



OPERATING WITH INTEGRITY

CODE OF CONDUCT CERTIFICATION FOR NEW EMPLOYEES

I understand that as an employee of Avaya Inc. or any of its subsidiaries (“Avaya” or the “Company”), I am required to abide by Company policies, procedures, guidelines, and rules regarding ethical business conduct, the confidentiality and proprietary nature of certain Avaya information (including that of its customers, suppliers, Business Partners and resellers), the protection of Company assets, and any laws, rules, or regulations that relate to Avaya as a publicly traded entity or as an entity doing business in any particular country or location. I understand that failure to comply with these policies and rules may result in disciplinary action (up to and including termination of my employment) and may subject me in some cases to civil or criminal penalties.

In accordance with Avaya’s Global Ethics & Compliance program, by signing below, I hereby certify that I have received, read, understand and agree to abide by Avaya’s corporate Code of Conduct “*Operating with Integrity*” at all times.

I further understand and agree that this certification may be maintained on file at the Company.

Employee Name (Print): _____

Employee Signature: _____

Date: _____