

# **NETSCOUT SYSTEMS, INC.**

## **Code of Business Conduct**

**Revision Approved by the  
NetScout Systems, Inc.  
Board of Directors  
October 24, 2017**

## TABLE OF CONTENTS

	<b>Page</b>
<b>1. INTRODUCTION</b> .....	4
<b>2. OUR ETHICS AND COMMITMENTS TO OUR STAKEHOLDERS</b> .....	4
Accuracy of Company Records .....	4
Financial Reporting and Disclosure Controls .....	5
Financial Reporting Obligations .....	5
Insider Trading.....	5
Trading Blackout Periods .....	6
No Selective Disclosure .....	6
Information to the Public .....	6
Communications .....	7
Retention of Records.....	7
<b>3. OUR COMMITMENT TO CUSTOMERS AND BUSINESS PARTNERS</b> .....	7
Commitment to Quality .....	7
Customer Relationships .....	7
Dealing with Government Customers.....	7
Data Privacy.....	8
<b>4. OUR COMMITMENT TO A HEALTHY WORK ENVIRONMENT</b> .....	8
Respect for Our Employees and Non-Discrimination .....	8
Abusive or Harassing Conduct Prohibited.....	8
Health and Safety.....	8
Substance Abuse Policy .....	9
Employee Privacy .....	9
Social Responsibility .....	9
<b>5. OUR COMMITMENT TO SAFEGUARDING COMPANY ASSETS</b> .....	9
<b>6. PROPRIETARY AND CONFIDENTIAL INFORMATION</b> .....	9
<b>7. CONFLICTS OF INTEREST</b> .....	10
Generally.....	10
Disclosure .....	11
<b>8. LEGAL COMPLIANCE</b> .....	11
Generally.....	11
International Business Laws .....	11
Antitrust Laws.....	11
Fair Methods of Competition.....	12
Intellectual Property.....	12
Software Licensing .....	12
<b>9. HOW TO REPORT YOUR CONCERNS</b> .....	12
Good Faith Concerns Are Protected .....	12
Malicious Reporting is Prohibited .....	13
Reporting a Concern .....	13
Audit Committee Available to Hear About Accounting Matters.....	13

10. **ENFORCEMENT** ..... 13

11. **WAIVERS AND AMENDMENTS** .....14

## **1. Introduction**

This Code of Business Conduct (“Code”) has been adopted by NetScout Systems, Inc.’s Board of Directors to summarize the standards of business conduct that must guide our actions. This Code applies to all employees, officers, and directors of NetScout Systems, Inc. and its subsidiaries (together “NetScout” or the “Company”). The Company has issued this Code to promote honest and ethical conduct throughout our organization, deter wrongdoing, and promote fair dealing with all those with whom we do business. We have a responsibility to comply with all applicable laws and regulations in all of the Company’s operations worldwide.

You are expected to read this Code and any updates to it, and to exercise good judgment and act in a legally compliant, ethical, and respectful manner in compliance with the provisions of this Code, and to implement best practices and values while promoting the best interests of the Company and its stakeholders. This Code applies to all of the Company’s activities in every market that it serves and your conduct while working on the Company’s premises, at offsite locations where Company business is being conducted, at Company-sponsored business and social events, or at any other place where you are acting as a representative of the Company. Failure to comply with this Code, or any other Company policies and procedures may subject you to disciplinary action, up to and including termination of your employment, subject to applicable law.

This Code, as updated from time to time, is intended to provide guidance, and to suggest appropriate standards of conduct and a variety of ways to appropriately respond to improper or questionable conduct. It is not intended to cover all situations that may arise. Additionally, the Company has policies and procedures that apply to employment at, and the operation of, the Company, and you are expected to follow such policies and procedures, as updated from time to time. Many of these policies and procedures directly or indirectly set forth standards of conduct and performance. This Code is intended to complement those policies and procedures.

In addition to being provided to you upon hiring and annually as part of a certification process, this Code is available online at [www.netscout.com/investors](http://www.netscout.com/investors) under the tab “Corporate Governance” and on the Company intranet under Policies.

