



# Code of Business Conduct and Ethics

## Introduction

Avid's success is dependent upon the teamwork of our employees, directors and officers. Essential to fostering teamwork is a positive workplace environment in which every member of our team conducts business with honesty, integrity and fairness. To further this objective, we have established this Code of Business Conduct and Ethics, which provides an overview of our core business values and a general framework for measuring our business conduct. We expect every member of our team to comply with this Code, as well as other Avid policies, and all applicable laws, rules and regulations. As a member of our team, it is also your responsibility to report any possible violations of this Code. Doing so is not an act of disloyalty, but rather is evidence of your commitment to protecting and preserving Avid's culture of ethical business and trust. Please carefully review this Code and Avid's policies (several of which are referenced in the Code and all of which can be found on the intranet Legal Portal), and should you have any questions, you are urged to contact Avid's General Counsel or send an email to [Legal.GO@avid.com](mailto:Legal.GO@avid.com). Please remember that Avid will hold you accountable for complying with this Code and considers any violation of this Code a serious offense.

As a final note, please recognize that although this Code covers many discrete topics, it is not intended to address every possible situation where ethical issues may arise. Always consider whether an action that you are about to take has even the appearance of impropriety. The guiding principles you should always follow when you conduct business on Avid's behalf are common sense and good judgment.

Louis Hernandez, Jr.  
*President and Chief Executive Officer*

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## **I. Disciplinary Action for Violating this Code**

We expect everyone at Avid to abide by this Code of Business Conduct and Ethics. If it is determined that you have violated the Code, an Avid policy or any law, rule or regulation, Avid will take appropriate disciplinary action against you, which may include a reprimand, warning, probation or suspension without pay, termination or restitution. Certain violations may also require us to notify the appropriate governmental authority for investigation or prosecution. In addition, any supervisor who has knowledge of a suspected or actual violation and fails to report it to Avid's General Counsel will be subject to disciplinary action, including possible termination.

## **II. Accurate Internal Records and Public Reports**

Our reputation is dependent upon the integrity of our business practices, including our internal record keeping and external reporting systems. Therefore, it is critical that you make every effort to accurately and completely record all transactions, assets and liabilities in accordance with Avid's policies and procedures, and applicable legal and accounting requirements. Avid will hold you responsible for the accuracy and completeness of any records or reports that you create or maintain. This effort requires your cooperation even if you are not responsible for preparing or reviewing a particular record or report. Should you become aware of any questionable record keeping or reporting practice, you have a duty to report it. Some examples of prohibited conduct are:

1. failing to record a required entry in a timely manner or falsifying an entry;
2. failing to provide the proper supporting documentation for purchases or commitments;
3. failing to record funds or assets; and
4. interfering with an audit or investigation by destroying or tampering with documents.

As you may know, we are under a legal obligation, as well as an obligation to our stockholders and the investment community at large, to provide full, fair, accurate, timely and understandable disclosure in reports and documents we file with, or submit to, the U.S. Securities and Exchange Commission and other regulatory agencies, and in other public communications. If Avid fails in this effort, not only will our business suffer, but we could also face possible civil and criminal penalties that could extend to you. If you have any questions regarding a particular record, report or document, you are urged to seek advice from your supervisor.

## **III. Antitrust and Fair Competition Laws**

The purpose of antitrust laws is to promote fair competition by prohibiting unfair, restrictive or collusive business practices, such as agreements between competitors to fix or influence prices; agreements between competitors to divide customers, territories or markets; agreements requiring

customers to adhere to a specific resale price; and certain arrangements for the bundling of goods and services. These types of agreements or arrangements need not be in writing to be unlawful. Courts can infer agreements based on informal discussions or the simple exchange of certain types of information between competitors. You should be mindful that antitrust laws are complex and violations of these laws may result in serious criminal penalties for you and Avid. You should also be aware that the European Union and other foreign communities have antitrust laws that are often more restrictive than U.S. laws. You must understand and comply with antitrust laws as they affect your business decisions, and you should contact Avid's General Counsel or send an email to [Legal.GO@avid.com](mailto:Legal.GO@avid.com) when you have a question regarding these laws.

