

ALTIRIS, INC.

CODE OF CONDUCT

Adopted January 28, 2003

Amended and restated and Effective on January 27, 2004

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I. INTRODUCTION

Altiris is committed to high ethical standards and compliance with all laws and regulations applicable to our business. The Altiris Board of Directors has adopted this *Code of Conduct* (or “*Code*”) to inform all employees of their legal and ethical obligations. Each employee of Altiris (including all employees of Altiris subsidiaries worldwide) have a responsibility to know, understand and comply with the *Code*. Employees are also expected to perform their work with honesty and integrity in areas that are not specifically addressed by the *Code*. Failure to do so may result in disciplinary action up to and including termination, without additional warning.

Altiris strongly encourages dialogue among employees and their managers to make everyone aware of situations that give rise to ethical questions and to articulate appropriate ways of handling such situations. In addition, each officer and managing employee is obligated to certify annually that he or she has read this *Code* and has reviewed it with his or her subordinates, and every employee must certify that he or she has read and agrees to abide by the *Code* and that he or she is in compliance with all of its provisions.

Employees should keep in mind that the *Code* reflects general principles to guide employees in making ethical decisions and is not intended to address every activity that may present questions regarding appropriate conduct or list every Company policy that may address those questions. In addition, there are some situations in which local country law may establish certain requirements that differ from those contained in the *Code*. Therefore, nothing in the *Code* prohibits or restricts the Company from taking any disciplinary action on any matters pertaining to employee conduct, whether or not such matters are expressly discussed in the *Code*. The *Code* is not intended to create any express or implied contract with any employee or third party and, in particular, nothing in this document creates any employment contract between the Company and any of its employees.

The *Code of Conduct* applies to all Altiris officers, employees and (unless the specific context requires otherwise) directors. Directors are to report any known or suspected non-compliance, including conflicts of interest between a director and the Company, to the Board or its Governance and Nominating Committee for prompt review and any appropriate action. Waivers of the *Code* for directors and executive officers must be approved by the Altiris Board, and any such waivers and certain amendments to the *Code* may require public disclosure.

II. REPORTING SUSPECTED NON-COMPLIANCE

1. General Policy

In its commitment to ethical and legal conduct, Altiris encourages and expects its employees to report any suspected violations of the *Code of Conduct* or of any applicable laws in accordance with the procedures outlined under the “Complaint Procedures” section below. To assist in the administration of the *Code*, the Company has established the position of Ethics Officer. The person acting in the capacity of Ethics Officer from time to time will be identified on the home page of the Company’s Intranet site. Unless otherwise specified in the *Code*, suspected violations should be reported directly to the Ethics Officer.

The Company is committed to maintaining a workplace where employees who are aware of a violation or suspected violation of the *Code* or of applicable law can raise such concerns free of any

discrimination, harassment or retaliation. The Company specifically prohibits discrimination, retaliation or harassment of any kind against any employee who reports such matters based on the person's reasonable belief that such violation occurred. Employees should feel free to come forward with any such information without regard to the identity or position of the suspected offender. All reports will be taken seriously and will be promptly investigated. The specific action taken in any particular case will depend on the nature and gravity of the conduct or circumstances reported, and the quality of the information provided.

The Company will also treat such information, including the identity of anyone reporting the violation or participating in the investigation, in a confidential manner to the extent it would be consistent with an appropriate investigation, evaluation and response. Employees should also be aware, however, that the Ethics Officer, and anyone assisting him or her (including other officers or directors) are obligated to act in the best interests of the Company and do not act as personal lawyers or representatives for Company employees.

The Company strongly emphasizes the importance of reporting suspected wrongdoing. All employees should understand that failure to report suspected wrongdoing may itself be understood to condone the conduct and may result in disciplinary action up to and including termination of employment.

2. Complaint Procedures

Information about known or suspected violations of the *Code of Conduct* or of applicable law by any employee or representative of the Company should be reported promptly to the Ethics Officer, or to anyone he or she designates for that purpose. Whenever practical an employee should submit his or her report in writing, which may include e-mail. The Ethics Officer may be contacted at altiris.ethics.officer@altiris.com or as otherwise indicated on the home page of the Company's Intranet site.

