

How
we.
win

Our Code
of Conduct



“Winning with integrity means we operate legally and ethically, everywhere we are and in everything we do.”

–Michael Dell



A message from Michael

Winning with integrity is one of Dell's most important values. We all work hard every day to deliver technology solutions that enable people everywhere to grow and thrive. That's our purpose, and it's important. It's equally important that the actions we take as we deliver on that purpose are transparent and honorable.

We are very clear about what it means to win with integrity. It means we contribute our time, technology and know-how to improve the communities where we work and live. It means we are committed to helping our customers succeed—and growing our business—in ways that benefit the environment and society. We demand high performance *and* high standards.

It also means we operate legally and ethically, everywhere we are and in everything we do. I expect us all to operate according to applicable laws and regulations, and in accordance with the letter and spirit of those laws.

Our Code of Conduct, "How We Win," provides guidance on how to follow laws and Dell policies, and also includes our general ethical principles. Our Code is global, so it applies to Dell team members in all roles, at all levels and in all locations. We also expect our agents and other third parties acting on our behalf to adhere to equally high standards. In addition, Dell leaders have a special responsibility to *lead* with integrity. Leaders are expected to operate at all times in all settings in a way that positively reflects on and enhances the reputation of our company.

You may have questions about the law or Dell policies or encounter circumstances that are not specifically addressed in the Code. To bridge those gaps, we have provided other resources on the Global Ethics & Compliance intranet site. If you are still not sure, please ask your leader, Human Resources, the Global Ethics & Compliance Office or the Legal Department.

Everyone at Dell has an obligation to protect our company's interests. If you see something that doesn't seem ethical or right, please speak up. It's your responsibility as a member of our global team to conduct yourself with the highest level of integrity and to alert others if you have questions or concerns.

At Dell, winning with integrity is not optional. It's the way we work as a company, and there are no exceptions to this expectation.

Thank you for following our Code, living our values and fulfilling our purpose.



Michael S. Dell
Chairman and CEO

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Introduction

Dell's Code of Conduct is our guidebook for living our value of winning with integrity.



About our Code of Conduct

Our Code applies to all of us

Our Code of Conduct, “How We Win,” provides general guidance on how to carry out our daily activities in accordance with our purpose and values, as well as in compliance with the letter and spirit of applicable legal requirements and Dell policies and ethical principles. All Dell team members, including officers and directors, and employees of Dell subsidiaries and controlled affiliates, must follow our Code. We also expect all our suppliers, assigned workers, agents and others doing business with Dell or acting on our behalf to hold themselves to equally high standards. Some business units or functions may adopt specialized codes of conduct that apply to team members in certain roles or organizations. You must also comply with any of these special codes and related policies that apply to you.

Our Code is a global Code

Dell is a U.S.-based company, proudly employing team members and serving customers all over the world. We comply with the laws of the U.S. and other countries where we do business. Our Code of Conduct applies to all Dell team members globally. While we embrace diversity and respect cultural differences, if a local custom or business practice violates our Code, we must follow the Code. If something permitted or required by our Code violates local law, we must follow local law. In those rare circumstances where it appears that local law may conflict with U.S. law, contact the Legal Department or the Global Ethics & Compliance Office for guidance.

Refer to the Code and ask questions

Please read the Code and refer to it often. It isn't something you read one time and forget about. It's your guidebook for winning with integrity. To supplement the general guidance of the Code, Dell will adopt more specific policies and procedures that apply globally, geographically or to certain business units, functions or departments. Familiarize yourself with the Code and the laws, policies and procedures that apply to you in your role at Dell. You must also take all required ethics and compliance courses in a thoughtful and timely manner. Of course, our Code and policies can't address every possible situation, so it is up to you to use good judgment and seek help whenever you have questions or aren't sure about the right course of action. Review the FAQs and other helpful resources on the Global Ethics & Compliance intranet site. Talk to your leader or contact Human Resources, the Legal Department or the Global Ethics & Compliance Office if you still have questions.

Speak up, report concerns

If you suspect that someone is behaving illegally or unethically, please speak up. Talk to your leader, call the Ethics Helpline, submit an online report via the web-based Ethicsline, send an email to ethics@dell.com or use any of the other resources and reporting avenues described in the Code or on the Global Ethics & Compliance intranet site. Dell does not tolerate retaliation against anyone who asks questions or raises concerns.

Approval, amendments and waivers

Our Code has been approved by the Governance & Nominating Committee of Dell's Board of Directors. Any substantive amendments to the Code must be approved by the Board or an appropriate Board committee. A request for a waiver of a provision of our Code for any Dell executive officer or Board member must be submitted to the Global Ethics & Compliance Office and approved by our Board of Directors. If approved, Dell will publicly disclose the waiver and the reasons it was granted.



Make a commitment

As Dell team members, we all need to show our commitment to winning with integrity by acknowledging that we've read, understand and agree to abide by the Code. We are required to do this when we are hired and to renew this commitment annually. Because integrity is so important to our long-term success, failing to abide by the Code can lead to disciplinary action up to and including termination of employment. Please note, though, that the Code is not a contract of employment, and Dell may interpret, modify or rescind some or all of the Code provisions, as well as related policies and procedures, at any time.

Did you know . . .

Dell's ethics and compliance program is overseen by the Audit Committee of the Board of Directors. Dell has also appointed a Chief Ethics & Compliance Officer who manages the program's day-to-day operations, and a Global Ethics & Compliance Council, made up of members of the Executive Leadership Team and other senior leaders who are responsible for ensuring the effectiveness of our program.



Dell's ethical principles

What we believe

Our reputation as an ethical company and trustworthy business partner is one of our most valuable assets and critical to our success. To safeguard our reputation and our brand, we hold ourselves to standards of ethical behavior that go well beyond legal minimums.



We are honest

What we say is true and forthcoming—not just technically correct. We are open and transparent in our communications with each other and about our business performance.

We are trustworthy

Our word is good. We keep our commitments to each other and to our stakeholders. We do the right thing without compromise. We avoid even the appearance of impropriety.

We treat others with respect

We value their contributions and listen to their point of view. We maintain fairness in all relationships.

We are courageous

We speak up for what is right. We report wrongdoing when we see it.

We use good judgment

We think before we act. We use our purpose, values and ethical principles as decision filters to guide our behavior.

We are responsible

We accept the consequences of our actions. We admit our mistakes and quickly correct them. We don't retaliate against those who try to do the right thing by asking questions or raising concerns.

What it means for you



Always obey the law and Dell's policies

But that's just the minimum. Strive to live up to our values and ethical principles as well.

Never compromise on integrity

Turn down business if you can't do it legally and ethically. Don't let pressure to succeed make you do things you know are wrong.

Just say no

It's not only OK to refuse to follow directions that you know are illegal or unethical, it's required. No Dell leader has the authority to make you violate the law, our Code, policies or ethical principles.

Make good choices

Use our values and ethical principles as decision filters. When you aren't sure of the right course, ask for help.

Select business partners carefully

Choose those who share our values and high standards for legal and ethical business practices. Don't let anyone damage our reputation and our brand by acting illegally or unethically in Dell's name.

Speak up

If you suspect someone—a team member, leader, business partner or customer—is acting illegally or unethically, help us maintain our values and culture by reporting it immediately.

If you ever have concerns about your own behavior, speak up about that as well. Admitting mistakes and taking action to correct them is the responsible thing to do.

Be a force for good.
Take pride in our values and ethical culture and show others how you feel.

If you're ever unsure of what to do, ask yourself these questions.



If the answer to any of them is "no," don't do it. If you are still unsure, seek help.

Additional responsibilities for leaders

If you are a Dell leader, you have a special responsibility to lead with integrity. It is not enough for you to behave legally and ethically yourself. You must also take affirmative steps to influence your team members to do the same. This requires a visible commitment to promote ethical conduct and compliance with legal requirements, our Code and Dell policies. This means you must:

- Be a positive role model. We all know actions speak louder than words, so let your actions demonstrate your belief that business goals and profits never trump compliance with legal requirements and ethical principles.
- Inspire winning with integrity. Set the right tone from the top. Be comfortable talking with your team members about the importance of acting legally and ethically. Explain how our Code supports our purpose and values and ensures our success.
- Thoughtfully complete your own ethics and compliance training in a timely manner, and make sure your team members do the same.
- Become familiar with the Code and the laws and policies that apply to your organization. Adopt and follow compliance processes designed to prevent violations.
- Celebrate achievement. Recognize and reward team members whose behavior exemplifies our value of winning with integrity.
- Create an environment where team members know they can ask questions or raise concerns without fear of reprisal. Be available to answer your team members' questions and address their concerns. Never retaliate against anyone who reports a good faith concern or cooperates with internal investigations or audits. And don't tolerate others who do.
- Understand your special obligation to report behavior that you know—or should know—is illegal or violates Dell's policies or ethical principles. Respond swiftly and appropriately to misconduct.





