

Viasat Guide to **Business Conduct**

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Dear fellow employees,

Although Viasat has experienced a good deal of growth and change over the last decades, one thing has not changed – 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 this Guide to Business Conduct. The Guide offers an explanation of Viasat’s values 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 values and standards reflected in this Guide.

One section of the Guide provides more detailed subject-matter guidance. Because Viasat’s government prime and subcontracts are subject to very detailed rules and regulations, this Guide now includes a specific section outlining appropriate behavior regarding US and other governments and dealing with Viasat’s government contracts. The Government Code complements the rest of the information in the Guide, while recognizing the additional requirements imposed on government contractors.

Ultimately, it is our hope and expectation that the Guide becomes practically unnecessary because of the higher standard set by Viasat employees in the course of their work each day – not because it is required, but because it is the right thing to do.

Sincerely,



Mark Dankberg
Chairman and Chief Executive Officer



Overview

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 People and Culture (P&C) departments.
- › The Ethics Committee reports to Viasat's Vice-President of People and Culture, 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. No matter where in the world you are employed, or where you might go during your career with Viasat, this Guide applies to our entire global workforce. 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 workplace conduct, you ordinarily should first contact your manager. If you do not feel comfortable doing this, you can contact other Viasat resources:

- › Legal Department (legal@viasat.com)
- › People and Culture Department
- › Security Department
- › The Values Line – Viasat's anonymous ethics and compliance helpline
- › Government customers or applicable ethics officials, on matters related to government contracts

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) is available 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:

- › Details about the situation
- › Time and place the situation occurred
- › Individuals involved or witnesses to the conduct
- › Other information that might help with follow up or investigation of the concern.

For federal government customers or contracts, you can report suspected fraud, waste, or abuse on the Department of Defense (“DoD”) Hotline at (800) 424-9098, or <http://www.dodig.mil/hotline> (for Department of Defense contracts) or to the respective customer Agency Inspector General offices for non-DoD government contracts.

The requirement to report suspected or known violations of law should not be construed as preventing employees from also reporting possible violations to appropriate government authorities.

Accountability and Actions

Compliance with local law and Viasat's policies, procedures, and values is not optional. These guidelines 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 retaliate against an individual for doing the right thing or permit retaliation by anyone in the company, at any level against any employee who makes a good faith report of known or suspected acts of misconduct or other violations of this Policy. Viasat bans all personnel from taking any form of negative action against an employee who reports a concern.

You can reach the Values Line — Viasat's ethics and compliance helpline — at

1-888-475-8376

If you are calling from abroad, we have set up international numbers for those locations where Viasat has a significant presence. From Canada, please call the same U.S. number.

- › From **Australia**, please call 1-800-20-8932 or 1-800-14-1924.
- › From **Brazil**, please call 0-800-890-0288 followed by 844-628-9765.
- › From **China**, please call 10-800-711-0631 or 10-800-110-5077.
- › From **India**, please call 000-800-100-1075.
- › From **Ireland**, please call 1-800-550-000 followed by 844-628-9765.
- › From **Italy**, please call 800-172-444 followed by 844-628-9765.
- › From **Israel**, please call 1-80-933-3333 followed by 844-628-9765.
- › From the **Netherlands**, please call 0800-022-9111 followed by 844-628-9765.
- › From **Switzerland**, please call 0800-56-1525.
- › From the **United Kingdom** please call 0808-234-7051.

Disciplinary action, up to and including the termination of employment, may be taken against any employee who engages in conduct that is unethical, fraudulent, or otherwise improper. Similar discipline may be taken against any employee who knowingly gives a false report of such 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 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 conflicts of interest between work and personal affairs

Do the Right Thing in the Right Way

- › Behave ethically
- › Follow Viasat policies
- › Speak up if faced with a doubtful situation
- › Persuade others to follow 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 that 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
- › Report any questionable activities to an appropriate member of management or a P&C Business Partner.

Nothing in this Guide is intended to restrict communications or actions protected or required under applicable law.



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 violate the company's policies and values.

Health and Safety

Viasat will not compromise health or safety in the workplace. 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 impaired by alcohol or using 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 weapons onto a Viasat campus or into Viasat offices.

Key points:

No one may ask any employee to break the law, or violate 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 or activities.

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

Diversity is a strength at Viasat, and we strive to understand others' views. 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. Viasat is best served when we foster an environment of clear, honest, and timely communication.

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, 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.
- › 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 reasonably upsets another's work performance or creates a fearful or hostile work environment.

Personal Relationships

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 respects 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, or as otherwise required by law.

What would you do?