With specific regard to suspected violations of the *Accuracy of Company Records* policy (for example, if an employee becomes aware of questionable accounting or auditing matters, or the reporting of fraudulent financial information to our shareholders, the government or the financial markets), the employee must immediately report such facts to the Ethics Officer or the Audit Committee of the Board of Directors, or both. The Audit Committee may be contacted by email at altiris.audit.committee@altiris.com or as otherwise indicated on the home page of the Company's Intranet site.

3. Anonymous Complaints.

Any report of suspected violations or wrongdoing of any kind may also be submitted *anonymously* by letter to any of the persons identified above, by an anonymous phone call to the Company's *Corporate Governance Hotline* or by accessing the *Corporate Governance Website*. The *Corporate Governance Hotline* and *Corporate Governance Website* are each administered by an independent third party service provider. An anonymous phone message to the hotline will be transcribed and delivered in written form directly to the Audit Committee. If preferred, the website can assist you in identifying the nature of your complaint and directing it to the appropriate person. The telephone number and link, respectively, for the *Corporate Governance Hotline* and *Corporate Governance Website* are listed on the home page of the Company's Intranet.

4. No Retaliation.

If at any time the reporting employee believes that he or she has been the subject of discrimination, retaliation or harassment for making a report under this policy, the employee should immediately report such facts to the Ethics Officer or the Company's Human Resources Department. If the employee has reason to believe that those individuals are also involved in acts of retaliation, then the employee should report the matter directly to the Audit Committee. In any such situation, it is imperative that the employee bring the matter to the Company's attention promptly so that any concern of discrimination, retaliation or harassment can be promptly investigated and addressed appropriately.

III. ACCURACY OF COMPANY RECORDS

1. General Policy

Altiris requires honest and accurate recording and reporting of Company records and information, including records concerning quality, safety and personnel, as well as financial information. All financial books, records and accounts must accurately reflect the Company's business transactions and events. Our financial information guides the decisions of the Board of Directors and is relied upon by our shareholders and the financial markets. The Company must maintain a workplace where employees who reasonably believe they are aware of questionable accounting, internal accounting controls, or auditing matters, or the reporting of fraudulent financial information to our shareholders, the government or the financial markets, can raise these concerns free of any harassment, discrimination or retaliation.

Accordingly, it is the Company's policy to encourage employees to promptly report any such concerns to the Ethics Officer or the Audit Committee, or both, and to prohibit discrimination, retaliation or harassment of any kind against any reporting employee. Where questionable accounting or auditing conduct or practices have occurred, or fraudulent financial information has been reported, those matters will be corrected and, if appropriate, the persons responsible will be disciplined.

2. Reporting and Investigation

If any employee becomes aware of any improper transaction or accounting or auditing matters, or the reporting of fraudulent financial information, he or she should report the matter immediately to the Ethics Officer or to the Company's Audit Committee in accordance with the complaint procedures set forth above in Section II, *Reporting Suspected Non-Compliance*. As stated above, the Company strictly prohibits any discrimination, retaliation or harassment against any person who reports such matters based on the person's reasonable belief that such misconduct occurred. The Company also strictly prohibits any discrimination, retaliation or harassment against any person who participates in an investigation of such complaints.

A complaint that any managers, supervisors, or employees are involved in discrimination, retaliation or harassment related to the reporting or investigation of questionable accounting or auditing matters, or the reporting of fraudulent financial information, will be promptly and thoroughly investigated in accordance with the Company's investigation procedures. If a complaint

of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action up to and including termination will be taken.

3. Additional Enforcement Information

In addition to the Company's internal complaint procedures, employees should also be aware that certain federal and state law enforcement agencies are authorized to review questionable accounting or auditing matters, or potentially fraudulent reports of financial information. The Company's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct which violates the Company's policies will be viewed as unacceptable under the terms of employment at the Company. Certain violations of the Company's policies and practices could even subject the Company or the individual employee(s) involved, or both, to civil and criminal penalties. Before issues or behavior can rise to that level, employees are encouraged to report questionable accounting or auditing matters, suspicion of fraudulent financial information, or discrimination, retaliation or harassment related to such reports. Nothing in this policy is intended to prevent an employee from reporting information to the appropriate agency when the employee has reasonable cause to believe that the violation of a federal or state statute or regulation has occurred.