Raising issues and concerns

What we believe

Team members must be able to ask questions and raise issues without fear of retaliation, secure in the knowledge that their concern will be treated seriously, fairly and promptly.

What it means for you

Promptly raise ethics and compliance questions and immediately report suspected unethical, illegal or suspicious behavior. Dell does not tolerate retaliation against anyone who makes a good faith report of suspected misconduct or otherwise assists with an investigation or audit.

There are many ways to ask questions or raise concerns and you should use the method you prefer: talk with your leader or a member of management; contact Human Resources, the Legal Department or the Global Ethics & Compliance Office; or access Dell's third-party Ethics Helpline via telephone or online via the Ethicsline to report your concern confidentially or anonymously, where the law allows.

Note: In situations involving imminent threat of personal harm, you should immediately notify Dell Security, law enforcement or other emergency services as appropriate under the circumstances.

Did you know . . .

Dell's telephone-based Ethics Helpline and web-based Ethicsline are available 24 hours a day, 7 days a week, 365 days a year. All reports of ethics and compliance concerns are treated confidentially. Reports may also be made anonymously where the law allows.

Investigating and addressing concerns

What we believe

Our commitment to winning with integrity requires that we take all credible good faith reports of suspected misconduct seriously, investigate them fairly and confidentially, and take appropriate corrective action where warranted.

What it means for you

The Global Ethics & Compliance Office is responsible for overseeing all internal investigations of suspected ethics and compliance-related misconduct, including violations of law, or our Code of Conduct and related policies.

The Global Ethics & Compliance Office has established processes and procedures to ensure that all internal investigations are conducted by qualified personnel who have been trained to conduct investigations lawfully, promptly, thoroughly, professionally, fairly and confidentially.

Team members and leaders should not interfere in internal investigations or engage in their own fact-finding. Rather, you should promptly raise ethics and compliance questions and immediately report suspicious behavior.

Team members and others involved in internal investigations will be treated with dignity and respect. All investigations and any resulting corrective action will be conducted in compliance with local law, applicable Dell policies and any required workers' representative consultation requirements.

All team members are expected to cooperate in internal investigations, audits, accounting reviews or directions from Dell's lawyers in connection with lawsuits or government investigative proceedings. Searches of company-provided physical and information technology resources may be required. Retaliation

will not be tolerated against any team member who cooperates in these kinds of company activities.

After an investigation is completed, appropriate disciplinary and other corrective action will be taken when warranted by the facts. Dell may, in appropriate cases and subject to applicable local law, notify government authorities and cooperate with any resulting prosecution or other government action.

In addition, when legally required or otherwise appropriate, Dell will timely self-report compliance violations to applicable government authorities and cooperate with any resulting official proceedings. The determination of whether and when to refer a matter to government authorities, or to self-report compliance violations, will be made by Dell's General Counsel or his or her designees.

If you think you are being retaliated against, or that an investigation is being conducted inappropriately, you should report it immediately using any of the reporting avenues available to you.

Q&A

I reported misconduct through the Ethics Helpline but never heard about an investigation or other action.

If you made your report anonymously, the investigator may not have been able to get in touch with you. Even if the investigator was able to reach you, he or she may not have been able to share the outcome because of privacy and confidentiality concerns. In any case, you should not hesitate to follow up—call back to the Helpline and ask whether the matter has been resolved.



Diversity, equal opportunity and respect

What we believe

Having a diverse workforce—made up of team members who bring a wide variety of skills, abilities, experiences and perspectives—is essential to our success. We are committed to the principles of equal employment opportunity, inclusion and respect.

What it means for you

All employment-related decisions must be based on company needs, job requirements and individual qualifications. Always take full advantage of what our team members have to offer; listen and be inclusive.

Never discriminate against anyone—team members, customers, business partners or other stakeholders—on the basis of race, color, religion, national origin, sex (including pregnancy), age, disability, HIV status, sexual orientation, gender identity, marital

status, past or present military service or any other status protected by the laws or regulations in the locations where we operate.

Comply with laws regarding employment of immigrants and non-citizens. Provide equal employment opportunity to everyone who is legally authorized to work in the applicable country.

Provide reasonable accommodations to individuals with disabilities and remove any artificial barriers to success.

Report suspected discrimination right away and never retaliate against anyone who raises a good faith belief that unlawful discrimination has occurred.

Q&A

I recently applied for a job in another department and believe I was not selected because I'm a woman. What should I do?

Use any of the available reporting avenues to share your concerns immediately. Dell requires that employment decisions be made without regard to a person's sex (gender).

Compensating team members fairly and lawfully

What we believe

Our team members devote their time, talents and energy to fulfilling our purpose and they deserve to be compensated fairly for their efforts. We comply with all applicable laws concerning pay, benefits and working conditions.

What it means for you

Laws relating to pay, employment benefits, hours of work, time off, leaves of absence and other terms and conditions of employment vary from country to country, and team members are expected to comply with all applicable employment-related laws. Immediately report any suspected violation of law or policy.

Leaders must ensure that their team members are paid timely, accurately and in accordance with applicable legal requirements and Dell policies. Understand the activities that must be recorded and reported as time worked and never instruct team members to omit covered activities in their time records. Do not withhold or deduct any amount from a team member's pay except as required or permitted by law.

Team members who are required to record and report their time worked must do so accurately and completely. Never over or understate your time worked or otherwise provide incorrect or inaccurate time records. Failing to do so—by over-reporting or under-reporting time worked—can lead to disciplinary action up to and including termination.



Q&A

My leader told me to report all the time I spend working each day but also said overtime requires advance approval. Sometimes I cannot get my work done without working extra hours but I do not have advance approval, so I just put in the extra time and don't report it. Is that OK?

No. Always report your time worked accurately even if you do not have advance approval. If you are not able to get your work done and can't get advance approval for extra hours, seek help. Talk to another leader or Human Resources.

Preventing harassment

What we believe

All Dell team members should be able to do their jobs in a safe and respectful environment without fear of harassment.

What it means for you

Always treat everyone—team members, customers, business partners and other stakeholders—with dignity and respect.

Understand that harassment includes actions, language, written materials or objects that are directed or used in a way that undermines or interferes with a person's work performance, or creates an intimidating, hostile or offensive work environment.



Never target anyone for negative treatment on the basis of race, color, religion, national origin, sex (including pregnancy), age, disability, HIV status, sexual orientation, gender identity, marital status, past or present military service or any other status protected by the laws or regulations in the locations where we operate.

Be aware that all forms of harassing conduct are prohibited at Dell, including unwanted sexual advances, invitations or comments; visual displays such as derogatory or sexually-oriented pictures or gestures; physical conduct including assault or unwanted touching; or threats or demands to submit to sexual requests as a condition of employment or to avoid negative consequences.

Harassing conduct will not be tolerated. If you see harassing conduct, speak up. In minor cases, first tell the person to stop and if it continues, report it right away. In serious cases, go straight to a leader, Human Resources or the Global Ethics & Compliance Office.

Never retaliate against anyone who raises a good faith belief that unlawful harassment has occurred.

Did you know . . .

Our policy against harassment is broader than the legal definition and prohibits all behavior that undermines or interferes with a team member's work performance by creating an intimidating, hostile or offensive work environment.

Ensuring a non-violent workplace

What we believe

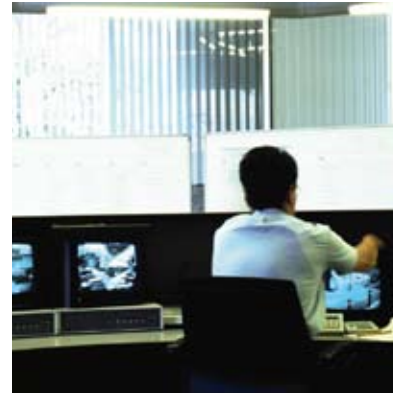
A workplace free of violence, weapons and other disruptive behavior keeps team members safe and able to concentrate fully on their jobs.