#### **IV. Compliance with Laws, Rules and Regulations**

Avid conducts business around the world and, as a result, is subject to the laws, rules and regulations of many different jurisdictions. You are required to comply with all laws, rules and regulations applicable to Avid wherever Avid does business. Avid has identified certain laws in this Code that are of particular importance to our business. You should become very familiar with the laws applicable to your areas of responsibility. In general, you are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations, and to seek advice from your supervisor or Avid's General Counsel when a conflict or question arises.

#### **V. Conflicts of Interest**

Conflicts of interest can arise in virtually every area of Avid's business. A "conflict of interest" occurs when your private interest interferes (or appears to interfere) with Avid's interests. You must avoid conflicts of interest because they impair your ability to make decisions that are solely in Avid's best interest and they damage the trust between you, Avid and the public. Additionally, you must not make any business decision for Avid that is motivated by personal gain. Although it is impossible to list all of the situations that could be considered conflicts of interest, below is a short list of examples:

1. *Family members.* As a general rule, you should avoid conducting Avid business with a family member or with a business in which a family member is associated in any significant role. Avid construes the term "family member" very broadly to include an individual's spouse, child, stepchild, grandchild, parent, stepparent, grandparent, sibling, in-law and any adoptive relationships.
2. *Outside Employment.* In certain circumstances, it may be a conflict of interest for you to engage in a business outside of Avid (including serving as an officer, director, partner or consultant). For example, it would be a conflict of interest if you worked for an outside employer that required you to use Avid's confidential information. You must notify your supervisor of any outside employment.

3. *Investment Activity*. It is a conflict of interest if your investment in a business compromises your responsibilities to Avid. Factors to consider when determining whether a conflict of interest exists include the amount of the investment, your ability to influence Avid's decisions, your access to Avid's confidential information and the relationship between Avid and the other business.
4. *Gifts & Loans*. It is a conflict of interest to accept from any third party with which Avid has an existing or potential business relationship (a) any gift unless the gift is of a nominal value (under \$100), or (b) any loan unless the loan is negotiated in an arms-length transaction.
5. *Other Favors*. It is a conflict of interest if you use Avid's advisors, suppliers or contractors in a personal capacity and do not pay market value for products and services provided.

Should you have questions about an actual or potential conflict of interest, contact your supervisor or Avid's General Counsel or send an email to [Legal.GO@avid.com](mailto:Legal.GO@avid.com).

## **VI. Custom and Import/Export Laws**

It is crucial to Avid's business that our products are permitted to be sold in all international markets in which we operate. The export of Avid's products may require a specific export license from the U.S. Commerce Department or from foreign governmental authorities. If you are involved with import/export transactions, you must ensure that all required documents are accurately completed and maintained and that you comply with all applicable laws and regulations. You should also be aware that U.S. regulations restrict the export of certain products to certain foreign countries. Software created in the United States is subject to these regulations. Exporting Avid's software products to an embargoed country could jeopardize Avid's trading privileges. These laws are complex and you should contact Avid's General Counsel or send an email to [Legal.GO@avid.com](mailto:Legal.GO@avid.com) should you have a question regarding these laws. For more information, consult Avid's "Corporate Export Compliance Policy" which can be found on the intranet Legal Portal.

## **VII. Entertainment and Gifts**

We understand that offers of gifts, business entertainment and hospitality are courtesies common among business associates. However, accepting or offering these courtesies can create a conflict of interest and in some cases violate the law.

Offering or accepting a business courtesy is always inappropriate if it (1) is given to obtain a specific action by a government official, supplier, customer or any other third party, (2) might otherwise create a conflict of interest, or the appearance of a conflict, (3) violates the law or Avid's policy on "Gifts & Gratuities," or (4) violates known business partner practices. Gifts of cash or cash equivalents in any amount are also never appropriate, unless specifically permitted in our "Gifts & Gratuities" policy.

A gift of nominal value (i.e., having a value under \$100) may be given or accepted if it is a common business courtesy. ELT members may approve receiving or giving higher value in specific, limited

circumstances. If you receive a lavish gift (i.e., having a value in excess of \$100) that has not been approved by your ELT member, you must notify your supervisor and your local HR business partner. Your local HR business partner will decide whether the gift must be returned or may be distributed among your team, department or office.

