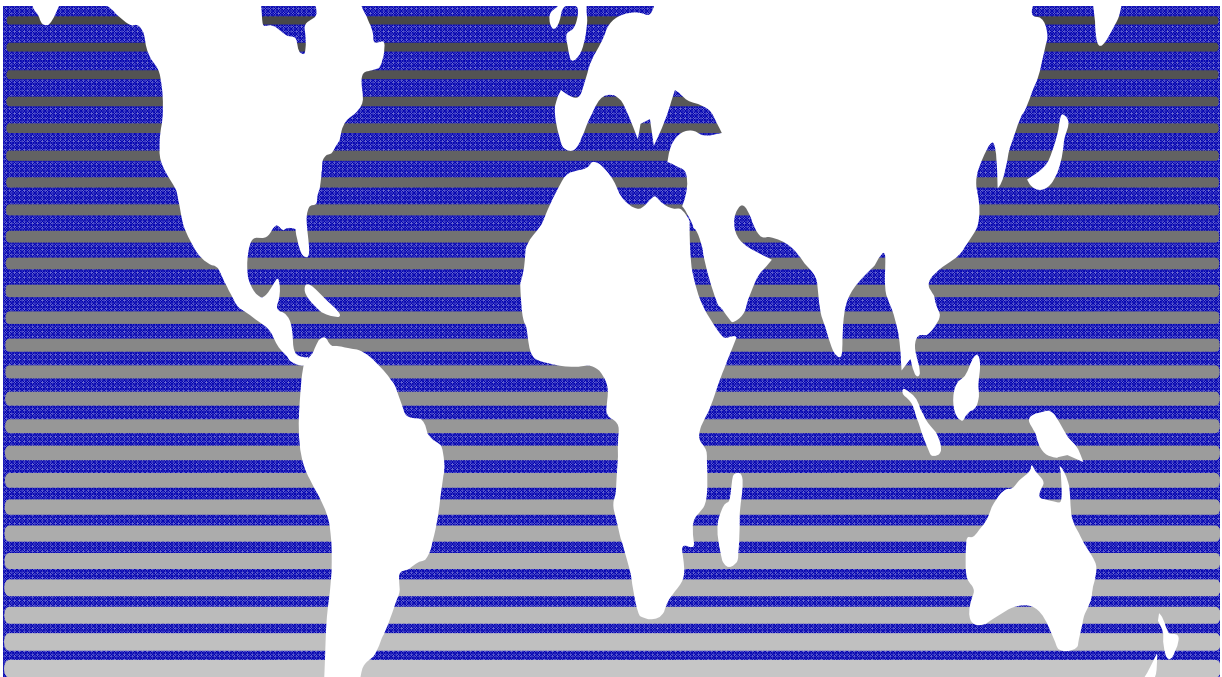




# Guide to Business Conduct





April 2009

Dear Fellow Employees:

Although ViaSat has experienced a good deal of growth and change over the last 18 years, one thing has not changed at ViaSat – the way we conduct ourselves every day. Our commitment to integrity and ethical behavior in all that we do has been in place since the company started – and it remains strong today. This commitment has enabled ViaSat to establish a reputation for operating with the highest ideals of character and business conduct. These ideals are vital to securing and maintaining the respect and trust of our stockholders, employees, customers, government officials, and communities.

In most cases, common sense and sound judgment are strong foundations for ethical business behavior – doing the right thing, the right way, all the time. However, in some situations, more guidance may be needed. That is the purpose of our Guide to Business Conduct. The Guide offers an explanation of ViaSat's ideals and standards for ethical behavior in easy-to-understand terms. It is not designed to provide an answer to every possible question or issue you may face. The Guide, along with regular training, will provide you the resources necessary to make good decisions in difficult situations. I ask each employee to make a personal commitment to conduct themselves in a manner that reflects the ViaSat ideals and standards reflected in this Guide.

Ultimately, it is our hope and expectation that the Guide will be continually marginalized by the higher standard set by ViaSat employees in the course of each day – not because it is required, but because it is the right thing to do.

Sincerely,

Mark D. Dankberg  
Chairman and Chief Executive Officer

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# Ethics & Compliance Program

ViaSat operates a corporate-wide program to coordinate, implement and monitor compliance with corporate values, laws and regulations, and policies.

- ◆ Oversight of the Ethics and Compliance Program is the responsibility of the Ethics Committee, which is comprised of representatives from ViaSat's security, legal, finance, government contracts, and human resources departments.
- ◆ The Ethics Committee reports to ViaSat's Vice-President of Human Resources, Chief Financial Officer, and General Counsel.

