

**OMNITURE, INC.**  
**CODE OF CONDUCT**

(Adopted by the Board of Directors and Effective on June 1, 2006)

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**TABLE OF CONTENTS**

	<b><u>Page</u></b>
<b>I. INTRODUCTION .....</b>	<b>1</b>
<b>II. REPORTING SUSPECTED NON-COMPLIANCE .....</b>	<b>2</b>
1. General Policy .....	2
2. Complaint Procedures .....	2
3. Anonymous Complaints .....	2
4. No Retaliation .....	3
<b>III. DISCLOSURE .....</b>	<b>3</b>
<b>IV. RECORDS RETENTION POLICY .....</b>	<b>3</b>
<b>V. ANTITRUST LAWS .....</b>	<b>4</b>
<b>VI. CONFLICTS OF INTEREST .....</b>	<b>5</b>
1. Accepting Gifts and Entertainment .....	6
2. Outside Activities .....	7
3. Interests in Other Businesses .....	7
4. Disclosure .....	8
<b>VII. EMPLOYEE RELATIONS .....</b>	<b>8</b>
1. Equal Opportunity Employment .....	8
2. Anti-Harassment Policy .....	8
3. Employee Privacy .....	8
<b>VIII. INTERNATIONAL BUSINESS .....</b>	<b>9</b>
1. Foreign Corrupt Practices Act .....	9
2. Foreign Trade Restrictions .....	9
3. Export Controls .....	9
<b>IX. PROPER USE AND PROTECTION OF COMPANY ASSETS .....</b>	<b>10</b>
1. Company Property and Facilities .....	10
2. Company Proprietary and Confidential Information .....	10
3. Trademarks and Copyrights .....	11
<b>X. RELATIONSHIPS WITH THIRD PARTIES .....</b>	<b>11</b>

# OMNITURE, INC.

## CODE OF CONDUCT

(Adopted by the Board of Directors and Effective on June 1, 2006)

### **I. INTRODUCTION**

Omniture is committed to conducting business in accordance with the highest standards of business ethics and complying with applicable laws, rules and regulations applicable to our business. The Board of Directors of Omniture has adopted this Code of Conduct (or “*Code*”) to inform all employees of their legal and ethical obligations. Each employee of Omniture (including all employees of Omniture subsidiaries worldwide) has 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.

Omniture 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 applies to all Omniture employees and (unless the specific context requires otherwise) members of our Board of Directors. Board members are to report any known or suspected noncompliance, including conflicts of interest between a member of the Board and the Company, to the Board or its Nominating and Governance Committee for prompt review and any appropriate action. Any waiver of the Code for Board members and executive officers must be approved by the Omniture Board or its Nominating and Governance Committee, and any such waivers and certain amendments to the Code may require public disclosure.

Omniture may modify this policy at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with state or federal regulations or the rules and regulations of The Nasdaq Stock Market, Inc. and/or to accommodate organizational or other changes.

## **II. REPORTING SUSPECTED NON-COMPLIANCE**

### **1. General Policy.**

In its commitment to ethical and legal conduct, Omniture encourages and expects its employees to report any suspected violations of the Code 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 Compliance Officer. The Company’s Chief Legal Officer is the Compliance Officer. Unless otherwise specified in the Code, suspected violations should be reported directly to the Compliance 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 good faith 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 Compliance 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. Employees are encouraged to speak with their managers when in doubt about the appropriate or ethical course of action in a particular situation.

### **2. Complaint Procedures.**

Information about known or suspected violations of the Code or of applicable law by any employee or representative of the Company should be reported promptly to the Compliance 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 Compliance Officer may be contacted at 801.722.7000 or [CorpGov@Omniture.com](mailto:CorpGov@Omniture.com), or as otherwise indicated on the Omniture Employee Portal (Omniportal).

