

UBIQUITI INC.

CODE OF BUSINESS CONDUCT AND ETHICS

Overview of the Code

Ubiquiti Inc.'s ("Ubiquiti" or "the Company") reputation for honesty and integrity is among our most important assets. The Ubiquiti Inc. Code of Business Conduct and Ethics, which may be referred to as the "Code," is designed to provide you with a clear understanding of the conduct we expect from all our employees and directors, as well as others acting on behalf of Ubiquiti. The Code applies to all directors, officers, and employees of Ubiquiti and its subsidiaries, who, unless otherwise specified, are referred to together in the Code as "employees."

You are required to review the Code carefully. All new employees of Ubiquiti must execute an acknowledgement stating that they agree to be bound by the Code. Existing employees will be asked from time to time to provide the Ubiquiti with a similar acknowledgement. Failure to comply with the Code can and will result in disciplinary or enforcement action, which could include a termination of employment.

Purposes of the Code

Ubiquiti has adopted and implemented the Code to deter wrongdoing and promote the following:

- Honest and ethical conduct, including (i) the ethical handling of actual or apparent conflicts of interest between personal and professional relationships; (ii) the ethical conduct of Ubiquiti's business; and (iii) the ethical management of our relationships and transactions with customers, vendors, and anyone else with whom Ubiquiti conducts business;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents Ubiquiti files with, or submits to, the Securities and Exchange Commission, if applicable, and in other public communications the Company makes;
- Compliance with all applicable governmental laws, rules, and regulations;
- Prompt internal reporting of known or suspected violations of the Code or applicable law to an appropriate person or persons identified in the Code; and
- Accountability for adherence to the Code.

Highlights of the Code

The most important principle embodied in the Code is that *as an employee of Ubiquiti, you are our representative, and you must act on behalf of Ubiquiti in all circumstances with honesty and integrity and in conformity with all applicable laws, rules, and regulations*. Key requirements of the Code include those listed below.

- You must at all times conduct yourself and any business you are conducting on Ubiquiti's behalf in compliance with all applicable laws, rules, and regulations.
- You must avoid conflicts of interest or the appearance of conflicts of interest.
- You must ensure that every business or financial record that you prepare or are involved with, whether related to internal or external transactions, is prepared timely and accurately and in accordance with all applicable accounting guidelines. You must never falsify any Ubiquiti document or business record, take any other action that distorts the true nature of any transaction, or fail to report to appropriate

personnel any information that is necessary to ensure that Ubiquiti properly records and accounts for every business transaction.

- If you are involved in the preparation of our financial statements and reports or other public disclosures, you must use all reasonable and good faith efforts to ensure that all information and disclosures are full, fair, accurate, timely, and complete.
- You must deal with our customers, suppliers, and other third parties with whom Ubiquiti has relationships, and with Ubiquiti's competitors, fairly, at arm's length, and in compliance with all applicable laws, including those relating to competitive practices.
- You must protect Ubiquiti's proprietary information as well as the proprietary information of third parties that Ubiquiti may obtain. You must not use any such information for your personal benefit.
- You must never bribe or attempt to bribe or improperly influence or attempt to improperly influence a government official or any other person in order to obtain any benefit for Ubiquiti.
- You must report violations or suspected violations of the Code or any applicable law, including requests by any other employee or colleague to violate the Code or any applicable law, or any threats or retaliation against someone who has reported a potential violation or who is cooperating in any investigation.
- Violating the Code will result in disciplinary or enforcement action, which could include a termination of your employment.

Your Responsibilities

You are responsible for reading and understanding the Code. You must at all times comply with the Code, both in letter and in spirit. Ignorance of the Code will not excuse you from its requirements.

You are responsible for conforming your conduct to the Code. You must comply with the Code as well as with other applicable Ubiquiti policies. You will not be permitted to rely on technical arguments that an action was within the letter of the Code if it was clearly not within the spirit or intent of the Code.

You are responsible for seeking timely and appropriate guidance if you have questions about the Code or if a circumstance or situation arises where you are uncertain about a proposed course of conduct. Our commitment to the highest ethical and legal conduct is essential to our success. No Code of Conduct or other policy can address all of the laws and regulations that may be applicable in the countries in which Ubiquiti transacts business or has dealings. Therefore, in evaluating a situation, you should obtain all relevant facts, assess the responsibilities and roles of those involved, use sound ethical judgment, and if necessary, seek timely guidance from your manager or the Ubiquiti Legal Department in evaluating whether an action is unethical or improper.

You are responsible for assisting Ubiquiti in enforcing the Code and for reporting known or suspected violations. You should be alert to possible violations of the Code and must immediately report them. The process for reporting possible violations is described in Section IV of the Code.

This Code is not an express or implied contract of continued employment and does not create any contractual rights for any employee of Ubiquiti or its subsidiaries. All employees should understand

that this Code does not modify their employment relationship, whether at will or governed by contract, except that the employee's compliance with the Code will be deemed a condition of continued employment with Ubiquiti.

Ubiquiti reserves the rights to amend, alter or terminate this Code, or to rescind any waiver or consent granted hereunder, at any time and for any reason.