## This Guide

This Guide to Business Conduct clarifies the responsibilities that we, as ViaSat employees, have to each other, our stockholders, our customers, our business partners and our communities. It helps us understand the responsibilities we share, and alerts us to important legal and ethical issues that may arise. You will not find every ViaSat rule, policy or standard here. You may not find every answer you seek. What you will find are the basic values of how we choose to do business.

If you have questions about this Guide or concerns about someone's workplace conduct, first contact your manager. If you do not feel comfortable doing this, contact other ViaSat resources:

- ◆ Legal Department
- ◆ Human Resources Department
- ◆ Security Department
- ◆ The Values Line – ViaSat's ethics and compliance helpline
- ◆ Other communication channels you think could help

# Ethics & Compliance Program

## Values Line - ViaSat's Ethics and Compliance Helpline

In addition to normal resources available for help, the Values Line (ViaSat's ethics and compliance helpline) works seven days a week, 24 hours a day for requesting information or reporting concerns. ViaSat's ethics and compliance helpline is operated by an independent third party, so calls will remain anonymous at your request. If reporting a concern, be prepared to give the following information about the situation:

- ♦ Time and place
- ♦ Individuals involved
- ♦ Other information that might help with follow up

**You can reach the Values Line  
ViaSat's ethics and compliance helpline  
at (888) 475-8376<sup>1</sup>**

## Accountability and Actions

Compliance with local law and ViaSat's policies, procedures and values is not optional. These exist to protect employees, customers, suppliers, and the company from improper conduct.

## Reporting Concerns

Every ViaSat employee should raise questions or concerns about workplace behavior. If doubt exists – ask. Many unethical actions are caused by someone not having the proper information, not understanding the information they have or by a desire to “just get things done,” rather than by poor character or dishonest intentions.

An employee, who in good faith seeks advice, raises a concern or reports improper behavior is doing the right thing.

## Resulting Actions

ViaSat will not accept retaliation by anyone at any level in the company against an individual for doing the right thing. ViaSat bans all personnel from taking any form of negative action against an employee who reports a concern.

Disciplinary action, up to and including the termination of employment, may occur to any employee who goes against ViaSat's ethical business practices, or who knowingly gives a false report.

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<sup>1</sup> If you are calling from abroad, we have set up international numbers for those locations where ViaSat has a significant presence. From Australia, please call 1-800-20-8932 or 1-800-14-1924. From China, please call 10-800-711-0631 or 10-800-110-5077. From India, please call 000-800-100-1075. From Switzerland, please call 0800-56-1525. From England, please call 0808-234-7051.

# Overview of Guide to Business Conduct

Every company depends on its good name to succeed. ViaSat relies on its employees and business partners to consistently do the right thing, in the right way, to maintain our good name. The vision of the company and every ViaSat employee is to be the best in everything we do, individually and collectively. As a foundation to this effort, we live a set of values with every action we take.

## Do the Right Thing

- ◆ Put corporate values and standards into practice
- ◆ Comply with all applicable laws everywhere we do business
- ◆ Avoid all conflicts of interest between work and personal affairs

## Do the Right Thing in the Right Way

- ◆ Behave ethically
- ◆ Work within ViaSat policies
- ◆ Speak up when faced with doubtful situations
- ◆ Guide others to work according to ViaSat's values, standards, and the law

## Understand Correct Work Behavior

- ◆ Understand ViaSat's values, policies, and legal requirements that guide your work conduct
- ◆ If it's not clear whether an action is appropriate, ask for help before taking action

## Respect People and the Law in the Workplace

- ◆ Strive to create a safe workplace and to protect the environment
- ◆ Maintain a workplace free from drugs or any kind of harassment
- ◆ Foster an atmosphere in which fair employment practices extend to all employees

## Investigate and Communicate Questionable Activities

- ◆ Ask questions regarding possible dishonest or unethical actions
- ◆ Communicate any questionable activities to an appropriate representative

# Guide to Business Conduct

## Conduct Involving Ourselves and Our Fellow Employees

The basis of our values is dignity and mutual respect. These values drive our business.

### Management Responsibility

All ViaSat leaders must show a commitment to ViaSat's values through their words and actions. They also must promote an environment where compliance is expected and ethical behavior is the norm. All ViaSat employees must comply with the company's values and principles. No one may ask any ViaSat employee to break the law, or go against the company's policies and values.

### Key Points

- ♦ No one may ask any employee to break the law, or go against company policies and values.
- ♦ We treat all employees equally.
- ♦ We do not tolerate any form of harassment.
- ♦ Information is provided to perform jobs in a safe manner.
- ♦ Employees must not use, bring, or transfer illegal drugs or weapons on company property.
- ♦ Employees should report suspicious people and activities.

