

# Code of Ethics and Business Conduct

Arista Networks, Inc.

June 2014; amended  
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Dear Arista Employee:

Arista was founded on the principle of doing things the “Arista Way.” The Arista Way is to drive for customer success in every aspect of what we do. We build and deliver innovative, high quality products and services through commitment, innovation and uncompromising focus on the needs of our customers.

Most importantly, the “Arista Way” means always doing *the right thing*. Arista’s success is dependent upon our ability to conduct ourselves respectfully, ethically, honestly and in full compliance with our responsibilities under the law. This applies to everything we do, every decision we make, and with everyone with whom we interact—our customers, suppliers and business partners as well as with each other.

Although we operate in many regions and countries and are subject to many different rules, regulations, customs, and practices, we can only succeed if we adhere to this common set of values and standards.

It is essential that we each recognize that we are responsible and accountable for understanding and meeting these standards. Our reputation and our success depends upon the personal commitment that each of us makes to uphold Arista’s values and practice ethical behavior in all of our business dealings.

Jayshree Ullal

Chief Executive Officer

## Introduction

Arista provides you with the Arista Code of Ethics and Business Conduct (the “Arista Code” or the “Code”) for guidance in addressing the legal and ethical issues encountered while conducting Arista business. We use “Arista” throughout to refer to Arista Networks, Inc. and each of its subsidiaries.

Employment by Arista is subject to the terms and conditions established by your local organization. As part of those terms and conditions, you are also required to abide by the organization-wide standards set forth in this Code. This Code is not a contract, and no contract is implied. If any part of this Code conflicts with applicable law, the law will prevail. If any part of this Code is deemed invalid, the validity and enforceability of its other provisions shall not be affected. Arista may interpret the Code at its sole discretion.

Arista recognizes and respects regional and local legal differences in employment, privacy, and other applicable laws. We will comply with regional and local requirements concerning the matters discussed in this Code, as appropriate, including those concerning use of the Compliance and Ethics reporting of misconduct, employee monitoring, application of certain rules to temporary employees, and application of certain penalties.

The Arista Code of Ethics and Business Conduct places Arista in the forefront of companies that emphasize the importance

of honest business conduct and solid business ethics. We can meet these standards only with the support and cooperation of our employees, who are our most valuable asset.

## Understanding the Code

The Arista Code sets forth Arista’s standards of ethics and business conduct. It has been prepared to aid you as you go about your daily work and to answer questions that may arise from time to time.

Although we operate in many countries and are subject to many different rules, regulations, customs, and practices, we can only succeed if we adhere to a common set of values and standards.

It is essential that we each recognize that we are responsible and accountable for understanding and meeting the standards described in this Code because Arista’s overall success and reputation depend upon the performance of each of us.

The Code starts with a summary of the core business values that are essential to Arista’s success. They are the foundation of all that we do, and we each are expected to adopt these values in our day-to-day business activities. Widespread adherence to these values will enhance our long-term success by improving our ability to serve customers, increasing our competitiveness, and promoting our pride in being part of the Arista team.

The Arista Code then describes how we should interact with each other, with other companies and individuals, and with the countries, cultures, and governments that

make up the world in which we operate. Specifically, it addresses four areas:

### **Compliance**

Our responsibility to abide by the laws, regulations, and Arista policies that apply to our business wherever in the world we operate.

### **Business Conduct**

Our obligation to conduct internal and external business fairly and ethically.

### **Arista's Relationships**

Our responsibility to interact fairly and respectfully with each other, our customers, our partners, our suppliers, and our host communities.

### **Enforcement**

Our commitment to conduct investigations in an ethical and legal manner, and to promote consistent disciplinary action for violations of our policies or business conduct standards.

## **Applicability of This Code**

### **Employees**

The Arista Code applies to all personnel employed by or engaged to provide services to Arista, including, but not limited to, Arista's employees, officers, temporary employees, workers (including agency workers), casual staff, and independent contractors (for ease of reference throughout this Code, "employees").

Non-employee directors are also subject to the

Arista Code in their capacity as members of the Arista Board of Directors, except that they are subject to the conflict of interest provisions of Arista's Corporate Governance Guidelines in lieu of the conflict of interest provisions contained in this Arista Code.

Any waiver of any provision of this Code of Ethics and Business Conduct for a member of the Board or an executive officer must be approved in writing by the Board or its designated committee and promptly disclosed along with the reasons for the waiver to the extent required by law or regulation. Any waiver of any provision of this Code of Ethics and Business Conduct with respect to any other employees must be approved in writing by the Chief Executive Officer, Chief Financial Officer or General Counsel.

## **A Summary of Arista Values**

Certain core values comprise the foundation of our company. The following values are essential to Arista and Arista's business:

### **Integrity**

Arista employees demonstrate honesty and sound ethical behavior in all business transactions and personal integrity in all dealings with others.

### **Mutual Respect**

Arista employees consistently treat individuals with respect and dignity.

### **Teamwork**

Arista employees work together as a team for the collective interests of Arista.

### **Communication**

Arista employees share information effectively with each other. We balance the need to share information alongside the need for confidentiality regarding certain information.

### **Innovation**

Arista employees seek innovative and creative approaches to problem solving.

### **Customer Satisfaction**

Arista employees consistently treat customer satisfaction as a top priority.

## Quality

Arista employees make excellence and quality a part of day-to-day work processes and seek continuous improvement in all that they do.

## Fairness

Arista employees commit to dealing fairly with customers, suppliers, partners, and one another.

## Compliance

Arista employees comply with all laws, regulations, and Arista policies that govern Arista's business and employees' actions on behalf of the company.

## Ethics

Arista employees observe the standards that have been established by Arista and act ethically in their approach to business decisions.

## Compliance with Laws, Regulations and Arista Policies

We must each operate within the bounds of all laws, regulations, and internal policies applicable to Arista's business, wherever we conduct it. Where local laws are less restrictive than this Code, you must comply with the Code, even if your conduct would otherwise be legal. On the other hand, if local laws are more restrictive than the Code, you must always, at a minimum, comply with those laws.

Arista expects its employees to:

- Act ethically and with integrity in all business dealings;
- Comply with the law, this Code, Arista policies, and Arista business practices;

- Report known or potential violations using available reporting channels;
- Cooperate with compliance investigations; and
- Complete all mandatory compliance education courses and other Compliance and Ethics Program requirements in a timely manner.

Further, Arista expects its managers to:

- Promote and support ethical behavior and business practices that comply with this Code;
- Act as a leadership model for this Code;
- Ensure that employees who report to them directly or indirectly understand where and how to report violations of this Code;
- Ensure that employees who report to them directly or indirectly complete all mandatory compliance education courses and other Compliance and Ethics Program requirements in a timely manner;
- Maintain an "open door" policy with regard to employee questions, including those of business conduct and ethics, and ensure availability of compliance and ethics resources and support, such as printed materials and relevant contact information;
- Encourage employees to challenge and report questionable conduct; and
- Encourage open, honest, and confidential dialogue without retaliation.

From time to time, we may revise this Code, which will be available on the intranet site. If you have questions on how to interpret or comply with this Code, Arista policies, or applicable law, contact the Arista Legal Department.

## Business Practices

### Antitrust and Competition Laws

Typically, the countries in which Arista operates have laws and regulations that prohibit unlawful restraint of trade, usually referred to as antitrust or competition laws. These laws are designed to protect consumers and competitors against unfair business practices and to promote and protect healthy competition. Arista rigorously observes applicable antitrust or competition laws of all countries or organizations.

