



## Guidelines Regarding Director Conflicts of Interest

Pursuant to the Corporate Governance Guidelines of Apple Inc. (the "Corporation"), the Board of Directors of the Corporation expects each director to act ethically at all times and to adhere to the Corporation's Business Conduct Policy.

Directors should take all reasonable steps to avoid conflicts of interest with the Corporation. However, from time to time, a director of the Corporation may have an actual or potential conflict of interest with the Corporation. Pursuant to the Corporation's Business Conduct Policy, a conflict of interest is any activity that is inconsistent with or opposed to the Corporation's best interests, or that gives the appearance of impropriety or divided loyalty. A conflict of interest may include, without limitation, a contract or other transaction, or pending or threatened litigation, between the Corporation and the director or between the Corporation and any corporation, firm or association with which the director has a material financial interest, or the actual or potential use of confidential information of the Corporation by the director or any corporation, firm or association with which the director has a material financial interest in a manner that could be adverse to the best interests of the Corporation.

The Corporation's General Counsel will survey each director annually to determine if the director has any actual or potential conflicts of interest with the Corporation. In addition, any director with an actual or potential conflict of interest with the Corporation at any time during the year shall notify the Corporation's General Counsel promptly in writing of the material facts of the actual or potential conflict of interest. The Corporation's General Counsel shall notify the Chair of the Nominating and Corporate Governance Committee (the "Committee") of any actual or potential conflict of interest involving a director.

The Chair of the Committee, with such assistance from the Corporation's General Counsel, and, at the Corporation's expense, any outside advisers as the Chair deems necessary or appropriate, shall gather the material facts of the actual or potential conflict of interest and shall review such material facts with the other members of the Committee in a meeting of the Committee. In the meeting, the Committee then shall make a determination whether an actual or potential conflict of interest with the Corporation exists. If the Committee determines that no actual or potential conflict of interest exists, the Committee shall not take any further action except to record its determination in minutes of the meeting as provided below or as otherwise required by the Corporation's Related Party Transactions Policy. If the Committee determines that an actual or potential conflict of interest exists, the Committee shall determine an appropriate remedy, which may include, without limitation, not providing the director any information regarding the subject matter of the actual or potential conflict of interest, asking the director to recuse himself or herself from any review or vote in a meeting of the Board of Directors or any committee on the subject matter of the actual or potential conflict of interest, or asking the director to resign from the Board of Directors. The Committee shall take minutes of the meeting and include such minutes in its minute book kept by the Corporation's General Counsel. The Chair of the Committee shall report on the matter to the Board of Directors at its next regularly scheduled meeting, or sooner if appropriate.

The director with the actual or potential conflict of interest shall not participate in the Committee's consideration of the conflict of interest. In the event the Chair of the Committee has the actual or potential conflict of interest, the remaining members of the Committee shall designate a member of the Committee to lead the Committee's consideration of the conflict of interest and report to the Board of Directors.

In the event the actual or potential conflict of interest involves a contract or other transaction between the Corporation and a director or between the Corporation and any corporation, firm or association in which the director has a material financial interest, the contract or transaction also may be approved by the shareholders or full Board of Directors in accordance with Section 310 of the California Corporations Code. Additionally, in the event that an actual or potential conflict of interest may constitute an "Interested Transaction" (as such term is defined in the Corporation's Related Party Transactions Policy), the General Counsel shall notify the Chair of the Audit and Finance Committee of such actual or potential conflict of interest.

The Committee also shall consider whether disclosure of the actual or potential conflict of interest is necessary or appropriate under applicable law and listing standards.