### Health and Safety

ViaSat will not compromise health or safety in the workplace for profit or production. It is the goal of every ViaSat facility to have and maintain a safe workplace. Policies and procedures are mandated in all of our facilities, offices, and work sites. Each of us must perform our job while following these health and safety rules, and must promptly report any concerns, safety violations or incidents.

Employees must not use, bring or transfer illegal drugs on company property. Employees are not allowed to work if affected by alcohol or using illegal drugs. Misusing prescription drugs in the workplace is not allowed. Employees may not act violently or threaten violence while at work, and may not bring or use a weapon on a work site.

### Respect and Fair Treatment

ViaSat gives equal employment opportunity to all individuals regardless of their race, religious creed, color, national origin, ancestry, age, sex, physical disability, mental disability, veteran status, marital status, medical condition, gender identity, sexual orientation, or any other status or characteristic protected by applicable law. This fair treatment applies to all phases of the employment relationship, including:

- ♦ Hiring, assigning, promoting and dismissing employees
- ♦ Allowing opportunities for growth and development
- ♦ Recognizing successes
- ♦ Selecting employees for training programs
- ♦ Determining wages and benefits

We will have an environment of clear, honest, and timely communication. We will strive to understand others' views.

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***Do The Right Thing - The Right Way - All The Time***

# Guide to Business Conduct

Diversity is a strength at ViaSat. Every employee must respect the people and cultures with which we work. As a company we want diversity at all levels, and expect a work environment in which all employees develop and contribute to their full potential.

## Harassment

ViaSat does not tolerate any form of harassment. Harassment can take many forms, all of them unacceptable as shown in the following examples.

- ♦ Jokes, insults, threats, and other unwelcome actions about a person's race, color, gender, age, religion, national origin, ancestry, citizenship, disability, veteran status, social or economic status, or educational background.
- ♦ Unwelcome sexual advances, requests for sexual favors, and other unwelcome verbal or physical conduct of a sexual nature, or the display of sexually suggestive objects or pictures.
- ♦ Verbal or physical conduct that upsets another's work performance or creates a fearful or hostile work environment.

## Personal Relationships

ViaSat recognizes that all individuals have the right to work at ViaSat. In some cases, employees may have family members or close personal friends also working for ViaSat. In these situations ViaSat will avoid where possible work situations that create a direct reporting relationship between family members or individuals with a close personal relationship.

## Employee Privacy

ViaSat will respect the privacy of employees. ViaSat will only use employee records as necessary for business needs. ViaSat will share employee information only for business reasons consistent with applicable law. For details on how ViaSat uses other information provided to ViaSat, please see ViaSat's privacy policy posted at [www.viasat.com](http://www.viasat.com).

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# Guide to Business Conduct

## What Would You Do?

**Question:** My supervisor makes several of us uncomfortable with rude jokes and comments. What should I do?

**Answer:** Talk to your supervisor about how you feel. If you are uncomfortable talking directly to your supervisor, talk to another manager, Human Resources, or the ethics and compliance helpline.

**Question:** I suspect that a fellow employee occasionally comes to work drunk and may be drinking on the job. I am concerned for this co-worker's health and safety. What can I do?

**Answer:** You should consult with your supervisor, who will take the correct steps to involve the right professionals to address the situation. If you are not comfortable discussing the matter with your supervisor, you can contact Human Resources, Security, or the ethics and compliance helpline to report your concern.

**Question:** I noticed activities that may be creating a safety and environmental hazard, but it is not in my area, and I do not want to get involved. I do not have to report it, do I?

**Answer:** This is not the best way to handle your concern. Safety and the environment are every employee's "area." Report your concern to your manager, Security, an Operations manager or the Ethics and compliance helpline. Think how you would feel if someone were badly hurt because you failed to act.

**Question:** I received a small cut while on the job. When I approached my supervisor, she suggested since it was small not to report it. I thought we were supposed to report all injuries and incidents. What should I do?

**Answer:** You are right—all injuries and incidents should be reported to your supervisor, Human Resources or Security, no matter how small.

**Question:** I have a concern not addressed in this guide. Does that mean there is no problem?

**Answer:** No. In a guidance document like this it is not possible to list every possible situation. The Guide and your sense of right and wrong must be your primary guide. Talk to your supervisor or call the ethics and compliance helpline if you have a question or concern about an activity at your location.

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*Do The Right Thing - The Right Way - All The Time*

# Guide to Business Conduct

## Conduct Involving Our Business Partners

Our values, honesty, and behavior do not stop with our actions, or at our doors. We expect the same from our suppliers, customers, and others who do business with us.

### Conflicts of Interest

Business decisions must be based on sound judgment, not on personal interest or gain. Avoid any situation that creates, or appears to create, a conflict. No employee should represent ViaSat in a business deal if he or she, a family member, or a close friend has a financial interest. No employee should take any business action for personal benefit, or to benefit a relative or close friend. Employees must report to ViaSat legal counsel any situation that may appear to be a conflict of interest.