Antitrust or competition laws vary from country to country but, generally, such laws prohibit agreements or actions that reduce competition without benefiting consumers. Among those activities generally found to violate antitrust or competition laws are agreements and understandings among competitors to:

- Fix or control prices;
- Structure or orchestrate bids to direct a contract to a certain competitor or reseller (“bid rigging”);
- Boycott specified suppliers or customers;
- Divide or allocate markets or customers; or
- Limit the production or sale of products or product lines for anti-competitive purposes.

Agreements of the type listed above are against public policy and are against Arista

policy. Employees must never engage in discussions of such matters with representatives of other companies. You should report to the Arista Legal Department any instance in which other companies initiate such discussions.

Contracts or other arrangements that involve exclusive dealing, tie-in sales, price discrimination, and other terms of sale may be unlawful under applicable antitrust or competition laws. You should not enter into such arrangements without the approval of the Arista Legal Department.

**Q: Do these laws also prohibit unfair sales practices?**

A: Yes. Unfair methods of competition and deceptive practices are also prohibited. Examples of these include:

- Making false or misleading representations about Arista’s products;
- Falsely disparaging a competitor or its products;
- Using another company’s trademarks in a way that confuses the customer as to the source of a product.

**Q: At a trade association meeting, you overhear an informal group of Arista competitors discussing future product pricing. May you join the conversation to gain some excellent competitive intelligence?**

A: No. Arista is only interested in competing honestly and fairly. You must avoid all discussions and the exchange of information with competitors involving topics such as pricing, customer relationships, or market allocation, because they are, in fact, illegal. Disassociate yourself from any such

discussions immediately and report the incident to the Arista Legal Department.

Because of the complexity of antitrust and competition laws, seek advice from the Arista Legal Department on any related question.

### **Improper Payments**

You are prohibited from receiving, offering, promising, authorizing, directing, or making any bribes, kickbacks, or payments of money or anything of value to obtain an improper business or any other advantage for Arista or yourself.

The above prohibition applies whether such payments go to:

- Government or public international organization employees or officials;
- Political parties or candidates for political office;
- Business entities partially or wholly owned by government interests;
- Privately-held commercial companies;
- Arista employees; or
- Any other third party.

Arista strictly prohibits giving money or anything of value directly or indirectly to a government official for the purpose of corruptly influencing a foreign government. This prohibition includes corruptly giving money or anything of value to any third party where there is reason to believe that it will be passed on to a government employee or official. Refer to the “Dealing with Government” section for more information regarding government entities.

### **No Economic Boycotts**

Arista does not participate in any economic boycott not sanctioned by the United States government. Arista and its employees are

prohibited from discriminating against or refusing to do business with a country that is the object of an unsanctioned boycott, nationals of the boycotted country, or “blacklisted” companies.

Additionally, Arista and its employees may not furnish information concerning Arista’s, or any other person’s, business relationships with a boycotted country or blacklisted company. If requested to supply any information, take any action, or refrain from taking any action to further or support a boycott of a country, immediately contact the Arista Legal Department. This policy is intended to ensure that we comply with foreign economic boycott laws of the United States.

**Q: Arista received an order from a company in a country that has imposed a government sponsored economic boycott not sanctioned by the U.S. government. The customer’s purchase order states that the supplier (in this case Arista) agrees not to conduct business with a blacklisted company or country. May the order be accepted?**

**A:** No. Accepting this order may subject Arista to criminal and tax sanctions. It is Arista’s policy to comply with anti-boycott provisions of U.S. law.

The division receiving this request should immediately seek Arista Legal Department and Arista Corporate Tax Department advice on how to proceed.

### **Export Laws**

United States Export Control Laws govern all exports of commodities and technical data from the United States, including:

- Physical items;
- Items that are hand-carried as samples or demonstration units in luggage;

- Electronic or physical distribution of software and source code; and
- Written, electronic, or oral disclosure of technical data to a foreign visitor or H1-B Visa worker.

Failure to comply with U.S. export control laws could result in the loss or restriction of Arista's export privileges, which, in turn, could damage or even destroy a significant portion of our business. Violation of these laws may also result in fines and imprisonment for individual employees and their management chain. You are responsible for understanding how the export control laws apply to your job and for conforming to these laws. You may not ship Arista software, documentation, source code, technical data, nor technology without processing the order and shipment through authorized Arista order entry, distribution, and support processes and/or through authorized Arista subsidiary channels.

Compliance with export control laws is essential to our continued ability to do business in the international marketplace.

United States and foreign governments maintain strict rules regarding the methodology for goods exchanged across their borders. Local export laws may also apply to shipments to or from the country in which you operate. False or misleading statements made on export documentation could jeopardize Arista's global operations and lead to audits and fines, which would damage our ability to conduct business. All managers and employees must integrate export control procedures into their regular business processes for Arista to have continued success in the international marketplace.

Questions concerning export compliance matters or any violation of these laws or

regulations should be directed to the Arista Legal Department.

**Q: I understand that there are restrictions on the export of certain strategic goods and technical data unless an appropriate export license is obtained. Are there any such restrictions on disclosing technical information to foreign nationals visiting Arista in the U.S.? After all, the information isn't really crossing any border.**

**A:** Yes. Any oral or written disclosure of technical data to a foreign visitor must comply with the same export control restrictions that apply to the physical export of such data.

**Q: Is it true that software must physically leave a country's border for an export to have taken place?**

**A:** No. An export can take place at any location when technical data or software is made available to anyone who is a foreign national. You must obtain proper export authorization before sharing technical data or software in any manner with a foreign national.

## **Fair Dealing**

Arista requires its employees to compete fairly and ethically for all business opportunities. No Arista employees should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair dealing practices.

## **Immigration Laws**

You must ensure that you, and any employees who work for you, comply with all applicable immigration laws and the advice of Arista's immigration service providers. Arista employees who travel internationally on business are responsible for obtaining appropriate visa and work

authorizations before attempting to enter a host country. Visa and work permit requirements apply to all Arista employees who travel outside of their home countries for business purposes or who work on international projects or assignments outside of their home country for any duration. Moreover, Arista prohibits its employees from knowingly allowing contractors or other employees to work on a project without the proper authorization or documentation.

**Q: During a tour of a customer's facility, I became aware of the possibility that some of the company's employees might be in the country illegally. I don't know this for sure. Should I speak up?**

A: Yes. You should speak up in any situation in which the potential for a violation of our policies exists. If, in fact, the customer is using illegal workers, then we would certainly be in violation of our own policies – and possibly the host country's immigration laws – by allowing the situation to continue.

## **Securities and Insider Trading**

Arista expects all its employees to comply fully with applicable insider trading and securities laws.

Insider trading and securities laws provide substantial civil and criminal penalties for individuals who fail to comply. If you trade in Arista securities or the securities of any other company trading on any stock exchange, you are subject to United States securities laws, any other securities or insider trading laws that may apply to you locally, and Arista's Insider Trading Policy.

Securities include stocks, bonds, stock options, futures, derivatives and other financial instruments.

Arista employees who possess material, nonpublic information gained through their work at Arista may not trade in Arista securities or the securities of another company to which the information pertains. Employees may not engage in any other action to take advantage of or pass on to others (i.e., "tip") material information before its release to the public at large and for a period of time after it is publicly disclosed. These restrictions also apply to spouses and family members.