4. Records Retention Policy

The proper retention of Company records is an important part of maintaining accurate records and information. The space available for the storage of Company documents, both on paper and electronic, is limited and expensive. Therefore, periodic discarding of documents is necessary. On the other hand, there are legal, fiscal and administrative requirements that certain records be retained for specific periods of time. Before disposing of any documents, employees should consult the Company's *Records Retention Policy*. Employees who are unsure about the need to keep particular documents should consult with their manager, so that a judgment can be made as to the likelihood that the documents will be needed.

Whenever it becomes apparent that documents of any type will be required in connection with a lawsuit or government investigation, all possibly relevant documents should be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation should be immediately suspended. If an employee is uncertain whether documents under his or her control should be preserved because they might relate to a lawsuit or investigation, he or she should contact the Company's Legal Department.

IV. ANTITRUST LAWS

Altiris operates in a highly competitive environment. The U.S. government, most U.S. state governments, the European Economic Community and many foreign governments have chosen to regulate this environment by enacting antitrust or "competition" laws that govern certain business activities. Their intended purpose is to ensure that markets for goods and services operate competitively and efficiently so that customers enjoy the benefit of open competition among their suppliers.

Strict compliance with antitrust and competition laws around the world is essential. These laws are very complex. Some types of conduct are always illegal under the antitrust laws of the

United States and many other countries. Employees and other representatives of the Company must be alert to avoid even the appearance of such conduct. These types of conduct include the following:

Agreements with competitors:

- to set prices or any other economic terms of the sale, purchase or license of goods or services, to use a common method of setting prices, or to set any conditions of sale or purchase;
- on any terms of a bid or whether or not to bid;
- to allocate or limit customers, geographic territories, products or services, or not to solicit business from each other in one or more ways;
- not to do business with (to "boycott") one or more customers, suppliers, licensors or licensees; or
- to limit production volume or research and development, to refrain from certain types of selling or marketing of goods or services, or to limit or standardize the features of products or services.

Other activities are not absolutely illegal, but will be illegal in some market situations and legal in others. Some of these types of conduct involve agreements with third parties such as customers, suppliers, licensees or licensors. These types of conduct include the following:

Agreements with customers or partners:

- that set or control the resale price or price levels of the Company's products or services;
- to sell to different purchasers of the Company's products at different prices or on other different economic terms of the purchase, or offering different promotional allowances or services in connection with the customer's resale of the products, without complying with the specific exceptions permitted under the law;
- for exclusive dealing arrangements that require customers or partners not to deal in the goods or services of the Company's competitors;
- that set "predatory" pricing terms, or pricing below some level of cost, with the effect of driving at least some competition from the market; or
- for reciprocal purchase arrangements that condition the purchase of a product on the seller's agreement to buy products from the other party.

This *Code of Conduct* is not intended as a comprehensive review of the antitrust laws and is not a substitute for expert legal advice. If any employee has questions concerning a specific situation, he or she should contact the Ethics Officer or the Company's Legal Department before taking any action.

V. CONFLICTS OF INTEREST

A conflict of interest may arise in any situation in which an employee's loyalties are divided between personal interests that, to some degree, are incompatible with the interests of the Company. All such conflicts should be avoided. The Company expects that no employee will knowingly place himself or herself in a position that would have the appearance of being, or might be interpreted to

be, in conflict with the interests of the Company. Some of the more sensitive areas of conflicts of interest and the Company's related guidelines are as follows.

1. Accepting Gifts and Entertainment

The Company's aim is to deter givers of gifts from seeking or receiving special favors from Company employees. Accepting any gift of more than nominal value or entertainment that is more than a routine social amenity can appear to be an attempt to influence the recipient into favoring a particular customer, vendor, consultant or the like. To avoid the reality and the appearance of improper relations with current or prospective customers, vendors and consultants, employees should observe the following guidelines when deciding whether or not to accept gifts or entertainment:

Gifts. Gifts such as merchandise or products, as well as personal services or favors, may not be accepted unless they have a value of less than US \$100. This dollar limit is intended to serve as a guideline, and employees should consult with the Ethics Officer before accepting any gifts of more than nominal value. Gifts of any amount may never be solicited. A gift of cash or securities may never be accepted.

In some international business transactions, it is customary and lawful for business leaders in a host country to give gifts to Company employees. These gifts may be of more than nominal value and under the circumstances returning the gifts or paying for them may be an affront to the giver. In such a situation, the gift must be reported to the Ethics Officer. In some cases, the gift may be retained by the Company, at its sole discretion, and not the individual.