### Gifts and Entertainment

In many industries and countries, gifts and entertainment are common practices used to strengthen business relationships.

Throughout the world, ViaSat's position is clear: no gift, favor, or entertainment should be accepted or provided if it will obligate or appear to obligate the person who receives it. Receiving or giving gifts of cash or cash equivalents is never allowed. Further, if you are doing business with the government, gifts, entertainment or other items of value may not be offered or exchanged under any circumstances to or with any employees of the U.S., state or local governments.

Company employees may accept or give gifts, favors, and entertainment only if they meet all of the following criteria:

- ♦ They are not against the law or the policy of the other parties' company
- ♦ They are consistent with customary business practices in the country or industry
- ♦ They are reasonably related to business relationships
- ♦ They do not cost too much, and are consistent with any existing department guidelines
- ♦ They cannot be construed as a bribe, payoff, or improper influence
- ♦ Public disclosure of the facts would not embarrass the company or the employee
- ♦ They do not violate our business values or ethics in any other manner

If you are offered a gift that falls outside the list shown above, you should politely refuse. There may be rare cases, such as a public presentation, where refusal of a gift may not be possible, or in some countries, cultural norms may prevent refusing a gift without being rude. In those situations you may accept the gift and promptly turn it over to ViaSat. It is not acceptable to request or ask for personal gifts, favors, entertainment, or services.

## Key Points

- ♦ Avoid conflicts of interest and identify situations where they may occur.
- ♦ Do not accept or give gifts, favors, or entertainment if it will appear to obligate the person who receives it.
- ♦ Use and supply only safe, reliable products and services.
- ♦ Respect our competitors and do not use unfair business practices to hurt our competition.
- ♦ Do not have formal or informal discussions with our competitors on prices, markets or products, or production and inventory levels.
- ♦ Manufacture and produce products according to government regulations.
- ♦ Market our products and services in an honest and fair manner.
- ♦ Do not compromise our values to make a profit.

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***Do The Right Thing - The Right Way - All The Time***

# Guide to Business Conduct

## Fair Competition and Antitrust

Throughout the world companies are encouraged to aggressively, but fairly, conduct business. Many countries have competition or antitrust laws to set and enforce standards of corporate and individual behavior in this area. Breaking these laws can bring very severe penalties to both the company and the individual. ViaSat believes in free and open competition. We will fully comply with these laws. This compliance includes the following guidelines:

- ♦ ViaSat representatives may not discuss, or enter into a formal or informal agreement with competitors about prices, or matters affecting price, production levels or inventory levels, bids, or dividing production, sales territory, products, customers, or suppliers.
- ♦ Agreements with customers or suppliers that establish the resale price of a product, limit a customer's right to sell products, or condition the sale of products on an agreement to buy other ViaSat products are not allowed in many jurisdictions.
- ♦ Decisions to end a business relationship, or price a product below set levels, may be limited.

Because many competition and antitrust issues are very specific, this is an area where you should contact ViaSat legal counsel if you need guidance.

## Gathering and Using Competitive Information

ViaSat employees may only gather information by legal means. ViaSat employees must never use any illegal or unethical means to get information about other companies. Do not share confidential information from suppliers or customers with anyone outside ViaSat without written permission. If agreements are signed to protect information, be sure to follow the terms and conditions of these agreements. Do not steal trade secret information. Do not accept sensitive information if you suspect the disclosure is unauthorized. Suggesting or asking others to disclose trade secrets, especially new employees hired from a competitor, is not permitted.

## Contracts and Commitments

You should not enter into a contract or request a proposal from a supplier without the proper authority from your supervisor. Significant contracts binding the company may only be approved and signed by officers of the company, with limited exceptions. If you have any questions regarding the signature authority for a particular contract, please discuss with your supervisor or contact the legal department.

## Customer Relations

ViaSat will compete for business aggressively and honestly. Do not misrepresent products, services, and prices. Do not make false claims about competitor offerings. ViaSat will only supply safe products and services that meet all applicable government standards and regulations.