Material information is any information that a reasonable investor would consider important in a decision to buy, hold, or sell securities. It includes any information that could reasonably be expected to cause a change in the price of securities of Arista or the securities of another company to which the information relates.

Such information may include financial performance or significant changes in financial performance or liquidity (including forecasts); potential or ongoing major mergers, acquisitions, joint ventures, or divestitures; award or cancellation of a major contract; changes in key management; changes in auditors, knowledge of a qualification in an auditor's opinion or report or any change in the ability to rely on prior auditor reports; actual or threatened litigation or investigations; and gain or loss of a substantial customer or supplier.

**Q: Through my job at Arista, I have become aware of nonpublic financial information received from one of Arista's customers that indicates the customer is in better financial condition than most people realize. I wish to purchase the customer's stock. May I do so?**

A: No. The customer may have provided this information in trust to help Arista

determine how to best meet the customer's needs. Using this information for personal purposes or disclosing it to others is a violation of that trust, a violation of Arista policy, and may be a violation of applicable insider trading and securities laws. Accordingly, you should not purchase this stock until after the financial information has been made known to the public and disseminated broadly in the financial markets.

**Q: I understand why I shouldn't reveal inside information to an outsider, but may I discuss this type of information with members of my immediate family? What about other Arista employees who are not aware of the same information I am?**

**A:** No. You should be careful about inadvertently or casually revealing material inside information about Arista to your family or any person who doesn't have a legitimate business need to know it.

If members of your family trade in securities while in possession of material inside information that you have revealed to them about Arista, you may be exposing them and yourself to criminal and civil liability, even if you do not take advantage of this information personally.

## **General Contracting Issues**

Employees involved in the sale or licensing of products/services, the negotiation of agreements, or the delivery of services to customers are expected to understand and honor the terms of Arista's contractual agreements. In addition, each employee must ensure that all statements, communications, and representations to customers are accurate and truthful. Arista is committed to meeting all of its contractual obligations.

You must obtain all appropriate approvals before executing, modifying, or amending any contracts. Arista prohibits unauthorized contracts or modifications of contracts, including "side letters" or oral agreements.

Only certain Arista employees have authority to sign contracts, commit Arista to acquiring products or services, or obligate Arista to third parties.

Before acquiring any goods or services or making any other commitments on behalf of Arista, you must ensure that you have spending authority equal to or greater than the total amount of payments to which you are committing Arista. You should aggregate the total cost of a purchase when making this determination. It is not permissible, for example, to open several purchase requisitions for a single vendor on the same project to avoid going outside the limits of your spending authority. If you do not have adequate spending authority, obtain approval from the manager in your chain of management who does. If you have questions about your spending authority, consult your manager.

Before signing any document committing Arista to acquire goods or services or undertaking any other obligation, you must ensure that you have the required signing authority. Only certain Arista individuals have the authority to sign documents on behalf of Arista and its subsidiaries. Consult this policy if you have questions about your signing authority or who should sign a particular document. Contact your manager or Arista's Legal Department if you have any questions.

**Q: A customer asks you to write a letter confirming that it is entitled to use its software in a way that is not expressly allowed by the Arista license agreement. You note that the Arista license agreement**

does not expressly prohibit the use intended by the customer, and you are certain that Arista would not object. May you write the letter?

A: No. Arista may be willing to modify the contract to allow the use desired by your customer, but such a change to the contract requires the necessary business review and approval. Treat the request as one for a formal contract amendment and process the request in compliance with Arista's Business Practices guidelines.

Q: Your customer is ready to sign the contract, but it needs board approval. The customer assures you that its board will approve the transaction when it meets in ten days and asks you to allow it 15 days within which to return the order in the unlikely event that the board does not approve. May you send a letter confirming that the customer has 15 days to return the product?

A: No. This would constitute an unauthorized "side letter" modifying the terms of the contract. Execution of unapproved side letters is grounds for disciplinary action, including termination.

Q: A partner asks for your assistance in obtaining a higher, non-standard discount in an upcoming significant order with a major customer. It is your understanding that the customer has already agreed on the price and terms of the agreement, but the partner now tells you, with no additional justification, that he needs this additional discount to place the order before the end of the quarter. Should you help the partner obtain this nonstandard discount?

A: No. Arista employees are prohibited from enabling partners to achieve excess margins from unapproved non-standard discounts. In addition, enabling a partner order to be placed with Arista without the existence of a valid end user contract (also

known as "pre-loading" or "channel stuffing") would be against Arista business practices and prohibited in this case.

## Dealing with Government

### Government Contracting

Arista strictly observes the laws, rules, and regulations that govern the acquisition of goods and services by any governmental entity of any country and the performance of government contracts. Activities that may be appropriate when dealing with non-government customers may be improper and even illegal when dealing with government. The penalties for failing to adhere to these laws are severe and include substantial civil and criminal fines and imprisonment, and Arista could be prohibited from doing business with the government. Arista employees who deal with any governmental agency, including international organizations, are responsible for learning and complying with all rules that apply to government contracting and interactions with government officials and employees.

Q: Are regulations regarding government employee interaction with private contractors, such as Arista, the same for all government agencies?

A: No. Regulations vary depending on the government agency. Because these regulations vary so greatly, seek advice from the Arista Legal Department if you are uncertain about the applicable regulations.

### Procurement Integrity

No Arista employee shall attempt to obtain, from any source, any of the following information:

- Procurement-sensitive government information;

- Confidential internal government information, such as pre-award, source selection information; or
- Proprietary information of a competitor, including, for example, bid or proposal information, during the course of a procurement or in any other circumstances where there is reason to believe the release of such information is unauthorized.

If such information is inadvertently communicated to you by another vendor, a consultant, or a government employee, you should promptly contact the Arista Legal Department.

Arista employees must strictly observe all laws and regulations regarding classified information.

**Q: One of our government contracts requires us to perform a test that seems to duplicate part of another test we must perform during a later stage of production. It is clearly a waste of time and money. Must we continue performing the extra test?**

A: Yes. Since the contract requires that we perform both tests, no change in testing requirements or quality controls should be made without first informing and obtaining the approval of the appropriate level of management, as well as the approval of a contracting officer. To knowingly deliver a product to the government that does not meet the contract specifications, without specific prior approval from the customer for any change in specification, could be considered fraud and a violation of law.

**Q: Is it permissible for an Arista employee or independent contractor to obtain information on the prices a competitor plans to bid or has bid on a government procurement?**

A: No. It is not permissible for Arista to obtain any information that another party considers proprietary or confidential regarding competitive procurement, including information about pricing. However, Arista may consider information about a competitor's prices that it obtained from publicly available sources.

## **Organizational Conflict of Interest (OCI)**

Arista employees must ensure that in performing government contracts there is no actual or potential organizational conflict of interest (OCI) that would provide Arista unequal access to non-public information or an unfair advantage in a competitive procurement, or impair the objectivity of Arista employees in providing assistance or advice to the government or in performing contract work for the government; or, to the extent there is any actual or potential OCI, that any such actual or potential OCI is addressed through an appropriate OCI mitigation plan.

**Q: An employee of a government customer has asked me to help him develop a specification to be included in a Request for Proposal. May I help him do this?**

A: No. You should not perform this type of work unless you have obtained Arista Legal Department and other appropriate internal approvals.