NetScout’s success has been achieved through your hard work and our commitment to customers, shareholders and other stakeholders to build the best performance management and security solutions for the market. We also strive to be innovative and to provide an enjoyable work environment. We believe that this Code will reinforce those valuable qualities and attributes that have made NetScout successful and will facilitate and motivate the type of conduct and performance in the future that will enable NetScout and you to continue to be successful in an enjoyable manner.

## **2. Our Ethics and Commitments to our Stakeholders**

As a public company, we are committed to protecting our reputation and assets and managing our business in the best interests of our stakeholders.

**Accuracy of Company Records.** As a public company, we are required to keep all internal and external financial records in compliance with U.S. Generally Accepted Accounting Principles. In addition, we are committed to recording and reporting all financial and other business information fully, honestly, and accurately, and in a timely and understandable manner. Therefore, you are responsible for ensuring the accuracy of all books and records within your control and compliance with all NetScout policies and internal controls. All Company information must be reported honestly and accurately, whether in internal, personnel, safety, or other records or in information we release to the public or file with government agencies.

**Financial Reporting and Disclosure Controls.** As a public company, we are required to file periodic and other reports with the United States Securities and Exchange Commission (“SEC”) and to make certain public communications. We are required by securities authorities, including the SEC, to maintain effective “disclosure controls and procedures” and “internal control over financial reporting” so that financial and non-financial information is reported fully, timely and accurately both to our senior management and in the filings we make. You are expected, within the scope of your employment duties, to support the effectiveness of our disclosure controls and procedures and internal control over financial reporting.

**Financial Reporting Obligations.** All employees are bound by the following obligations, especially as they support our financial reporting.

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships.
- Promote full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company provides to government agencies and in other public communications.
- Comply with applicable governmental laws, rules, and regulations.
- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing one’s independent judgment to be compromised.
- Respect the confidentiality of information acquired in the course of one’s work except when authorized or otherwise legally obligated to disclose it. Confidential Information acquired in the course of one’s work may not be used for personal advantage. (See Section 6, below, for additional Confidential Information guidelines.)
- Share knowledge and maintain skills important and relevant to the goals of this Code.
- Proactively promote ethical behavior among peers, in the work environment and the community.
- Use responsibly all Company assets and resources employed by or entrusted to the individual.
- Promptly follow the reporting procedures outlined in Section 9 of this Code for any conduct that the individual believes to be a violation of law, business ethics or this Code, subject to any local law limitation.

NetScout’s Chief Executive Officer, Chief Financial Officer, the Finance Department, and any other individuals involved in creating, transmitting or entering information into the Company’s financial and operational records have a special role in promoting the fair and timely reporting of the Company’s financial results and condition. These individuals have a responsibility for promoting integrity throughout the organization and to ensure that the above obligations are fulfilled.

**Insider Trading.** The Company’s insider trading policy and applicable laws prohibit you from buying or selling NetScout stock if you are aware of “inside” information, that is, material, non-public information about NetScout. The Company’s Insider Trading Policy, provided to you upon hiring and available on The Scout, also prohibits those who are aware of “inside” information concerning third parties with whom the Company does business, from buying or selling securities of those third parties until after the material information has been fully disclosed to the public. You must not disclose or “tip” any material, non- public information to family, friends or others outside the

Company. You are also prohibited from doing indirectly through a family member, friend, or other third-party, anything you would be prohibited from doing directly in violation of applicable insider trading laws and rules.

If you are considering buying or selling the Company's securities, you should review and understand this Code and the Company's separate policy on insider trading. NetScout has additional trade authorization procedures for Section 16 officers and directors. If, following review of such materials, you have a question as to whether the transaction might involve the improper use of insider information, you should obtain prior approval from the General Counsel, or in his/her absence the Chief Financial Officer, before buying or selling Company securities. To prevent the inadvertent disclosure of material, non-public information, you are reminded that no discussions of such information should take place in public areas. Further, strict care should be taken in the handling and disposal of papers containing material, non-public information.

**Trading Blackout Periods.** You are prohibited from trading in the securities of the Company during the Company's standard blackout periods. The standard blackout periods are posted on the Company's intranet. The Company may also impose special blackout periods, from time to time, in response to special circumstances. These regular and special blackout periods are intended to prevent employee trading, and the external appearance of trading, on material, non-public information.