What it means for you

Be polite and respectful at all times. If you disagree with a team member or other person at work, try to resolve it calmly. Never bully, threaten, intimidate or harm another person or their property through either verbal behavior (written or oral) or non-verbal behavior (such as gestures or expressions).

Unless authorized by law or Dell policy, you may not possess, conceal or use weapons, including firearms, knives, clubs, ammunition, explosives or other devices that are primarily used to inflict injury (including recreational weapons such as hunting rifles or crossbows) while on Dell property or when conducting Dell business. This prohibition does not apply to knives or other tools which are required, permitted or provided by Dell as part of a team member's job assignment.

This policy applies to anyone who enters Dell property, which includes buildings, parking lots, walkways and any other property we own, lease or occupy. If weapons are discovered in violation of this policy, they will be confiscated, where permitted by local law.



Did you know . . .

Our prohibition against weapons does not apply to law enforcement or Dell security officers, government or military authorities or their agents acting in an official capacity or others who are authorized to carry weapons on Dell property.

Maintaining a drug-free and alcohol-free workplace

What we believe

Alcohol, illegal drugs and controlled substances can adversely affect safety, productivity, attitude, reliability and judgment. They have no place in the workplace.

What it means for you

With the exception of lawful, moderate and prudent alcohol consumption during legitimate business entertainment, team members are prohibited from consuming or being under the



influence of alcohol, or possessing, distributing or being under the influence of illegal drugs while working, operating Dell equipment (including company vehicles) or engaging in Dell business.

We are committed to a drug-free and alcohol-free workplace. As part of that commitment, we take all appropriate and legally required steps to ensure compliance, which may include testing of job applicants or requiring disclosure of criminal alcohol and drug statute convictions.

Q&A

I'll be attending a trade show on Dell's behalf and they will be serving alcohol at the opening reception. Is it OK to drink alcohol at the reception?

Yes, provided you are legally entitled to drink alcohol under applicable law and do not drink to excess or become impaired. Don't embarrass yourself or Dell by your behavior.

Did you know . . .

"Illegal drugs" and "controlled substances" include prescription drugs being used illegally.

Respecting team member privacy

What we believe

Each of us has a responsibility to safeguard the privacy, confidentiality and security of team members' personally identifiable information and other private data. We comply with all applicable privacy and data protection laws in the countries where we operate.

What it means for you

Dell may collect personally identifiable information about team members to meet legal requirements or enable effective business operations.

If your role requires that you have access to team member personally identifiable information, make sure you take steps to properly secure it, and that you access or use it only when authorized by Dell for legitimate business needs and in accordance with applicable laws and Dell policies.

Regardless of your role, if you gain access to a team member's personally identifiable information or other private data, always take care to keep it secure and never share it with anyone—inside or outside of Dell—without the team member's permission except as necessary to meet legal or legitimate business requirements.

See the Code provisions on [Protecting customer personal data and privacy](#) for a description of what constitutes personally identifiable information and additional guidance.



Q&A

My coworkers and I find that using computer webcams when communicating with others remotely really improves understanding and user experience. Does this raise any issues from a privacy perspective?

Perhaps. To minimize the risk, be sure you comply with local policies on webcam usage and take care that you don't inadvertently reveal anyone's private personal data when using webcams or otherwise interacting in the workplace.

Communicating responsibly

What we believe

Our communications help us connect with each other, our customers and other stakeholders. What we say reflects who we are and what we stand for. We should always communicate in ways that demonstrate our values, further our purpose and enhance our reputation and brand.

What it means for you

Be careful how you talk to others—especially in any form of written communication, which includes electronic and online communications such as email, instant messaging, online chats, blogs or posts on social networking sites.

Be objective and professional. Avoid offensive, inflammatory or aggressive language, as well as anything that would embarrass or disparage Dell.

Be truthful and accurate. Misstatements—even if inadvertent—can put you and Dell at serious risk. Do not exaggerate, make broad generalizations, speculate about matters with legal significance or make statements that could be taken out of context.

Did you know . . .

Information you share through instant messaging, texts, blogs and social networking sites (such as Facebook, Twitter, Yammer, etc.) can be far-reaching, permanent and have a negative or damaging impact on you, Dell and our stakeholders.

Tailor the scope and content of your communications appropriately. Do not send emails to people who do not have a legitimate need to receive them. Use large distribution lists and “reply all” sparingly. Only post information on public forums or social networking sites that is appropriate for a wide audience. Be concise and do not include unnecessary information or details.

Unless explicitly authorized to speak on behalf of Dell, you must make it clear that your personal views are yours alone and do not reflect Dell’s views or represent an official company position.

Be careful not to disclose confidential information belonging to Dell or others except to those who have a legitimate need to know and who are authorized to access the information.

Q&A

Sometimes I talk about things that happen at work on my personal blog—is that a problem?

It depends. Remember, you are personally responsible for Dell-related content you publish online. Always think before you post or send and follow the rules for careful communications.



Workplace health and safety

What we believe

We conduct business in accordance with applicable health and safety requirements and strive for continuous improvement in this regard. No one should ever become ill or injured as a result of their work for Dell.

What it means for you

Team members are expected to perform their work in compliance with the health and safety laws, regulations, policies and procedures of their locations. Always use caution and apply safe work practices when you are working in remote locations or at home.

Team members working at customer locations must also follow the customer's health and safety requirements.

Communicate applicable safety and health requirements to anyone coming onto a Dell site, including visitors, customers, assigned workers and contractors.

Immediately report workplace injuries, illnesses or unsafe conditions including "near-misses." Timely reporting may help prevent others from being injured.

Q&A

My leader has suggested adopting a practice that will save time but poses a potential safety risk. What should I do?

Never compromise your safety or the safety of your team members or others. Report the matter to another leader or use the other available reporting avenues.



Our commitment to our shareholders

We are committed to growing the value we bring to our shareholders, honoring their trust and safeguarding their investment. We will comply with all applicable legal requirements and stock exchange rules relating to corporate organization and governance, securities registration and trading, business licenses and taxes, and authorization to do business.

Integrity of financial statements and regulatory filings

What we believe

The integrity of our financial statements and other regulatory filings is critical to the successful operation of our business, and to maintaining the confidence and trust of our shareholders, customers, business partners and other stakeholders.

What it means for you

All financial information about Dell filed with the U.S. Securities and Exchange Commission or disclosed publicly, as well as all information in statutory financial statements and tax filings must be accurate and complete, and must comply with applicable accounting principles and legal requirements.

If you are involved in Dell's financial reporting process, make sure that all transactions and balances are timely and accurately recorded, classified and summarized in accordance with Dell's financial and accounting practices.

Did you know . . .

Even if you are not in a finance or accounting role, you still have responsibilities relating to the integrity of Dell's financial statements. Everyday transactions such as recording expense reports and preparing sales invoices feed into our financial statements and must be accurate and complete. Likewise, you should be candid and forthcoming in making forecasts and outlooks.

Never misrepresent our financial or operational performance or otherwise knowingly compromise the integrity of the company's financial statements. Do not enter information in the company's books or records that intentionally hides, misleads or disguises the true nature of any financial or non-financial transaction, result or balance.

Follow all processes and controls designed to ensure the accuracy of Dell's assessment and reporting of its financial results. If you are responsible for overseeing, operating or evaluating Dell's internal controls over financial reporting, make sure you perform your duties in accordance with Dell policies, guidance and instruction. If you are asked to provide, review or certify information related to Dell's internal controls, provide the information requested and otherwise respond in a full, accurate and timely manner.

Be sure to retain, protect and dispose of company financial records in accordance with applicable legal requirements and Dell record retention policies.

Always cooperate and communicate openly with members of Dell's internal audit, accounting, ethics and compliance, and legal teams, as well as with Dell's independent auditors and government investigators or regulators with respect to Dell's accounting practices or financial statements. Never attempt to influence, coerce, manipulate or mislead any of them. If a government investigator or regulator asks you to take part in an investigation, notify the Legal Department or the Global Ethics & Compliance Office immediately to ensure Dell can respond in a timely, organized and coordinated manner.