## **Post-Government Employment Restrictions**

Various laws impose requirements and restrictions on government employees and private companies related to discussions regarding post-government employment in the private sector. In addition, these laws restrict the former government employee's activities after he or she leaves the government and accepts employment with a private company. Before engaging in any

discussions related to possible employment or entering a business opportunity with a current or former government employee, you must obtain approval from Arista's Legal Department.

**Q: You are considering hiring a former U.S. government engineer to work at Arista. She is very qualified for the position. May you hire this engineer?**

A: It depends. United States law imposes several restrictions on Arista's ability to hire U.S. government employees. State and local laws may impose similar restrictions. Before speaking with any ex-government employee about employment opportunities at Arista, consult with the Arista Legal Department to ensure compliance with applicable laws.

### **Anti-Corruption**

No one shall corruptly give or offer, directly or indirectly, anything of value to a government official to obtain or maintain business or any other advantage for Arista. It is a violation of the U.S. Foreign Corrupt Practices Act (FCPA) and other similar international anti-corruption laws to engage in any form of bribery. Penalties for violating the FCPA and other anticorruption laws are severe and can include large fines and prison time.

Bona fide expenses may be paid, and gifts provided, only if done so without corrupt intent and pursuant to Arista's Anti-Corruption Policy, which provides specific guidelines to ensure that Arista complies with applicable anti-corruption laws, including the FCPA.

Address questions or requests for information about Arista's Anti-Corruption Policy, the FCPA, or other anti-corruption laws to the Arista Legal Department.

**Q: A government "consultant" offers to assist an Arista salesperson secure an important government deal in exchange for a success fee of 10% of the value of the government contract. Can the employee agree to this payment?**

A: No. Arista employees are prohibited from offering or giving money or anything of value to government officials directly or indirectly through third parties. This prohibition includes the use of success fees or utilizing unapproved or ad hoc consultants. You should consult the Arista Legal Department before you hire any third-party sales consultants to obtain, procure, or close government deals.

### **Gifts, Meals, and Entertainment**

Government employees and international organizations generally are governed by laws and regulations concerning their acceptance of entertainment, meals, gifts, gratuities, and other things of value from firms and persons with whom those departments and agencies do business or over whom they have regulatory authority. In dealing with employees of government agencies and departments, it is Arista's general policy that nothing of value will be given to such individuals. Limited exceptions that may apply are covered in the Anti-Corruption Policy. If you have any questions, contact the Arista Legal Department.

**Q: A high-level group of government officials is making a goodwill tour of Arista facilities. I wish to give them a memento of the visit with an Arista logo. Is this against Arista policy?**

A: It depends. Arista policy prohibits giving anything of value to government employees unless applicable law and Arista policy permit it. See the section "Business Courtesies You May Extend".

**Q: A high-level Arista employee meets with a high-ranking local government official to discuss Arista's plans to open a shared service center. In appreciation, the government official offers the employee a gift of substantial monetary value. Can the employee accept the gift?**

**A:** No. Arista employees generally may only accept unsolicited gifts or other business courtesies provided they are not of material value and are not given with the purpose of influencing one's judgment. It is never appropriate to solicit gifts or other courtesies directly or indirectly.

If an employee is offered a gift or other business courtesy of material value from an individual, firm, or representative of a firm who has or seeks a business relationship with Arista, the employee should politely return such material gifts with a note that explains Arista's policy.

#### Lobbying of Government Officials

Our interactions with the government are generally governed by lobbying laws and regulations. Lobbying is any activity that attempts to influence laws, regulations, policies, and rules, but in certain jurisdictions can also cover procurement and business development activity. These laws can apply to elected officials as well as appointed officials and career government employees. The company may have an obligation to register and/or report the company's lobbying activities under applicable law. These include activities by employees and outside consultants or advisors on government relations. Employees are responsible for knowing when their activities may be considered lobbying, and should consult the Arista Legal Department for guidance.

## Political Contributions

Arista's policy is to make no political contributions. Laws about political contributions vary greatly among jurisdictions and countries and are, in many cases, subject to interpretation and circumstance.

Some campaign laws interpret use of corporate resources (e.g., equipment, email, stationery, or employees) as corporate donations. You should therefore obtain approval from the Arista Legal Department before using any company resources for political campaigns or fundraising.

## Personal Political Activity

Arista encourages employees to participate personally in civic affairs and the political process. However, all Arista employees must:

- Make all personal political contributions with their own money;
- Conduct any personal political activities on their own personal time;
- Conduct all personal political activities in accordance with applicable laws; and
- Comply with Arista policies.

The following are guidelines regarding personal political activity:

- Your personal contributions to a candidate for elective office or a political party must not be – or appear to be – made with, reimbursed from, or facilitated by the company's funds or assets.
- You will not be paid by Arista for any time spent running for public office, serving as an elected official, campaigning for a political

candidate, or attending political fundraisers unless required by law.

- You may not use or permit any campaign, candidate, or political party to use any company facility or property, including any company trademark, without written approval from Arista Legal Department.
- Any overt, visible, and partisan political activity that could cause someone to believe that your actions reflect the views or position of Arista requires the prior approval of Arista's Legal Department.

### **Influencing Others**

You may not use your position to coerce nor pressure other employees to make political contributions or support candidates or political causes. In certain instances, Arista may encourage employees to support or oppose legislative issues that affect the company's business. In no instance, however, may you use your position of authority to make another employee feel compelled or pressured to:

- Work for or on behalf of any legislation, candidate, political party, or committee;
- Make contributions for any political purpose; or
- Cast a vote one way or another.

**Q: My manager asked me to make a contribution to his son's campaign for city council. Is that appropriate?**

**A:** No. Even if your manager is not pressuring you, the request is inappropriate. If you are not comfortable speaking to your manager about this, speak with his or her manager, Human Resources, or Arista Legal.

### **Public Service**

Arista encourages employees to be active in the civic life of their communities. However, such service may, at times, place you in a situation that poses a conflict of interest with Arista. As a board or committee member, you may, for example, be confronted with a decision that involves Arista. It might be a decision to purchase Arista equipment or services, or it might be a decision by a board of tax assessors or a zoning board that affects Arista property. In such circumstances, your interest in Arista and your obligation to the civic organization might pull you in opposite directions and create a conflict of interest or the appearance of a conflict. Accordingly, you must withdraw from any community or civic activity that involves any decision related to Arista. If you have any questions whether your community or civic activity may create a conflict of interest with Arista or even the appearance of a conflict, you should contact HR regarding your participation.

### **Intellectual Property**

Besides its people, Arista's most important assets are its intellectual property rights, including its copyrights, patents, trademarks and trade secrets. We are each responsible for protecting Arista's intellectual property rights by complying with Arista's policies and procedures for their protection. Maintaining the confidentiality of Arista's trade secrets and proprietary information is an important element of such protection.

We also respect the intellectual property of others. Arista will provide all software necessary for employees to perform their functions under appropriate licensing agreements with vendors. It is against Arista policy to use, copy, display, or distribute third party copyrighted software, documentation, or other materials without

permission. You are not permitted to use software or documentation except to the extent that applicable license agreements allow.