You may offer and accept business meals and entertainment from anyone who does business with Avid so long as they are customary in frequency, intended to serve a legitimate business purpose and expenses are kept at a reasonable level.

Remember that common sense should always prevail when you engage in business entertainment on behalf of Avid or accept or give gifts. If public disclosure of the event or gift would cause Avid public embarrassment, you should refrain from participating or accepting.

Should you have any question about whether a gift is appropriate, please contact Avid's General Counsel or send an email to [Legal.Go@avid.com](mailto:Legal.Go@avid.com). For more information, consult Avid's policy on "Gifts & Gratuities," which can be found on the intranet Legal Portal.

## **VIII. Foreign Corrupt Practices Act**

Offering kickbacks or bribes to obtain business is strictly prohibited. The U.S. Foreign Corrupt Practices Act makes it illegal to offer to pay money or anything of value to any foreign official, foreign political party or candidate for political office for the purpose of obtaining business. You may not directly, or through a third party, offer to pay money or give anything of value to any of these persons or entities for the purpose of obtaining business. For more information, consult Avid's policy on the "Foreign Corrupt Practices Act," which can be found on the intranet Legal Portal.

## **IX. Honest and Ethical Conduct and Fair Dealing**

You must always deal honestly, ethically and fairly with our suppliers, customers, competitors and employees. Statements you make regarding our products and services must not be misleading, deceptive or fraudulent. You must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

## **X. Insider Trading**

Material, non-public information about Avid's business is sometimes referred to as "inside information." "Material information" is information that is likely to affect either the market price of Avid stock or an investor's decision to buy, sell or hold Avid stock. Examples of material information include a significant new product release, the loss or gain of a significant contract, annual or quarterly financial results, negotiations and agreements regarding mergers or other business combinations, management

changes and a major lawsuit. Information is considered “non-public” until it has been disclosed to the public and there has been sufficient time and opportunity for the public to absorb the information, which is typically two days. Buying or selling Avid stock (including options and derivative securities) or the stock of another company (such as an Avid customer or supplier) on the basis of inside information is illegal. It is also illegal to communicate inside information to others who may buy or sell Avid stock or the stock of another company on the basis of that information (this practice is commonly referred to as “tipping”).

Avid’s executive officers, members of the Board of Directors and certain other Avid employees are also subject to additional restrictions on the buying or selling of Avid stock during specified times referred to as “blackout periods.”

You should be aware that the penalties for violating laws on insider trading include imprisonment. If you have a question regarding the purchase or sale of Avid stock, please contact Avid’s General Counsel or send an email to [Legal.GO@avid.com](mailto:Legal.GO@avid.com). For further information, please consult Avid’s “Insider Trading Policy,” which can be found on the intranet Legal Portal.

## **XI. Intellectual Property: Patents, Copyrights and Trademarks**

You should be aware that all intellectual property that you conceive or develop during the course of your employment at Avid, whether or not during normal working hours or on Avid’s premises, is the sole property of Avid unless (1) the intellectual property falls within the exception set forth in the invention and nondisclosure agreement (or similar type of agreement) that you entered into with Avid when you joined Avid, (2) the intellectual property is specifically assigned to you pursuant to another type of formal written agreement with Avid, or (3) the assignment of the intellectual property by you to Avid is prohibited by state law. Subject to the foregoing, you are under a duty to fully and promptly disclose to Avid any intellectual property that you conceive or develop, and to assist Avid with obtaining the necessary intellectual property protection (patents, copyrights, trademarks, etc.) for the intellectual property.

Copyright laws grant a copyright to the creator of any work of authorship, such as books, music, videos and computer software. Copyright laws prohibit the unauthorized copying of copyrighted materials except under limited circumstances. A work does not have to bear a copyright notice in order to be protected by copyright laws. You may not make or use unauthorized copies of copyrighted materials without obtaining the prior approval of the author. In particular, you have a duty to ensure that only authorized copies of software are installed on your office computer. As a software company, we take copyright infringement very seriously.

Avid has entered into agreements that permit us to use copyrighted works from numerous industry, business and news publications internally to a limited degree. It is extremely important that we adhere to the restrictions contained in these agreements. If you have any question about the use of copyrighted material, you should contact the Legal Department or send an email to [Legal.GO@avid.com](mailto:Legal.GO@avid.com).