**No Selective Disclosure.** In addition, SEC rules also prohibit selective disclosure of material, non-public information to those outside the Company in most circumstances. Therefore, you are expected to assist the Company in keeping all material, non-public information about the Company strictly confidential unless and until the Company makes an authorized press release or other authorized public communication or filing. If you become aware of any such selective disclosure, or are concerned about whether any proposed disclosure would be prohibited, you should promptly notify the Company's General Counsel, Chief Financial Officer via [cfo@netscout.com](mailto:cfo@netscout.com) or [the](#) Compliance Office via [compliance@netscout.com](mailto:compliance@netscout.com), or follow the reporting procedures outlined in Section 9 of this Code.

**Information to the Public.** The Company's policy is to provide timely public dissemination of material information about our business solely through those authorized for this purpose. When the Company provides information to the news media, analysts and stockholders, or in any other public communication, it has an obligation to do so accurately and completely. You may not speak publicly for the Company and must forward all inquiries about the Company's activities, results, plans or position on public issues to the appropriate person below. You are prohibited from discussing the Company's confidential information and/or material non-public information using social media forum. If you become aware of any public disclosure of the Company's confidential information and/or material non-public information made through unauthorized means or by unauthorized employees, you should promptly notify the Company's General Counsel, the Chief Financial Officer via [cfo@netscout.com](mailto:cfo@netscout.com) or the Compliance Office via [compliance@netscout.com](mailto:compliance@netscout.com), or follow the reporting procedures outlined in Section 9 of this Code.

Below is a list of contacts to notify if a third party requests information about our business:

- Requests from investors, securities analysts  
or any questions about NetScout's business Investor Relations
  
- Requests from news media and reporters Public Relations

**Communications.** You are expected to use appropriate judgment and discretion in your emails, memos, notes, and other formal and informal communications relating to our business. Communications relating to our business must avoid unlawful or unauthorized financial, legal or business statements. You are expected to be familiar with and comply with related communications policies, including the Company's social media policy and any internet or electronic communications use policies.

**Retention of Records.** You are not permitted to alter, remove, or destroy documents or records of the Company except in accordance with the Company's document retention and destruction policies, including the Records Management Policy and Information Security Program Manual, available on The Scout. It is the Company's policy not to destroy or alter our records, documents or other materials (whether in paper form, emails, or otherwise) relevant to any pending, threatened, or anticipated litigation, investigation or audit including but not limited any documents covered by a hold notice issued by the Legal Department. Violation of this policy may raise criminal liability.

### **3. Our Commitment to Customers and Business Partners**

We are committed to providing high value service assurance and cybersecurity solutions and related services to our customers and business partners. We therefore strive to achieve satisfied customers who will be repeat buyers of our products and services and to build mutually advantageous alliances with our business partners. Our dealings with our customers and partners are only conducted through agreements or transactions that are fully disclosed to your manager and to the appropriately involved functions. In addition, all agreements with customers and suppliers must be disclosed in accordance with all Company policies, including our disclosure controls and procedures and internal control over financial reporting.

**Commitment to Quality.** Our long term reputation and business viability depend upon our continued maintenance of high quality in the products and services we provide. We are committed to deliver products that perform as documented and as represented to the customer.

**Customer Relationships.** Our policy is to build lasting relationships with our customers through superior delivery and execution and honest sales and marketing. We will comply with applicable advertising laws and standards, including a commitment that our advertising and marketing will be truthful, non-deceptive, and fair and will be backed up with evidence before advertising claims are made. Our policy also prohibits making false or deceptive statements about our competitors and giving or accepting kickbacks, bribes, inappropriate gifts and other matters prohibited under the conflict of interest section of this Code or applicable laws and regulations.

**Dealing with Government Customers.** Special legal and contracting rules apply to our dealings with domestic and foreign government customers. For purposes of this Code, "government customers" include direct sales to government owned and controlled agencies and entities, sales to commercial customers who resell our products or services to government agencies, as well as other prime contractors to government agencies with whom we subcontract. Some domestic and foreign laws and regulations, including the U.S. Foreign Corrupt Practices Act, U.K. Bribery Act of 2010, and other applicable laws, impose strict limits on any kind of benefits or gifts offered to officials, or employees of any enterprise owned or controlled by a government agency, including limitations on hiring former government officials or their family members. The obligations of the Company and its employees, officers and directors under the Foreign Corrupt Practices Act and U.K. Bribery Act 2010, and other applicable laws, are discussed in detail in Section 8 of this Code.