Consult the Arista Legal Department for relevant policies and guidelines, including:

- Information Protection Policy
- Employee Proprietary Information Agreement
- Copyright Compliance Policy

**Q: I am working with an outside consultant on an Arista project, and he needs access to the Arista network to complete his work. May I share my user ID and password with him?**

A: No. Arista employees may not allow third parties to access Arista computer systems without appropriate authorization. Moreover, you should safeguard your passwords to Arista systems, change them regularly, and not disclose them to any other person. Follow Arista's Network Access Policy to obtain authorization for this consultant, and be sure that you have completed all necessary paperwork and obtained all necessary approvals for retention of an outside consultant.

**Q: I often work from home or at a customer site, and I need access to my Arista email. May I auto-forward my Arista email to my personal email account with a third-party ISP so that I may access my email at home?**

A: No. You may not auto-forward your Arista email to a personal email account outside the Arista domain without approval from Arista Information Security. Auto-forwarding your email would allow Arista confidential information to pass outside the Arista network and be accessible by third parties.

## Business Conduct

### Financial and Other Records

Accurate and reliable financial and business records are of critical importance in meeting Arista's financial, legal, and business obligations. Arista's financial books, records, and statements shall properly document all assets and liabilities and accurately reflect all transactions of the company. No false entries shall be made on Arista's books or records for any reason. Below are some helpful guidelines regarding financial record keeping:

- Billing of time or expenses by consultants, entry of orders by sales administrators, and submission of travel and expense reports shall be made timely and accurately and in compliance with Arista policy, professional standards, regulations, and laws.
- No documents shall be inappropriately altered nor shall they be signed by those lacking proper authority.
- Arista funds or assets shall not be used for any unethical, inappropriate, or illegal purpose. The handling and disbursement of funds related to an Arista transaction must be pursuant to an authorized Arista written contract with clearly defined procedures.
- No undisclosed nor unrecorded fund nor asset related to any Arista transaction shall be established or maintained for any purpose.
- No payment on behalf of Arista shall be made or approved with the understanding that it will or might be

used for something other than the stated purpose.

**Q: Your customer signed and returned an order form but inadvertently forgot to sign one of the attachments. Now he has left town for vacation. May you sign on behalf of the customer and process the order?**

A: No. Altering documents or signing them on behalf of a third party without proper authority is against Arista's policies. Return the order form and attachment to the customer for signature.

## **Records Retention**

Arista's Records Retention Policy ("Retention Policy") sets forth the guidelines governing the retention and disposal of Arista business records.

The Retention Policy requires that you maintain records in accordance with the Corporate Records Retention Schedule ("Retention Schedule"). The Retention Schedule identifies the company records that we must retain and the retention period for each record type. You are responsible for reading and abiding by the Retention Policy and Retention Schedule. You can access the Retention Policy and Retention Schedule through the Arista Legal Department Web site.

The Retention Policy and the Retention Schedule cover both electronic and hard copy materials. They apply to ALL record types regardless of the medium in which they exist, including:

- Paper;
- Email;
- Video;
- Hard drive; and
- Compact disc or other electronic storage device.

You should give special care to ensure that records containing confidential information are retained and disposed of in accordance with both the Retention Policy and the Information Protection Policy.

**Q: During the course of your job, you come across some invoices that are two months old. All were marked paid and the files are taking up valuable space. Can you shred them to make room for more recent information?**

A: No. Records such as invoices represent expenses, have to be reported, reviewed, and audited consistent with the Arista's policies and reporting requirements. Please see the Retention Schedule for guidance on how long to keep the invoices.

**Q: The accounting department receives a letter from a customer's attorney, demanding that Arista fulfill certain oral promises that Arista allegedly made. Your manager asks you to review your email to determine whether you have any email messages that would support such a promise. You identify one email that could be construed as constituting a promise but you believe, in good faith, that no such promise was ever made to the customer. Should you delete the email?**

A: No. Arista's Records Retention Policy requires employees to preserve all records that may be relevant to a matter in which Arista reasonably anticipates litigation. You should immediately contact the Arista Legal Department to help determine whether there is a reasonable anticipation of litigation.

If you have questions about the Retention Policy or the Retention Schedule, contact Arista's Legal department.

## **Business Courtesies You May Extend**

Furnishing meals, refreshments, entertainment, and event access in conjunction with business discussions with non-government employees is a commonly accepted practice. You may do so when it is appropriate to the circumstances. Such practices, however, must not violate the standards of conduct of the recipient's organization, any contractual agreement with a customer, or Arista's Travel and Expense Policy. You are responsible for familiarizing yourself with any such standards, agreements, and policies and for complying with them.

Arista prohibits giving anything of value (including charitable donations or sponsorship of events) directly or indirectly to any private individual, firm, or entity as a means of improperly inducing business. Employees who make, facilitate, and/or approve expenditures for meals, refreshments, or entertainment must use discretion and care to ensure that such expenditures are in the ordinary and proper course of business and could not reasonably be construed as improper inducement.

Arista's standards and applicable laws for dealing with government employees and officials are more stringent than standards for commercial company employees. In the US, it is against the law to give anything of value to government employees and officials, including payment for meals. Nothing of value should ever be promised, offered or provided to a government employee, either directly or indirectly, in an attempt to influence the government employee in any way. In addition, you need to obtain approval before inviting any government guest when Arista is to pay for any portion of the government's guest or

hotel accommodation. This is further covered in the Anti-Corruption Policy. You are responsible for being familiar with the rules and regulations of the government agencies and departments with which you interact. Contact the Arista Legal Department if you have any questions about your activities and interactions with the government.

**Q: A commercial customer with whom I do business occasionally visits our facility. May I buy lunch?**

A: Yes, you may buy lunch, as long as the expenditures are reasonable considering the business relationship involved and this does not violate any of the customer's regulations or any contractual obligations between the customer and Arista. Remember, the rule is not the same for government employees or officials, even if they are existing customers. Our general policy is that nothing of value can be given to government employees or officials including payment for meals.

## **Business Courtesies You May Receive**

Arista employees generally may accept unsolicited gifts or other business courtesies from actual or potential customers, suppliers, or other business partners provided they are not of material value and are not given with the purpose of influencing one's judgment. It is never appropriate to solicit gifts or other courtesies directly or indirectly. If you are offered a gift or other business courtesy from an individual or representative of a firm who has or seeks a business relationship with Arista, you must demonstrate that the gift could not be construed as an attempt by the offering party to secure favorable treatment.

## Gifts

Arista gift limits the maximum value of gifts to \$250 per source per year to Arista employees and their family members. The following type of gifts are inappropriate and are not permissible under any circumstance:

- Cash or cash equivalents.
- Anything that is illegal, unsavory, offensive, or would embarrass Arista or the person or firm making the gift.
- Anything that is done as part of an agreement to do something in return (quid pro quo).
- Neither you nor any member of your family may accept any loan, guarantee of loan, or payment from a firm or an individual doing or seeking business with Arista. Exceptions to this include only loans from recognized banks and financial institutions that are generally available at market rates and terms.
- You may not accept finder's fees, referral fees, or other incentive payments from third parties to whom Arista may refer business, including Arista partners and leasing companies.

**Q: May I accept travel expenses to attend or speak to a user group or professional meeting?**

A: It depends. Arista policy requires that all suppliers be treated fairly and impartially. Therefore, you should accept nothing from a supplier that could give even the appearance of favoritism. However, you can more readily accept reimbursement for expenses from associations and professional groups because such organizations are generally not comprised of vendors who might be using a speaking

invitation as a device to secure favorable treatment.

