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A Message from Our CEO

NETSCOUT’s core values embody a culture of professionalism and responsible corporate behavior. Our Code of Business Conduct builds on these values to help support fair business practices and principles, as well as the valued relationships we have with our customers, partners and vendors.

Each of us is responsible for understanding and modeling the behaviors described in the Code of Business Conduct. I encourage you to review the Code. If you have questions, ask them; if you have concerns, report them.

Thank you for your commitment to NETSCOUT’s success and for making the Company a place where we can all be proud to work.

Anil Singhal,
Co-Founder, CEO and President
of NETSCOUT Systems, Inc.
Code of Business Conduct

Introduction

NETSCOUT Systems, Inc.’s Board of Directors has adopted this Code of Business Conduct (“Code”) to communicate standards of business conduct throughout our organization. These standards reflect how we should guide our actions, promote ethical behavior, deter wrongdoing, and encourage fair dealing with everyone we do business with.

The Code applies to all employees, officers, and directors of NETSCOUT Systems, Inc. and its subsidiaries (collectively “NETSCOUT” or the “Company”) when conducting NETSCOUT business or acting as a NETSCOUT representative, including 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, and at Company-sponsored business and social events.

We conduct our business affairs in an honest and ethical manner. NETSCOUT’s reputation depends on the honesty, fairness and integrity brought to the job by each person associated with us. Unyielding personal integrity is the foundation of corporate integrity. Though this Code provides guidance on appropriate business conduct, it does not cover every possible situation that may arise. Other NETSCOUT policies and procedures apply to your conduct at work and on behalf of NETSCOUT and complement this Code.

You are expected to read this Code and follow its requirements, exercise good judgment, and act in an ethical and respectful manner. You are also responsible for complying with all laws and regulations that apply to the Company’s operations worldwide. If something is not clear or if you have questions about your responsibilities, ask your manager, Human Resources representative, or your contact in the Legal or Finance Department.
Responsible Business Practices

NETSCOUT follows business practices that meet applicable legal and regulatory requirements.

Legal Compliance

NETSCOUT is committed to conducting our business affairs in compliance with all applicable laws, rules, and regulations.

You are charged with compliance with all applicable laws and agreements, including:

- **International business laws**, which apply to all Company personnel in countries where NETSCOUT business is conducted. These laws prohibit bribery, corruption, or doing business with specified individuals, companies, or countries. Although some countries do not enforce certain laws, non-compliance with applicable laws is unacceptable. Some laws governing business conduct outside of the U.S. include:
  - The Foreign Corrupt Practices Act (FCPA), the UK Bribery Act, and other anti-bribery laws, which prohibit offering anything of value to a person or entity to gain advantage, obtain or retain business, or influence an act or decision by government officials; and
  - Trade compliance laws, which restrict business with certain entities, individuals, countries, or regions, subject to limits imposed by the U.S. government.

- **Antitrust or competition laws**, which protect free and fair competition.

- **Intellectual property laws**, which prohibit violations of copyright, trademark, service mark, patent, trade secret, or other intellectual property rights held by third parties.

- **Software licensing agreements with third parties**, which specify how and where vendor software may be used. You may not use third party software (including “open source software”) in any Company product unless you have obtained the necessary review and authorization.

Additional Resources:
- Anti-Bribery Policy
- Competition Law Compliance Policy
- Trade Management and Compliance Program Manual
CODE OF BUSINESS CONDUCT

Recordkeeping and Retention
NETSCOUT maintains all financial and other business information properly, and follows all financial record obligations in compliance with U.S. Generally Accepted Accounting Principles and other applicable law and requirements. We are further committed to retaining and deleting all Company Records pursuant to the record retention guidance in our Information Management Policy.

You are responsible for ensuring the accuracy of books and records within your control, and for complying with all NETSCOUT policies and internal controls.

Additional Resources:
Information Management Policy

Financial Reporting
The integrity of our records and public disclosure depends upon the validity, accuracy, and completeness of the information supporting the entries to our books of account. Our accounting records are also relied upon to produce reports for our management, stockholders and creditors, as well as for governmental agencies. In particular, we rely upon our accounting and other business and corporate records in preparing the periodic and current reports that we file with the Securities and Exchange Commission (“SEC”). Securities laws require that these reports provide full, fair, accurate, timely, and understandable disclosure and fairly present our financial condition and results of operations. NETSCOUT provides complete, timely, and accurate information to senior management, the Board of Directors and in reports filed with the SEC and other regulatory agencies.