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***Do The Right Thing - The Right Way - All The Time***

# Guide to Business Conduct

## Supplier Relations

All procurement decisions will be based on the best value and service received by ViaSat. Good procurement conduct includes the following:

- ♦ Use established agreements and terms
- ♦ Obtain competitive bids
- ♦ Confirm the financial and legal status of the supplier
- ♦ Verify quality and service claims on a regular basis
- ♦ Make sure that purchase agreements clearly state the services or products to be provided, the basis for earning payment, and the applicable rate or fee
- ♦ Avoid reciprocal agreements
- ♦ Encourage support for small, disadvantaged, and minority-owned businesses

The actual fee or price paid for goods and services by ViaSat must represent the overall value of the goods or services provided. ViaSat will not knowingly use suppliers who participate in the following activities:

- ♦ Supply unsafe products or services
- ♦ Break laws or regulations
- ♦ Fraudulent or other unethical activities

ViaSat's supplier relationships are based on lawful, efficient and fair practices. We expect our suppliers to obey the laws that require them to treat workers fairly and provide a safe and healthy work environment. ViaSat will not knowingly use any supplier that uses forced, prison, or indentured labor. ViaSat will only work with suppliers who comply with laws regarding slavery and human trafficking in the countries in which the suppliers are doing business.

## Business with the Government

ViaSat conducts a significant portion of its business with the U.S., state and local governments and the governments of many other countries. ViaSat is committed to conducting its business with all governments and their representatives with the highest degree of integrity and honesty, and in compliance with all applicable laws and regulations, including the special requirements that apply to government contracts and government transactions. In your interactions with the government, you should:

- ♦ Be forthright and candid at all times. No employee should ever intentionally misstate or omit any important information from any written or oral communication with the government.
- ♦ Exercise extreme care in maintaining records for and allocating costs to government contracts. Costs incurred on one government project must never be charged against another government project.
- ♦ Never offer or exchange any gifts, gratuities or favors with, or pay for meals, entertainment, travel or other similar expenses for, government employees.

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# Guide to Business Conduct

- ◆ Never take or borrow materials from one government job to use on another job without first contacting your government contracts manager.

If your job responsibilities include interacting with the government, you are expected to understand and comply with the special laws, rules and regulations that apply to your job position. If you are aware of credible evidence of: (a) a significant government overpayment; (b) a violation of Federal criminal law involving fraud, conflicts of interest, bribery, or gratuity violations found in Title 18 of the United States Code; or (c) a violation of the civil False Claims Act, you should immediately report such evidence to your supervisor or someone in ViaSat management. If any doubt exists about whether a course of action is lawful, you should seek advice immediately from your supervisor or ViaSat legal counsel.

## What Would You Do?

**Question:** A salesperson for a competitor and I are friends. Occasionally, we talk about marketing plans. Should I be concerned?

**Answer:** Yes. You are revealing confidential information that ViaSat has invested time and money in developing. You also may be violating antitrust laws that ban discussions of marketing and pricing with competitors. Talk about something else.

**Question:** My brother owns a small company that supplies ViaSat. My department has nothing to do with his product. Should I tell someone at ViaSat?

**Answer:** You should discuss this with your manager, who may involve ViaSat legal counsel to make sure that no conflict exists with your work at ViaSat.

**Question:** During a meeting with a potential customer, the individual in charge offered to provide us with a competitor's bid information. May we accept such information?

**Answer:** Under most circumstances we are not allowed to accept a competitor's bid information. Contact ViaSat legal counsel immediately. Discussion with legal counsel is important in these situations.

**Question:** One of ViaSat's suppliers sent me a specialty ham for the holidays. I did not ask for it. I had already agreed to use the supplier for another year so it did not influence my decision. Can I keep the ham?

**Answer:** Yes. However, you should consider sharing it with your co-workers so that you are not viewed as accepting special treatment.

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# Guide to Business Conduct

## Conduct Involving Our Business Resources

ViaSat's stockholders trust us to properly buy, use, and protect the assets of the company, and to respect the property and rights of others.

### Responsible Use of Company Assets

All employees must protect company assets, such as equipment, inventory, supplies, cash and information. Treat company assets with the same care you would as if they were your own.

If ViaSat proprietary information is to be given outside the company, make sure a written confidentiality agreement is prepared, and that proper controls are established to manage the flow of information. Please contact your contracts manager or the legal department for assistance in completing a confidentiality agreement.

Use company resources only to conduct company business. No employee may commit theft, fraud or embezzlement, or misuse company property.

### Key Points

- ♦ Do not use inside information about the company for personal profit. Do not give such information to others.
- ♦ Do not use company resources for personal gain or any non-business purpose.
- ♦ Protect confidential and proprietary information.
- ♦ Do not use company resources to send, receive, access, or save electronic information that is sexually explicit, promotes hate, violence, gambling, illegal drugs, or the illegal purchase or use of weapons.
- ♦ Do not make false or misleading entries into the company's books or records.

### Records Management

ViaSat's information is an asset to the company. Information can exist in many ways, such as documents, files, graphs and databases, and may be kept on paper, electronically or on film.

