



CODE OF ETHICS AND CONDUCT

Konviere has adapted this Code of Ethics and Conduct to communicate to all Konviere employees the ethical and legal standards that we expect our employees to observe and follow. These guidelines can't and don't cover every situation. If you are in doubt about the best course of action or response to a situation, you should seek guidance from your supervisor, your group Vice President or Konviere General Counsel.

I. PURPOSE AND APPLICABILITY OF THIS CODE

This Code of Ethics and Conduct applies to all members of the Board of Directors of Konviere and all employees, including our CEO, President, CFO, and VP Finance/Controller, and is designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Compliance with applicable government laws, rules and regulations;
- The prompt internal reporting of violations of this Code of Ethics and Conduct; and
- Accountability for adherence to this Code of Ethics and Conduct.

II. AVOIDING CONFLICTS OF INTEREST

A. Duty of Loyalty to Konviere

All Konviere employees have a duty of loyalty to act in the best interest of the Company. A conflict of interest occurs whenever you permit the prospect of actual or potential personal gain to improperly influence your judgment or actions and to conflict with your responsibilities to Konviere. It is your responsibility to bring any potential conflict of interest to your supervisor's attention so that he or she may provide appropriate guidance, which may include asking you to end the activity giving rise to the conflict of interest. Some examples of conflicts of interest that should be avoided follow below. This is not an exhaustive list.

1. Outside Employment

You should not be employed as an employee, consultant or independent contractor for any entity which could give rise to a conflict of interest. Possible examples include competitors, customers, partners, distributors or suppliers of Konviere. Any role, including serving as a director or officer of such an entity, could give rise to a conflict of interest.



2. Investments

Nether you or your immediate family may hold a financial interest in an entity such as a supplier, partner, distributor or competitor of Konviere that could give rise to a conflict of interest. Factors that should be considered in determining whether a conflict of interest exists or could exist include the size and nature of the investment, your ability to influence Konviere decisions that could affect the other entity, your access to confidential information of Konviere or the other entity and the nature of the relationship between Konviere and the other entity.

3. Corporate Opportunities

You should not take opportunities that are discovered through the use of Konviere's information, property, or your position with Konviere, for personal gain or an immediate family member's gain. A possible example is taking an equity interest in a company that the employee knows Konviere is interested in acquiring.

4. Conducting Business with Family Members

You should not personally conduct business on behalf of Konviere with a family member or with a business in which a family member is associated in any significant role. You should disclose to your supervisor, the Vice President of your group or the General Counsel if such a situation exists or could potentially occur.

B. Proper Use of Company Assets

You are responsible for the proper use of Konviere's physical resources and property, as well as its proprietary information.

Konviere's offices, equipment, supplies, and other resources may not be used for activities that are not related to your employment with Konviere, except for any activities that have been approved in writing in advance by Konviere. If you are found to be engaging in, or attempting, theft of any Konviere property, including documents, equipment, intellectual property, personal property of other employees, cash or other items of value, you will be subject to immediate termination of your employment and possible criminal proceedings. We expect you to report any theft or attempted theft to your supervisor, the Vice President of your group or the General Counsel.

C. Gifts and Entertainment

Business related gifts may not be offered to, or accepted from customers or potential customers, or any other third parties with whom Konviere does business unless they are consistent with customary business practice, do not have substantial monetary value, and Business entertainment should be reasonable, customary and approved by your supervisor. If you receive a gift, you must check with your manager to determine the appropriateness of the value of the gift.



III. COMPLIANCE WITH LAWS AND REGULATIONS

Konviere expects you to comply with all applicable local, state and federal laws and regulations, both domestic and international, and to refrain from illegal, dishonest or unethical conduct.

A. Bribery/Foreign Corrupt Practice Act

Bribery is illegal and subject to criminal penalties in the United States and many other countries. You may not give any bribes, kickbacks or other similar considerations to any person or organization to attract business. Fees, commissions or other amounts paid to outside consultants, agent or other third parties must be fully disclosed to our Chief Financial Officer, and must be legal, proper and reasonable in relation to customary commercial practice. In addition the U.S. Foreign Corrupt Practices Act (FCPA) applies to business transactions both inside the United States and in other countries. Its requirements relate to accurate and complete financial books and records, transactions with foreign government officials and restrictions on the use of funds for unlawful or improper purposes. Because violation of the FCPA can bring severe penalties, including criminal fines for the company and individuals and jail terms, it is essential that you become familiar with FCPA's requirements if you are living or working in a foreign country. If you have any questions regarding these legal requirements, please contact our General Counsel.

B. Political Contributions/Gifts

Konviere does not make contributions or payments that could be considered a contribution to a political party or candidate, or to intermediary organizations such as political action committees. However, you are free to exercise your right to make personal political contributions within legal limits. You should not make these contributions in a way that might appear to be an endorsement or contribution by Konviere. Konviere will not reimburse you for any political contributions.