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

Talk to your supervisor about how you feel. If you are uncomfortable talking directly to your supervisor, talk to another manager, your People and Culture Business Partner, or the Viasat Values helpline.

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?

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 People and Culture, Security, or the Viasat Values helpline to report your concern.

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?

You should report any possible hazards or concerns. Safety and the environment are every employee's "area." Report your concern to your manager, Security, an Operations manager, or the Viasat Values helpline. Think how you would feel if someone were badly hurt because you failed to act.

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

You are right—all injuries and incidents should be reported to your supervisor, People and Culture, Benefits, or Security, no matter how small.

I have a concern not addressed in this guide. Does that mean I can ignore the problem?

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, contact the Legal Department (legal@viasat.com) or call the Viasat Values helpline if you have any questions or concerns related to workplace 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 of interest. No employee should represent Viasat in a business deal if he or she, a family member, or a close friend has a direct financial interest in the deal. No employee should take any business action for personal benefit, or to benefit a relative or close friend. Employees must report to the Legal Department (legal@viasat.com) and their management team any situation that may appear to be an actual or perceived 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 ever be accepted or provided if it will obligate, or appear to obligate, the person who receives it to "return the favor." Receiving or giving gifts of cash or cash equivalents is never allowed. Further, if you are doing business with the US government, gifts, entertainment or other items of value may not be offered or exchanged under any circumstances and items of value may only be exchanged with foreign government officials under very limited circumstances. More detailed guidance regarding interactions with US government employees is found in the sections dealing with government contracts and with foreign officials in the section discussing the Foreign Corrupt Practices Act (FCPA).

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
- › They do not violate the policy of the other parties' company
- › They are consistent with customary business practices in the country or industry and do not give the appearance of impropriety
- › They are for a valid and legitimate business-related purpose
- › They are not lavish, extravagant, or too frequent, and are consistent with any existing department guidelines

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.

- › They cannot be construed as a bribe, payoff, or improper influence, and they will not impose a sense of obligation on the recipient
- › Public disclosure of the gift would not embarrass the company or the employee, and there is no effort to conceal them
- › They are properly authorized and recorded in accordance with Company practice
- › They do not violate our business values or ethics in any other manner

If you are offered a gift that doesn't meet the criteria outlined above, you should politely refuse the gift. 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 rare situations, you may accept the gift and promptly turn it over to Viasat. It is not acceptable to ask for or request personal gifts, favors, entertainment, or services.

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 employees 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, 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 laws are very specific and can vary by country, this is an area where you should contact Viasat's Legal Department (legal@viasat.com) 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 means to get information about other companies or entities. Do not share confidential information from suppliers or customers with anyone outside Viasat without written permission, and do not share such information with anyone inside of Viasat who doesn't need to know it or who is not authorized to receive it. If agreements are signed to protect information, such as a Confidentiality Agreement or Non-Disclosure Agreement (NDA), you must follow the terms and conditions of these agreements. Do not steal or misuse trade secret information. Do not accept sensitive information if you suspect the disclosure is unauthorized. Suggesting or asking others to disclose trade secrets or confidential materials in their possession, especially new employees hired from a competitor, is strictly forbidden and will not be tolerated.

Contracts and Commitments

You should not enter into a contract or request a proposal from a supplier without the proper authority. With limited exceptions, significant contracts binding the company may only be approved and signed by officers of the company, contracts and legal staff. If you have any questions regarding the signature authority for a particular contract, please discuss the matter with your supervisor or contact the Legal Department (legal@viasat.com).

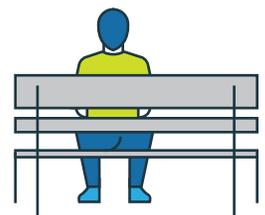
Customer Relations

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

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



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- › Encourage support for small, disadvantaged, and minority-owned businesses
- › Avoid agreements involving any actual or perceived conflicts of interest

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 all laws regarding slavery and human trafficking in the countries in which the suppliers are doing business. If at any time you discover that a supplier may be violating these provisions, please notify your manager or Viasat's Legal Department.

Conduct involving our government customers and government contracts (“Government Code”)

Definitions

A “Government contract” is any contract between Viasat and a government entity. Any subcontract between Viasat and another company where the ultimate customer is a government entity is also considered a “government contract” for purposes of this Code. Any Viasat contract that is fully or partially funded by a government entity is also considered to be a “government contract.” In some situations, a quasi-governmental entity (such as the U.S. Postal Service or Amtrak) is considered a government entity for contract coverage purposes. If you have any doubt as to whether a particular contract is a “government contract,” contact the Legal Department (legal@viasat.com).