Q&A

I believe a team member made a false statement to Dell's independent auditor. What should I do?

Report the matter immediately to the Legal Department or the Global Ethics & Compliance Office. You may also notify Dell's Chief Financial Officer at chief_financial_officer@dell.com or Audit Committee at audit_committee@dell.com.

Avoiding conflicts of interest

What we believe

We are loyal to Dell and always act in the company's best interests. We avoid conflicts of interest, or even the appearance of a conflict, as well as other activities that could harm or reflect negatively on Dell.

What it means for you

A conflict of interest can occur when our personal activities, investments or associations compromise our judgment or ability to act in Dell's best interests. Dell team members need to understand and avoid the types of situations that can give rise to conflicts of interest. To help protect Dell's interests, always disclose any of your relationships, associations or activities that could create actual or potential conflicts of interest to your leader, Human Resources or the Global Ethics & Compliance Office so the situation can be evaluated and addressed appropriately.

Personal relationships

If one of your family members or someone with whom you have a significant personal relationship also works at Dell, make sure that

Did you know . . .

Just as your actions at Dell should not benefit your personal business or financial interests, they also should not benefit the business or financial interests of your family members or others with whom you have a significant personal, business or financial relationship.

all your actions and decisions are made in Dell's best interests, and not because of your personal or family relationships. You should not be involved in any employment-related decisions—such as hiring, compensation, evaluation or promotion—regarding a family member or someone with whom you have a close personal relationship.

Outside employment, business ventures and investments

All Dell team members need to be sure that their secondary employment, outside business ventures or other commercial or financial activities do not take away from their responsibilities to Dell. Do not use Dell equipment or resources (including confidential information or intellectual property) in connection with these outside activities, and ensure they don't jeopardize your productivity or ability to perform your duties for Dell. Never engage in any outside employment or other activity that competes with Dell, violates your confidentiality or other obligations to Dell, or that is illegal, immoral or would otherwise reflect negatively on Dell.

Always select vendors and business partners who will serve Dell's best interests. To avoid actual or perceived conflicts of interest, you should not participate in any decisions relating to current or potential business relationships between Dell and your secondary employer, personal business ventures or entities in which you have a significant financial investment or serve in a governance position. Likewise, you should refrain from using information about business opportunities learned in your role at Dell for your own or anyone else's benefit except as allowed by law and applicable Dell policy.

Outside board memberships and governance roles

You may not serve as a director, trustee or officer, or in a similar paid or unpaid governance position, for any publicly-traded corporation or large, privately-held commercial entity (i.e., one with annual revenues of US\$25 million or more), without the approval of Dell's Chief Executive Officer and the Governance & Nominating Committee of Dell's Board of Directors. You may serve in such positions at smaller privately-held entities if approved by a Dell leader at the vice president level or above. If you are, or are considering accepting an invitation to serve in such a position, please contact the Global Ethics & Compliance Office.

You do not need Dell approval to serve in governance positions for non-profit, community, charitable, political or social organizations, provided your service does not conflict with Dell's interests or reflect negatively on Dell. To avoid actual or perceived conflicts of interest, you should not participate in any decisions relating to whether Dell should provide financial or other support for any such organizations with whom you are affiliated.

See the Code provisions on [Political contributions and activities](#) and [Charitable contributions and activities](#) for additional guidance.

Industry associations and advisory committees

Dell may ask you to serve on its behalf in industry or trade associations, on standards-setting bodies, customer or supplier advisory boards or similar organizations. In those situations, you are a representative of Dell and must ensure you are always acting in Dell's best interests. Don't make commitments on behalf of Dell unless you have the authority to do so.

You may participate with these kinds of organizations in your personal capacity if approved by a Dell leader at the vice president level or above, and provided you make it clear that you are not acting on Dell's behalf and your participation does not conflict with Dell's interests or reflect negatively on Dell.

Q&A

What is considered a "significant" financial investment in an outside commercial entity?

An investment is considered significant if it could impair, or reasonably appear to impair, your ability to make objective business decisions and act solely in the best interests of Dell. If the commercial entity is a publicly-traded company, an investment will not be considered significant unless it exceeds one percent of the total market value.



Avoiding insider trading

What we believe

Dell takes its responsibilities under the U.S. Federal Securities laws very seriously, and expects team members to do the same. You should never use or disclose material non-public information prior to its official public release.

What it means for you

“Material non-public information” about a company is information that a reasonable shareholder would consider important in making a decision to buy or sell stock. Examples may include yet-to-be-announced financial information, mergers or acquisitions, supplier or customer relationships, changes in senior executive management and new products.

Insider trading occurs when an individual with knowledge of material non-public information about a company uses it to gain profits or avoid losses in the stock market.

As a Dell team member, you may have access to “inside” information about our company or other companies such as current or potential suppliers, customers or acquisition targets. You are obligated to keep this information confidential and you, your family members and individuals with whom you have a significant personal relationship must never use this kind of information to trade in any company’s securities.

Likewise, you must never provide stock tips or share inside information with any other person who might use it to trade stock. Even if you don’t intend for someone to act on the information, sharing it would violate your confidentiality obligations to Dell and could result in accusations of insider trading against you or Dell.



Q&A

I heard from one of my team members that Dell is planning to acquire a publicly-traded company, but it hasn’t been announced yet. Can I suggest to my friends that they buy stock in that company?

No. Not only would this violate your confidentiality obligations to Dell, you could be charged with illegal insider trading.

Did you know . . .

Dell has policies that prohibit team members from engaging in certain kinds of transactions involving Dell stock such as derivatives, puts and calls, and short selling. All team members should be aware of and comply with these policies.

Preventing theft and fraud

What we believe

Theft and fraud are crimes and will not be tolerated. When team members steal or commit fraud, it damages our reputation and brand and hurts us all.

What it means for you

We all know what theft is: it's taking something that doesn't belong to you without permission. It can include physically taking something like money or property, or it can be done through other means like forgery, embezzlement and fraud.

Fraud is a type of theft by deception. It involves making someone believe (by words or conduct or by concealing important information) something that isn't true, with the intent of having them take (or refrain from taking) some action in reliance on the misrepresentation with the result that they suffer economic harm.

Any team member who engages in or assists others with theft or fraud will be subject to disciplinary action up to and including termination and will also be subject to prosecution.

Help safeguard Dell's assets and reputation by watching for any kind of fraudulent activities against Dell, our team members, customers, shareholders, business partners or other stakeholders. Always report suspicious activity immediately.

Q&A

My friend asked me and some co-workers to buy Dell systems using our employee discount. He said he could resell them at 10% more than we paid and would split the profits with us. Is this OK?

No. Dell provides a discount for team members so that they can buy systems for personal use. To use your team member discount to buy systems for resale would be a violation of the policy as well as a deceptive and fraudulent use of the discount.

It's the last week of the quarter and my team is just short of achieving our sales and revenue targets. One of our retail partners hadn't planned to increase their inventory of our systems now but as a favor to me will place an order for enough systems so that we meet our goals for the quarter. I told him he can return the systems next quarter if they can't sell them. Is this a good solution?

No. Unless you go through all the necessary approvals from Finance and Accounting, this would be an unauthorized "side letter" and may be fraud. Because the systems can be returned, the sale isn't really final. Going through with this arrangement would overstate your team's actual performance metrics which Dell relies on in determining commissions and other compensation. It also overstates your business unit's sales and revenue. They feed into our financial statements which investors rely on in making investment decisions. Never let the pressure to achieve sales targets, quotas or any other goal cause you to misrepresent the true nature of a transaction, circumvent internal controls or compromise your integrity.



Giving and accepting gifts and entertainment

What we believe

We are committed to winning business only on the merits and integrity of our products, services and people. Likewise, our business decisions should always be made in the best interests of Dell. We comply with all legal requirements pertaining to giving and receiving gifts and entertainment.

What it means for you

Gift giving and entertaining among business partners can be appropriate ways to show appreciation, develop deeper understanding and build goodwill. But it can also create the perception that business decisions are made because of these benefits and not on the basis of fair and objective criteria. The legal requirements relating to business gifts and entertainment are complex, and Dell team members need to use sound judgment, comply with the law, and never allow gifts, entertainment or other

personal benefits to influence our decisions or undermine the integrity of our business relationships.

