “U.S. Officials” (a federal, state, or local elected or appointed official, civil servant, or agent, of any branch of government, any political party, or candidate for governmental office). For example, sales professionals and others contacting certain U.S. Officials may need to register as lobbyists and file reports of their spending and activities. If you interact with any U.S. Official you must be familiar with and comply with these rules; violations can result in significant civil fines and criminal penalties. If you have any questions about these rules or our Policies, ask your manager, your Legal Business Partner, or the Government Affairs team.

POLITICAL CONTRIBUTIONS

You may not use Autodesk’s funds or assets or request or accept reimbursements from Autodesk for contributions to federal, state, or local candidates, political committees, or political party committees. Contributions to ballot initiatives anywhere in the world or any other corporate political contributions require the prior written consent of the Chief Legal Officer. For more information on political contributions, please consult Autodesk’s Government Affairs Policy.
Gifts and Entertainment In a Business Context

Business gifts and entertainment can promote goodwill, but can also create conflicts of interest, constitute illegal bribery, or violate other laws. Gifts and entertainment may be given and received only as described below. Note: these rules do not apply to gifts and entertainment (including meals, conference tickets, and travel expenses) for government officials. For information about gifts and entertainment for government officials, consult the Government Affairs Policy, Anti-Corruption Policy, and Global Travel and Entertainment Policy.

Extending or receiving common courtesies, such as small gifts or business meals, in connection with legitimate business activities generally is acceptable within the parameters set forth below, provided the courtesy is not intended to influence a business decision or to obtain an improper advantage and does not give the appearance of impropriety.

- Gift Limits and Prohibitions - Extending or receiving occasional gifts having a maximum retail value of $250 over the course of any one calendar year to or from the same person or entity as a gesture of goodwill is acceptable. Gifts in the form of cash payments are not allowed, regardless of amount. Single gifts that exceed $250, or multiple gifts over the course of a calendar year that total more than $250, require written pre-approval of your manager and the SVP of your organization, or the written pre-approval of the CFO or CLO if you are an SVP or above.

- Entertainment Limits and Prohibitions - Entertainment (including meals) should be moderate and reasonable and appropriate to the recipient’s position and to the occasion so that it does not create the appearance of impropriety and cannot be misconstrued as a bribe. You may attend business-related social events given or sponsored by current or potential vendors, suppliers, customers, or other business associates only with approval of your manager and when your attendance does not create a conflict of interest. Any expensive or extravagant entertainment expenses require written pre-approval as described above.

Examples of how these rules apply can be found in the Gifts and Entertainment FAQ, available through AskHR.

A gift can be an item, but it also can include event tickets or the provision of services when the gift provider is not otherwise involved in the event or service (e.g. the giver provided the tickets but does not accompany the recipient to the event). Entertainment is distinguished from a gift as it typically involves meals, events, or other forms of entertainment (e.g., sporting events, concerts, shows) where the provider participates in the meal, event, or other form of entertainment.

Permissible gifts and entertainment include those that:

- Are given openly and directly;
- Come with no strings attached;
- Are NOT solicited;
- Are NOT in the form of cash or a cash equivalent, such as a cash or gift card;
- Are NOT significant in value;
- Are NOT accepted as part of or during a business negotiation;
- Comply with all applicable laws and with all policies of both the giver and recipient; and
- Would NOT reflect poorly on Autodesk.
13. We Promote Social Responsibility

Making a better world is more than just a vision, it’s what we do every day.

Environmental Protection
Autodesk, like many of its customers, is committed to environmental sustainability. We work to comply with all applicable environmental laws and continually improve the environmental performance of our business operations and our partnerships with suppliers. We help our customers design a better world through our products, partnerships, and educational initiatives. For more information, see Autodesk’s Environmental Policy.

Human Rights
Autodesk is committed to corporate responsibility and protecting and promoting human rights wherever it does business. We expect our business partners to support internationally recognized human rights and comply with all applicable laws and regulations regarding health and safety in the workplace, the eradication of human trafficking and slavery, the elimination of child labor, and responsible sourcing of minerals. In addition, we expect our partners to support fair labor practices, including the freedom to associate, and a work environment that is free from harassment and discrimination. We uphold the principles in the International Bill of Human Rights and the ILO Declaration of Fundamental Principles and Rights at Work. For more information, see Autodesk’s Human Rights Policy.

We reasonably assure that any tantalum, tin, tungsten, and gold in our products do not directly or indirectly finance or benefit armed groups that are perpetrators of serious human rights abuses in the Democratic Republic of the Congo or adjoining countries. For more information, see Autodesk’s Conflict Minerals Policy.

Giving Back
Supporting the causes that Autodesk employees care most about is central to our culture. We demonstrate that support by contributing to important causes and by matching employee contributions of both time and money through the Autodesk Foundation. We do not contribute corporate or matching donations to support religious activities, organizations that are discriminatory, lobbying or advocacy groups, government officials, or in any other ways activities that may violate other sections of this Code. For more information, see Autodesk’s Donation Policy and Volunteer Policy. We also support students, educators, and organizations that are using design to create positive impact by providing financial grants, technology, and training.

At Autodesk, we strive to help our customers make more, better, with less negative impact on people and the planet. As part of our culture of impact, don’t forget to ask yourself – does this action help to make a better world?
14. Waivers and Amendments

We are committed to regularly reviewing and updating our policies and procedures, including this Code. Any amendments to this Code will be posted on our Company’s website.

For directors and executive officers, waivers to this Code require written approval by the Board of Directors and require public disclosure under applicable law. For employees who are not executive officers, material waivers to this Code require review by Autodesk’s Chief Legal Officer and approval in writing in accordance with appropriate policy.