The policies in this Code do not constitute a complete list of Ubiquiti policies or a complete list of the types of conduct that can result in disciplinary action, including a termination of employment.

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I. INTRODUCTION

This Code of Business Conduct and Ethics (the “**Code**”) summarizes the ethical standards and key policies that guide the business conduct of Ubiquiti Inc. and its subsidiaries (the “**Company**” or “**Ubiquiti**”).

The purpose of this Code is to promote ethical conduct and deter wrongdoing. The policies outlined in this Code are designed to ensure that the Company’s employees, including its officers (“**employees**”), and members of its board of directors (“**directors**”) act in accordance with not only the letter but also with the spirit of the laws, rules, and regulations that apply to the Company’s business. The Company expects its employees and directors to exercise ethical decision-making, to uphold these standards in their day-to-day activities, and to comply with all applicable policies, procedures, and laws in the course of their relationships with the Company.

Employees and directors are expected to read, understand, and comply with the policies set forth in this Code. Ubiquiti also expects that all third parties with whom it contracts to act on its behalf, (“**Third Parties**”) will act in accordance with the principles outlined in the Code to the same extent as employees when conducting business on Ubiquiti’s behalf. The Code does not cover every issue, law, rule, or regulation that may arise in the countries in which Ubiquiti transacts business or has dealings. It instead provides general guidelines for exercising ethical decision-making. Employees and directors should refer to the Company’s other policies and procedures for further guidance on implementing the general principles set forth below. Any questions about the Code or the appropriate course of conduct in a particular situation should be directed to your manager or to the Company’s Legal Department.

Any known or suspected violations of laws, rules, regulations, this Code, or Company policy should be reported immediately in accordance with the processes set forth in Section IV. Retaliation of any form against an individual who, in good faith, reports a known or suspected violation of the Code, Company policy, or the law, or assists in the investigation of a reported concern, is a violation of this Code and of the law. Ubiquiti strictly prohibits any form of retaliation against anyone who raises a concern, and individuals who engage in retaliatory behavior will be subject to disciplinary action, which may include a termination of employment. The Company reserves the right to take any and all disciplinary action against any person who abuses the Company’s reporting processes.

Each employee and director must sign the acknowledgement form at the end of this Code and return the form to the Company’s Human Resources Department indicating that he or she has received, read, understood and agreed to comply with the Code. The signed acknowledgement form will be placed in the individual’s personnel files.

II. STANDARDS OF CONDUCT

The Company expects all employees and directors to act with the highest standards of honest and ethical conduct. The Company considers honest conduct to be conduct that is free from fraud or deception and that is characterized by integrity. The Company considers ethical conduct to be conduct conforming to accepted professional standards of conduct, as described further herein.

III. AVOIDING HARASSMENT

Ubiquiti is an inclusive, equal opportunity employer committed to maintaining a safe and positive work environment, supporting diversity, and treating others with respect. No employee is treated less favorably on the basis of race, color, religion, sex, age, national origin, disability, pregnancy, marital or partnership status, sexual orientation, gender identity or expression, veteran’s status or any other personal

characteristics protected by law. This extends to co-workers, suppliers and others who do business with the Company.

IV. ACCOUNTABILITY AND REPORTING; IDENTIFYING KNOWN OR SUSPECTED VIOLATIONS

The Company expects employees to assist Ubiquiti in enforcing the Code and to report possible violations to appropriate personnel as further detailed in this Code. Violations may occur as a result of someone's intentional act or, in some cases, because of an unintentional act, oversight, or error. You must immediately report a good faith concern and may do so by contacting any of the following:

- Your direct manager;
- Ubiquiti's Human Resource Department at hr@ui.com;
- Ubiquiti's Legal Department at legal@ui.com; or
- Ubiquiti's anonymous reporting helpline at ui.ethicspoint.com or via telephone at +1 (844) 983-0440. The helpline is operated by an independent third party, is available 24-hours-a-day/seven-days-a-week and is accessible in multiple languages.

For concerns about accounting, internal controls, auditing or financial reporting, you may also contact the Audit Committee of the Board of Directors at the following address: Audit Committee, c/o Ubiquiti Inc., 685 Third Avenue, 27th Floor, New York New York 10017.

Ubiquiti's helpline, which is operated by an independent third party, is available 24-hours-a-day/seven-days-a-week. Although you may report anonymously through the helpline in the U.S. and many other countries, Ubiquiti encourages employees using the helpline to identify themselves in order to enhance Ubiquiti's ability to gather information and respond to reported concerns. If, however, you choose to report your concern anonymously, Ubiquiti will endeavor to preserve your anonymity to the extent reasonably possible under the circumstances. Employees making anonymous reports should provide as much detail as possible to permit an investigation into the concern(s) raised. Please note that there are restrictions in some countries that govern reporting helplines that may limit the ability of employees to make reports on certain topics and the ability of employees to report concerns anonymously.

Ubiquiti takes all reported concerns seriously and will conduct an appropriate investigation, which may result in disciplinary action for involved employees. The disciplinary action could be up to and including termination. Disciplinary action may be taken not only against those who authorized or participated directly in the violation of a Company policy and/or applicable laws, but also against those who deliberately concealed a violation. In addition, where appropriate, Ubiquiti may report violations to third parties, including outside regulators and law enforcement agencies.