Properly label and carefully handle confidential, sensitive, and proprietary information. Secure it when not in use. Refer to your department guidelines and the ViaSat legal department for retention and destruction guidelines. Remember that longer retention periods may be required under certain situations, such as:

- ♦ Business unit, department or country requirements that exceed company wide retention guidelines.
- ♦ A claim, dispute, investigation or court action is in progress or being considered.
- ♦ ViaSat has open tax years or government audits that require a longer retention period than normal.

Do not destroy official company documents or records before the retention time expires, but do destroy documents when they no longer have useful business purpose.

Some personal employee information is very sensitive and cannot be made public under many laws. This includes certain payroll records and medical history records. Ensure that such information is available only to those who have a need to know for performance of their job. Regularly advise those who handle this information of their duty to protect this information.

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*Do The Right Thing - The Right Way - All The Time*

# Guide to Business Conduct

## Inside, Non-public Information

ViaSat shares information openly with its employees. At times, you may receive or possess confidential company information before it is made publicly available to ordinary investors. Some of that information may be considered significant, or “material,” and be important in a decision to buy, sell or hold securities, such as ViaSat stock. Examples of information that could be material are:

- ♦ News about business deals, investments, new business relationships or technology developments
- ♦ Financial results
- ♦ Important management changes
- ♦ Other information that may affect the stock price of ViaSat or another company

Do not use confidential information for personal benefit. Do not trade securities based on material inside information. Do not provide inside information to others who may use this information for securities trading.

Employees may purchase and sell ViaSat stock if decisions to do so are not based on material inside information. In order to avoid the appearance that you may be trading on material inside information, read the ViaSat Insider Trading Policy before buying or selling ViaSat securities. Consult with your supervisor or ViaSat legal counsel if you are unsure whether you have “material” inside information at any point in time.

## Accuracy of Records and Reports

Investors count on ViaSat to use and provide accurate information so they can make good decisions. All ViaSat employees must properly record many kinds of business information. All financial books, records, and accounts must correctly reflect transactions and events. These records must also meet generally accepted accounting principles, government accounting standards, and ViaSat’s system of internal controls. The following are examples of activities not allowed:

- ♦ Not recording or disclosing funds or assets that should be recorded
- ♦ Making false claims on an expense report, time sheet or any other report
- ♦ Giving false quality or safety results
- ♦ Recording false sales or recording sales early
- ♦ Understating or overstating known liabilities and assets
- ♦ Delaying the entry of items that should be current expenses
- ♦ Hiding the true nature of any transaction
- ♦ Providing inaccurate or misleading information for company benefit programs

Be sure that any document you prepare or sign is correct and truthful.

For more information please see ViaSat’s Policies and Procedures for Complaints Regarding Accounting, Internal Accounting Controls or Auditing Matters.

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***Do The Right Thing - The Right Way - All The Time***

# Guide to Business Conduct

## Intellectual Property

ViaSat values new product and business ideas, concepts, and other information we produce. When we do not identify or otherwise protect this “intellectual property,” ViaSat risks losing rights to it and the competitive advantages it offers. Protect the intellectual property rights of ViaSat by avoiding any inappropriate or unauthorized disclosures.

Protect intellectual property from illegal or other misuse by making sure it is affixed with or identified by appropriate confidentiality, trademark, service mark, copyright notice or patent marking. Disclose to management or the company’s patent committee any innovation developed on company time or using company resources, so that the company can decide whether to seek patent protection.

Immediately notify management or the legal department if you suspect a party is infringing on our patents, trademarks or other intellectual property rights. In addition, please promptly notify management or the legal department if you suspect ViaSat may be infringing on another party’s patents, trademarks or intellectual property rights.

## Use of Electronic Communication Resources

ViaSat has specific policies concerning employee use of company e-mail, the Internet and company intranet, and other electronic information sources while on company time or using company computers. All data stored on ViaSat computers, including e-mail sent or received on the ViaSat network, is company property and is not private, except as required by local law. Employees are not allowed to use company resources to send, receive, access, or save electronic information that is sexually explicit, or promotes hate, violence, gambling, illegal drugs, or the illegal purchase or use of weapons.



# Guide to Business Conduct

## What Would You Do?

**Question:** I was asked to prepare false records to hide a situation that is not in compliance with our stated policies. I am not comfortable with this. What should I do?

**Answer:** Never prepare false records. As quickly as possible, bring the situation to the attention of your manager, or contact the ethics and compliance helpline. Falsifying company records is not allowed, and could result in legal action and dismissal from the company.

**Question:** On occasion, I have been told by my supervisor to send invoices to a few customers, even though the product will not be ready to ship for a few days. This does not feel right to me, as I thought we were only supposed to invoice for what we ship. Is this acceptable?

**Answer:** Maybe. While we usually do not bill a customer until shipment occurs, there are situations where we can do this. Discuss your concern with your supervisor. If you are not comfortable with the answer, bring your concerns to your business unit management or ViaSat legal counsel, or call the ethics and compliance helpline.