Additionally, many local government agencies impose bidding or procurement requirements, special billing and accounting rules, and restrictions on subcontractors or agents we may engage. Employees who deal with domestic or foreign government agencies are expected to know the laws applicable to these business activities, and to use sound judgment to avoid any violations of the letter or spirit of the laws prohibiting corrupt practices in connection with government contracting. If you have any questions, consult with the Company's General Counsel.

#### **Data Privacy**

The Company, and companies and individuals authorized by the Company, may have access to customer and third party Personal Data through the services we provide to our customers. The Company follows procedures to protect Personal Data wherever it is stored or processed, and access to this data is restricted. The Company complies with applicable data privacy laws wherever we do business. Employees, officers and directors who have access to Personal Data must ensure that it is not disclosed in violation of the Company's policies, practices or applicable law. Personal Data can include any information that alone or in combination with other information identifies an individual. If you have any questions about handling Personal Data, please contact the Data Privacy Office via [DPO@netscout.com](mailto:DPO@netscout.com).

#### **4. Our Commitment to a Healthy Work Environment**

The Company is committed to making the work environment safe, secure, and healthy for its employees and others. The Company complies with all applicable laws and regulations relating to safety and health in the workplace. We expect each of you to promote a positive working environment for all. You are expected to consult and comply with all Company rules regarding workplace conduct and safety. You should immediately report dangerous conditions and any activity that compromises Company security to your supervisor.

**Respect for Our Employees and Non-Discrimination.** The Company's employment decisions will be based on reasons related to our business, such as job performance, individual skills and talents, and other business-related factors, as permitted by applicable laws. Company policy requires adherence to all applicable employment laws and prohibits unlawful discrimination. All individuals will enjoy respect and consideration in accordance with applicable law. Further, NetScout expects employees, officers, and directors to treat other employees, officers, directors, clients, visitors, independent contractors, and providers of services or products to the Company with respect and consideration.

**Abusive or Harassing Conduct Prohibited.** Company policy prohibits abusive or harassing conduct toward others. While it is not possible to provide a definitive list of prohibited behaviors since the particular circumstances of each event define whether it is good-natured or demeaning and offensive or illegal. As a general rule, you should treat everyone with respect, dignity and courtesy, You are responsible for understanding all applicable harassment laws and Company policies. If you have questions regarding the company's anti-harassment policy, contact your human resources business partner for guidance. We encourage you to report harassment or other inappropriate conduct as soon as it occurs. All threats or acts of physical violence or intimidation are prohibited. Additional guidance is available in the Sexual Harassment Policy, available on The Scout.

**Health and Safety.** We expect you to help us to maintain a healthy and safe working environment and encourage you to report promptly any unsafe or hazardous conditions or materials, injuries, and accidents connected with our business pursuant to the reporting procedures outlined in Section 9 of this Code.

**Substance Abuse Policy.** You must not work under the influence of any illegal drugs or controlled substances that would impair your fitness for duty or the safety of yourself or others.

**Employee Privacy.** The Company, and companies and individuals authorized by the Company, collect and maintain Personal Data as defined in Section 3 that relates to your employment, including compensation, performance, medical and benefit information. The Company follows procedures to protect this data wherever it is stored or processed, and access to your Personal Data is restricted. The Company complies with applicable data privacy laws. Employees, officers and directors who have access to employee Personal Data must ensure that personal information is not used or disclosed in violation of the Company's policies or practices or applicable laws. In accordance with those policies and applicable laws and regulations, you are expected to strictly maintain the data security and privacy of any third party information that you may have access to.

**Social Responsibility.** We respect your involvement in the community, charitable, and political activities and causes that you may choose, so long as these activities do not interfere with your job responsibilities to the Company. You may not represent that your views or activities represent those of the Company. You should not solicit or pressure other employees during work time with regard to community, charitable, religious, or political causes unless applicable laws otherwise prohibit such restriction.