Any employee who comes forward with concerns plays an important role in maintaining an honest and ethical workplace. It is against the law, Ubiquiti policy, and this Code to retaliate in any manner, including through harassment or threats, against any person who (i) has in good faith reported a known or suspected violation of applicable law, this Code or any other Ubiquiti policy, or who (ii) assists in the investigation of a reported concern. Nothing in this Code is intended to or shall be construed to limit an employee's ability to report to or cooperate with any government agency or comply with any other legal obligation. For further details about Ubiquiti's reporting and anti-retaliation policy, please see the Whistleblower and Anti-Retaliation Policy.

V. FINANCIAL RECORDS AND PUBLIC DISCLOSURE

Ubiquiti is a publicly-traded company. As such, the Company is subject to various securities laws and regulations and is required to report its financial results and related business information to the public. It is the policy of the Company to timely disclose accurate and complete information regarding the Company's business, financial condition and results of operations. Inaccurate, incomplete or untimely reporting will not be tolerated and can severely damage the Company.

Every Ubiquiti financial record – including sales records, time sheets, expense reports, books and ledgers, and other financial data and records – must be accurately and timely prepared and must be prepared in accordance with all applicable laws, regulations, rules, principles, standards, and Company policies. The integrity of our financial transactions and records is critical to the operation of our business and to maintaining the confidence and trust of our stockholders, customers, suppliers, and employees.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the transactions and matters to which they relate, and must conform both to applicable legal requirements and to the Company's system of internal controls. All assets of the Company must be carefully and properly accounted for. The making of false or misleading records or documentation is strictly prohibited. Unrecorded funds or assets should not be maintained.

The Company complies with all laws and regulations regarding the preservation of records. Records should be retained or destroyed only in accordance with the Company's document retention policies. There are times when employees and directors must follow additional precautions with respect to maintaining records, such as in the event of government or internal investigations or legal proceedings. Any questions about these policies or responsibilities should be directed to the Company's Legal Department.

General Principles Applicable to Employees

Each employee having any responsibility for, or involvement in, financial reporting or accounting must have an appropriate understanding of relevant accounting and financial reporting principles, standards, laws, rules, and regulations as well as Ubiquiti's financial and accounting policies, controls, and procedures.

Each employee having any responsibility for, or involvement in, the customer sales and support process or managing relationships with Ubiquiti's vendors must understand the accounting and financial reporting implications of Ubiquiti's transactions with these parties. All such employees should consult with the Legal Department and the Finance Department to discuss any requests for non-standard terms or conditions. All such employees are responsible for ensuring the accuracy and completeness of all documentation relating to customer sales and support or vendor transactions. **The terms and conditions of any transaction between Ubiquiti and any customer or vendor must be fully and completely reflected in the documentation governing the transaction. The existence of oral or written agreements or understandings of any kind that are not part of the documentation relating to the transaction and that are not reported to the Legal Department and Finance Department as part of such transaction is an absolute violation of this Code and constitutes grounds for immediate termination.** Examples of such agreements or understandings include (but are not limited to) requests for payment terms that differ from those reflected in purchase orders or other documentation or rights to return or cancel orders or products that are not reflected in the documentation. **Employees involved in customer and vendor transactions are responsible for consulting with the Finance Department and the Legal Department if any customer or vendor requests that Ubiquiti consent to any term or condition that would not be fully reflected in the documentation relating to the transaction.**

Even employees not directly involved in financial reporting, accounting, sales or purchasing will likely come into contact with financial records or reports or with other documents on which employees preparing financial statements will depend. These may include vouchers, time sheets, invoices, or expense reports. We expect every employee, regardless of his or her familiarity or involvement with finance or accounting matters or principal job responsibilities or functions, to use all reasonable and good faith efforts to ensure that every business record or report with which he or she deals is accurate, complete, reliable, and timely submitted.

Each employee is specifically required to use all reasonable and good faith efforts to ensure the following provisions of the Code are satisfied:

- Employees must follow all applicable legal, accounting, and Company requirements for reporting financial information.
- All transactions must be timely recorded and classified in the proper accounting period and in the appropriate account and department. Delaying or prepaying invoices to meet budget goals is a violation of the Code.
- No employee may falsify any document or distort the true nature of any transaction.
- All transactions must be supported by complete and accurate documentation.
- Any information or statement in any report, filing, certification, application, or similar document that Ubiquiti may submit to any governmental authority or entity must be full, fair, accurate, timely, and complete.
- Employees must comply with the Sarbanes-Oxley Act and all other applicable laws intended to prevent fraud;
- Employees must cooperate fully with any investigation into the accuracy, completeness, and timeliness of Ubiquiti's financial records.
- To the extent that estimates and accruals are required to be made in Ubiquiti's reports and records, employees involved with such estimates and accruals will base them on good faith accounting judgments supported by appropriate documentation.
- Employees are strictly prohibited from selling, transferring, or disposing of Ubiquiti's assets without proper documentation and authorization.
- No payment may be made to any supplier, vendor, or other person, other than the person or firm that actually provided goods or services to Ubiquiti, unless the payment is approved in advance by the Legal Department.
- Employees are strictly prohibited from setting up funds, assets, or accounts that are not properly and transparently recorded in the Company's books and records.

