

# **ACACIA COMMUNICATIONS, INC.**

## **CODE OF BUSINESS CONDUCT AND ETHICS**

### **Introduction**

It is the general policy of Acacia Communications, Inc. (the “Company”) to conduct its business and activities and transactions with a high level of integrity and ethical standards and in accordance with all applicable laws. In carrying out this policy, the Company has adopted the following Code of Business Conduct and Ethics (the “Code”). All employees, officers and directors of the Company are expected to comply with all Company policies and rules as in effect from time to time. Employees should familiarize themselves with such policies, including the Company’s Employee Handbook, and other policies and procedures that apply to workplace conduct. In addition, all of the Company’s employees are subject to the following additional specific policies contained in this Code.

This Code covers a wide range of business practices and procedures and sets out basic principles to guide all employees, officers and directors of the Company and its subsidiaries. It does not cover every issue that may arise. Except as otherwise required by applicable local law, this Code applies to the Company and all of its subsidiaries and other business entities controlled by it worldwide.

If you have any questions regarding this Code or its application to you in any situation, you should contact your supervisor or the Company’s Chief Financial Officer or General Counsel.

### **Compliance with Laws, Rules and Regulations**

Company policy requires that all employees, officers and directors comply with both the spirit and the letter of all laws, rules and regulations applicable to the Company wherever it does business. Although not all employees are expected to know the details of these laws, you are expected to use good judgment and common sense in seeking to comply with all applicable laws, rules and regulations and to ask for advice when you are uncertain about them.

If you become aware of the violation of any law, rule or regulation by the Company, whether by its employees, officers, directors, or any third party doing business on behalf of the Company, it is your responsibility to promptly report the matter to your supervisor or to the Company’s Chief Financial Officer or General Counsel. While it is the Company’s desire to address matters internally, nothing in this Code prohibits you from reporting any illegal activity, including any violation of the securities laws, antitrust laws, environmental laws or any other federal, state or foreign law, rule or regulation, to the appropriate regulatory authority. Employees, officers and directors shall not discharge, demote, suspend, threaten, harass or in any other manner discriminate or retaliate against an employee because he or she reports any such violation. However, if the report was made with knowledge that it was false, the Company may take appropriate disciplinary action up to and including termination. This Code should not be construed to prohibit you from engaging in concerted activity protected by the rules and

regulations of the National Labor Relations Board or from testifying, participating or otherwise assisting in any state or federal administrative, judicial or legislative proceeding or investigation.

### **Conflicts of Interest**

A “conflict of interest” occurs when a person’s personal interest interferes with the business interests of the Company. A conflict of interest can arise whenever you, as an employee, officer or director, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively. A conflict of interest may also arise with respect to the Company’s employment of relatives of and persons with close personal relationships to existing employees, officers or directors. Employees, officers and directors are expected to use good judgment to adhere to high ethical standards and to avoid engaging in any activity or having a personal interest that creates a potential or actual conflict of interest.

The following are examples of transactions and relationships that create a conflict of interest (whether engaged in by you or by your relatives or other persons with whom you have a close relationship):

- The performance of services as an employee, officer, director, consultant, advisor or in any other capacity for a competitor of the Company, other than services performed at the request of the Company;
- Having a financial interest in a competitor of the Company, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly held company; and
- Use of your position with the Company to influence a transaction with a supplier or customer in which you have any personal interest, other than a financial interest representing less than one percent (1%) of the outstanding shares of a publicly held company.

The existence of potential or actual conflict of interest may not always be clear; therefore, you should consult with the Company’s Chief Financial Officer or General Counsel if you have any questions. Any employee who becomes aware of an actual or apparent conflict of interest should bring it to the attention of the Company’s Chief Financial Officer or General Counsel (or, for executive officers or directors, to the attention of the Company’s Board of Directors), who shall be responsible for determining whether such transaction or relationship constitutes a conflict of interest.

### **Insider Trading**

Employees, officers and directors who have material nonpublic information about the Company or other companies, including our suppliers and customers, as a result of their relationship with the Company are prohibited by law and Company policy from trading in securities of the Company or such other companies, as well as from communicating such information to others who might trade on the basis of that information. To help ensure that you

do not engage in prohibited insider trading and avoid even the appearance of an improper transaction, the Company has adopted an Insider Trading Policy, which is available on the Human Resources section of the Company's Intranet.