Accepting gifts

Team members should never solicit or accept tangible or intangible personal benefits of any kind that are given—expressly or implied—in exchange for securing Dell business or providing favorable business terms, or that might create or give the appearance of creating a sense of obligation on your part with regard to the giver. Never accept gifts or entertainment that are illegal, immoral or would reflect negatively on Dell.

Except as described above, you may accept occasional unsolicited personal gifts of nominal value such as promotional or commemorative items. You may never accept gifts of cash, cash equivalents, stock or other securities. Gifts that are intended to benefit Dell rather than you personally may be of greater than nominal value but they must be turned over to Dell for appropriate disposition.

All business meals and entertainment must be customary, unsolicited, infrequent, in good taste, reasonable in value and

provided for legitimate business reasons as described above. If the provider of the meal or entertainment is not in attendance, it is considered a gift and can only be of nominal value.

You should politely decline gifts or entertainment that do not comply with this or more restrictive policies. If that would be difficult or embarrassing to the giver, ask your leader or contact the Global Ethics & Compliance Office for guidance.

Giving gifts

Many of the same general concepts and precautions relating to accepting gifts and entertainment also apply when providing gifts or entertainment to employees of commercial businesses. Any such benefits must be for legitimate business purposes, reasonable in amount, in good taste, not in the form of cash, cash equivalents or securities, and must never be given in exchange for securing business, providing favorable business terms or other business activity. You must also comply with the gift and entertainment policies of the recipient's organization.

The rules relating to doing business with government entities and their employees are much more strict and complex. Team members must always comply with legal requirements and government rules relating to gifts, entertainment or other personal benefits provided to government employees or officials.

When dealing with non-U.S. governments, always comply with local legal requirements and follow our policy on the Foreign Corrupt Practices Act, which applies to all Dell team members around the world.

When dealing with U.S.-based federal, state and local governmental entities and other public institutions, always comply with applicable laws, regulations and Dell policies. In particular, you must never use Dell funds to give anything of value to U.S. Congressional officials, members of the U.S. Senate or House of Representatives or any of their staffs. Even personal gift-giving to these individuals is restricted. Please refer to Dell's policy on giving gifts to U.S. congressional officials for additional guidance. If you have questions about giving gifts to government customers or

their employees, ask your leader or contact the Legal Department, Government Affairs or Global Ethics & Compliance Office.

Always promptly and accurately report gift and entertainment-related expenses, regardless of whether the recipient is a commercial or public entity, and even if the gift or entertainment may be contrary to applicable law, or Dell's or the recipient's policies.

Q&A

A new vendor is grateful for the work I did to expedite execution of their Dell contract and sent me a bottle of champagne valued at US\$40. It's OK to accept it since it's not very expensive, right?

No. Even if the value is below the dollar limit established in the policy that applies to you, you may not accept it because it was offered in exchange for your actions related to their business with Dell. You should return the gift to the vendor and tell your leader about it.

Did you know . . .

You should always check the global, regional or business unit policies that apply to you; they may specify more restrictive requirements on giving or accepting gifts and entertainment which must be followed.

Using information technology and other resources

What we believe

Secure and reliable information technology resources are essential to the operation of our business. We have a responsibility to comply with proper safeguards and abide by Dell policy at all times when using these and other Dell resources.

What it means for you

Dell provides team members with facilities, furniture, supplies, equipment and information technology resources to help them perform their work for Dell. We must all be good stewards of these resources. We need to use and maintain them carefully and protect them from theft, loss, damage, waste and abuse.

Team members may occasionally use Dell resources, including information technology resources, for limited personal use, but it must be appropriate and kept to a minimum. Inappropriate use would include such things as engaging in illegal activity, viewing pornography, accessing hate sites and hacking. Team members also should never use Dell's resources to support secondary employment, outside business ventures or personal political activities.

Consistent with local laws, Dell reserves the right to monitor the use of its resources, including its information technology resources. Where permitted by local law, your use of the resources constitutes consent to such monitoring.

Help keep our physical assets safe and secure by following all security rules and procedures such as using your badge when entering facilities and securing valuable equipment like notebook computers.

Help keep our information technology resources safe from viruses, malicious software programs and intrusion attempts by following all information security policies. Don't install unauthorized software, applications, hardware or storage devices on your Dell-issued computer or other device, and don't access Dell's network via unauthorized applications or devices.

Create a strong password in accordance with Dell policy and do not share it with anyone. Remember you are responsible for all activity performed with your individually assigned user ID.

Ensure that all software and hardware purchases and agreements are approved by the Information Technology Department.

Team members with access to customer information technology resources should follow the customer's policies and procedures relating to use of information technology resources and information security.

Did you know . . .

Information technology resources include all types of communication and computing equipment and devices; access to Internet and intranet; networking capabilities; and software programs and applications.

Safeguarding our intellectual property and confidential information

What we believe

Our trade secrets and other confidential information are valuable assets that differentiate us from our competitors and must be protected.

What it means for you

“Confidential information” is important or valuable business information belonging to Dell that is not available to the public. It includes trade secrets and other intellectual property that has been developed, licensed or acquired by Dell. It can also include information of customers, business partners or others that has been disclosed to Dell under obligations of confidentiality.

Examples include unannounced financial information, strategic business plans, unannounced product or services and solutions offerings, planned or contemplated mergers or acquisitions, lawsuits and other legal proceedings, product design and technical knowledge, and customer and team member personal information.

Always be careful to protect confidential information belonging to Dell, as well as confidential information belonging to our customers, business partners and other stakeholders. Take reasonable physical and electronic precautions to safeguard the information.

Label confidential information appropriately. Don't view or work with it in a non-secure setting. Don't leave hard copy confidential information out in the open—lock it up when you aren't using it. Store electronic confidential information only in secure locations or on secure devices, limit access and use encryption technology. Dispose of confidential information securely—shred hard copy documents and use secure and effective methods for deleting electronic information.

Unless secured by means provided or approved by the Information Technology Department, do not access or store Dell confidential information on personal devices such as your personal smart phone, laptop, desktop or other computing device.

Share confidential information only with team members who have a legitimate business need to know or with others who are covered by contractual non-disclosure agreements. Some confidential information is highly sensitive and even internal knowledge and access is restricted. You may be required to sign an internal non-disclosure agreement and be restricted from sharing or discussing the confidential information with other team members unless they have also signed an internal non-disclosure agreement.

Be very careful when talking about confidential information. Don't talk about it in public places and never share it with non-Dell team members, including family members and friends.

Remember that Dell's confidential information belongs to Dell and you may not use it for personal gain. If you develop intellectual property in your job or while employed by Dell, you must disclose it to Dell because the rights to that property may legally belong to Dell. You are prohibited from unauthorized disclosure, duplication or distribution of Dell's intellectual property.

Even if you leave Dell, you are still legally and contractually obligated to maintain the confidentiality of Dell's information.

Q&A

Can I tell my manager about a potential acquisition target Dell is considering?

It depends. To protect the confidentiality of Dell's strategic business plans and ensure we can comply with all applicable legal requirements, Dell places tight controls around our acquisition projects. Only certain essential team members are informed of a potential acquisition and they are subject to strict nondisclosure obligations. So, unless you know your manager is already part of the team working on that project, you should check with the project manager before talking to your manager about it.

Effective records management

What we believe

Our records are important assets and must be managed appropriately. Each of us is responsible for retaining, protecting and appropriately disposing of Dell company records in accordance with applicable law and policy.

What it means for you

A company record is physical or electronic evidence of a transaction, event or decision that Dell retains to satisfy legal, regulatory or contractual requirements. Examples of company records include sales or service contracts, invoices, purchase orders, journal entries and employment records. Dell may be subject to fines and penalties if we fail to retain or are unable to locate records during the required retention period.



Retain all company records in accordance with applicable retention requirements and store them in approved electronic or physical storage locations. Properly dispose of company records that have satisfied their retention requirements and are not subject to a preservation directive (“Legal Hold”) from the Legal Department.

All non-record general business information should also be stored and safeguarded, but is not subject to specific retention requirements and should be disposed of when no longer needed for business operations, legal matters or audits.

Do not dispose of any information—record or non-record—that is subject to a Legal Hold until you are authorized by the Legal Department to do so. The consequences for destroying evidence even inadvertently can be severe. Even if you haven’t received a Legal Hold notice but have reason to believe the record or information may be relevant to a legal matter or audit, do not dispose of it without first consulting with the Legal Department.