**Q: A consulting client has asked if it can pay cash bonuses directly to our employees. Is this allowed?**

A: Generally, bonuses from a client to Arista employees or consultants are not allowed under Arista policy.

**Q: If a representative of a supplier, vendor, or customer presents me with a pencil set with the supplier's logo as a token of appreciation, may I accept it?**

A: Yes. As long as the item is not of a material value and is available to others under similar circumstances, you may keep it for your personal use. If the item does not meet these criteria and if you have not received the requisite approval, politely return it to the donor.

**Q: It is the holiday season and I have just received from a vendor, at home, a gift certificate worth the equivalent of U.S. \$500 for a local department store. May I keep the gift certificate?**

A: No. You may receive only gifts that are not of material value. Cash or equivalent gifts are not acceptable under Arista's Gift policy. You should return the gift certificate immediately, explaining that Arista policy does not allow you to accept such a gift.

**Q: I have been offered a discount on a product sold by one of Arista's suppliers. May I take advantage of the discount?**

A: It depends. You may accept the discount only if the program is generally available to all Arista employees. Accepting discounts not generally available to Arista employees may create the appearance of favoritism to influence decision making. Entertainment

You may accept occasional meals or other entertainment appropriate to the

circumstances in connection with normal business discussions. Again, it is inappropriate to accept such favors if they are offered solely to influence your business decision. If an individual or firm doing or seeking business with Arista offers you entertainment that is more than modest or routine, you must obtain the written approval of your supervisor before accepting. Every employee is personally responsible for ensuring that acceptance of any business courtesies, gifts or entertainment is proper and does not reasonably appear to be an attempt by the offering party to secure favorable treatment.

**Q: May I accept a business meal from a representative of a supplier or vendor?**

A: In most circumstances, Arista employees may accept modest and infrequent business meals. On other occasions, it may be more appropriate for Arista or the employee to pay for the meal. Whenever a vendor pays for a meal, always consider the specific circumstances and whether your impartiality could be compromised or even appear to be compromised.

**Q: I am responsible for organizing Arista customer meetings, including the selection of hotel reservations. May I ask the hotel manager for a complimentary room for my personal use, since we are giving so much Arista business to the hotel?**

A: No. Your request would violate Arista policy. Your solicitation of a complimentary room would be using your position to obtain preferential treatment and could also affect your impartiality in making the hotel reservations.

## **Outside Communications and Press**

Our policy in communicating with the outside is to never disclose any confidential

information without proper authorization. This includes our financial results, business prospects, new product plans or launches, or any other non-public information.

It is also a bad idea to post your personal opinions or information about Arista on the Internet, even if not confidential, unless you are specifically authorized to do so as part of your job. Before making any external communication or disclosure, you should consult our External Communications Policy. Never speak to the press unless you are authorized to.

**Q: You receive a call from an investment analyst who heard that Arista is having a bad quarter. Having just sat through a forecasting call, you know that the opposite is true – Arista is about to have an amazing quarter. May you set this investment analyst straight?**

A: No. You should not speak with this analyst. Only spokespersons authorized by Arista Investor Relations, at the direction of Executive Management, are allowed to speak with the financial community about Arista or its financial prospects.

**Q: You receive a call from a reporter who wants more information about a new Arista product announcement. You are very familiar with the product. May you speak with this reporter?**

A: Not without first obtaining permission from Arista Public Relations. Arista Public Relations must approve in advance all communications with the public.

## **Social Media**

As a company, we encourage communication among our employees, customers, partners, and others.

It is particularly important to remember the following:

- The Arista Code of Ethics and Business Conduct and Arista's corporate and legal policies apply to your online conduct (blogging or other online discussions) just as much as they apply to your offline behavior;
- Do not disclose any confidential information of Arista including any discussion of future product offerings;
- Respect other's intellectual property rights, including copyrights;
- Make it clear that your opinions are your own and do not necessarily reflect the views of Arista;
- Refrain from making objectionable or inflammatory statements or posts.

## Conflicts of Interest

The term conflict of interest describes any circumstance that could cast doubt on an employee's ability to act with total objectivity with regard to Arista's interests. Arista wants its employees' loyalty to come easily, free from any conflicting interests.

All employees have a duty to avoid financial, business, or other relationships that might be opposed to the interests of Arista or might cause a conflict with the performance of their duties. Employees should avoid even the appearance of conflict between their personal interests and those of Arista.

Conflict of interest situations may arise in many ways. Examples of improper actions by Arista employees include, but are not limited to, the following:

- Performing any work for a competitor, regardless of the nature

of the work, while employed by Arista;

- Acting independently as a consultant to an Arista competitor, customer, or supplier;
- Engaging in any activity or employment that interferes with or detracts from an employee's work at Arista, or requires an employee to disclose Arista proprietary information;
- Serving on a board of directors or as a technical advisor to an actual or potential competitor, customer, partner, or supplier of Arista;
- Placing business with any company in which an employee, or any member of the employee's family, has a substantial ownership interest or management responsibility;
- Having a personal relationship with a customer, supplier, competitor, business partner, or if that relationship impairs your objective business judgment, or
- Ownership of, or substantial interest in, a company that is a competitor with or a supplier of Arista by an employee, or any member of the employee's family.

Sometimes, a conflict of interests will develop gradually or unexpectedly, and the appearance of a conflict of interest can also easily arise. If you feel that you have a conflict, actual or potential, report all pertinent details in writing to Arista's legal department. The presence of a conflict does not necessarily mean that the proposed activity will be prohibited. Your responsibility is to fully disclose all aspects of the conflict and remove yourself entirely from the decision making process.

With respect specifically to any request by an employee to serve as a director or technical advisor to another company, again you must be very sensitive to an actual or potential conflict of interest. Generally, no conflict is presented if your service as a director or advisor would:

- (1) require at most a very minimal commitment of time during your Arista work hours and would not otherwise detract from your job responsibilities at Arista,
- (2) not cause you to disclose Arista proprietary information and
- (3) not be for an actual or potential Arista competitor, customer, supplier, or other business partner.

Regardless of whether you perceive a conflict, before serving as a director or technical advisor to any company, or engaging in any activity that may involve a conflict, you must first obtain the written approval of Arista's Legal Department.

**Q: I am an Arista employee and have been asked to take a seat on the board of directors of a start-up company. May I accept?**

A: Not without approval. If you wish to serve on a board of directors, you must receive the written approval of Arista's Legal Department. The company for which you serve should not be in a competitive position with Arista and should not be a customer, partner, or supplier of Arista, and the time required to serve on the board should not be substantial. You may receive compensation when serving in an approved position.

**Q: May a software developer, on his or her own time and without using any Arista equipment or proprietary information, utilize engineering knowledge and skills to design, develop, and market for profit a product or**

**service that does not compete with Arista products or services?**

A: As long as the product or service does not relate in any way to Arista's business, and is not a product or service that Arista would likely offer in the future, the software developer may undertake such an endeavor.

**Q: An Arista employee whose husband owns a graphic design firm needs to retain a graphic artist to assist in the creation of Arista marketing collateral. May she select her husband's firm if the cost is comparable to alternative graphic design firms?**

A: Not without approval. This situation presents a direct conflict of interest and the employee should not proceed without approval. The employee must fully disclose the situation to and obtain the approval of her manager. The employee must remove herself entirely from the selection and decision-making process.