If you are uncertain about the constraints on your purchase or sale of any Company securities or the securities of any other company that you are familiar with by virtue of your relationship with the Company, you should consult with the General Counsel before making any such purchase or sale.

## **Confidentiality**

All information and know-how, whether or not in writing, of a private, secret or confidential nature concerning the Company's business or financial affairs (collectively, "Proprietary Information") is and shall be the exclusive property of the Company. By way of example, Proprietary Information may include discoveries, inventions, products, product improvements, product enhancements, processes, methods, techniques, formulas, compositions, compounds, negotiation strategies and positions, projects, developments, plans (including business and marketing plans), research data, clinical data, financial data (including sales costs, profits and pricing methods), intellectual property (including trade secrets, patents, copyrights and trademarks), computer programs (including software used pursuant to a license agreement), customer, prospect and supplier lists, and contacts at or knowledge of customers or prospective customers of the Company.

Company policy requires employees, officers and directors to maintain the confidentiality of Proprietary Information entrusted to them by the Company or other companies, including our suppliers and customers, except when disclosure is authorized by a supervisor or legally permitted in connection with reporting illegal activity to the appropriate regulatory authority. Unauthorized disclosure of any Proprietary Information is prohibited. Additionally, employees should take appropriate precautions to ensure that confidential or sensitive business information, whether it is proprietary to the Company or another company, is not communicated within the Company except to employees who have a "need to know" such information to perform their responsibilities for the Company. If you are unsure whether an employee has a "need to know" specific information you should contact your supervisor or the Company's Chief Financial Officer or General Counsel.

Third parties may ask you for information concerning the Company. Subject to the exceptions noted in the preceding paragraph, employees, officers and directors (other than the Company's authorized spokespersons) must not discuss Proprietary Information with, or disseminate Proprietary Information to, anyone outside the Company, except as required in the performance of their Company duties and, if appropriate, after a confidentiality agreement is in place. This prohibition applies particularly to inquiries concerning the Company from the media, market professionals (such as securities analysts, institutional investors, investment advisers, brokers and dealers) and security holders. All responses to inquiries on behalf of the Company must be made only by the Company's authorized spokespersons. If you receive any inquiries of this nature, you must decline to comment and refer the inquirer to your supervisor or one of the Company's authorized spokespersons. The Company's policies with respect to public disclosure

of internal matters are described more fully in the Company's Disclosure Policy, which is available on the Human Resources section of the Company's Intranet.

Company policy also requires that you comply with any lawful obligations that you have to any former employer. These obligations may include restrictions on the use and disclosure of a former employer's confidential or proprietary information, restrictions on the solicitation of former colleagues to work at the Company and non-competition obligations.

### **Honest and Ethical Conduct and Fair Dealing**

Although the prosperity of our Company depends on our ability to outperform our competitors, the Company is committed to achieving success by fair and ethical means. We seek to maintain a reputation for honesty and fair dealing among our competitors and the public alike. In light of this objective, employees, officers and directors should endeavor to deal honestly, ethically and fairly with the Company's suppliers, customers, competitors and employees. The Company relies on the judgment of each individual to avoid dishonest and unethical practices. For example, statements about the Company's products and services must not be untrue, misleading, deceptive or fraudulent. In addition, you may not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any other unfair-dealing practice.

### **Protection and Proper Use of Corporate Assets**

Employees, officers and directors should seek to protect the Company's assets, including Proprietary Information. Theft, carelessness and waste have a direct impact on the Company's financial performance. Company assets and services should be used solely for legitimate business purposes of the Company and not for any personal benefit or the personal benefit of anyone else. Company computers, servers, equipment and communication systems (such as email) should be used only for legitimate business purposes, although incidental personal use is permitted.

Employees, officers and directors must advance the Company's legitimate interests when the opportunity to do so arises. You must not take for yourself (or for the benefit of anyone other than the Company) personal opportunities that are discovered through your position with the Company or the use of property or information of the Company.