Entertainment. Normal business entertainment such as lunch, dinner, theater, a sporting event, and the like, is appropriate if of a reasonable nature and in the course of a meeting or another occasion, the purpose of which is to hold *bona fide* business discussions or to foster better business relations. All such entertainment should be reported (in advance, if practical) by the employee to his or her manager, who should consult with the Ethics Officer.

2. Outside Activities

It is the policy of the Company that no employee is to be engaged in any "free-lance" or "moonlighting" activity that will materially encroach on the time or attention that should be devoted to the employee's duties, adversely affect the quality of work performed, compete with the Company's activities, imply sponsorship or support by the Company of the outside employment or organization, or adversely affect the good name of the Company. All free-lance or moonlighting activities require the prior written approval of the employee's manager, who should consult with the Company's Ethics Officer. Employees who free-lance or moonlight may not use Company time, facilities, resources, or supplies for such work.

3. Interests in Other Businesses

Unless approved in advance in writing (including via email) by the Ethics Officer, neither an employee nor anyone in his or her immediate family may directly or indirectly have a financial interest (whether as an investor, lender, employee or other service provider) in (a) a competitor, or (b) a customer, partner or supplier, if that employee or his or her subordinates deal directly or

indirectly with that customer, partner or supplier in the course of his or her job with the Company. With regard to the financial investments of officers and employees (or members of their immediate families) in such companies, a passive investment is deemed appropriate under these conflict of interest provisions, provided that such investment (i) is not so large financially either in absolute dollars or percentage of the employee's total investment portfolio that it creates an appearance of a conflict of interest, and (ii) does not involve the use of confidential "inside" information such as confidential information that is learned as a result of the Company's relationship with the other company.

With regard to financial investments of directors, any investment which in light of all of the facts and circumstances creates the appearance of a conflict of interest should be reported promptly to the Board, or to its Governance and Nominating Committee, for their review and any appropriate action.

Investments in diversified publicly-traded mutual funds are not prohibited under these conflict of interest guidelines, provided confidentiality requirements are observed.

4. Disclosure

The best way to avoid conflict of interest situations is to disclose any activities or relationships that have the potential to be misinterpreted by others to the Ethics Officer. Failure to disclose an actual conflict of interest may lead to disciplinary action up to and including termination of employment.

VI. EMPLOYEE RELATIONS

1. Equal Opportunity Employment

Altiris is committed to providing equal opportunity to all employees and applicants for employment in accordance with all applicable equal employment opportunity laws. The Company is an Equal Opportunity and Affirmative Action employer and does not discriminate on the basis of age, race, color, religion, sex, sexual orientation, disability, national origin or Vietnam era or other veteran status. This policy of non-discrimination applies to all employment actions including, but not limited to, recruitment, hiring, benefits, compensation, promotion, transfer, and termination.

For more information regarding the Company's policy regarding equal opportunity employment in the U.S., see the Company's *Employee Handbook*.

2. Anti-Harassment Policy

Altiris is committed to maintaining a workplace where all individuals are treated with respect and dignity. Each individual should be able to work in a professional atmosphere which promotes equal opportunity and prohibits discriminatory practices, including sexual harassment. Other forms of discriminatory practice include harassment on the basis of race, color, religion, national origin, disability, age, or any other characteristics protected under applicable law or local ordinance.

Such prohibition against harassment includes Company employees, temporary agency employees, independent contractors, customers' employees, and others with whom Company employees have contact in the workplace or in business related-settings.

For more information regarding the Company's policy regarding anti-harrassment, including the definition of sexual harassment and the specific procedure for reporting a complaint, refer to the Company's *Employee Handbook*.

3. Employee Privacy

We try to respect each other's privacy. At the same time, Altiris needs to ensure an efficient work environment. While Altiris does not routinely monitor personal communications, employees should *not* expect that these communications are private in the workplace. Where permitted under applicable local laws, the Company reserves the right to review your internet or e-mail usage and may search employee work spaces for any reason.

For more information on employee privacy and the use of company communication systems, see the Company's *Use of Company Computer & Communication Systems Policy* in the Employee Handbook.