## **5. Our Commitment to Safeguarding Company Assets**

You are personally responsible to use the Company's tangible and intangible assets only for our lawful, corporate purposes, as approved by management from time to time. You should help the Company protect its assets from misuse, theft, damage, or other loss. Improper or unauthorized use of Company assets is prohibited. Any suspected loss, misuse or theft should be reported by following the reporting procedures outlined in Section 9 of this Code.

## **6. Proprietary and Confidential Information**

Each of us is responsible for protecting proprietary and other confidential information and trade secrets of the Company, and its customers, suppliers, and other business partners and of employees. Proprietary and other confidential information and trade secrets ("Confidential Information") includes, but is not limited to, non-public information relating to a party's technology, including intellectual property such as source code, engineering and manufacturing ideas or designs, schemas, product or marketing plans and strategies, nonpublic financial and business information, product research and development, production plans and strategies, employee lists and information, sales data, and customer or supplier lists and information.

Confidential Information is an important asset of the Company and the result of the ideas and hard work of our employees and of substantial investments by the Company in planning, research and development. You should help the Company maintain the value of its Confidential Information by using care to keep it confidential, and limit access of such information to those authorized to use it in their duties for the Company. If customers, suppliers or other third parties provide Confidential Information to you in their dealings with us, you are expected to protect that information in the same manner as we protect the Company's Confidential Information. Nothing in this Code or any Company policies or practices, including any provisions addressing confidentiality obligations, is intended to limit, prevent, impede or interfere in any way with any individual's right,

without prior notice to NetScout, to provide information to the government, participate in investigations, testify in proceedings regarding the Company's past or future conduct, or engage in any activities protected under whistleblower statutes.

## 7. **Conflicts of Interest**

Employees, officers, and directors must avoid any situation in which your personal interests conflict or appear to conflict with your independence of judgment or performance of duties for the Company. If you have any questions or concerns regarding whether or not a conflict of interest might exist, you should consult with your manager or the General Counsel.

**Generally.** You must avoid conflicts of interest with the Company, and must not take any action or obtain any interest that may make it difficult for you to perform your work objectively and effectively or act in the best interest of the Company as a whole. Conflicts of interest may also arise when you receive an improper personal benefit as a result of your position in the Company. Although some general rules are provided in this Code, you are expected to apply sound judgment to avoid conflicts of interest that could negatively affect the Company or its business, whether or not we have specific rules for that particular situation. It is not possible to describe every situation in which a conflict of interest may arise, but the following are examples of situations that may constitute a conflict of interest:

- Working in any capacity for a competitor while employed by the Company.
- Accepting any personal payments from a competitor, customer, business partner or supplier while employed by the Company if such payment has the purpose or appearance of influencing the doing of business with the giver.
- Accepting or receiving gifts or entertainment of more than modest value or receiving personal discounts or other benefits from a competitor, customer, business partner or supplier and as a result of your position in the Company (see the [Anti-Bribery Policy](#) and [Travel and Entertainment Policy](#) for additional guidance).
- Competing with the Company for the purchase or sale of property, services or other interests.
- Taking personal advantage of corporate opportunities.
- Having an interest in a transaction involving the Company or a customer, business partner or supplier (not including routine investments in publicly traded companies) if such interest has the purpose or appearance of influencing the doing of business.
- Receiving a loan or guarantee of an obligation as a result of your position with the Company.
- Directing business to a supplier owned or managed by, or which employs, a relative or friend of yours.

You are prohibited from doing indirectly, through family members, friends, or other third parties, anything you are prohibited from doing directly that may create a potential or actual conflict situation.

**Disclosure.** You are expected to disclose to us any situations that may involve inappropriate or improper conflicts of interests affecting you personally, affecting Company business or reputation, affecting other employees or those with whom we do business, as described below under Section 10.