A “Government employee” is any employee of a federal, state, or local government entity. In addition, employees of other companies may be considered “government employees” if they are performing government-type roles under contract to the government. Many of the rules in this Code also apply to Viasat’s interactions with other government contractors; both subcontractors to Viasat and higher-tier contractors to whom Viasat is a subcontractor.

Pricing and Procurement Information

Viasat will not discuss, disclose to, or otherwise coordinate government contract pricing with any other company. The only exception to this rule is when Viasat is part of a teaming arrangement, such as a prime contractor/subcontractor relationship, or a joint venture. In those more uncommon situations, Viasat may discuss prices with other entities involved in the arrangement. If Viasat is participating on more than one team, it may not discuss pricing for one team with members of another team. If any Viasat employee receives or is made privy to pricing from a competitor, immediately contact the Legal Department.

Viasat may not receive advance or other non-public information about any government

Key points:

Government contracts often involve special rules; if you are working on Government programs, heightened vigilance is required.

Do not accept or give gifts, favors, or entertainment to U.S. Government personnel, and do not accept or give these items to foreign government personnel unless cleared by Legal.

Ensure that all certifications to government entities are entirely truthful and not misleading.

Do not delete, alter or destroy government records.

contract procurement, or about any aspect of a competitor’s proposal, including pricing, costs, technical approach, specifications, etc. This prohibition is effective whether or not the information has a “confidential” or similar legend on it. If you are offered such information, or such information is provided to you in any way, immediately report the matter to the Legal Department.

Gifts and Gratuities

Viasat employees may not give anything of value to any US government employee. This prohibition also covers the employees of a private company providing procurement services to the government and employees of higher-tier contractors on government contracts.

A thing “of value” includes money, goods, services, discounts, business opportunities, and even items that appear to be of nominal value. Any exception to this policy must be approved in writing, and in advance, by the Legal Department.

Foreign Corrupt Practices Act

The U.S. Foreign Corrupt Practices Act (FCPA) forbids giving (or promising, authorizing, or offering to give) money or anything of value, directly or through other parties, to foreign officials in order to influence their decisions or to gain a business advantage.

Different types of foreign officials include:

- › Officials and employees of national, regional, or local governments.
- › Military personnel.
- › Candidates for political office and political parties and officials.
- › Officers and employees of commercial businesses or other businesses that are owned or controlled by national, regional, or local governments (e.g., Telebras or Saudi Aramco).
- › Employees and officials of public international organizations (e.g., the World Bank).
- › Anyone working in an official capacity for, or on behalf of, any of the foregoing.

The FCPA also requires proper record keeping and internal accounting controls in the Company’s operations worldwide.

Many countries have enacted laws prohibiting bribery of officials, as well as commercial bribery. The laws of many U.S. states also prohibit bribery in the private (commercial) sector. All such improper payments, whether to U.S. or foreign officials, current or potential customers, suppliers, representatives, consultants or other business partners, are prohibited.

For more information about the FCPA (as well as the UK Bribery Act of 2010), please see [Viasat’s Anti-Corruption Guidelines](#).



Organizational Conflicts of Interest

Government contracts may be subject to Organizational Conflict of Interest (“OCI”) regulations. An OCI means Viasat is unable or potentially unable to render impartial assistance or advice to the Government. An OCI could occur when, as a result of Viasat’s other activities or relationships with other persons or entities, 1) Viasat’s objectivity in performing the contractual work is or might be impaired or 2) Viasat has obtained an unfair competitive advantage. You should be sufficiently aware of potential OCIs in order to spot the issue and contact the Government Systems legal group for guidance as soon as you think an OCI may exist. Viasat may have duties to disclose the potential OCI or may take actions to avoid, neutralize or mitigate significant potential conflicts before contract award.

OCIs fall into 3 categories:

- › **Unequal Access to information:** A contractor has access to nonpublic information that would provide an unfair competitive advantage.
- › **Biased Ground Rules:** As part of a contractor’s performance under a government contract, it has set the “ground rules” (i.e., advising on the SOW, helping to craft specifications or evaluation criteria) that would give it an unfair competitive advantage in future contracts.
- › **Impaired Objectivity:** A contractor’s work under one contract could entail its review or evaluation of itself under another contract.

Viasat is under an affirmative duty to take action when an actual or perceived OCI exists. You must seek guidance as early as possible from the Government Systems Legal Group if you believe an OCI may exist.