VII. INSIDER TRADING

Altiris is committed to compliance with all laws, rules, and regulations governing the trading of Company securities by insiders. The Company's *Insider Trading Policy* prohibits (among other things) any director, officer, or employee of, or consultant to, the Company (and any member of the immediate family or household of such person) from engaging in any transaction involving a purchase or sale of the Company's securities, including any offer to purchase or offer to sell, during any period that he or she possesses material, non-public information about the Company. Employees engaging in insider trading may face disciplinary action up to and including termination. Insider trading may also result in substantial civil and criminal liability including fines or imprisonment, or both.

Insider trading may also include sales or purchases of Altiris securities by others (commonly referred to as "*tippees*") to whom an employee has disclosed material non-public information about the Company. The concept of unlawful "tipping" includes passing on information to friends or family members under circumstances that suggest that employees were trying to help them make a profit or avoid a loss. In addition to being considered a form of insider trading, tipping is also a serious breach of corporate confidentiality. Employees should always be very careful to avoid discussing sensitive information in any place (for instance, in elevators or at lunch) where others may hear such information.

The above merely summarizes the *Insider Trading Policy* and is not intended to be a complete statement of the policy. Any questions regarding the *Insider Trading Policy* or about any particular transaction should be directed to either of the Company's two Insider Trading Compliance Officers: Altiris' Chief Financial Officer or General Counsel. The Compliance Officers may refer you to your personal attorney.

VIII. INTERNATIONAL BUSINESS

1. Foreign Corrupt Practices Act.

Laws and customs vary throughout the world, but all employees must uphold the integrity of Altiris in other nations as diligently as they would do so in the United States. When conducting business in other countries, it is imperative that employees be sensitive to foreign legal requirements and United States laws that apply to foreign operations, including the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act generally makes it unlawful to give or offer to give, directly or indirectly, anything of value to foreign government officials, foreign political parties, party officials, or candidates for public office for the purpose of:

- influencing any act, or failure to act, in the official capacity of that foreign official or party; or
- inducing that foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone or to direct business to anyone.

All employees, whether located in or outside the United States, are responsible for FCPA compliance and the procedures to ensure FCPA compliance. All managers are expected to monitor continued compliance with the FCPA to ensure compliance with the highest moral, ethical and professional standards of the Company. Employees should contact the Ethics Officer if they have any questions concerning this policy or regarding any specific situation.

2. Foreign Trade Restrictions

The United States government uses economic sanctions and trade embargoes to further various foreign policy and national security objectives. Employees must abide by all economic sanctions or trade embargoes that the United States has adopted, whether they apply to foreign countries, political organizations or particular foreign individuals and entities. Questions regarding whether a transaction on behalf of the Company complies with applicable sanction and trade embargo programs should be referred to the Ethics Officer or the Legal Department.

3. Export Controls

For purposes of export controls, an “export” means an actual shipment or transmission of items out of the United States or any other country in which the Company does business, including both tangible and intangible exports. The typical example of a tangible export would be the physical shipment of a package containing software product to a foreign country. An example of an intangible export would be a conversation regarding encryption technology between a U.S. Company engineer and an engineer from a foreign company.

It is the policy of the Company that no employee, or any other person acting on behalf of the Company, may ship, mail, e-mail, hand-deliver, download or in any other way export any Company product, service or technology from the U.S. or other countries in which the Company does business unless:

- the export may lawfully be made to the intended recipient in the intended country of destination;
- the export is authorized by the U.S. and/or other host country government; and
- the employee has obtained an export license review and approval by the Legal Department.

Any inquiries or complaints regarding any violations or suspected violations of this export policy should be promptly reported to the Ethics Officer or the Company's Legal Department.

IX. PROPER USE AND PROTECTION OF COMPANY ASSETS

All employees are responsible for the proper use of the Company's resources and property. Subject to all other Company policies and procedures, an employee's reasonable, incidental use of a Company telephone, computer or other such equipment is permitted.

1. Company Property and Facilities

Altiris property, facilities or physical resources may not be used for solicitation or distribution activities that are not related to an employee's services to the Company, except for charitable activities that have been approved in writing in advance by the Company. Employees may not solicit any other employee during working time, nor may employees distribute literature in work areas at any time. Under no circumstances may an employee disturb the work of others to solicit or distribute literature to them during their working time. Persons not employed by the Company may not solicit Company employees for any purposes on Company premises unless approved in advance by the Company.

Any employee found to be engaging in, or attempting, the theft of any property of the Company, including any intellectual property, documents, equipment, personal property of other employees, cash or any other items of value may be subject to immediate summary dismissal and possible legal proceedings against them. All employees have a responsibility to report promptly any theft or attempted theft to the Ethics Officer.

