

**HUTCHINSON TECHNOLOGY INCORPORATED  
CODE OF ETHICS AND CONDUCT**

**(This Code of Conduct also serves as the Company's  
Code of Ethics for Senior Financial Management)**

**Effective: July 29, 2011**

Hutchinson Technology Incorporated (the "Company") has adopted this Code of Ethics and Conduct ("Code") to promote honest and ethical conduct and to deter wrongdoing. This Code applies to all directors, officers and employees of the Company. The Company maintains a database of "HTI Corporate Policies" and, in addition to understanding this Code, you are expected to understand and follow all HTI Corporate Policies applicable to your job. The HTI Corporate Policies often refer to more detailed Specifications, Company Common Documents, Company Forms, the Company Employee Handbook or other documents (together, the "Ancillary Documents"), and you also are expected to understand and follow Ancillary Documents applicable to your job. The obligations of this Code supplement, but do not replace, any of the provisions of the HTI Corporate Policies, the Ancillary Documents or any other policies of the Company applicable to directors, officers and employees of the Company.

**Obligations Under the Code**

All directors, officers and employees of the Company will:

- act honestly and ethically in the performance of their duties at the Company;
- ethically handle conflicts of interest between personal and professional relationships;
- provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- comply with laws, rules and regulations of federal, state and local governments and other private and public regulatory agencies that affect the conduct of the Company's business and the Company's financial reporting;
- act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing their independent judgment to be subordinated;
- respect the confidentiality of information acquired in the course of work, except when authorized or legally obligated to disclose such information;
- promote ethical behavior as a responsible partner among peers and colleagues in the Company;
- achieve responsible use of and control over all assets and resources of the Company entrusted to them; and
- promptly bring to the attention of the Chair of the Audit Committee of the Board of Directors of the Company or the Company's Director of Internal Audit any information concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, misappropriation or other irregularities, whether or not material.

## **Actions Constituting Fraud**

Fraud is defined as the intentional, false representation or concealment of a material fact for the purpose of inducing another to act upon it to his or her injury. The terms fraud, misappropriation and other irregularities refer, but are not limited, to:

- Any dishonest or fraudulent act;
- Misappropriation of funds, securities, supplies or other assets;
- Impropriety in the handling of money, financial reporting, disclosures or internal controls;
- Profiteering as a result of insider knowledge of Company activities;
- Disclosing confidential and proprietary information to outside parties;
- Disclosing to other persons securities activities engaged in or contemplated by the Company;
- Accepting or seeking anything of material value from contractors, vendors or persons providing services/materials to the Company (Exception: Gifts less than \$50 in value);
- Destruction, removal or inappropriate use of records, furniture, fixtures and equipment; and/or
- Any similar or related irregularity.

If there is any question as to whether an action constitutes fraud, contact the Director of Internal Audit for guidance.

## **Reporting Violations and Enforcement**

All directors, officers and employees of the Company must understand and comply with this Code. In addition, each member of the management team is expected to be familiar with the types of improprieties that might occur within his or her area of responsibility, and be alert for any indication of irregularity. Violation of this Code will not be tolerated and will result in discipline for employees and other appropriate consequences for non-employees.

Any person who knows or believes that any director, officer or employee of the Company has engaged or is engaging in Company-related conduct that violates this Code should report such information to an appropriate contact person listed below under the heading “Contact List” in this Code and *should not attempt to personally conduct investigations or interviews/interrogations* related to any suspected violation of this Code. The reporting person should not:

- contact the suspected individual in an effort to determine facts or demand restitution, nor
- discuss the case, facts, suspicions or allegations with *anyone* unless specifically asked to do so by a person on the “Contact List” in this Code or external legal counsel.

You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any person who reports such conduct in good faith, whether or not such information is ultimately proven to be correct, or who cooperates in any investigation or inquiry regarding such conduct. Confidentiality regarding those who make compliance reports and those potentially involved is maintained to the extent possible during a compliance investigation.