Employment of Former Government Employees

Former government employees, both military and civilian, have valuable experience and skills. Government contractors like Viasat are subject to special rules when hiring former government employees. Depending on the former employee’s title (or rank) and job responsibilities, they (and Viasat) may be subject to certain restrictions on hiring in general, and their permissible job responsibilities at Viasat in particular. Before even an informal discussion of a potential position with Viasat is discussed with a current or former government employee, both People and Culture and the Legal Department should be consulted. Even after an approved hire starts at Viasat, care must be taken to ensure that the employee does not transfer into a different position that remains subject to a post-government employment restriction.

Document and Records Management

Viasat's records and information are very important and may be subject to government audit. Records and information can exist in many forms, such as documents, files, graphs, and databases, and may be in hard copy or electronic form. To ensure that valuable business information is organized and available when needed, properly label and carefully handle all records, including but not limited to confidential and proprietary information. Check with your supervisor for any special policies regarding the retention of documents and other records that you handle, if any. Keep in mind that certain records and information pertaining to our business must be maintained for specific periods of time for legal reasons or for review by regulatory authorities. **Unless otherwise directed, all documents and records related to government contracts should be preserved indefinitely.**

In addition, from time to time, Viasat receives audit requests from government agencies for documents and records relating to our business. Viasat's policy is to promptly respond to all audit requests. If you receive an audit request, notify your supervisor and the Legal Department **immediately** (legal@viasat.com).

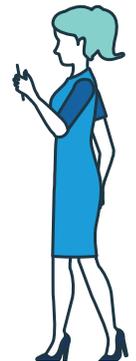
Please note that these requirements are in addition to any contract-specific requirements, including requirements dealing with classified information and other information-security rules and regulations.

Representations and Certifications

All information Viasat provides to the Government, including representations, certifications, warranties, invoices, requests for payment, statements of compliance with specifications, or other statements of fact, is subject to broad requirements of honesty and accuracy. All communications and information provided to the Government, whether written, oral, or electronic, must be factually accurate. If something is an estimate or opinion, it must be identified as such.

Communications to the government are subject to the federal False Statements Act. Even when the government's request does not carry an "under penalty of perjury" or similar label, a communication to the Government cannot be either "knowingly and willfully" false or provided to the government with a "reckless disregard" for the communication's accuracy. These prohibitions also include indirectly misleading the government. This rule also applies to information supplied to a private party that a Viasat employee knows, or should know, will be provided to the government, or incorporated into other information to be provided to the government. If you have any questions about the status or accuracy of any communication to be made to the Government, contact the Legal Department before the information is communicated.

Government contracts require Viasat to make many explicit or implied statements of fact. Some of these statements take the form of checks in boxes; others are made by submitting a proposal or other document; and still others require a written statement. Even submitting an invoice to the government is an implied statement that the product



meets specifications and is being shipped in the correct quantities. All of these statements are covered by the False Statements Act; invoices submitted following a false statement may also violate the federal False Claims Act. While good faith mistakes are not violations, you or Viasat may have the burden to prove an incorrect statement or invoice was the result of an honest mistake, and not a purposeful misstatement.

Country of Origin Laws and Regulations

All of Viasat's government contracts are subject to various laws and regulations governing the sources of products sold to the US government. These laws include the federal Buy American Act and the federal Trade Agreements Act. By submitting a proposal, shipping products, and invoicing the government, Viasat is certifying that it complies with the applicable country of origin laws and regulations for that particular contract.

Combating Human Trafficking

The United States government has adopted a zero-tolerance policy regarding trafficking in persons. Viasat, its employees and subcontractors, may not engage in trafficking in persons, procure commercial sex acts (defined as any sex act on account of which anything of value is given to or received by any person), or use forced or otherwise illegal labor. This policy applies both to actions performed while on the job and to after-hours activities. Violation of this policy will result in action against the employee that may include, but may not necessarily be limited to, reduction in benefits, reassignment, or termination of employment. If you have any questions, concerns or knowledge of violations of this zero-tolerance policy, notify the Legal Department.

Notification of Improper Behavior

If you observe or suspect any fraudulent behavior, kickbacks, invoicing irregularities (including overpayments by the government) or behavior that violates this Government Contracting Code of Business Ethics and Conduct, you must immediately, either 1) notify your supervisor, or 2) the Legal Department (legal@viasat.com) or 3) call the Viasat Values hotline at 1-888-475-8376. The hotline is a number for reporting any potential violations of laws, regulations, policies or procedures on an anonymous basis, if desired. The purpose of this hotline is to ensure the timely identification and resolution of all issues that may adversely affect employees, customers, or the organization. Employees may report problems or concerns anonymously or in confidence via the hotline when they believe a potential violation has taken place, or to the other reporting options noted above. All disclosures will be thoroughly investigated, and no adverse action or retaliation will occur against an individual for bringing a good faith report of a violation or potential violation of this policy to light, even if the matter ultimately turns not to be a violation.