Employees must also abide by the provisions of the Company's *Use of Company Computer & Communication Systems Policy*.

2. Company Proprietary and Confidential Information

Altiris operates in extremely competitive markets. Every employee should be aware that in any competitive environment, proprietary information and trade secrets must be safeguarded vigilantly. A software company's trade secrets typically include such things as source code, technology and products in development, product roadmaps, marketing strategies, pricing, and other information that is generally unavailable to the public. Company trade secrets, along with other confidential Company information pertaining to employees as well as any prospective Company acquisition, divestiture or other significant business transaction, must be held in the strictest confidence, and all reasonable prudence and care should be exercised in dealing with such information in order to avoid inadvertent inappropriate disclosure. This information must not be used in any way other than as required in performing employment duties.

All files, records and reports acquired or created in the course of employment are the property of the Company. Originals or copies of such documents may be removed from the Company's offices only for the sole purpose of performing the employee's duties to the Company and must be returned at any time upon request.

3. Trademarks and Copyrights

Trademarks and service marks - words, slogans, symbols, logos or other devices used to identify a particular source of goods or services - are important business tools and valuable assets that require care in their use and treatment. No employee may negotiate or enter into any agreement respecting the Company's trademarks, service marks or logos without first consulting the Company's Legal Department. The Company also respects the trademark rights of others and any proposed name of a new product, financial instrument or service intended to be sold or rendered to customers must be submitted to the Legal Department for clearance prior to its adoption and use. Similarly, using the trademark or service mark of another company, even one with whom our Company has a business relationship, always requires clearance or approval by the Legal Department to ensure that the use of the other Company's mark is proper.

Employees must avoid the unauthorized use of copyrighted materials of others and should confer with the Company's Legal Department if they have any questions regarding the permissibility of photocopying, excerpting, electronically copying or otherwise using copyrighted materials. In addition, simply because material is available for copying, such as matter downloaded from the Internet, does not mean that it is automatically permissible to copy or re-circulate (by, for example, email or posting to the Company Intranet). All copies of work that is authorized to be made available for ultimate distribution to the public, including all machine readable works such as computer software, must bear the prescribed form of copyright notice.

The Company is legally entitled to all rights in ideas, inventions and works of authorship relating to its business that are made by employees during the scope of their employment with the Company or using the resources of the Company ("*Employee Developments*"). As a condition of employment, employees are required to, among other things, execute the necessary documentation to transfer all Employee Developments to Altiris to evidence their ownership, or to obtain legal protection for them.

X. RELATIONSHIPS WITH THIRD PARTIES

Employees should conduct Company business in such a manner that the Company's reputation will not be impugned if the details of their dealings become publicly known. To illustrate the strict ethical standard the Company expects every employee to maintain, the following conduct is prohibited:

- payment of money, gifts, loans or other favors that may tend to influence business decisions or compromise independent judgment;
- payment of "kickbacks" for obtaining business for or from the Company;
- payment of bribes to government officials to obtain favorable decisions; and
- any other activity that would similarly degrade the reputation or integrity of the Company.

Any employee found to be receiving, accepting or condoning a bribe, kickback, or other unlawful payment, or attempting to initiate such activities, will be subject to termination and possible criminal proceedings, and all employees have a responsibility to report any such activities or suspected activities to the Ethics Officer.

**ACKNOWLEDGMENT AND AGREEMENT
REGARDING ALTIRIS, INC. CODE OF CONDUCT**

This is to acknowledge that I have received and read the Altiris, Inc. *Code of Conduct* dated effective **April 23, 2004**, and I agree to abide by its terms and conditions and certify, to the best of my knowledge, that I am in compliance with all of its provisions.

I also understand and agree that to the extent I do not use the complaint procedures outlined herein, the Company and its officers and directors shall have the right to presume and rely on the fact that I have no knowledge or concern of any such information or conduct.

Signature

Name (please print)

Date

If you are a manager, please also sign below:

MANAGER ACKNOWLEDGMENT

This further acknowledges that in my capacity as a manager or supervisor at Altiris, Inc., or one of its subsidiaries, I have reviewed and discussed the Altiris, Inc. *Code of Conduct* with those persons who I manage or supervise.

Signature

Date