## **8. Legal Compliance**

**Generally.** We are committed to conducting our business affairs with honesty and integrity and in compliance with all applicable laws, rules and regulations. The Company and its subsidiaries are organized under various U.S. and non-U.S. laws and such laws extend to the operations of the Company and its subsidiaries throughout the world, and wherever our employees live or work. You are charged with compliance with the laws of any local or federal jurisdiction in which you conduct business for the Company, including the U.S. Foreign Corrupt Practices Act, U.K. Bribery Act, and other applicable laws. Violations of such laws may subject the Company and you to sanctions, including fines, jail time and criminal and civil liability. If you have any questions, consult with the Company's General Counsel or the Compliance Office via [compliance@netscout.com](mailto:compliance@netscout.com). In addition to the laws referred to elsewhere in this Code and any other applicable laws, you should be aware of and comply with the following laws and regulations.

**International Business Laws.** Employees are expected to comply with the applicable laws in all countries to which they travel, in which they operate, and where we otherwise do business, including laws prohibiting bribery, corruption, or the conduct of business with specified individuals, companies, or countries. The fact that, in some countries, certain laws are not enforced or that violation of those laws is not subject to public criticism will not be accepted as an excuse for noncompliance. In addition, we expect employees to comply with U.S. laws, rules, and regulations governing the conduct of business by its citizens and corporations outside the U.S.

These U.S. laws, rules and regulations, which extend to all our activities outside the U.S., include but are not limited to:

- **The Foreign Corrupt Practices Act ("FCPA"), the UK Bribery Act and other anti-bribery laws** which prohibit offering an inducement, reward, or anything of value to any person or entity in order to gain any commercial, contractual, regulatory, or personal advantage, or to obtain or retain business or to influence any act, decision, or omission by a Government Official. Additional guidance is provided in the Company's [Anti-Bribery Policy](#).
- **Trade compliance laws**, which restrict or, in some cases, prohibit doing business with, or traveling to, countries or regions subject to sanctions imposed by the U.S. government, as well as specific companies and individuals identified on lists published by the U.S. Treasury Department and other U.S. government agencies,

If you have a question as to whether an activity is restricted or prohibited, seek guidance from the Compliance Office via [compliance@netscout.com](mailto:compliance@netscout.com) before taking any action, including giving any verbal assurances that might be regulated by international laws.

**Antitrust Laws.** The Company and you must comply with the antitrust and unfair competition laws of the countries in which we do business and the Company's Competition Law Compliance Policy. These laws, which vary by country, can be complex, and were designed to (a) ensure that competition remains vigorous and free from collusion, (b) protect free enterprise, and (c) prevent interference with the functioning of a competitive market system. Employees having roles that may implicate them with antitrust laws are responsible for knowing the laws that apply to their business activities, and should

speak to the Company's General Counsel if any questions arise. Generally, these laws prohibit or regulate agreements with other companies that unreasonably restrict the functioning of a competitive system, such as: selling products below cost; price fixing; bid rigging, allocating or dividing markets, customers or territories; joint refusals to deal; exclusive dealing arrangements; requiring resellers or distributors to impose end user pricing; or forced bundling or tying arrangements. You must not exchange non-public sales information with competitors. For additional guidance, review the Competition Law Policy and Antitrust Do's and Don'ts, available on The Scout. If you have questions regarding how these laws apply to your business activities, contact the General Counsel or the Compliance Office via [compliance@netscout.com](mailto:compliance@netscout.com).

**Fair Methods of Competition.** You must not use improper or illegal means of gaining competitive information that is confidential or proprietary information owned by others, or disclose confidential or proprietary information that you may have from past employment with other employers. If such information is offered or becomes available to you by any means, you must not accept it.

**Intellectual Property.** We expect you to conduct our business and use our business systems and facilities in ways that avoid any violations of copyright, trademark, service mark, patent, trade secret or other intellectual property rights held by third parties.

**Software Licensing.** Use of authorized software on the Company's computers and systems is subject to licensing agreements with vendors. Each of us must comply with those licensing agreements, which specify how and where the software is to be used. The Company strictly prohibits any unauthorized or illegal copying or distribution of licensed software. Additionally, you should not copy any software including "open source software" into any development product you work on for the Company unless you have first notified your supervisor and unless the Company is properly authorized and has entered into an agreement with the owner of such software permitting such activity.