All records and general business information containing confidential information or personal data regarding employees or customers must be disposed of securely.

For additional guidance, go to the Global Records Management website or send an email to Records_Retention@dell.com.

Did you know . . .

A Legal Hold is a written or oral directive from Dell’s Legal Department telling a team member that certain documents relevant to one of Dell’s legal matters must be saved. You must always obey the directions in a Legal Hold.



Responsible travel and entertainment

What we believe

Responsible business travel and entertainment enhances our profitability and reputation. Team members are expected to truthfully, accurately and completely record travel and entertainment expenses.

What it means for you

Use Dell funds only for legitimate business purposes and don't spend more than necessary. Follow company policies regarding the use of corporate credit cards, preferred travel vendors, necessary management approvals, receipts, expense reports and other travel-related matters.

Be honest and accurate when submitting expense claims for reimbursement, and never use Dell funds for personal travel or entertainment, or to supplement your income.

Don't go to places that would reflect negatively on Dell, such as a sexually-oriented business. Expenses incurred at these establishments will not be reimbursed. These venues are not acceptable for business entertainment even if expenses are not submitted for reimbursement.

Did you know . . .

Expense report fraud includes submitting fictitious receipts, reporting inaccurate mileage, falsifying customer names and fabricating business purposes.

Speaking on Dell's behalf

What we believe

As a publicly-traded company, Dell's public statements must be carefully managed to ensure accuracy, fairness and compliance with legal requirements, as well as to protect our reputation and ensure consistency with our purpose, values and brand.

What it means for you

Dell uses certain distribution channels—such as press releases, media and analyst conferences and statements on dell.com—to communicate our company's official position to the public. Use of these channels is limited to authorized individuals and information shared must be valid, accurate and approved for public release.

Only authorized individuals can communicate the company's official position on certain topics such as financial performance, strategic business plans, legal matters and public policy issues.

Contact Global Communications if you receive an inquiry from the media or industry or financial analysts, receive a request for Dell to participate in a public relations event, or are invited to participate in a survey or speak publicly on behalf of Dell at conferences, seminars, trade shows or other events.

Contact the Legal Department if you receive an inquiry from government personnel about public policy, regulatory or enforcement matters.

Q&A

A local newspaper reporter contacted me about Dell's plans for expansion in the area. How should I respond?

Unless you have been given the authority to speak about this topic on behalf of Dell, you should refer the reporter to Global Communications.



Contracting authority

What we believe

We enter into contractual relationships with customers, business partners and other stakeholders objectively and in the best interests of Dell.

What it means for you

To promote efficiency, ensure compliance with legal, accounting and financial reporting requirements, and protect Dell's assets from fraud, waste and abuse, Dell has established policies, procedures



and controls governing the negotiation and approval of contracts between Dell and its customers, suppliers, business partners and other stakeholders.

Authority to enter into and sign contracts on Dell's behalf has been delegated to different Dell team members depending on the nature, parties, scope and financial value of the contract involved.

If you are involved in negotiating any contracts for Dell, make sure you understand and follow Dell's contracting policies, act only within the authority delegated to you under those policies and related signature authority matrices, and ensure that all necessary approvals from the Finance, Accounting, Global Procurement, Contracts Management and Legal Departments have been obtained.

Q&A

A systems integrator (SI) placed an order for 50 desktops for an end user. The order has been approved and downloaded and is in the process of being shipped. The SI just contacted me and said he is concerned his customer might not be able to pay. I don't want to cancel the order so I told him I would help him find other buyers for the systems if that happens. Is this OK?

No, not unless you negotiate a formal amendment to the original order and obtain all the necessary approvals from Legal, Finance and Accounting. If you fail to take these steps, your oral agreement is an impermissible "side letter" or "unauthorized commitment" and it changes the terms of the original order which could affect when Dell is able to recognize the revenue from the sale.

Our commitment to our customers

Our customers are the reason we exist and they rely on us to listen and provide solutions that will help them succeed. To earn and maintain their trust, we are committed to doing business fairly, honestly, legally and ethically wherever we operate in the world.

Providing safe and dependable products

What we believe

All of our products must be safe and dependable, and must meet all applicable legal and regulatory requirements as well as the quality expectations of our customers.

What it means for you

We are committed to compliance with the laws and regulations in each country into which our products are shipped. Our products are designed and tested to meet the appropriate worldwide standards relating to product safety, electromagnetic compatibility, ergonomics, environmental protection and other regulatory compulsory requirements, when used for their intended purpose. More importantly, we will never sell anything anywhere that is dangerous for people or the environment.

To ensure this commitment is met and also help us continuously improve, we engage in regular self-assessments and third-party audits. We also have systematic processes in place to investigate all credible good faith reports of suspected safety issues and take appropriate corrective action when necessary or prudent, including notification to the U.S. Consumer Product Safety Commission and similar agencies in other countries.

Any team member with questions or concerns about the safety or quality of a Dell product should immediately report it to the Worldwide Regulatory Compliance Engineering & Environmental Affairs Department at Regulatory_Compliance@dell.com.



Did you know . . .

To provide customers, sales teams and regulators relevant information when they are making product selections or investigating compliance, we post consolidated information, translated into multiple languages, about each of our product's safety, electromagnetic compatibility, environmental features and global certifications on Dell's website.

Keeping our promises to our customers

What we believe

We build long-term customer relationships by providing quality products and services at reasonable prices and by demonstrating honesty and integrity in all our interactions. We comply with all laws prohibiting deceptive trade practices and promoting consumer protection.

What it means for you

Everything we tell customers and prospective customers about our products and services—in our advertising, sales and marketing communications or otherwise—must be truthful, accurate, complete and understandable.

Don't mislead customers by exaggeration, by omitting vital information or by advertising products, features or services you are not confident we can deliver.

Make sure you comply with all internal requirements relating to the review and approval of advertising and marketing communication materials. Seek guidance from the Legal Department when you are unsure or have questions.

Did you know . . .

Regarding advertising materials, a good rule of thumb is this: information should be disclosed in the body of the advertisement if it would be key to the customer's decision to purchase from us.



Protecting customer personal data and privacy

What we believe

We earn the trust of our customers and others by keeping personally identifiable information safe and complying with the privacy and data protection laws of the countries in which we do business.

What it means for you

Numerous laws in the U.S. and other countries regulate the collection, use, storage, disclosure, and deletion of personally identifiable information (PII). PII can include general information such as name, home address, email and IP address, telephone numbers and government-issued identification numbers. It also includes more sensitive information—such as financial records, credit scores, credit card numbers, medical records, educational or employment records and political or religious affiliations—which may be subject to additional specialized legal or contractual obligations.

We take our obligations regarding privacy and data protection very seriously. When accessing or handling PII—regardless of who it belongs to, how it was obtained or where it is stored—team members must comply with applicable laws and regulations, as well as Dell policies, contractual obligations and voluntarily-adopted standards. Failure to do so will result in disciplinary action up to and including termination.

Make sure you collect PII about customers or prospective customers only by responsible and lawful means and only for legitimate purposes. Safeguard it carefully and do not disclose it to others or use it for marketing or other purposes except in compliance with advance notification, authorization, consent and other requirements. Respect customers' and prospective customers' communication preferences.

When providing tech support or other services to our customers, access PII or other private data only to the extent necessary to carry out the required service.

Safeguard customers' payment card and other financial information carefully, and never use or disclose it inappropriately.

Select business partners for marketing, tech support or other services who share our commitment to protecting and appropriately using PII.

When providing services—including consulting, data management, cloud computing, data storage, tech support or other services—to our commercial, public, education, healthcare or other institutional customers, always respect the privacy of their customers, clients, patients, students, employees and other constituents. Comply with any special legal or contractual requirements regarding these constituents' PII and other sensitive information. Team members working on a customer site or directly with a customer's information technology resources must also comply with the customer's policies and procedures relating to privacy and data protection.

If you suspect that PII has been used or disclosed inappropriately, immediately contact the Data Protection & Privacy Office, the Global Ethics & Compliance Office or the Legal Department. They will take appropriate action and manage compliance with applicable notification or other obligations relating to unauthorized disclosures of PII or data breaches.