## Corporate Opportunities

Arista employees owe a duty to Arista to advance its legitimate interests when the opportunity to do so in a legal and ethical manner arises. Arista employees are prohibited from:

- Personally taking for themselves, or their family members, opportunities that are discovered through the use of corporate property, information or position;
- Using corporate property, information or position for personal gain or for the gain of their family members;
- Competing with the Company in any way.

## Protecting Confidential Information

You are required to protect confidential information to which you have access in connection with your Arista employment. All Arista employees are required to use Arista confidential information for business purposes only and must always keep such information in strict confidence.

All information related to Arista's business that is not intended for public disclosure should be considered confidential. Confidential information includes:

- Software and hardware developments;
- Marketing and sales plans;
- Competitive analysis;
- Product development plans;
- Product costs and pricing;
- Potential contracts, mergers, or acquisitions;
- Business and financial plans or forecasts; and
- Employee information.

Any system that is used to record Arista financial, sales, marketing, engineering, or other Arista's confidential business data must be under Arista's control.

In addition, information concerning Arista's customers, partners, prospective customers, and vendors that was provided to Arista under nondisclosure agreements is considered confidential information.

Protection of Arista software, firmware and other codes is particularly essential to our business. Arista software is always treated as confidential. Any disclosure of source

code outside of Arista must be approved in advance.

Arista also expects employees to abide by all security policies. Do not access or attempt to access systems or physical areas without appropriate authorization. Similarly, you may not allow third parties to access Arista systems or physical areas without obtaining appropriate authorization. Report any unauthorized access of Arista's networks or systems to the Arista Legal Department.

Your obligation to protect Arista confidential information and personal information continues after the end of your employment with Arista. Moreover, just as we expect employees to abide by their obligations not to disclose this information after they leave, we expect employees to abide by their obligations to protect the confidential information of their former employers. No confidential information obtained during or as a result of your work with former employers should be brought on Arista premises or used in any form in your work at Arista.

Arista's privacy policies govern the collection, use, transfer, and security of employee data, customer and prospect data, and other data Arista may access in connection with services. You are required to abide by these policies when collecting or processing the relevant personal information.

In circumstances where it is necessary to share Arista confidential information with customers, prospects, suppliers or other third parties, Arista employees needs to take all steps necessary to protect Arista confidential information, including the following:

- You must first enter into a non-disclosure agreement with the

third party that protects the confidential information to be exchanged. This agreement must be either the standard Arista form, or a form that has been approved by the Arista Legal Department;

- You must only disclose confidential information that is necessary for the third party to evaluate our products or otherwise engage in a business relationship;
- Where confidential information is provided in writing, it must be conspicuously marked as being “Arista Confidential” or “Arista Proprietary.”
- Where confidential information is provided verbally, it should be clearly stated as being “Arista confidential” or “Arista proprietary” information. In certain cases, the confidentiality agreement may require that the information be followed with a written memorandum describing such confidential information. You should be careful to understand and fully comply with the terms of the confidential information.
- You must not disclose any particularly sensitive confidential information regarding Arista’s intellectual property. Any disclosure of source code outside of Arista must be approved in advance by the Arista Legal Department.

Each employee is required to sign an At Will Employment, Confidential Information, Invention Assignment, and Arbitration Agreement that addresses the use and disclosure of confidential information of the company.

Notwithstanding the foregoing, note that nothing in this Code prohibits you from engaging in any “Protected Activity.” “Protected Activity” means filing a charge, complaint, or report, or otherwise communicating with or participating in any investigation or proceeding that may be conducted by state, federal, local, or other governmental agency, including the Securities and Exchange Commission, the Occupational Safety and Health Administration, the Equal Employment Opportunity Commission, and the National Labor Relations Board (“Government Agencies”). In connection with such Protected Activity, you are permitted to disclose documents or other information as permitted by law, and without giving notice to, or receiving authorization from, the Company. In making any such disclosures or communications, you must take all reasonable precautions to prevent any unauthorized use or disclosure of any information that may constitute the Company’s nonpublic or confidential information to any parties other than the relevant Government Agencies. “Protected Activity” does not include the disclosure of any Company attorney-client privileged communications. Any language in any other agreements that you have entered into with the Company regarding your right to engage in Protected Activity that conflicts with, or is contrary to, this paragraph is superseded by the language in this paragraph.

## **Gathering Information About Our Competitors or Other Third Parties**

You may not seek to obtain proprietary information about Arista competitors, and you may not seek to obtain any information about Arista competitors or other third

parties illegally or in a way that involves a breach of integrity or breach of any confidentiality or employment agreement. You must never misrepresent your identity when attempting to collect competitive information. In the event that you inadvertently obtain a third party's confidential or proprietary information without authorization, you must immediately contact Arista Legal. Unless Arista Legal instructs otherwise, you must promptly destroy all copies of such information in your possession.

We may make appropriate observations about competitors' products and activities when basing them on publicly available information, such as public presentations and marketing documents, journal and magazine articles, advertisements, and other published information.

**Q: I just received a copy of proprietary competitive information in the mail from an unknown source. Can I use it?**

A: No. Instead, immediately contact Arista Legal. Proper intelligence gathering is a legitimate marketing strategy, but Arista will never approve use of apparent proprietary information that it receives from unknown sources.

**Q: A competitor is holding a conference for its customers to announce future product plans. May I register for the conference under a false name to gain entrance to the conference?**

A: No. You may not misrepresent your identity when attempting to gather any information. Arista may face liability for theft of trade secrets or corporate espionage or be restricted from pursuing its own business plans to the extent those plans may have been tainted by unauthorized access to a competitor's trade secrets. Legitimate fact

gathering through public sources is permissible.

## Use and Protection of Arista Resources

We use a number of company resources to perform our jobs. These include Arista facilities, computers, telephones, and email. It is critical that each of us fully understands the requirements for appropriate use and protection of these resources.

You are required to comply with the Arista Acceptable Use Policy for Company Resources regarding:

- Personal use of Arista resources and appropriate conduct;
- Use of instant messaging, email, voicemail, mobile phones, removable media, P2P networks, encryption, and wireless LANs;
- Securing connections to the Arista network;
- Use of passwords and prevention of viruses;
- Protection of confidential information;
- Issuance of public statements;
- Marketing activities;
- Third-party use of Arista systems; and
- Monitoring use of company resources and facilities.

Theft, carelessness and waste have a direct impact on Arista's profitability. Employees should protect Arista's assets and ensure their efficient use. All Arista resources should be used for legitimate business purposes.

Arista may employ security procedures at its facilities to monitor and maintain security, including

the use of closed circuit television. Also, Arista's computers, systems, and resources may be monitored to the extent permitted by applicable law.

In addition, Arista requires its employees to comply with Arista's information and physical security policies at all times. Arista property may not be sold, loaned, given away, or disposed without proper authorization.

Upon leaving employment with Arista, all Arista property – including keys, security badges, computer equipment, software, handbooks, and internal documents – must be returned to Arista.

**Q: Can I send a personal email from my Arista email account or call a family member from my office phone?**

A: Yes, provided that these activities are reasonably limited, there is no incremental cost to Arista, and your work is not disrupted.

**Q: Can I use Arista equipment for a side business at home if my manager and I have determined that such activity is not a conflict of interests?**

A: No. Even if there is no conflict of interest, you have an obligation to use Arista assets and resources only for Arista business.