### **Gifts and Gratuities**

"Gifts and gratuities" are anything given as a result of a business relationship, for which the recipient does not pay fair market value. This includes such things as meals and beverages, travel and accommodations for business or vacation purposes, tickets to sporting or cultural events, discounts not available to the general public, cash and any other merchandise or service. The guidelines apply at all times and do not change during traditional gift-giving seasons, nor during the planning of a Company event.

The use of Company funds or assets for gifts, gratuities or other favors to government officials is prohibited, except to the extent such gifts, gratuities or other favors are in compliance

with applicable law, insignificant in amount and not given in consideration or expectation of any action by the recipient. The use of Company funds or assets for gifts to any customer, supplier, or other person doing or seeking to do business with the Company is prohibited, except to the extent such gifts are in compliance with the policies of both the Company and the recipient and are in compliance with applicable law.

Employees, officers and directors may not accept, or permit any member of his or her immediate family to accept, any gifts, gratuities or other favors from any customer, supplier or other person doing or seeking to do business with the Company, other than items of insignificant value. Any gifts that are not of insignificant value should be returned immediately and reported to your supervisor. If immediate return is not practical, they should be given to the Company for charitable disposition or such other disposition as the Company, in its sole discretion, believes appropriate.

Common sense and moderation should prevail in business entertainment engaged in on behalf of the Company. Employees, officers and directors should provide, or accept, business entertainment to or from anyone doing business with the Company only if the entertainment is infrequent, modest, intended to serve legitimate business goals and in compliance with applicable law.

If you are uncertain whether the giving or receiving of a specific gift or gratuity complies with this Code, ask yourself these guiding questions:

- Is it clearly related to the conduct of the Company's business?
- Would I feel comfortable owning up to the giving or receipt of this gift or gratuity in front of other customers and suppliers? Other employees? My manager? My family? The media?
- Do I feel any pressure to reciprocate or grant special favors as a result of this gift or gratuity?
- Am I certain the gift or gratuity does not violate any law or business regulation?

If you have any concerns or uncertainties, you should contact your supervisor or the Company's Chief Financial Officer or General Counsel.

Bribes and kickbacks are criminal acts and are strictly prohibited by law. You must not offer, give, solicit or receive any form of bribe or kickback anywhere in the world. The Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business.

### **Accuracy of Books and Records and Public Reports**

Employees, officers and directors must honestly and accurately report all business transactions. You are responsible for the accuracy of your records and reports. Accurate information is essential to the Company's ability to meet legal and regulatory obligations.

All Company books, records and accounts shall be maintained in accordance with all applicable regulations and standards and accurately reflect the true nature of the transactions they record. The financial statements of the Company shall conform to generally accepted accounting rules and the Company's accounting policies. No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company's books or records for any reason, and no disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation.

It is the policy of the Company to provide full, fair, accurate, timely and understandable disclosure in reports and documents filed with, or submitted to, the Securities and Exchange Commission and in other public communications.

### **Concerns Regarding Accounting or Auditing Matters**

Employees with concerns regarding questionable accounting or auditing matters or complaints regarding accounting, internal accounting controls or auditing matters may confidentially, and anonymously if they wish, submit such concerns or complaints in writing to the Company's General Counsel and Chief Financial Officer at Three Clock Tower Place, Suite 100, Maynard, Massachusetts 01754 or may use the toll-free telephone number (844) 403-4965. See "Reporting and Compliance Procedures." All such concerns and complaints will be forwarded to the Audit Committee of the Board of Directors, unless they are determined to be without merit by the General Counsel and Chief Financial Officer. In any event, a record of all complaints and concerns received will be provided to the Audit Committee (which in turn will report significant complaints and concerns to the Board of Directors) each fiscal quarter. Any such concerns or complaints may also be communicated, confidentially and, if you desire, anonymously, directly to the Chairman of the Audit Committee of the Board of Directors via email to [ACIA@openboard.info](mailto:ACIA@openboard.info) or via the Internet at <http://www.openboard.info/ACIA/>.

The Audit Committee will evaluate the merits of any concerns or complaints received by it and authorize such follow-up actions, if any, as it deems necessary or appropriate to address the substance of the concern or complaint.

The Company will not discipline, discriminate against or retaliate against any employee who reports a complaint or concern, unless it is determined that the report was made with knowledge that it was false.