Employees Controlling Ubiquiti Funds

Every employee of Ubiquiti is personally responsible for all Ubiquiti funds over which he or she exercises control. No employee may allow any Third Party to exercise control over any funds of Ubiquiti without the prior approval of the Legal Department.

Dealing with Auditors

Our auditors have a duty to review our records in a fair and accurate manner. All employees must cooperate fully with independent and internal auditors in good faith and in accordance with law. No employee may fraudulently induce, or influence, coerce, manipulate, or mislead our independent or internal auditors regarding any financial record, process, control, procedure or other matter.

Public Communications and Reports

The Company has established specific policies regarding who may communicate information to the public, the press and the financial analyst communities:

- Ubiquiti has established a Disclosure Committee, which is responsible for designing, establishing, and maintaining controls and procedures to ensure that information is timely and properly disclosed in accordance with all applicable laws, regulations, and stock exchange requirements.
- The Company's Chief Executive Officer and Chief Accounting and Finance Officer and/or their authorized designees are official spokespeople for financial matters, the Company's future strategic plans and activities or matters relating to the business of the Company as a whole. These individuals are the only people who may communicate externally on behalf of the Company.
- All communications of material non-public information made to public audiences, including formal communications and presentations made to investors or the press, require prior approval of the Company's Chief Accounting and Finance Officer and Executive Vice President of Operations and Legal Affairs, who will ensure that all necessary review is undertaken.

Employees and directors should refer all inquiries or calls from the press or from stockholders to the Company's Chief Accounting and Finance Officer or Executive Vice President of Operations and Legal Affairs, which will ensure that the inquiry is directed to the appropriate authority within the Company. Employees and directors may not publish or make public statements outside the scope of their employment with or service to the Company that might be perceived or construed as attributable to the Company without pre-approval from the Company's Chief Accounting and Finance Officer and Executive Vice President of Operations and Legal Affairs. Any such statement must include the Company's standard disclaimer that the publication or statement represents the views of the specific author and not of the Company.

Intentional Misconduct

Intentional misrepresentations of the Company's financial performance or any other action by an employee that intentionally compromises the integrity of Ubiquiti's reports (financial or otherwise), records, or public disclosures is a specific and extremely severe violation of this Code. Any violation of this Code arising from an intentional misrepresentation, including failure to report potential misrepresentations by others, will be viewed as severe misconduct and will be subject to severe penalties, including termination of employment. Examples of such intentional misconduct would include, but are not limited to, the following:

- Reporting any information or entering any information in Ubiquiti's books, records, or reports that fraudulently or intentionally hides, misrepresents, or disguises the true nature of any financial or non-financial transaction;

- Agreeing orally or in writing to any term or condition of any transaction with a customer or vendor that is not reflected in the documentation provided to the Finance Department and Legal Department or failing to disclose to the Finance Department and Legal Department that any customer or vendor either intends to breach or otherwise fail to honor any term or condition as reflected in such documentation or has an understanding of any term or condition that is inconsistent with the understanding of the Company and its Finance Department and Legal Department;
- Establishing any undisclosed or unrecorded fund, account, asset, or liability for any improper purpose;
- Entering into any transaction or agreement that accelerates, postpones, or otherwise manipulates the accurate and timely reporting of revenues and expenses;
- Intentionally misclassifying transactions as to accounts, business units, or accounting periods;
- Intentionally destroying or altering any document or record that an employee has been notified is subject to a legal hold; or
- Knowingly assisting others in any of the above.

VI. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Employees and directors must comply with all laws, rules and regulations applicable to the Company and its business, as well as with applicable Company policies and procedures. Each employee and director must acquire appropriate knowledge of the legal requirements relating to his or her duties sufficient to enable him or her to recognize potential problems and to know when to seek advice from the Company's Legal Department. Violations of laws, rules and regulations may subject the violator to individual criminal or civil liability, as well as to discipline by the Company. These violations may also subject the Company to civil or criminal liability or the loss of business. Any questions as to the applicability of any law, rule or regulation should be directed to the Company's Legal Department.

VII. CONFLICTS OF INTEREST

All employees have an obligation to act in the best interests of Ubiquiti and to avoid actual or perceived conflicts of interest. This means that an employee's personal activities and relationships must not conflict, or appear to conflict, with those of Ubiquiti. An employee's decisions and actions in the course of employment should be based on the best interests of Ubiquiti, not based on his or her own personal relationships or business and financial interests.

We expect each employee to evaluate his or her personal relationships and activities to determine whether a conflict exists or could appear to exist and to avoid such relationships and activities. Common conflicts arise through the employment or business activities of a spouse, significant other, or other relative or through personal or business relationships through which an employee or a spouse, significant other, or relative may have a personal or economic relationship. Any situation where it may be difficult for an employee to perform his or her work impartially, objectively, or effectively and in the best interests of Ubiquiti could suggest that a conflict exists.