C. Antitrust

Antitrust laws generally prohibit agreement or actions that restrain trade or reduce competition. Violation of antitrust laws can result in severe civil and criminal penalties, including imprisonment for individuals, and Konviere can be subjected to substantial fines and damage awards.

Agreement with Konviere competitors should be avoided and in particular any agreements with competitors that affect price or other terms or conditions of sale are prohibited.

D. Disclosure Controls and Procedures, Internal Control Over Financial Reporting

Konviere has established disclosure controls and procedures that are designed to ensure that information we are required to disclose in such reports and documents is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. In addition, Konviere has established internal accounting controls for financial reporting to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of our financial statements for external purposes in accordance with generally accepted accounting principles.



While these requirements are especially applicable to the members of the Finance Department, you are each responsible for complying with the Company's disclosure controls and procedures and internal controls for financial reporting. If you have concerns or complaints regarding accounting, internal accounting controls or auditing matters, you should report them to the General Counsel.

E. External Communications

Konviere is committed to the full, fair, accurate and timely disclosure in reports and documents that we file with, or submit to, the Securities and Exchange Commission and in other public communications that we make. Accordingly, you should not talk to reporters or analysts about Konviere unless you are authorized spokesperson for Konviere. Such spokespersons include Konviere's CEO, President and CFO. Redirect any press and analyst inquiries to Konviere's Senior Manager for Corporate Communications.

F. Confidential Information

Konviere confidential and proprietary information is our most valuable asset and includes product architectures, source codes, and programming techniques; product plans and road maps; names and lists of customers, dealers, and employees; and financial information. This information is Konviere's property and is protected by copyright, trade secret laws, and in some cases patents. Every employee has the responsibility to safeguard it and to never disclose it, intentionally or inadvertently.

All employees sign an Employee Inventions, Assignment, Confidentiality and Arbitration Agreement to protect and hold confidential Konviere's proprietary information. This Agreement remains in effect both when you are working for Konviere and even after you leave Konviere. You may not disclose Konviere's confidential information to anyone or use it to benefit anyone except Konviere. Any permitted disclosure of confidential information to third party requires a Mutual Nondisclosure Agreement between Konviere and the third party in accordance with Konviere legal department procedures.

G. Insider Trading

Any material, nonpublic information that you may have access to about Konviere's business is considered 'inside' information. It could be financial information, product launch dates, or any other information that could affect the price of Konviere's stock. Trading stock on the basis of inside information is illegal. For information regarding Konviere's trading limitations and inside information, see Konviere's Insider Trading Policy.

H. Third Party Proprietary Information/Intellectual Property

Konviere respects the intellectual property of third parties. You may be a former employee of another company and possess trade secrets of that company. You must not reveal any information to Konviere that might reasonably be considered a trade secret of a former employer.



You may, under a written agreement (typically a Mutual Nondisclosure Agreement completed in accordance with Konviere’s legal department’s procedures) become familiar with a customer or supplier’s proprietary information. You must take care to respect the applicable nondisclosure agreement.

I. Accurate Books, Records and Accounts

All Konviere payments and other transactions must be properly authorized by management and be accurately and completely recorded on Konviere books and records in accordance with generally accepted accounting principles and established corporate accounting policies. You must not create any false, incomplete or misleading entry or record. No undisclosed or unrecorded corporate funds shall be established for any purpose, nor should Konviere funds be placed in any personal or non-corporate account. All corporate assets must be properly protected and asset records regularly compared with actual assets. Proper and prompt action must be taken to reconcile any variances.

IV. ADMINISTRATION OF THIS CODE

A. Prompt Reporting; Non-Retaliation

If you know of or suspect any conduct that you believe is inconsistent with Konviere’s policies or the law, you are obligated to report it promptly. You may report it to your supervisor, the Vice President of your group, the General Counsel or anonymously through the third party service. Any employee who reports a suspected violation of this policy, or regarding accounting, internal accounting controls or audit matters will be protected from retaliation as a result of their reports. Konviere will promptly investigate all reports of actual or suspected non-compliance with our policies and determine an appropriate course of action.

B. Disciplinary Actions

Konviere will take appropriate action against any employee whose actions are found to violate the Code of Ethics and Conduct. Disciplinary actions may include the immediate termination of employment. Where Konviere has suffered a loss, it will pursue its remedies against the individuals responsible. Where laws have been violated, Konviere will cooperate fully with the appropriate authorities. Employees performing services in the United States or other countries governed by at will employment rules, should be aware that the Code of Ethics and Conduct does not alter the employee’s at-will relationship with Konviere

C. Waivers

Any waiver of this Code for members of the Board of Directors, executive officers, or senior financial officers (such as our Chief Financial Officer, Controller, or any other person performing similar functions) of Konviere may be authorized only by our Board of Directors and will be promptly disclosed to stockholders as required by applicable laws, regulations, and rules. Any waiver of this Code for any other employee may be authorized only by Konviere’s General Counsel.



D. Revisions and Amendments

This Code of Ethics and Conduct may be changed from time to time by Konviere. Konviere will notify employees of any major changes.

Effective: May 01, 2011