You are responsible for supporting the effectiveness of our financial reporting by providing full, clear, concise, accurate and timely information, and you are encouraged to report any observed departures from these standards.

NETSCOUT’s Chief Executive Officer, Chief Financial Officer, the Finance Department and all other individuals involved in creating, transmitting or entering information into NETSCOUT’s financial and operational records are responsible for ensuring accurate and timely reporting of NETSCOUT’s financial results and condition, and have a responsibility for promoting integrity throughout NETSCOUT to ensure that the above obligations are fulfilled.

Q. What is a Company Record?
A. A Company Record is a piece of information which documents NETSCOUT’s organization, functions, policies, decisions, procedures, operations, legal rights and obligations or other activities. A Company Record may exist in many different forms such as a paper or electronic document, an email, a social media post, text messages or an entry in a database.
Q. What is Regulation FD?
A. Regulation FD prohibits selective disclosure of material corporate information. It generally provides that when a publicly traded company discloses Inside Information to certain individuals or entities such as stock analysts, or holders of the issuer's securities who may well trade on the basis of the information—the issuer must make simultaneous public disclosure of that information.

Q. Is approval required before posting on NETSCOUT’s social media account(s)?
A. Yes. You may be authorized to post as part of your job responsibilities, or a functional department VP or their designee must approve all content posted on a Company social media account. Please refer to the separate rules that apply to personal social channels in the Social Networks and Media Policy.

Communicating on Behalf of NETSCOUT
NETSCOUT is committed to complying with applicable disclosure laws, include the SEC’s Regulation FD, when communicating about our business. NETSCOUT keeps all Inside Information strictly confidential unless and until we make an authorized public communication or filing.

You are required to communicate appropriately and lawfully, using suitable judgment in your emails, memos, and other communications relating to NETSCOUT. You are expected to assist the Company in keeping Inside Information confidential and you may not speak publicly on behalf of NETSCOUT, including on social media and other digital media. If you become aware of an unauthorized disclosure, you should promptly notify the Company's General Counsel, Chief Financial Officer or the Compliance Office.

If you receive an inquiry from the news media, forward it to Public Relations at DLPublicRelations@NETSCOUT.com. If you receive an inquiry from investors or securities analysts, forward it to Investor Relations at ir@NETSCOUT.com

Additional Resources:
Social Networks and Media Policy

Trading NETSCOUT Stock
NETSCOUT prohibits insider trading, the buying and selling of NETSCOUT stock when you are aware of material non-public information (“Inside Information”). To prevent the appearance or reality of an employee trading on Inside Information, NETSCOUT does not allow employee trading during blackout periods.

You are prohibited, directly or indirectly (through a family member, friend or other third party), from engaging in insider trading and from trading in NETSCOUT securities during standard or special blackout periods. To avoid inadvertently disclosing Inside Information, you may not discuss such information in public areas.

Contact NETSCOUT’s General Counsel or Chief Financial Officer with specific questions.

Additional Resources:
Insider Trading and Trading Window Policy
Blackout Calendar
Q. What are examples of conflicts of interest?

A. The following is a non-exhaustive list of conflict of interest examples:

- Working for a competitor while employed at NETSCOUT.
- Giving or accepting any payment, service or item of value from a competitor, customer, business partner or supplier while employed at NETSCOUT, if such has the purpose or appearance of influencing doing business with the giver.
- Having an interest in a transaction involving NETSCOUT or a competitor, customer, business partner, or supplier, if such interest has the purpose or appearance of influencing NETSCOUT business.
- Competing with NETSCOUT for the purchase or sale of property, services, or other interests.
- Directing business to a supplier owned or managed by, or which employs, a relative or friend of yours.

Conflicts of Interest and Corporate Opportunities

NETSCOUT requires employees, officers, and directors to avoid situations in which personal interests actually conflict or appear to conflict with independence of judgment or performance of Company duties. You may not take personal advantage of opportunities for NETSCOUT that are presented to you or discovered by you as a result of your position with us or through your use of corporate property or information. You may not use your position with us or corporate property or information for improper personal gain, nor should you compete with us in any way.

You are prohibited, directly or indirectly (through a family member, friend or other third party), from being involved in a conflict of interest that could hinder your ability to perform your work objectively and effectively, or act in the best interests of the Company. You are expected to disclose to your supervisor any situation that may involve an actual or apparent conflict of interest affecting you, NETSCOUT, other employees, or our customers or partners.