Each employee is required to disclose immediately to a supervisor, the Finance Department and the Legal Department if he or she becomes aware that any personal relationship or business or financial interest conflicts, or may appear to conflict, with those of Ubiquiti. Supervisors with concerns that any

actual or suspected conflict, whether their own or related to a reporting employee, would violate the Code should contact the Legal Department.

Employee Conflicts

Conflicts arise in numerous situations, and it is not possible to categorize every potential conflict. Again, the employee is responsible to evaluate these situations and confer with his or her supervisor, the Finance Department and Legal Department. Conflicts such as those relating to an employee's work schedule, duties, and responsibilities are specifically described in the employee handbook. In connection with the Code, we have also adopted the following conflicts policies relating to business or financial interests of employees (for the following purposes, "employee" does not include non-employee directors of Ubiquiti):

- Employees may own up to 1% of the stock of a competitor, customer, or supplier without obtaining prior approval so long as the stock is publicly traded and the employee has no discretionary authority in dealing with the competitor, customer, or supplier. If the employee proposes to purchase more than 1% of the stock of a competitor, customer, or supplier, if the company is not publicly traded, or if the employee has discretionary authority in dealing with the competitor, customer, or supplier, then the stock may only be purchased with the prior approval of the Legal Department or, in the case of any officer, the prior approval of the Audit Committee of the Board of Directors.
- Employees must disclose any financial interest they may have in a transaction between Ubiquiti and a third party, and that interest must be approved by the Legal Department prior to the transaction or, in the case of an officer, by the Audit Committee. If the financial interest relates solely to the fact that a spouse or other relative works at the third party, then for employees other than officers, no prior approval will be required unless the employee deals with the supplier or customer, or the spouse or significant other or other relative deals with Ubiquiti or any subsidiary of Ubiquiti. Nevertheless, the employee must still disclose to his or her supervisor the potential interest in any proposed transaction of which he or she has knowledge.
- No employee may directly or indirectly exploit for personal gain any opportunities that are discovered through the use of corporate property, information, or position unless the opportunity is fully disclosed in writing to the Board of Directors and Legal Department and the Board of Directors declines to pursue the opportunity.
- Loans from Ubiquiti to any director or officer of Ubiquiti or any relative of any officer or director are prohibited. Loans to any other employee or employee relative must be approved in advance by the Board of Directors or a designated committee (excluding travel advances and similar payments made in connection with Ubiquiti's business expense reimbursement policies).
- No employee may perform services as a director, employee, agent, or contractor for any competitor of Ubiquiti.
- No employee may perform any services as a director, employee, agent, or contractor for any customer, supplier, or any other entity that has a business relationship with Ubiquiti, without the prior approval of the Legal Department or, in the case of any officer of Ubiquiti, the prior approval of the Audit Committee.

- Employees may on their own time serve as officers, directors, or consultants to businesses that are not competitors, customers, or suppliers of Ubiquiti, but any service must be disclosed to and approved by the employee’s supervisor or, in the case of an officer, disclosed to and approved by the Audit Committee. In addition, such service must not otherwise interfere with the employee’s responsibilities to Ubiquiti. Notwithstanding the foregoing, employees may serve on boards of charitable organizations or educational, political, community, or religious institutions so long as such service does not otherwise create a conflict of interest or interfere with responsibilities to Ubiquiti.
- No employee may serve on the decision-making or rule-making panel of any local, regulatory or advisory body of any governmental entity whose rules or decisions have application to Ubiquiti’s business activities, without the prior approval of the Audit Committee. Employees may serve in an elected or appointed public office, however, so long as the position does not create or appear to create a conflict of interest and does not interfere with the employee’s responsibilities to Ubiquiti.

The foregoing list of conflicts is not exclusive, and other situations or circumstances that are not listed could give rise to conflicts. It is the responsibility of each employee to identify potential conflicts and consult with his or her supervisor or other appropriate personnel concerning conflicts.

Ubiquiti may, in its sole and absolute discretion, rescind any approval granted with respect to an actual or potential conflict of interest if for any reason Ubiquiti determines it to be in the best interests of the Company.

Additional Conflict Provisions Relating to Non-Employee Directors

Members of Ubiquiti’s Board of Directors who are not also employees have special responsibilities to Ubiquiti but are also prominent individuals with substantial other responsibilities. Members of the Board will be required to disclose to other directors any personal, financial, business, or other economic interest they may have in any transaction submitted for approval by the Board and must recuse themselves from participating in any decision in which there exists a conflict of interest between their personal interests and the interests of Ubiquiti. Each non-employee director must promptly inform Ubiquiti if he or she performs services as a director, employee, consultant, contractor, agent for any customer, supplier, or other third party with whom Ubiquiti has a business relationship. No non-employee director may serve as a director, employee, consultant, contractor, agent for any competitor of Ubiquiti.

VIII. NO LOANS TO EXECUTIVE OFFICERS OR DIRECTORS

As indicated under “Conflicts of Interest,” it is the policy of the Company not to extend or maintain credit, to arrange for the extension of credit, or to renew an extension of credit, in the form of a personal loan to or for any director or executive officer of the Company. Any questions about whether a loan has been made to a director or executive officer in violation of this policy should be directed to the Company’s Legal Department.