**Question:** I have seen somebody stealing supplies from our company. The person is a friend of mine, but I don't like the fact that he is stealing from the company. What can I do?

**Answer:** It is a difficult situation for you, but you owe it to yourself and to the company to let management or the Human Resources Department know what is happening. And remember, you may always call the ethics and compliance helpline.

**Question:** My family and friends often ask me about ViaSat and whether they should buy the stock. Usually I tell them what I know about our business and suggest that they buy it. Is this a problem?

**Answer:** It could be. The same rules about inside information apply whether you buy or sell stock yourself or if you give the information to someone else. If a relative or friend buys or sells stock based on non-public information or non-public "tips" that you give him or her, both of you could be liable for violation of U.S. securities laws. As long as you do not provide material inside information or make recommendations based on material inside information or "tips," it is up to you whether to recommend ViaSat stock. Remember that it is sometimes difficult to separate inside information from public information.

**Question:** I think a co-worker is recording overtime that she did not work. What can I do?

**Answer:** Preparing incorrect time sheets on purpose, or reporting hours that are not worked is a serious issue. False reporting of time causes the company to lose money and is a form of theft from ViaSat. It may also be a violation of federal and local law. You should report your concern to your manager, Human Resources, Finance or the ethics and compliance helpline.

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*Do The Right Thing - The Right Way - All The Time*

# Guide to Business Conduct

## Conduct Involving Our Communities

### Compliance with Applicable Law

All ViaSat employees must follow all laws, regulations, and company policies that govern their work. Laws and regulations may differ, depending on the country or state in which we work. Because ViaSat is a U.S. based company, some U.S. laws apply to subsidiaries outside the U.S. These include the Foreign Corrupt Practices Act, as well as laws and regulations about boycotts, and import and export activities.

No excuse or pressure justifies breaking the law. Do not use a consultant, representative or contractor to break the law. In some countries, certain conduct is banned but the ban is not currently enforced. This does not excuse any illegal action by a ViaSat employee. If ViaSat has an internal standard that is stricter than what is required by local law, all ViaSat employees and representatives must follow ViaSat's higher standard.

### Key Points

- ♦ Follow all laws, regulations, and company policies that apply to your work.
- ♦ Do not give money or anything of value to government officials to influence their decisions.
- ♦ When ViaSat's standards are higher than what is required by local law, we meet the higher standards.

### Environmental

ViaSat is committed to good environmental management. We must obtain environmental permits when required, understand the terms and conditions, and follow the rules. Any waste materials left over from our operations must be disposed of legally and in a way that meets the company's environmental policy. If something occurs in our facility that might harmfully affect employees or the community, we will openly communicate these situations and develop a plan to correct them effectively and quickly. We will respond truthfully and responsibly to questions and concerns about our environmental actions.

### Community Relations

ViaSat locations have and maintain a strong, proactive partnership with their communities. We should be aware of community needs and concerns, and work with the right people and authorities to resolve issues and problems.

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# Guide to Business Conduct

## Political Activities and Contributions

ViaSat encourages all employees to vote and be active members in political processes. In the U.S., laws limit the use of any corporate funds or resources for U.S. Federal elections. Similar laws exist in many states. U.S. election laws allow companies to create and support political action committees. Although it may do so in the future, ViaSat at this time does not sponsor such committees. In the U.S., ViaSat has the following rules:

- ◆ ViaSat funds may not be donated to any political party, candidate or campaign.
- ◆ ViaSat property or work time may not be used to assist any political party, candidate or campaign.
- ◆ Employees may not be reimbursed for personal political activity.

Some states and countries, other than the United States, permit companies to donate to political parties and candidates. An authorized executive of the company must review in advance, and approve in writing, any such donation. The donation must be fully documented, properly identified and recorded on the company's books.

ViaSat has a responsibility to customers, shareholders, employees and the general public to build an understanding and acceptance of the company's position at all levels of government. It is acceptable for the company to express its view to governments on subjects that might affect the company's welfare. Communicating to government employees and officials on the company's position can make the employee and the company subject to applicable lobbying laws. We must comply with those laws. Please consult with ViaSat legal counsel. The company also may elect to contribute funds to support or help defeat public initiatives that might substantially affect our business. An authorized executive must approve all participation or uses of funds for these purposes.

## Foreign Corrupt Practices Act

The U.S. Foreign Corrupt Practices Act (FCPA) forbids giving money or anything of value, directly or through other parties, to foreign officials in order to influence their decisions. Different types of foreign officials include:

- ◆ Officials and employees of national, regional, or local governments
- ◆ Military personnel
- ◆ Candidates for political office and political parties
- ◆ Officers of commercial businesses or other businesses that are owned or controlled by national, regional, or local governments
- ◆ Employees and officials of public international organizations

For more information about the FCPA (as well as the UK Bribery Act of 2010), please see ViaSat's Anti-Corruption Guidelines.