## **9. How to Report Your Concerns**

We expect all employees to behave in accordance with this Code and the law, and to conduct their business activities on behalf of the Company with honesty and integrity. If you have questions about this Code or wish to discuss an individual situation, please first consider speaking with your immediate supervisor. If, at any time, you have knowledge of a potential or suspected violation of this Code, you should promptly report the violation to your supervisor or to any one of the parties listed below under "Reporting a Concern". There may, however, be times when you prefer not to go to your supervisor to report a concern. If you wish, you may instead report an actual or suspected violation of this Code confidentially or anonymously (if permitted by local law) using the NetScout Ethics Reporting System described below. All such reports will be treated as confidential, to the extent permissible by law, and will be used only for the purpose of addressing the specific issues raised in the report. Such reports will be shared by Company management and other authorized individuals only on a need-to-know basis in compliance with all applicable laws

**Good Faith Concerns Are Protected.** We encourage each of our employees to report any concerns that others in the Company or our agents may have engaged in illegal or unethical conduct relating to our business. We do not discriminate or retaliate against employees who reasonably believe there has been illegal or unethical conduct and honestly and in good faith report their concerns to us. In addition, under applicable laws, the Company may not discharge or otherwise discriminate against an employee for any lawful act by the employee to provide information or assist in an investigation in good faith by us or by any government agency of violations of securities or other applicable laws.

**Malicious Reporting is Prohibited.** It is a violation of this Code for you to communicate a report claiming illegal or unethical conduct that you know to be false. Any such behavior will be dealt with under the Company’s disciplinary rules, and subject to applicable law.

**Reporting a Concern.** If you have questions about any part of this Code, or if you wish to report an actual or suspected violation, please promptly inform your local manager, local Human Resources department, Chief Financial Officer (unless local law requires another reporting channel), the Compliance Office via [compliance@netscout.com](mailto:compliance@netscout.com), or employee delegate, if any.

Alternatively, you may make a report using the NetScout Ethics Reporting System. Reports to the Ethics Reporting System may be made via the internet by clicking on this link, <https://secure.ethicspoint.com/domain/media/en/gui/1354/index.html>, cutting and pasting the link into a browser window, or by calling the number corresponding to your geography on the Ethics Reporting System website. The Ethics Reporting System is an independent service managed by an outside party. You may use the Ethics Reporting System to report violations or suspected violations anonymously (where permitted by local law) or by identifying yourself. Please keep in mind, however, that in some circumstances it may be more difficult or even impossible for the Company to thoroughly investigate reports that are made anonymously. The Company therefore encourages you to share your identity when reporting.

The Company will handle all reports in a sensitive and serious manner.

**Audit Committee Available to Hear About Accounting Matters.** In addition to the above, if you have concerns about accounting, internal accounting control over financial reporting, or auditing matters relating to the Company, anti-bribery/anti-corruption, banking, or financial crime, you are strongly encouraged to contact the Audit Committee of our Board of Directors through the Ethics Reporting System, or directly to the Company’s General Counsel or Chief Financial Officer.

**10. Enforcement**

The Company is committed to taking prompt, objective and consistent action against violations of this Code. Any and all employees who violate this Code may be subject to disciplinary action, including possible immediate dismissal, consistent with applicable law. The following are examples of conduct that may result in discipline:

- Retaliation against any person for good faith reporting of a violation of the Code or other misconduct.
- Any action that violates this Code or any law, rule or regulation.
- Requesting, advising or assisting others to violate this Code or any law, rule or regulation.
- Covering-up of a known or suspected violation of this Code or any law, rule or regulation.
- Failure to cooperate in internal investigations of possible violations of this Code or any law, rule or regulation.

The above list of examples should not be construed as an exhaustive list of the type of conduct that violates or potentially violates this Code. The list is meant to be illustrative only, and the Company, will evaluate suspected violations on a case-by-case basis in accordance with applicable law.

**11. Waivers and Amendments**

Only the Board of Directors may waive application of or amend any provision of this Code. Such waivers will be entertained only in rare and unusual circumstances. A request for such a waiver shall be submitted in writing to the Board of Directors for its approval. The Board of Directors will promptly disclose to investors in a Form 8-K or by posting a notice thereof on the Company's website, as required by applicable rules and regulations, within four business days (or other period of time required under applicable law) all substantive amendments to the Code as well as all waivers of the Code granted to directors and executive officers of the Company, including the reasons for such waiver.