IX. CORPORATE OPPORTUNITIES

As indicated under “Conflicts of Interest” above, employees and directors are prohibited from:

- Personally taking for themselves opportunities that are discovered through the use of corporate property, information or position;

- Using corporate property, information or position for personal gain; and
- Competing with the Company.

Employees and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

X. FAIR DEALING

The Company seeks to excel while operating fairly and honestly, never through unethical or illegal business practices. Each employee and director should endeavor to deal fairly with the Company's customers, suppliers, competitors and employees. No employee or director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair dealing practices.

XI. CUSTOMER RELATIONSHIPS

Employees must act in a manner that creates value for the Company's customers and helps to build a relationship based upon trust. The Company and its employees have provided products and services for many years and have built up significant goodwill over that time. This goodwill is one of our most important assets, and Company employees must act to preserve and enhance the Company's reputation.

XII. SUPPLIER RELATIONSHIPS

The Company's suppliers make significant contributions to the Company's success. To create an environment where the Company's suppliers have an incentive to work with the Company, suppliers must be confident that they will be treated lawfully and in an ethical manner. The Company's policy is to purchase supplies based on need, quality, service, price and terms and conditions. The Company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. In selecting suppliers, the Company does not discriminate on the basis of race, color, religion, sex, national origin, age, sexual preference, marital status, medical condition, veteran status, physical or mental disability, or any other characteristic protected by federal, state or local law. A supplier to the Company is generally free to sell its products or services to any other party, including Company competitors. In some cases, where the products or services have been designed, fabricated, or developed to the Company's specifications, the agreement between the parties may contain restrictions on sales.

XIII. COMPLYING WITH GLOBAL SANCTIONS AND EXPORT CONTROL LAWS

Ubiquiti delivers products to countries throughout the world and, as a result, its activities are governed by international trade laws including export and import laws and regulations and economic sanctions. Ubiquiti is committed to following all applicable international trade laws.

Exports and Imports

The Company requires compliance with laws and regulations governing export controls in both the United States and in the countries in which the Company transacts business. Export laws often restrict Ubiquiti's sale or transfer of technical data and hardware. Any Ubiquiti product or technology that is created in one country and then sent across that country's borders can be considered an export. Exports include more than just the transfer of a physical item; exports can also include the transfer of information via email or a face-to-face conversation with a non-U.S. citizen, even when in the United States. In addition to monitoring export activities, most countries also have regulations that govern the entry or import of

products, services, and technologies across their borders. There are serious penalties for violation of these international trade laws, including the loss of export privileges, as well as civil and criminal penalties. Additional guidance and information is available in Ubiquiti's Sanctions and Export Controls Compliance Policy.

Sanctions, Suspensions, and Debarments

Ubiquiti is subject to economic sanctions laws and regulations administered by the United States and by other regulatory authorities in the countries it conducts business. Many of these laws and regulations prohibit transacting with specific persons or entities, specific categories of persons or entities, or persons or entities located in countries subject to comprehensive sanctions regimes (for example, Cuba, Iran, North Korea, Syria, and the Crimea region of Ukraine). Ubiquiti strictly prohibits transacting business with any person or entity that is currently the subject or target of any sanctions or otherwise subject to any trade restrictions. Additional guidance and information is available in Ubiquiti's Sanctions and Export Controls Compliance Policy.

Any questions about compliance with global trade laws should be directed to the Legal Department.

XIV. GIFTS AND ENTERTAINMENT

Ubiquiti is committed to complying with all laws in the countries in which it transacts business, and outperforming its competition without resorting to unethical or illegal conduct. Ubiquiti strictly prohibits bribery and corruption, including commercial bribery involving private sector entities and individuals. While it is sometimes permissible and appropriate to provide business gifts and entertainment to our business partners to build goodwill and sound working relationships, it is important to understand to whom those business courtesies are being provided and the related limitations. Employees may provide gifts and entertainment of reasonable value to non-government persons in support of business activities, provided:

- The offering by one of our employees of a gift or entertainment does not constitute, or appear to constitute, an attempt to obtain business through improper means or to gain any special advantage in our business relationships.
- The offering by one of our employees of a gift or entertainment does not violate any law, regulation or the standards of conduct of the recipient's organization.
- The offering by one of our employees of a gift or entertainment is consistent with marketplace practices, infrequent in nature, and is not lavish or extravagant.
- The offering or receipt by one of our employees of a gift or entertainment does not reflect negatively on Ubiquiti's reputation.
- The receipt by one of our employees of a gift or entertainment would not compromise, or reasonably be viewed as compromising, that person's ability to make objective and fair business decisions on behalf of the Company (this includes, but is not limited to cash or cash equivalents; or gifts to a potential business partner during the process to solicit business from that partner).

Employees must use good judgment and ensure there is no violation of these principles. Any questions about whether any gifts and entertainment or proposed gifts and entertainment are appropriate should be directed to the Company's Legal Department.