Additional Resources:
- Anti-Bribery Policy
- Gifts and Business Entertainment Policy
- Travel and Entertainment Policy

Sales and Marketing Practices

NETSCOUT is committed to engaging in advertising and marketing about our products and services that is truthful, non-deceptive, fair and supported with evidence.

You are expected to be truthful about NETSCOUT and our competitors, avoiding any false or deceptive statements.

Personal Data Protection

NETSCOUT is committed to protecting the Personal Data we may access through our marketing, sales and customer services, as well as the Personal Data we collect about our employees, such as compensation, performance, medical or benefit information.

You are required to ensure Personal Data is not disclosed in violation of NETSCOUT’s policies, practices, or applicable U.S. or international law.

Additional Resources:
- Personal Data Protection Policy

Q. What is Personal Data?

A. Personal Data is any information relating to an identified or identifiable person, such as name, home address, or location data.
Protecting Company Assets

NETSCOUT is committed to protecting its assets from misuse, theft, damage or other loss.

Confidential Information

Confidential Information is an important Company asset. It is the product of ideas and hard work by employees and substantial investment in planning, research, and development. NETSCOUT vigorously protects our Confidential Information, as well as the Confidential Information of our customers, suppliers, and other business partners and employees.

Confidential Information is sensitive non-public information relating to: technology, such as intellectual property, source code, engineering and marketing ideas or designs, and product or marketing plans and strategies; and financial and business information, such as product research and development, production plans and strategies, employee lists and information, sales data, and customer and supplier lists.

You are responsible for protecting NETSCOUT's Confidential Information, as well as that of third parties, by using care to maintain confidentiality and to limit access solely to those authorized to use it.

Nothing in this Code, or any NETSCOUT policies or practices, including any provisions addressing confidentiality obligations, is intended to limit or interfere with any individual's right, without prior notice to NETSCOUT, to provide information to the government, participate in investigations, testify in proceedings regarding NETSCOUT's conduct, or engage in activities protected under whistleblower statutes.

Information Systems

NETSCOUT's information assets, or information systems and networks of NETSCOUT systems, are Company-owned business tools such as mobile devices, laptops, desktops, software, accessories, and data.

You are expected to responsibly and cautiously use these assets, or systems, for business purposes only. Limited personal usage may be allowed. However, you must comply with Information Security Program and related NETSCOUT policy requirements at all times.

Additional Resources:
Acceptable Use Policy
Information Security Program
“Fostering an inclusive, supportive and secure environment benefits employees, customers, partners, community, and all of our stakeholders.”

–Chris Hill, VP Global HR

Respectful and Inclusive Work Environment

NETSCOUT is committed to making our work environment positive and safe.

Health and Safety

NETSCOUT is committed to providing a work environment free of unsafe or hazardous conditions or materials, as well as illegal drug or controlled substance use.

You are expected to promptly report any unsafe conditions, injuries, or accidents. You must not work under the influence of any illegal drugs or other substances that might impair your fitness for duty and risk the safety of yourself or others.

Additional Resources:
Health and Safety Policy
Workplace Violence Prevention Policy

Diversity and Non-Discrimination

NETSCOUT is committed to making employment decisions based on reasons related solely to our business, such as job performance, individual skills and talents and other business-related factors, as permitted by applicable laws.

You are prohibited from discriminating against a NETSCOUT employee, applicant, contractor, intern, or volunteer on the basis of any Legally Protected Status.

Legally Protected Status is any characteristic protected by applicable laws, rules, or regulations. Examples include an individual’s actual or perceived race, religion, gender, gender expression, gender identity, national origin, age, sexual orientation, mental or physical disability, ancestry, medical condition, marital status, military or veteran status, and citizenship status.

Additional Resources:
Equal Employment Opportunity Policy
Q. What is Sexual Harassment?

A. Sexual Harassment includes unwelcome sexual advances, requests for sexual favors, and other verbal, physical or visual conduct based on sex when (1) submission to such conduct becomes an implicit or explicit term or condition of employment, (2) submission to or rejection of the conduct is used as the basis for any employment decision, or (3) the conduct has the purpose or effect of unreasonably interfering with an individual’s work performance or creating an intimidating, hostile, or offensive working environment.

Inclusion, Respect and Courtesy

NETSCOUT is committed to treating all individuals with respect and consideration. Harassment, retaliatory behavior, or workplace violence of any kind is strictly prohibited.

Harassment is conduct, whether verbal, physical, or visual such as discriminatory employment action or unwelcome conduct inflicted on someone because of their Legally Protected Status. Unwelcome conduct may include epithets, slurs, negative stereotyping, intimidating acts, and the circulation or posting of graphic materials directed at someone because of their Legally Protected Status.