Q&A

We have a great new product we know is going to be a big hit and want to tell people about it. We have engaged a marketing vendor who has a list of email addresses of prospective customers. Can we use the list for our marketing campaign to get the word out?

Maybe. It depends on the applicable legal requirements. Most countries have rules about how email addresses can be collected, and when and how you can use emails for marketing purposes. Contact the Data Protection & Privacy Office, or the Legal Department for guidance.

Compliance with government contracting requirements

What we believe

Dell provides technology solutions to public customers that help improve the lives of citizens around the world. We are proud to serve these customers and comply with all laws, regulations and contractual requirements relating to government procurement.

What it means for you

While we must behave legally and ethically in connection with every customer relationship, contracts with government customers, or commercial transactions that are financed in whole or in part by government agencies or with public funds, have additional requirements and obligations.



Always follow the rules

If you are involved with these kinds of customers or transactions—whether in connection with bids or tenders, negotiation, administration or fulfillment—be sure you understand and comply with all applicable statutory, regulatory and contractual provisions and controls. This includes complying with security clearance requirements and obligations to protect classified or confidential information. If you have questions about any requirements associated with government-related contracts, seek guidance from the Legal Department.

Likewise, be diligent in requiring that consultants, resellers, suppliers or other business partners providing goods or services in connection with government or publicly-funded contracts meet all qualification and performance standards and requirements.

Secure business the right way

Information submitted in connection with bids or tenders for government contracts must be current, accurate and complete.

Never offer bribes, kickbacks or preferential treatment in connection with a government contract. With limited exceptions, you are also prohibited from providing anything of monetary value to government employees or their family members. This includes gifts, entertainment, travel, lodging, services, discounts and meals.

Ethical fulfillment

All reports, certifications, statements and other information submitted in connection with a government contract should be timely, accurate and complete.

Never make unauthorized or incorrect charges, or submit inaccurate information regarding costs or pricing in connection with government contracts. Likewise, do not make substitutions or deviations from contract requirements and specifications without obtaining required approvals from Dell and the applicable government official.



Report issues and concerns

If you suspect any illegal or unethical conduct on the part of any Dell team member or business partner in connection with a government contract, report the matter immediately using any of the available internal reporting avenues. The appropriate Dell team members will independently investigate the issue and comply with applicable legal and contractual self-reporting requirements. You may also contact the relevant government authority with your concern.

Q&A

I noticed that one of our subcontractors billed a government customer for a US\$10,000 server that was not part of their order. Could this be fraud? Should I just let the subcontractor worry about it?

While this may or may not constitute fraud, you must not ignore suspicious activity relating to government contracts. Report the matter immediately using any of the available internal reporting avenues.

Did you know . . .

Dell's internal reporting procedures are available to subcontractors, prime contractors, partners, vendors and other non-employees. Non-employees are encouraged to report potential violations involving Dell in connection with a government contract.

Our commitment to our partners*, communities and planet

We believe that being a responsible corporate citizen is central to our purpose and values, allowing us to inspire trust among our business partners and motivate team members to make the right choices for our business, our communities and our planet.

*"Partner" is a generic reference to vendors, suppliers, agents and other non-customer third parties with whom Dell does business. Use of the term "partner" does not imply the existence of a legal partnership relationship or the creation of partnership rights.

Anti-bribery and anti-corruption

What we believe

We are committed to winning business only on the merits and integrity of our products, services and people. Corruption impedes the development of predictability and justice necessary for trustworthy markets; it hurts our company and the communities where we do business. We do not tolerate bribery or corruption, regardless of where we are located or where we do business.

What it means for you

Never provide anything of value that could be perceived as a payment for obtaining, retaining or directing government business or acquiring an improper business advantage with a government official.

Always comply fully with the anti-bribery and anti-corruption laws of the countries in which we do business, including the Foreign Corrupt Practices Act (FCPA). The FCPA applies to the actions of our company, our team members and third parties who work on our behalf anywhere in the world.

Regardless of local practices or competitive intensity, you must avoid even the appearance of bribery when dealing with government officials, as well as officials of international organizations and political parties, and employees of state-owned or controlled enterprises.



Did you know . . .

Complex rules govern the giving of gifts, entertainment and other business courtesies to government officials. What may be permissible for commercial customers may be illegal when dealing with the government. If you have questions about these rules or how the rules apply, seek guidance.

Political contributions and activities

What we believe

We believe in advocating for public policies that help maximize the benefits that information technology can bring to people everywhere.

What it means for you

Team members are encouraged to be responsible citizens who participate in civic and political activities, provided their activities are lawful and appropriate, and are conducted on their own time and at their own expense.

Do not use Dell funds or assets, including facilities, equipment or trademarks in connection with your personal political activities or interests. Use care not to give the impression that Dell supports or endorses any candidate, campaign or issue with which you are personally involved.

See the Code provisions on [Avoiding conflicts of interest](#) and [Using information technology and other resources](#) for additional guidance.

Follow all laws as they relate to the ability of corporations to make political contributions or engage in lobbying or other political campaign activities.

The Government Affairs team is responsible for coordinating Dell's activities with government officials and policy makers in compliance with applicable laws. Team members must not communicate with public officials regarding Dell-related policy matters or claim to represent Dell with policy makers except as authorized or directed by the Government Affairs team.



Q&A

I have a good friend who is running for political office and has asked if I would endorse him at a rally being held outside of business hours. Is that a problem?

No. Just be sure to make it clear that your endorsement is your own personal action and that you are not speaking on behalf of Dell.

Fair competition

What we believe

We will win in a fair and competitive marketplace by providing customers with high-quality goods and services at reasonable prices. We abide by laws designed to preserve free and open competition.

What it means for you

The U.S. and other countries have adopted laws prohibiting or regulating transactions and relationships that could have the purpose or effect of limiting competition. These laws apply to business practices of dominant companies, agreements and dealings between competitors and others that limit competition, and mergers and acquisitions. All team members must compete fairly and vigorously in compliance with applicable competition-related legal requirements, agreements with regulators and Dell policies and procedures.



Agreements to avoid

Competition laws are complex so you should always consult with the Legal Department before entering into any discussions with competitors, customers, resellers or suppliers about agreements or arrangements—express or implied—that could have the effect of limiting competition. This includes arrangements that would limit Dell's or others' ability to:

- sell or resell certain products or services;
- set their own prices or terms and conditions of sale or resale;
- sell or resell in certain territories or markets;
- bid for or do business with certain customers or suppliers; or
- hire employees or set employee compensation.

Be especially careful when interacting with competitors in connection with benchmarking, industry associations, standards-setting bodies or while attending seminars or conventions. To avoid even the appearance of an agreement, you should never discuss with competitors such things as prices, terms of sale, territories, customers, bids, product lines, service offerings, volumes, costs, profits, market share, salaries, hiring practices, distribution methods or relationships with suppliers.

Did you know . . .

Competition laws may also be referred to as "antitrust," "monopoly," "cartel" and "price fixing" laws. All are designed to preserve fair and open competition.

Don't jump the gun

Comply with legal requirements relating to mergers, acquisitions and joint ventures. Always follow guidance from the Legal Department when evaluating prospects, and don't begin exercising control or integrating a target company until all necessary government approvals have been obtained.

Do unto others

Gather information about our competitors only from public sources and through customer feedback. Don't gather or use confidential information belonging to competitors—especially if you know it was obtained inappropriately or is subject to others' confidentiality obligations. Refrain from unjustifiably disparaging or criticizing competitors' products or services.

Q&A

I was recently at a trade association meeting and overheard one of our competitors talking about their pricing strategy. I immediately left the room. Was that the right thing to do?

Yes. Removing yourself from the meeting reduces the risk that someone might think you were trying to fix prices or engage in other inappropriate activity. Contact the Legal Department to report the incident and do not share any information you may have heard at the meeting.



Respecting the intellectual property of others

What we believe

Intellectual property such as trade secrets and confidential information, unique ideas and inventions, creative works and trademarks, are valuable assets. We protect our intellectual property and respect the intellectual property of others.

What it means for you

Do not copy, share or modify third-party copyrighted materials unless you or Dell has first obtained written permission from the copyright holder. Improper use—whether for business, personal or Dell internal use—of copyrighted material can subject you and Dell to possible civil and criminal penalties and other serious consequences.