# Guide to Business Conduct

## International Trade

It is always important that employees conducting international business know and abide by the laws of the United States and the countries that are involved in the activities or transactions. If you participate in international business activities, you should know, understand, and comply with these laws and regulations. If you are not familiar with these rules, please consult your supervisor or ViaSat legal counsel prior to negotiating any foreign transaction.

ViaSat representatives may not cooperate with an international boycott of countries or peoples, unless approved by the U.S. Government. When conducting business in countries that enforce boycott activities, review all relevant documents (for example inquiries, sales orders, letters of credit, purchase orders and shipping papers) for illegal statements. We must also report to the U.S. Government any boycott-related requests for information. However, all ViaSat locations must comply with economic sanctions or trade embargoes imposed or approved by the U.S. Government.

Several U.S. laws and regulations cover imports and exports between the U.S. and certain countries, organizations and people. Other countries often have their own import and export control laws. When ViaSat is importing and exporting products, information, or technology, ViaSat will follow applicable national and international laws, regulations, and restrictions. If you are importing or exporting a product, equipment or technical information, please consult with the Global Trade Department or ViaSat legal counsel.

## Government and Media Requests

ViaSat cooperates with reasonable requests from government agencies, authorities, and the media. Provide only truthful and accurate information. If a government or media representative approaches you, send them to public relations personnel or ViaSat legal counsel. Do not talk to such representatives on your own without approval and preparation. Please see ViaSat's Policy Statement Concerning Disclosure Controls and Procedures and Guidelines for Corporate Disclosure for more information.

# Guide to Business Conduct

## What Would You Do?

**Question:** Government agency officials have hinted that things would go more smoothly if I gave them an extra payment. Can I?

**Answer:** Probably not. In the U.S. this practice is not allowed. All payments must be directly related to products and services outlined in contracts or cost schedules, and must be made to the government, not to individuals. Check with ViaSat legal counsel before acting.

**Question:** A friend of mine is running for political office, and I would like to help her out with her campaign. Is there a problem with this?

**Answer:** No. Your personal support is your personal business. Just make sure that you do not use ViaSat assets, including company time, or the ViaSat name, to advance the campaign.

**Question:** I was leaving work and a newsperson asked me if I could answer a few questions. I told them no and left the parking lot, but I felt bad about not talking with them. Should I have answered their questions?

**Answer:** Not at that time. You did the right thing by saying "No." You should contact public relations personnel or ViaSat legal counsel and tell them of the request. They will determine whether it will be all right for you to talk to the media.

**Question:** We are purchasing and importing a large, expensive piece of equipment from another country. Based on the classification of the equipment, we will be required to pay a duty rate of 5% of the equipment value. In order to reduce the amount of duty paid, I have been told to change the classification to one with a duty rate of 1%. While the new classification could possibly describe the equipment, I know it is not the correct number. Should I question this request?

**Answer:** Yes. You should first express your concern to your supervisor. If that does not work, you should contact ViaSat legal counsel, or the ethics and compliance helpline.

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## Warning Signs

These phrases should raise warning flags for questionable ethical conduct. If you find yourself using any of these types of expressions, take the Ethics Quiz below to make sure you are on solid ethical ground.

- ◆ “Well maybe just this once...”
- ◆ “No one will ever find out...”
- ◆ “It doesn’t matter how it gets done as long as it gets done.”
- ◆ “It sounds too good to be true.”
- ◆ “Everyone does it.”
- ◆ “Shred that document.”
- ◆ “We can hide it.”
- ◆ “No one will get hurt.”
- ◆ “What’s in it for me?”
- ◆ “This will destroy the competition.”
- ◆ “We didn’t have this conversation.”

## Ethics Quiz

If you are not sure what to do, start asking some of the following questions and keep asking them until you are certain you are doing the right thing.

- ◆ Am I doing the right thing the right way?
- ◆ Are my actions legal?
- ◆ Am I being fair and honest?
- ◆ Will my action stand the test of time?
- ◆ How will I feel about myself afterwards?
- ◆ How would it look in the newspaper?
- ◆ What would I tell my child to do?
- ◆ How would I feel if my family, friends and neighbors knew what I was doing?

If you are still not sure what to do, first contact your manager. If you do not feel comfortable doing this, contact the following other ViaSat resources:

- ◆ Legal Department
- ◆ Human Resources Department
- ◆ Security Department
- ◆ The Values Line – ViaSat’s ethics and compliance helpline
- ◆ Other communication channels you think could help

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