## **XII. Political Contributions**



Avid encourages you to participate actively in the political process; however, you may not use Avid funds or assets to make political contributions without the prior written consent of Avid's General Counsel.

### **XIII. Protecting and Using Avid's Assets**

As a member of Avid's team, you are responsible for safeguarding Avid's assets. Theft, carelessness and waste have a direct impact on Avid's financial performance. Except for limited personal use, telephones, computers and software, including network access to email and the Internet, should be used only to conduct Avid business. You should not install software on any Avid computer without a valid license to that software. You should also be aware that your email is Avid property, and you should not expect a right to privacy with respect to your email or your Internet use, both of which are subject to monitoring by Avid. At no time may you use Avid equipment or networks (1) to view, access, store, share, copy, upload or download information of an obscene, racist or sexually explicit nature, or (2) to make unauthorized use of information that is protected by copyright.

### **XIV. Protecting Avid's Confidential Information**

Avid's continued success depends on our ability to protect our confidential and proprietary information, including our intellectual property, which is among our most valuable assets. You are under a continuing obligation to protect Avid's confidential and proprietary information from unauthorized use. To emphasize the importance of this obligation, Avid required you to sign an agreement to this effect as a condition of your employment. Within Avid, you should only disclose Avid's confidential information to other employees who need to know such information. Outside of Avid, you should be aware of inadvertent disclosure. Do not have conversations about Avid's confidential information in public areas, such as elevators, trains or airplanes, where conversations can be overheard. Also, do not leave documents containing Avid's confidential information where they can be read by unauthorized individuals.

You may sometimes need to disclose Avid's confidential and proprietary information to Avid's potential business partners. In that case, you should first contact Avid's Legal Department to ensure that an appropriate written nondisclosure agreement is signed by all necessary parties before any disclosure occurs. You should never sign a third party's nondisclosure agreement without the Legal Department reviewing it. For more information, consult Avid's policy on "Confidential and Proprietary Information," which can be found on the intranet Legal Portal.

### **XV. Protecting Confidential Information Belonging to Others**

You must protect the confidential information of our partners, suppliers, contractors, competitors and customers in the same manner as you are required to protect Avid's confidential information. You should coordinate with Avid's Legal Department to ensure appropriate agreements are in place prior to receiving any confidential information from a third party. These agreements must reflect a balance between

the value of the information received on the one hand and the logistical and financial costs of maintaining confidentiality of the information and limiting Avid's business opportunities on the other.

You must also abide by any agreement that you entered into with your previous employer that may include restrictions on your use and disclosure of the previous employer's confidential information, restrictions on your ability to solicit former colleagues to work at Avid and restrictions on your ability to compete with your previous employer. If you are in receipt of unsolicited confidential information, you should refuse it and return it to the sender where possible or delete it if received from the Internet. For more information, consult Avid's policies on "Confidential and Proprietary Information" and "Non-Disclosure Agreement Third Party Technology," which can be found on the intranet Legal Portal.

## **XVI. Public Communications**

When Avid disseminates company information to the press, the financial analyst community and our stockholders, that information must be accurate, complete and consistent. For this reason, you must refer all inquiries regarding financial, stock or similar information to those individuals designated by Avid as official Avid spokespersons, who include Avid's Chief Executive Officer, Chief Financial Officer and Director of Investor Relations. Unless authorized by these official Avid spokespersons, you may not speak directly to the press, the financial analyst community or Avid's stockholders regarding financial, stock or similar matters.

## **XVII. Document Retention**

Avid maintains a document retention policy to ensure that records created or received in the normal course of business are retained for an appropriate period of time. You are responsible for the retention and destruction of your records in accordance with this policy. A record may exist in any number of physical formats, including hard copy, magnetic tape or disk, CD, video or electronic mail. Avid's goal is to minimize the number of records retained. In general, records need not be retained unless required by law, regulation or Avid policy. However, you should be aware of certain special circumstances under which records should not be destroyed regardless of the retention period applicable to those records. These circumstances include anticipated or pending litigation or government investigation. Destroying records in these circumstances may constitute a criminal act resulting in fines and punishment. Before destroying any records, you should review Avid's "Document Retention Policy," which can be found on the intranet Legal Portal.