### **3. Anonymous Complaints.**

Any report of suspected violations or wrongdoing of any kind may also be submitted anonymously by letter to the Compliance Officer or the Audit Committee of the Board of Directors of Omniture, by an anonymous phone call to Omniture’s Ethics Hotline at the toll-free number 1-

866-574-1192 (which is a toll-free number for those calling from within the United States) *or* via the Internet through a link provided on the Omniture Employee Portal (Omniportal). These services are 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 Compliance Officer and the Chair of our Audit Committee.

#### **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 Compliance Officer or the Company's Human Resources Department. If the employee has a good faith 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. DISCLOSURE**

The information in the Company's public communications, including filings with the U.S. Securities and Exchange Commission, must be full, fair, accurate, timely and understandable. All employees and Board members are responsible for acting in furtherance of this policy. In particular, each employee and Board member is responsible for complying with the Company's disclosure controls and procedures and internal controls for financial reporting. Any questions concerning the Company's disclosure controls and procedures and internal controls for financial reporting should be directed to the Company's Compliance Officer or Chief Financial Officer. Anyone who believes that questionable accounting or auditing conduct or practices have occurred or are occurring should refer to the Company's Policy Regarding Reporting of Financial and Accounting Concerns for reporting procedures.

### **IV. 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. In general, employees should keep documents and records that are necessary for conducting business and maintaining adequate records of the Company's historical business, but should dispose of unnecessary documents, drafts and duplicates (in both hard copy and electronic formats). Keeping good records and disposing of unnecessary ones creates efficiencies, conserves valuable electronic and physical storage resources, reduces time spent reviewing irrelevant or superseded records, and helps the Company focus better on its operations and customers. Employees who are unsure about the need to keep particular documents should consult with their manager or the Compliance Officer, 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 must be preserved, and ordinary disposal or alteration of documents pertaining to the subjects of the litigation or investigation must be immediately suspended. No employee may destroy, discard, tamper with, conceal, or make a false entry on any documents which are, or may reasonably be, relevant to any existing or threatened litigation or similar claim or proceeding. If an employee is uncertain whether documents under his or her control should be preserved because they might relate to an existing or threatened lawsuit or investigation, he or she should contact the Company's Chief Legal Officer.

## V. ANTITRUST LAWS

Omniture 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 U.S. 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 research and development, to refrain from certain types of selling or marketing of 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 price levels of the Company's services;

- to sell to different purchasers of the Company's services 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 services, 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.

The Code 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 Compliance Officer or the Company's Legal Department before taking any action.

## **VI. CONFLICTS OF INTEREST**

Our business is built on trust and confidence, and the expectation of our customers and partners that they can depend on our products and services. To ensure that we deliver our very best, we require the full and undivided dedication and efforts of all of our employees. Moreover, every employee must avoid conflicts of interest or the appearance of conflicts of interest in the performance of his or her job. Conflicts of interest or the appearance of such conflicts could also damage Omniture's good name.

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. Generally, a conflict of interest occurs when an individual's private interest or those of his or her immediate family interferes in any way - or even appears to interfere - with the interests of the Company. A conflict of interest may also arise when an employee, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position in the Company. Each employee should consider it his or her responsibility to promptly disclose any interest he or she may have that could conflict with the interests of Omniture. For example, if one of your family members (including your parents, siblings, children or in-laws) is or becomes an Omniture supplier, customer, developer or competitor, that may not necessarily represent a conflict of interest, but the right thing to do nonetheless is to let your manager know about the situation immediately.

When considering whether a given action, relationship, gift, etc. constitutes a conflict of interest, imagine yourself at a company meeting. Could you justify your actions in front of your peers? The answer to that question should help you evaluate the situation.

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 Omniture's related guidelines are as follows.

## **1. Accepting Gifts and Entertainment.**

Giving and receiving gifts as part of business dealings can create conflicts of interest. The purpose of gifts and favors is generally to create marketing awareness and good will. If they do more than that, and unduly influence judgment or create a feeling of obligation, they should not be given or accepted. The Company's aim is to deter givers of gifts from seeking or receiving special favors from Company employees.