XV. ANTI-CORRUPTION

This Code prohibits all forms of bribery, regardless of whether the recipient is a private person or a government official. The giving, offering, promising, or authorizing the giving of anything of value to any person in order to improperly influence that person in exchange for some benefit to Ubiquiti is strictly prohibited. Employees should understand, however, that special requirements might apply when contracting with any governmental body (including national, state, provincial, municipal, or other similar governmental divisions on local jurisdictions, both in the United States and abroad). Employees must ensure that they are:

- Accurately representing which Company products are covered by government contracts;
- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract;
- Not hiring any present or former government personnel in violation applicable laws and regulations. Hiring of any such persons should only be undertaken in consultation with the Company's Legal Department.

When dealing with public officials, employees must avoid any activity that is, or appears to be, illegal or unethical. As discussed in further detail below, special care should be given before promising, offering or giving favors, gratuities or gifts, including meals, entertainment, transportation, and lodging, to government officials; and for this reason, employees must obtain pre-approval from the Company's Legal Department before providing anything of value, in any amount, to a government official or employee. The foregoing does not apply to lawful personal political contributions, which are discussed in Section XVI of the Code.

Payments to Foreign Government Officials:

The U.S. Foreign Corrupt Practices Act ("FCPA") prohibits giving anything of value, directly or indirectly, to foreign (*i.e.*, non-U.S.) governments officials or foreign political candidates, or political party officials, while knowing that all or any portion of the payment will be offered, given or promised to a government official or any other person for a corrupt purpose. The term "knowing" includes conscious disregard, deliberate ignorance, and willful blindness.

Illegal payments to government officials of any country are strictly prohibited. For the purposes of this Code, the term "government official" is broadly defined to include:

- Any officer or employee of any national, state, department, agency, province, municipal, local, or other similar governmental division of any jurisdiction;
- Any employee of a state or government-owned business, school, hospital or other entity;
- Any political party or official thereof;
- Any candidate for political office;
- A public international organization (such as the United Nations or the Red Cross) or any department or agency thereof;

- Any person acting in an official capacity on behalf of a government entity;

Employees of state-owned or state-controlled media and commercial enterprises are considered government officials under the law and this Code. Employees should always consult the Legal Department whenever there is a question as to whether an individual is a government official.

Prohibition on Bribery:

Applicable law prohibits companies and their employees and representatives from directly or indirectly giving, promising, offering or authorizing payment of anything of value to any government official in order to obtain or keep business or to secure some other improper advantage. In essence, these laws prohibit the giving of anything of value to influence a government official's actions. Prohibited payments include, but are not limited to, those designed to:

- Induce the recipient to award a contract to the Company;
- Obtain advantageous tax, immigration or customs treatment that would not otherwise be available to the Company;
- Circumvent or cause non-enforcement of laws or regulations applicable to the Company.

The prohibition on bribery applies to the giving of anything of value, not only money. This includes, but is not limited to, providing business opportunities, favorable contracts, stock options, gifts, and entertainment. Such payments are barred even if:

- The benefit is for someone other than the party making the payment;
- The business sought is not with the government;
- The payment does not in fact influence the government official's conduct;
- The foreign government official initially suggested the payment.

Facilitating Payments:

Facilitating payments also are prohibited under this Code, and under the laws of many countries including, in some instances, the United States. Facilitating payments are small payments paid to foreign government officials to expedite or facilitate non-discretionary actions or services, such as obtaining an ordinary license or business permit, processing government papers such as visas, providing police protection, providing telephone, power or water service, etc. You should consult with the Legal Department if you have any questions or concerns about facilitating payments.

Actions by Third Parties:

The Company may be held criminally liable for bribes paid on its behalf by a third party anywhere in the world – even if the company had no knowledge of the bribe. Accordingly, the Company will conduct appropriate due diligence in selecting third parties with whom it transacts business.

Ubiquiti strictly prohibits hiring any third parties to take action with respect to government entities or individuals that Ubiquiti itself is prohibited from taking.

XVI. POLITICAL CONTRIBUTION

It is the Company's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. The Company's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of the Company's Legal Department and, if required, the Company's Board of Directors.

XVII. PROTECTION AND PROPER USE OF COMPANY ASSETS

Theft, carelessness and waste have a direct impact on the Company's profitability. Employees and directors should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes.

Company assets include intellectual property such as patents, trademarks, copyrights, business and marketing plans, engineering and manufacturing ideas, designs, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information is a violation of Company policy.

XVIII. USE OF COMPUTERS AND OTHER EQUIPMENT

The Company strives to furnish employees with the equipment necessary to efficiently and effectively perform their jobs. Employees must care for that equipment and use it responsibly for Company business purposes. If employees use Company equipment at their home or off site, precautions must be taken to protect such Company equipment from theft or damage. Employees must immediately return all Company equipment when their employment relationship with the Company ends. While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to promote our interests, all such computers and electronic devices, whether used entirely or partially on the Company's premises or with the aid of the Company's equipment or resources, must remain fully accessible to the Company and will remain the sole and exclusive property of the Company.

Employees should not maintain any expectation of privacy with respect to any electronic communications made using Company equipment. To the extent permitted by applicable law, the Company retains the right to gain access to any such information.