You are expected to treat everyone with respect, dignity, and courtesy and we encourage you to report harassment or other inappropriate conduct if it occurs.

Additional Resources:
Anti-Harassment Policy
Workplace Violence Prevention Policy

Solicitation and Personal Social Activities

NETSCOUT respects employee involvement in community, charitable, and political activities and causes of their choice, so long as these activities do not interfere with job responsibilities.

Unless you have been designated as a corporate spokesperson, you must not represent that your views or activities are on behalf of the Company. You should not solicit or pressure co-workers during work time with regard to non-work-related activities or causes, unless applicable laws prohibit such restriction.
Corporate Responsibility

NETSCOUT is committed to operating an ethical business that supports the protection and promotion of a sustainable environment, individual rights, and community development.

Environmental Regulations and Protection

NETSCOUT is dedicated to understanding the environmental impacts of our business and seeking opportunities to continually improve our products, operations, and overall environmental performance.

You are expected to help reduce facility and energy waste, follow operational and reporting requirements, and comply with applicable environmental laws, regulations, and Company policies.

Additional Resources:
Environmental Policy

Human Rights

NETSCOUT is committed to respecting international human rights laws and principles. We follow the principles of the United Nations’ Universal Declaration of Human Rights, prohibiting child labor, forced labor, human trafficking, servitude, or slavery in all of our business operations.

You are expected to support NETSCOUT’s commitment to fundamental human rights and conduct business accordingly.

Additional Resources:
Statement on Child and Forced Labor

Workers’ Rights

NETSCOUT supports workers’ rights, including freedom of association and collective bargaining, consistent with applicable law.

You are expected to support and comply with the International Labor Organization Standards and applicable workers’ rights laws regarding age restrictions, legal wages, and work hours.

Additional Resources:
International Labor Organization Standards

Community Involvement

NETSCOUT is dedicated to giving back to our communities through philanthropic contributions and volunteer efforts. You are invited to participate in our charitable giving program, The Heart of Giving. This program is open to all regular employees in all countries, and offers matching gifts, individual and team volunteer grants to eligible nonprofit and educational organizations.

Additional Resources:
Heart of Giving Program
“At NETSCOUT, we believe in our employees and have confidence that they seek to do the right thing. This Code is intended to help employees understand the rules that we are expected to follow. For those few who choose not to do the right thing, this Code evidences our commitment to holding them accountable and taking appropriate disciplinary steps. We encourage employees to ask if they have questions about conduct covered by the Code. NETSCOUT prohibits retaliation against an employee who reports a concern in good faith.”

–Jeff Levinson, General Counsel

Ask/Report

If you have questions about this Code, wish to discuss an individual situation, or have knowledge of a potential or suspected Code violation, please talk to your local manager, local Human Resources business partner, Chief Financial Officer (unless local law requires another reporting channel), the Compliance Office, an employee delegate or General Counsel. We encourage you to talk to a trusted supervisor so that we can help work through your concerns.

Alternatively, if you do not feel comfortable speaking with someone in person, you may seek assistance online via the secure NETSCOUT Ethics Reporting System (“NSERS”) or by calling the number assigned to your location on the NSERS site. NSERS is a 24-hour, seven-day-a-week resource maintained by an independent party to maintain confidentiality and ensure anonymity. However, reports will be shared on a need-to-know basis in compliance with all applicable laws.

If you have concerns about accounting, internal accounting control over financial reporting, auditing matters relating to the Company, anti-bribery/anti-corruption, banking or financial crime you may contact the Audit Committee of our Board of Directors through NSERS, or the Company’s General Counsel or Chief Financial Officer.

Retaliation Prohibited

NETSCOUT does not discriminate or retaliate against employees who reasonably believe there has been illegal or unethical conduct and who, in good faith, report their concerns. In addition, the company may not discharge or otherwise discriminate against an employee for any lawful act by the employee to provide information or assist in any internal or external investigation in good faith, including investigations by government agencies.

Additional Resources:
NETSCOUT Ethics Reporting System
Compliance Office, Compliance@netscout.com
Code Enforcement and Amendment

NETSCOUT is committed to taking prompt, objective and consistent action in response to substantiated violations of this Code through case-by-case evaluations and in accordance with all applicable laws. Individuals who violate this Code may be subject to disciplinary action, including possible immediate dismissal.

Only the Board of Directors may waive application of or amend any provision of this Code. Waivers or amendments of this Code will be promptly disclosed in accordance with applicable rules and regulations.