Dell uses third-party hardware systems and software programs under licensing agreements that may restrict their use and duplication. Comply with applicable license restrictions and Dell policies relating to the use and duplication of these systems and programs.

Do not infringe on patents or other intellectual property belonging to others. Use care when developing products or processes for Dell and take steps to ensure that the ideas and innovations you develop are truly your own.

Do not infringe on other companies' trademarks or trade names. Always consult with the Legal Department when naming product or service offerings.

If you are contacted by someone who wants to sell or license to Dell an idea, patent, domain name, design, process, methodology, or other creation or invention, immediately contact the Legal Department and do not enter into any agreements or substantive discussions.

Comply with Dell's obligations under non-disclosure agreements entered into with customers, suppliers and business partners.

Honor confidentiality obligations you may have to third parties such as former employers, and don't encourage others to engage in illegal or unauthorized sharing of third-party confidential information they may have.

Q&A

Our new team member has a lot of industry experience that we would like to use to our advantage. Is it OK for him to share with us what he knows?

Yes and no. It's OK and even helpful to learn from a new team member, but be careful. The team member can share his general knowledge and experience, but he can't share confidential information, trade secrets or other intellectual property belonging to his former employer.

I attended a skills-building workshop conducted by an outside provider. The materials were great. Can I make copies of them for my team members or adapt them for a workshop I will lead here at Dell?

No, not unless the outside workshop provider explicitly grants permission. Unauthorized reproduction, distribution or adaptation of copyrighted materials is infringement, even if only used for internal purposes.



Preventing money laundering and terrorist financing

What we believe

We abide by all laws designed to deter criminal enterprise, keep us safe from terrorism and protect the national security of the countries where we do business.

What it means for you

Money laundering is the process by which funds generated from criminal activity such as drug trafficking are moved through legitimate businesses in order to hide their criminal origin. Terrorist financing refers to funding for terrorist activities and can come from legitimate or criminal sources.

Team members must never knowingly facilitate either money laundering or terrorist financing, and must take steps to prevent inadvertent use of Dell's business activities for these purposes.

Be vigilant and exercise good judgment when dealing with customers or business partners. Know who they are, what kind of business they are in, and where their funds come from.

Immediately report any unusual or suspicious activities or transactions such as attempted payment in cash or from an unusual financing source, arrangements that involve the transfer of funds to or from countries or entities not related to the transaction or customer, unusually complex deals that don't reflect a real business purpose, or attempts to evade record-keeping or reporting requirements.

Did you know . . .

Both money laundering and terrorist financing are illegal in the U.S. and most other countries.



Charitable contributions and activities

What we believe

Dell is committed to giving back to the communities where our team members live and work. We make charitable contributions consistent with our giving goals and encourage team members to support their communities through appropriate volunteer activities.

What it means for you

Many Dell team members volunteer their time, talents and energy to support charitable causes and non-profit organizations. Dell is proud of our team members' generous spirit and encourages these kinds of activities provided they do not conflict with Dell's interests or reflect negatively on Dell.

Volunteer efforts in support of Dell-sponsored community involvement programs may be done during work hours if approved by your manager in advance. All other volunteer efforts must be done on your own time and must not jeopardize your productivity or ability to perform your duties for Dell.

Occasional and limited use of Dell equipment and resources for personal charitable activities is permissible, but more than minimal use would need to satisfy the requirements for charitable contributions from Dell.

Dell makes contributions only to certain qualified non-profit organizations. As a Dell team member, you may receive requests for charitable contributions from Dell. Whether the request involves donations of money, new or used computer equipment, services, software, event sponsorship or anything else of value, all charitable contributions must be in compliance with applicable laws and Dell's Corporate Charitable Contribution Policy and approved in advance by the Dell Giving team.

See the Code provisions on [Avoiding conflicts of interest](#) and [Using information technology and other resources](#) for additional guidance.

Did you know . . .

U.S. law requires organizations to ensure that their charitable donations do not aid terrorists or organizations that support terrorism.

Compliance with trade laws

What we believe

We serve customers and engage with business partners all over the world. By abiding by trade laws, we enable commerce and help people thrive in all the countries where we do business.

What it means for you

Dell operates all over the world and we comply with applicable country laws regarding import or export of goods, services, software and technology.

Since Dell is a U.S.-based company, we must comply with U.S. trade regulations in every international transaction. We cannot export products or services to countries that are embargoed by the U.S. government, sell to certain persons and entities or for specific end-uses, or release certain kinds of technology or software.

Consult with the Worldwide Export Compliance Organization before making any commitment to export goods, services, software or technology from the U.S. or another country, or if you have questions about Dell's or your compliance obligations in this area.

Always truthfully, accurately and completely report information regarding the place of manufacture and cost of our imported products. Many countries have customs laws requiring that we determine the correct classification, value and country of origin for all our imports. We must be able to demonstrate by a documented, auditable trail that we have exercised reasonable care to ensure our imports have complied with all applicable laws and regulations.

Q&A

I work in sales. Why do I have to ask my customers whether they plan to export the products they are buying? That seems kind of intrusive.

U.S. export laws prohibit the sale of goods, software and services to certain countries or individuals or entities ("denied parties"). Also prohibited are sales to those who might use our products or services to further the proliferation of weapons of mass destruction. For that reason, we must take steps to determine whether the things we sell will be exported or could potentially be used for nuclear research or weapons, missiles or chemical/biological weapons.



Protecting the environment

What we believe

Our interest in the environment goes beyond the mandates of governmental regulation. We actively engage our team members, business partners, customers and others in finding ways to reduce the environmental impact of our and our customers' operations so future generations can prosper.

What it means for you

We are environmentally responsible in the design and provision of our products and services, and in the operation of our facilities, selection of suppliers and other business activities. We comply with all applicable environmental laws and regulations as well as our voluntary commitments to sustainable practices and environmental protection.



Dell sets expectations for environmental excellence in our supply chain and includes sustainability performance criteria in procurement decisions. We select vendors and suppliers who:

- demonstrate a commitment to compliance with laws protecting the environment;
- engage in sustainable business practices; and
- implement programs to reduce and control any significant environmental impacts.

At work, team members should practice recycling where available, and take action to reduce consumption of water, energy and other resources. Conserve paper by limiting printing and reuse boxes and other containers when possible.

Properly dispose of all electronic products and components—including internal equipment, returned customer units or other inventory—in compliance with applicable legal requirements and Dell policies. Never export e-waste.

If you are responsible for providing or obtaining data used for environmental regulatory or voluntary sustainability reporting, make sure all data submitted is complete and accurate. Never misrepresent our environmental performance or otherwise knowingly compromise the integrity of the company's environmental disclosures.

Did you know . . .

We operate Dell facilities to conserve resources, minimize harmful impacts on the environment and prevent pollution. In designing our products, we evaluate and minimize environmental impacts throughout the entire product life cycle.

Promoting human rights

What we believe

All human beings should be treated with dignity and respect.

What it means for you

Dell has created programs reasonably designed to ensure that all team members and others working on Dell's behalf are doing so under their own free will and are being compensated in accordance with applicable laws. Dell team members should never engage in human rights abuse in the form of slavery, corporal punishment or child labor.

Dell also sets expectations for social responsibility in our supply chain and includes social performance criteria in procurement decisions. We select vendors, suppliers and business partners who:

- demonstrate a commitment to the health and safety of their workers and to compliance with laws regulating wages, hours and working conditions;
- do not use forced or indentured labor, or raw materials or finished goods produced by forced or indentured labor; and
- implement programs to ensure no materials come from sources that are responsible for human rights violations.



Did you know . . .

Dell believes that workers rights' are best protected by allowing each worker to deal directly with management on issues of importance to that worker. We also respect the rights of workers to associate or not associate with third-party organizations, join or not join labor unions, seek representation and bargain or not bargain collectively in accordance with local laws.

A final word

Thank you for reading Dell's Code of Conduct, "How We Win." We hope you find it useful in guiding your behavior and decisions as you carry out your daily activities at Dell. The version on the Global Ethics & Compliance intranet site will always reflect the latest revisions and updates to the Code, as well as links to relevant policies and procedures, frequently asked questions (FAQs), and additional resources.

Please tell us what you think. We welcome your input on any aspect of our Code of Conduct or our ethics and compliance-related policies and procedures.

Please send your feedback to ethics@dell.com.