**Q: Arista has purchased numerous software programs to assist employees in performing their work. I have been asked to copy one of these computer programs for use by other Arista employees because the software program is needed immediately and they cannot wait for their copies to be purchased. May I do this?**

A: It depends. If the programs are copyrighted or otherwise protected and Arista has not negotiated a company-wide license, the copying of such programs would not only be in violation of Arista policy but could subject Arista to a civil lawsuit. You should never make copies of software unless you are certain that you have a legal right to do so.

## **Arista and Its Employees**

Arista places great value in its employees and the environment in which we work. We encourage you to express ideas for improving the workplace and any concerns you may have about the workplace or specific job-related problems. We will not retaliate nor tolerate retaliation against any employee who raises an issue, complaint, or concern in good faith. We deal fairly and equitably with each employee.

### **Diversity**

Arista affirms the principle of equal employment opportunity without regard to any protected characteristic, including but not limited to:

- Race;
- Religion;
- National origin;
- Color;
- Gender;
- Age;
- Disability;
- Pregnancy;
- Marital status;
- National origin/ancestry;
- Military status; or
- Sexual orientation.

We practice and promote such policies in all locations as appropriate under the law. We affirm this principle of freedom from discrimination in all aspects of the employment relationship, from recruitment and hiring, through performance evaluations, compensation, and promotions, to the end of your employment relationship with Arista.

## Harassment

Arista's policy is to provide a work environment free from harassment. Although "harassment" most frequently refers to sexual harassment, workplace harassment may also include harassment based upon a person's race, religion, national origin, gender, sexual orientation, gender identity, age, disability, or other protected characteristic. Arista prohibits harassment in any form, whether physical, verbal, or non-verbal.

Report instances of harassment to your manager or to your Human Resources Representative. Your report will be kept confidential to the greatest extent possible, and no complainant nor witness will suffer retaliation because of a report made in good faith.

**Q: Most of your work is physically performed around a specific person who appears to be interested in you romantically. He/she often makes flirtatious remarks that make you a little uncomfortable and this individual tends to get a little too personally close to you. Up until now you've been able to ignore his/her behavior, but lately, he/she has taken to calling you at home late into the night. Then one day, he/she asks you for a date. Should you report his/her behavior?**

**A: Yes, you should report this behavior. Part of your supervisor's job is to listen to complaints regarding the actions of people**

under him/her and to act on the information available. In cases such as harassment, that includes reporting the matter to Human Resources to initiate a review and, if necessary, an investigation.

**Q: Is it acceptable to become romantically involved with another employee?**

**A: Romantic relationships between employees can create actual or apparent conflicts of interest, and it is not appropriate for them to affect the workplace. It is your responsibility to ensure that your personal life does not interfere with your conduct in any way, including your objective business judgment and compliance with applicable corporate policies. In addition, we have a strict policy against romantic relationships between managers or supervisors and employees in their organization due to the inherent potential for conflict this situation creates. Any such relationship must be disclosed promptly to Human Resources and may require changes to reporting relationships or even termination of either of both individuals involved. Consult Arista's Employee Handbook for additional guidance on this issue.**

**Q: You reported what you feel is harassment to your supervisor, but he doesn't appear to take your concern seriously. Do you have other options?**

**A: Yes. You can take the matter directly to Human Resources.**

**Q: I received an email that I was not supposed to get and it included a very offensive jokes. What do I do?**

**A: Offensive jokes sent through company email, regardless of the intend recipient, have no place at Arista. You may respond directly to the co-worker, notifying him or her that you found the email offensive and**

asking him or her to refrain from sending out such email in the future.

## **Health and Safety**

We are committed to protecting the health and safety of our employees, visitors, and the public. Our policy is to maintain our facilities and run our business operations in a manner that does not jeopardize the occupational health and safety of employees. Compliance with health and safety laws and Arista policy is expected of all employees. Threats or acts of violence against Arista employees, temporary employees, independent contractors, customers, clients, partners, suppliers, or other persons and/or property will not be tolerated. Immediately report potential threats or acts of violence. In case of emergency, contact local law enforcement.

## **Enforcement**

The strength of Arista is its people. We trust that each of you will recognize that we must adhere to the standards of this Code and uphold Arista's business values if we are to continue as leaders in our industry.

Though we are confident that we can count on every member of the Arista team to do his or her part, we would be remiss if we did not state categorically that deviations from our policies or business conduct standards will not be tolerated.

## **Reporting Violations**

If you learn about or suspect a violation of this Code, you should promptly report it to your manager, Human Resources or the Arista Legal Department.

Anyone who believes in good faith that banking, accounting, finance, internal accounting controls, audit practice, bribery or anti-corruption or antitrust/competition violations or practices have occurred or are occurring may also make a report in

accordance with Arista's Policy Regarding Reporting of Accounting, Audit and Other Matters. In all circumstances, employees are encouraged to share his or her identity when reporting, as that will help Arista conduct the most thorough investigation possible, because it is more difficult to thoroughly investigate anonymous reports. However, if the individual is uncomfortable doing so, he or she may report anonymously and, if the situation warrants or requires it, the reporting person's identity will be kept anonymous to the extent legally permitted and practical.

In addition, employees may make a report via a third party hosted confidential website at [www.arista.ethicspoint.com](http://www.arista.ethicspoint.com) or by calling Arista's ethics/violation hotline (telephone numbers available at [www.arista.ethicspoint.com](http://www.arista.ethicspoint.com)).

## **The Investigation Process**

Investigations of allegations of misconduct will be conducted in an ethical manner and in compliance with applicable law and Arista's policies. Only Arista's legal counsel may commence an investigation relating to a Code of Conduct violation.

Arista may employ a variety of methods to conduct investigations. To the extent permitted by applicable law, investigation methods may include interviews with the parties and witnesses, review of relevant financial and other records, criminal and background checks, monitoring and/or analysis of computers, systems, offices, and other resources.

You have a duty to fully cooperate with investigations and to promptly, completely, and truthfully comply with all requests for information, interviews, or documents during the course of an investigation. Arista treats all reports of alleged misconduct as confidential, and only those persons with a

need to know are informed of and involved in an investigation.

### **Disciplinary Action**

Factors considered in determining appropriate action may include whether any laws were violated; whether the Arista Code of Ethics and Business Conduct or any other company policies were violated; Arista's response to similar situations; whether the law in the relevant jurisdiction requires a particular action; the employee's tenure, performance, and disciplinary history. The Company will review relevant factors of each case in determining appropriate disciplinary action.

At the end of an investigation, appropriate disciplinary action will be taken, or no disciplinary action may be necessary, based on the findings. In addition, Arista may report civil or criminal violations to the relevant authorities.

Arista will take disciplinary action against any individual violating these standards. Specifically, it will take disciplinary action against any employee or manager who is found to have:

- Authorized, condoned, participated in, or concealed actions that are in violation of the law, Arista policies or business conduct standards; or
- Disregarded or approved a violation;
- Through lack of diligence in supervision, failed to prevent or report violations; or
- Retaliated, directly or indirectly, or encouraged others to retaliate, against an employee who reported a potential violation of Arista policies or business conduct standards.

Unsubstantiated allegations will have no effect on an employee accused of

wrongdoing, and retaliation will not be tolerated against any employee who reports a concern in good faith or cooperates with a compliance investigation.