## **XVIII. Relations Among Employees**

At Avid we appreciate the diversity of our workforce and the uniqueness of every employee. We strive to create and maintain an environment where our employees feel motivated and successful and are treated with dignity and respect. As evidence of this commitment, we have implemented policies which set

forth certain rules of conduct. The purpose of these rules is to make certain that every member of the Avid team understands what conduct is expected and required. In general, Avid expects you to act in a mature and responsible manner at all times. Abusive, harassing or offensive conduct is unacceptable and will not be tolerated. For examples of some of the more obvious unacceptable activities, including use or abuse of mood altering substances and any act of harassment, sexual, racial or otherwise, you should consult Avid's policies on "Equal Employment Opportunity & Affirmative Action," "Discrimination & Harassment Free Workplace; Sexual Harassment," "Problem Resolution and Open Door" and "Drug and Alcohol Use," each of which can be found on the intranet Legal Portal.

### **XIX. Amendments and Waivers of this Code**

Avid will neither amend this Code nor waive any provision of this Code for any director or executive officer without the approval of the Board of Directors or a committee of the Board of Directors. If the Board (or a committee of the Board) approves an amendment or grants a waiver, it will be disclosed promptly as required by applicable law or NASDAQ rule. If you believe a waiver of this Code is warranted, you should contact your supervisor who must obtain the approval of Avid's General Counsel. Avid will grant a waiver of this Code only in exceptional circumstances.

### **XX. Reporting Possible Violations of this Code**

If you believe in good faith that you or another member of the Avid team has engaged in conduct that may have violated this Code, an Avid policy or any applicable law, rule or regulation, you have a duty to report the suspected violation to one of the following:

1. your immediate supervisor;
2. Avid's General Counsel by email ([general.counsel@avid.com](mailto:general.counsel@avid.com) or [Legal.GO@avid.com](mailto:Legal.GO@avid.com)), phone (978-640-5237),; or mail (addressed to Avid's General Counsel, Avid, 75 Network Drive, Burlington, MA 01803 USA);
3. the Chairperson of Avid's Audit Committee (addressed to Avid's Audit Committee Chairperson, c/o Corporate Secretary, Avid, 75 Network Drive, Burlington, MA 01803 USA); or
4. the Avid Hotline at 800-875-4695 for calls from within the United States and at 978-640-4078 for calls from outside the United States (you may also make electronic submissions via the link provided on the Avid intranet homepage).

You may report suspected violations of this Code on an anonymous basis by (1) sending a letter or fax to Avid's General Counsel at the contact information provided above, (2) by sending a letter to Avid's Audit Committee Chairperson at the contact information provided above, (3) by leaving an anonymous telephone message on the Avid Hotline, or (4) by submitting an anonymous message via the link provided on the Avid intranet homepage. Any supervisor who receives a report of a suspected violation is under a duty to immediately notify Avid's General Counsel. Avid's General Counsel will evaluate all information

received regarding a suspected violation and determine whether such information warrants a formal investigation. All results of any formal investigation will be reported to Avid's Chief Executive Officer, or if the alleged violation involves Avid's Chief Executive Officer, the results will be reported to Avid's Board of Directors or a committee of the Board.

Avid will not retaliate or tolerate retaliation of any kind against any member of the Avid team who (1) in good faith reports a suspected violation of this Code, an Avid policy or any law, rule or regulation, or (2) assists in any investigation relating to a suspected violation. Please note, however, that reporting a suspected violation does not exempt you from disciplinary action if you are found to be involved in the prohibited conduct.

**XXI. Acknowledgment of Receipt of Avid’s Code of Business Conduct and Ethics**

I have received and read Avid’s Code of Business Conduct and Ethics. I understand and agree to comply with the Code of Business Conduct and Ethics, including any policies described or referenced in the Code of Business Conduct and Ethics. I also understand that compliance with the Code of Business Conduct and Ethics is a condition of my employment at Avid. Should I have any questions regarding the Code of Conduct or any Avid policies referenced in the Code of Business Conduct and Ethics, I know I can contact Avid’s General Counsel.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Date

Please sign and return this form to your Human Resources representative.