Not all gifts and entertainment necessarily represent conflicts of interest. Inexpensive "token" gifts, infrequent business meals and entertainment, and invitations to celebratory events can be considered ordinary aspects of many business relationships, provided that they are not sufficiently excessive as to create the appearance of impropriety. 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.*** In general, you must not give gifts to or receive gifts from Omniture business contacts, relatives, suppliers, vendors or others who have a business relationship with Omniture if they create conflicts. Examples include jewelry, art, discounts, services, special privileges, advantages, benefits, vacations, use of vacation homes, or other favors or items of more than a nominal value of greater than U.S. \$200. This dollar limit is intended to serve as a guideline, and employees should consult with the Compliance 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. Employees shall not accept compensation from a third party that is dealings with Omniture, without express written prior approval of Omniture's Chief Legal Officer. In many instances, the giving of gratuities of even nominal value, such as meals, is prohibited when dealing with any government agency.

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 Compliance Officer. In some cases, the gift may be retained by the Company, at its sole discretion, and not the individual. In no event should an employee ever give gifts if it would violate either U.S. laws or the laws of the country in question.

In any event, this gift policy is not intended to prohibit reasonable gifts from those who have a genuine personal relationship with the recipient wholly apart from any business relationship.

**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. Entertainment will be considered to be of a reasonable nature if: (1) it is of a type that is customary, considering job duties, job title, and seniority of the person to who the gift is offered; and (2) accepting the gift would provide a business advantage to the Company by enhancing its business relationship with the gift-giver. By way of example, admission to a sporting event or invitation to a golf outing may be considered reasonable, depending on the circumstances. Meals in the ordinary course of business are not subject to the \$200 limitation.

## **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. An employee who is considering an outside business activity must consult with his or her manager prior to engaging in the activity to determine whether it will compete with the Company or otherwise pose a conflict of interest. Employees who free-lance or moonlight may not use Company time, facilities, resources, or supplies for any such activities.

## **3. Interests in Other Businesses.**

Unless approved in advance in writing (including via email) by the Compliance 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 Company’s Compliance Officer, the Board of Directors or the Nominating and Governance Committee of the Board, 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 Compliance Officer. Failure to disclose an actual conflict of interest may lead to disciplinary action up to and including termination of employment.

### **VII. EMPLOYEE RELATIONS**

#### **1. Equal Opportunity Employment.**

Omniture 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 employer and does not discriminate on the basis of age, race, color, religion, sex, 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., please refer to the Company's Employee Handbook.

#### **2. Anti-Harassment Policy.**

Omniture 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-harassment, 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, Omniture needs to ensure an efficient work environment. While Omniture 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 Employee Handbook.

## **VIII. INTERNATIONAL BUSINESS**

### **1. Foreign Corrupt Practices Act.**

Laws and customs vary throughout the world, but all employees must uphold the integrity of Omniture in other nations as diligently as they would do so in the U.S. When conducting business in other countries, it is imperative that employees be sensitive to foreign legal requirements and U.S. laws that apply to foreign operations, including the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act (the “*FCPA*”) 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 U.S., 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.

For more information on the Company’s policies and guidelines with respect to the FCPA, please see the Foreign Corrupt Practices Act Compliance Policy. In addition, employees may also contact the Compliance Officer if they have any questions concerning these policies or regarding any specific situation.

### **2. Foreign Trade Restrictions.**

The U.S. 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 U.S. 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 Compliance Officer or the Omniture Legal Department.

### **3. Export Controls.**

For purposes of export controls, an “export” means an actual shipment or transmission of items out of the U.S. 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 Compliance Officer

## **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.**

Omniture 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 Compliance Officer.

Employees must also abide by the provisions of the Company's Employee Handbook.

**2. Company Proprietary and Confidential Information.** Omniture 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 service company's trade secrets typically include such things as source code, technology and products in development, product roadmaps, customer lists, 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.

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 are 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 Omniture 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 Compliance Officer.