Employees must use electronic communication devices in a legal, ethical, and appropriate manner. Electronic communications devices include computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, telephones or future types of electronic communication. Employees may not post or discuss information concerning Company products or business on the Internet without the prior written consent of the Company's Legal Department. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Employees are therefore encouraged to use sound ethical judgment whenever using any feature of the Company's communications systems.

XIX. USE OF SOFTWARE

All software used by employees to conduct Company business must be appropriately licensed. An employee should never make or use illegal or unauthorized copies of any software, whether in the office,

at home, or on the road, since doing so may constitute copyright infringement and may expose the employee and the Company to potential civil and criminal liability. The Company has the right to inspect Company computers periodically to verify that only approved and licensed software has been installed. Any non-licensed/supported software will be removed.

XX. CONFIDENTIALITY

Employees and directors should maintain the confidentiality of information entrusted to them by the Company or its affiliates, customers, partners, distributors and suppliers, except when disclosure is specifically authorized by the Company's Legal Department or required by law.

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its affiliates, customers, partners, distributors and suppliers if disclosed. Any questions about whether information is confidential should be directed to the Legal Department.

XXI. COMPLIANCE STANDARDS AND PROCEDURES

No code of business conduct and ethics can replace the thoughtful behavior of an ethical employee or director or provide definitive answers to all questions. Since the Company cannot anticipate every potential situation, certain policies and procedures have been put in place to help employees and directors approach questions or problems as they arise.

A. Oversight Responsibility

The Company's Legal Department is responsible for overseeing and monitoring compliance with the Code. The Legal Department reports directly to the Chief Executive Officer and Audit Committee with respect to these matters and also will make periodic reports to the Company's Audit Committee regarding the implementation and effectiveness of this Code as well as related policies and procedures to ensure compliance with the Code.

B. Investigations

All reported ethics complaints will be appropriately investigated by the Legal Department or its designee. The Audit Committee will be responsible for investigating violations and determining appropriate disciplinary action for matters involving members of the Board of Directors or executive officers. The Audit Committee may designate others to conduct or manage investigations on its behalf and recommend disciplinary action. Subject to the general authority of the Audit Committee to administer this Code, the Legal Department will be responsible for investigating violations and determining appropriate disciplinary action for other employees, and Third Parties. The Legal Department may designate others to conduct or manage investigations on its behalf and recommend disciplinary action. The Board of Directors reserves the right to investigate violations and determine appropriate disciplinary action on its own. It is imperative that the person reporting the violation not conduct an investigation on his or her own. However, employees and directors are expected to cooperate fully with any investigation made by the Company into reported violations.

C. Legal Holds/Document Preservation. A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Company's Executive Vice Present Operations and Legal Affairs or his or her designee (including outside counsel) determines and identifies what types of Company records or documents are required to be placed under a legal hold and will notify employees if a legal hold is placed on records for which they are responsible. Employees must not destroy, alter or modify records or

supporting documents that have been placed under a legal hold under any circumstances. A legal hold remains effective until it is officially released in writing by the Company's Executive Vice Operations and Legal Affairs or his or her designee. If an employee is unsure whether a document has been placed under a legal hold, such employee should preserve and protect that document while the Executive Vice President Operations and Legal Affairs or his or her designee is contacted. Employees and directors who violate the laws or regulations governing the Company's business, this Code, or any other Company policy, procedure or requirement may be subject to disciplinary action, up to and including termination. Employees and directors who have knowledge of a violation and fail to move promptly to report or correct it, or who direct or approve violations, may also be subject to disciplinary action, up to and including termination.

Furthermore, violations of some provisions of this Code are illegal and may subject the employee or director to civil and criminal liability.

XXII. AMENDMENT, MODIFICATION AND WAIVER

This Code may be amended or modified by the Board of Directors or a committee of the Board of Directors.

Any waiver of this Code for a director, executive officer and any financial or accounting officer at the level of the principal accounting officer or controller or above, may be made only by the Board of Directors or by a committee of the Board of Directors, and must be promptly disclosed to stockholders if and as required by law or the rules of the stock exchange or over the counter trading system on which the Company's stock is traded or quoted. Waivers with respect to other employees or applicable contractors may be made only by the Company's Legal Department. Any waiver of this Code with respect to a conflict of interest transaction required to be disclosed pursuant to Item 404 of Regulation S-K promulgated under the Securities Act of 1933, as amended, must be approved in advance by the Company's Audit Committee.

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ACKNOWLEDGEMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS

I have received and read this Ubiquiti Inc. Code of Business Conduct and Ethics. I understand the standards and policies contained in the Code and understand that there may be additional policies or laws specific to my job. I agree to comply with the Code.

If I have questions concerning the meaning or application of the Code, any Company policies or procedures, or the legal and regulatory requirements applicable to my job, I know that I should discuss with the Company's Legal Department, Human Resources Department, and other appropriate officers described in the Code, or their respective designees, knowing that my questions or reports to these sources will be maintained in confidence to the extent feasible.

Print Name

Signature

Date

Please sign and return this form to the Human Resources Department.