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 computers, 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 distributed outside the company, make sure a written confidentiality agreement is prepared and in place before any distribution occurs, 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, such as an NDA.

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

Records Management

Viasat's information is a valuable 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.
- › Government prime and subcontracts.
- › A litigation, 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.

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.

Do not destroy official company documents or records before the retention time expires, but do destroy documents once no retention requirement applies and 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 the information for performance of their job. Regularly advise those who handle this highly-sensitive information of their duty to protect this information and consult with the privacy team or Legal Department before transmitting sensitive employee information.

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 or the general public. 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, especially if they 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 and comply with the Viasat Insider Trading Policy before buying or selling Viasat securities. Consult with your supervisor or Viasat Legal if you are unsure whether you have “material” inside information at any point in time; especially if you wish to trade in Viasat stock.



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 (GAAP), government accounting standards, and Viasat's system of internal controls. The following are examples of activities which are prohibited:

- › 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 earlier than allowed
- › 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.

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 (Patent-Admin@viasat.com) any innovation developed on company time or using company resources, so that the company can decide whether to seek patent protection. Please see the Patent Wiki page for additional reference material and other ways to disclose inventions.

Immediately notify management or the Legal Department if you believe a party is infringing on our patents, trademarks or other intellectual property rights. In addition, note that intellectual property received from other companies generally has restrictions on use and distribution; please promptly notify 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 law. Employees are not allowed to use company resources for improper purposes including but not limited to sending, receiving, accessing, or saving electronic information that is sexually explicit, or promotes hate, violence, gambling, illegal drugs, or the illegal purchase or use of weapons.



What would you do?

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?

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

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

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, People and Culture, Finance or the Viasat Values helpline.

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?

It is a difficult situation for you, but you owe it to yourself and to the company to let management or the People and Culture Department know what is happening. And remember, you may always call the Viasat Values helpline.

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?

Maybe. While we usually do not bill a customer until shipment occurs, there are some 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 Viasat Values helpline.

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?

It could be. The same rules about trading on inside information apply whether you buy or sell stock yourself or if you give the information to someone else to trade on. 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 so it is best to err on the side of caution.

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 prohibited but the prohibition 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.

Environmental

Viasat is committed to good environmental management. We must obtain environmental permits when required, understand their 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 policies and procedures. 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.

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.



Political Activities, Contributions and Lobbying

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. 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.

Viasat is subject to strict rules on lobbying state and federal government employees to influence the formulation, modification, or adoption of legislation, rules, regulations, executive orders, or other programs, policies, or positions. These rules cover elected officials and their staffs. There are also strict rules limiting lobbying regarding the administration of existing federal or state programs or policies, including calls for proposals or contract extensions or modifications. Generally, Viasat should not lobby government employees and officials without first consulting the Legal Department. This prohibition applies to situations where Viasat lobbies directly or hires an outside government relations firm. Strict compliance with this rule is particularly important when a former government employee is representing or working for Viasat, as the rules in that situation are generally more strict.

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, Global Trade (Global.Trade@viasat.com), or Viasat's Legal Department 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 (Global.Trade@viasat.com) or Viasat's Legal Department (legal@viasat.com).

Government and Media Requests

Viasat cooperates with reasonable requests from government agencies, authorities, and the media. Only provide truthful and accurate information. If a government or media representative approaches you or asks you to comment on any aspect of Viasat's business, you should first alert Viasat's Public Relations Team (PR@viasat.com) or Viasat's legal counsel. Do not talk to the media or other third parties 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.



What would you do?

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

No. In the U.S. this practice is never 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.

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?

No. Your personal political activity is your own business. Just make sure that you do not use Viasat assets, including company time, or the Viasat name, to advance the campaign.

I was leaving work and a journalist 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?

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.

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?

Yes. You should first express your concern to your supervisor. If that does not work, you should contact the Legal Department, or call the Viasat Values helpline.

In conclusion

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 if my action was reported in the newspaper?
- › What would I tell my child to do in the same situation?
- › How would I feel if my family, friends and neighbors knew what I was doing?

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

- › Legal Department (legal@viasat.com)
- › People and Culture Department
- › Security Department
- › The Values Line – Viasat’s ethics and compliance helpline
- › Government customers or applicable ethics officials, on matters related to government contracts