## **Investigation Responsibilities**

Each report of a suspected violation of this Code will be treated seriously and investigated diligently by the Company. Depending on the nature of a suspected violation, and the parties involved, the investigation will be conducted by management, the Board of Directors of the Company (the “Board”) (or a Committee of the Board) or outside professionals hired specifically for the investigation. In order to facilitate a complete investigation of a suspected violation, a reporting person should be prepared to provide as many details as possible, including a description of the questionable practice or behavior, the names of any persons involved, the names of possible witnesses, dates, times, places and any other available details.

Based on its investigation, the Company will take prompt and appropriate corrective action in response to the concern, if necessary, to ensure compliance with legal and ethical requirements. The Company may commence legal proceedings, if necessary, to recover the amount of any improper expenditures, any profits realized by the offending person and any financial detriment sustained by the Company. In appropriate circumstances, violations of this Code will be reported to the applicable authorities.

## **Termination**

Violation of this Code may result in disciplinary action, up to and including termination of employment, removal from the Board or other appropriate consequences for non-employees. Any supervisor who directs or approves of any conduct in violation of this Code, or who has knowledge of such conduct and does not immediately report it, also will be subject to disciplinary action, up to and including termination of employment.

If an investigation results in a recommendation to terminate an individual, the recommendation will be reviewed for approval by a designated representative from Human Resources and, if necessary, by external legal counsel, before any such action is taken.

## **Compliance Procedures**

Directors, officers and employees must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since not every situation that will arise can be anticipated, it is important to keep the following in mind when a question or issue arises:

- Make sure you have all the facts. In order to reach the right solutions, the Company must be as fully informed as possible.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question and will appreciate being brought into the decision-making process. Remember that it is your supervisor’s responsibility to help solve problems.
- Seek help from Company resources. If you feel that it may not be appropriate to discuss an issue with your supervisor, or if you do not feel comfortable approaching your supervisor with your

question, discuss it with the appropriate person listed below under the heading “Contact List” in this Code.

- Ask yourself questions. If you are in doubt about a business conduct situation, ask yourself the following questions:
  - Ø Is it legal?
  - Ø Does it violate this Code?
  - Ø Is it consistent with the Company’s values?
  - Ø Does it have the appearance of impropriety?
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Always ask first, act later. If you are unsure of whether something that you plan to do, or have been asked to do, may violate this Code, seek guidance before you act.

#### Contact List

- Any contact person listed below who receives a report of an alleged violation of this Code by an executive officer of the Company must promptly contact the Company’s Ethics & Compliance Line, at 1-877-231-0854, and report the alleged violation.
- If you are a Director or an Executive Officer, contact any of the following:
  - Ø Chairman of the Board
  - Ø Chair of the Governance and Nominating Committee
  - Ø Chief Executive Officer
  - Ø Chief Financial Officer
  - Ø the Company’s Ethics & Compliance Line, at 1-877-231-0854
- All other employees may contact any of the following:
  - Ø your immediate Supervisor
  - Ø the Vice President for your functional area
  - Ø Vice President, or (if none) most senior director, Human Resources
  - Ø Chief Financial Officer
  - Ø Chair of the Governance and Nominating Committee
  - Ø the Company’s Ethics & Compliance Line, at 1-877-231-0854
- For conduct relating to financial reports or data:
  - Ø If the conduct you wish to report relates to the Company’s financial reporting or disclosures, the design or operation of internal controls for financial data, or fraud in connection with financial reporting or data, contact any of the following:
    - Ø Chair of the Audit Committee
    - Ø Director of Internal Audit

Ø the Company's Ethics & Compliance Line, at 1-877-231-0854

- This contact list is subject to change from time to time. Any change to this contact list shall not be deemed an amendment to this Code.

### **Amendments, Waivers or Modifications of the Code**

This Code may be amended, waived or modified only by the Board. Any amendment to, or waiver or modification of, a provision of this Code that applies to a director or other executive officer will be publicly disclosed as required by applicable law, regulation or rule of The Nasdaq Stock Market.

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