### **Dealings with Independent Auditors**

No employee, officer or director shall, directly or indirectly, make or cause to be made a materially false or misleading statement to an accountant in connection with (or omit to state, or cause another person to omit to state, any material fact necessary in order to make statements made, in light of the circumstances under which such statements were made, not misleading to, an accountant in connection with) any audit, review or examination of the Company's financial statements or the preparation or filing of any document or report with the SEC or any other governmental authority. No employee, officer or director shall, directly or indirectly, take any action to coerce, manipulate, mislead or fraudulently influence any independent public or

certified public accountant engaged in the performance of an audit or review of the Company's financial statements.

## **Workplace Matters**

The diversity of the Company's employees is a tremendous asset. The Company is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination, harassment or retaliation of any kind. Examples of such behavior include derogatory oral, written or displayed comments based on race, ethnicity, religion, gender, national origin, age, disability, sexual orientation or other legally protected characteristic, actions or words intended to threaten or intimidate, and unwelcome sexual advances. Please consult the Company's Employee Handbook for more information on the Company's policy against such conduct.

The Company strives to provide its employees with a safe and healthy work environment. You are responsible for helping to maintain a safe and healthy workplace for all employees by following safety and health rules and immediately reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees must report to work in condition to perform their duties, free from the influence of alcohol or illegal drugs. The abuse of alcohol or illegal drugs and the possession of firearms or other weapons in the workplace will not be tolerated and may result in the termination of your employment.

## **Waivers of this Code of Business Conduct and Ethics**

While some of the policies contained in this Code must be strictly adhered to and no exceptions can be allowed, in other cases exceptions may be appropriate. Any employee or officer who believes that a waiver of any of these policies is appropriate in his or her case should first contact his or her immediate supervisor. If the supervisor agrees that a waiver is appropriate, the approval of the General Counsel must be obtained. The General Counsel shall be responsible for maintaining a record of all requests by employees or officers for waivers of any of these policies and the disposition of such requests.

Any executive officer or director who seeks a waiver of any of these policies should contact the Chairman of the Board. Any waiver of this Code for executive officers or directors or any change to this Code that applies to executive officers or directors may be made only by the Board of Directors of the Company and will be disclosed as required by law or stock exchange regulation.

## **Reporting and Compliance Procedures**

Every employee, officer and director has the responsibility to ask questions, seek guidance, report suspected violations and express concerns regarding compliance with this Code to his or her supervisor or to the Company's General Counsel or Chief Financial Officer, as described below. Any employee, officer or director who knows or believes that any other employee or representative of the Company has engaged or is engaging in Company-related

conduct that violates applicable law or this Code should report such information to his or her supervisor or to the Company's General Counsel or Chief Financial Officer. You may report such conduct openly or anonymously without fear of retaliation. The Company will not discipline, discriminate against or retaliate against any employee who reports such conduct, unless it is determined that the report was made with knowledge that it was false, or who cooperates in any investigation or inquiry regarding such conduct. Any supervisor who receives a report of a violation of this Code must immediately inform the Company's General Counsel and Chief Financial Officer.

You may report violations of this Code, on a confidential or anonymous basis, by contacting the Company's General Counsel by fax, mail or email at: Janene Asgeirsson, Acacia Communications, Inc., Three Clock Tower Place, Suite 100, Maynard, Massachusetts 01754, fax: (978) 938-4899, email: JAsgeirsson@acacia-inc.com. In addition, the Company has established a toll-free telephone number (844) 403-4965 where you can leave a recorded message about any violation or suspected violation of this Code. While we prefer that you identify yourself when reporting violations so that we may follow up with you, as necessary, for additional information, you may leave messages anonymously if you wish. Any such violations may also be communicated, confidentially and, if you desire, anonymously, directly to the Chairman of the Audit Committee of the Board of Directors via email to ACIA@openboard.info or via the Internet at <http://www.openboard.info/ACIA/>.

If the Company's General Counsel or Chief Financial Officer receives information regarding an alleged violation of this Code, he or she shall, as appropriate, (a) evaluate such information, (b) if the alleged violation involves an executive officer or a director, inform the Chief Executive Officer and Board of Directors of the alleged violation, (c) determine whether it is necessary to conduct an informal inquiry or a formal investigation and, if so, initiate such inquiry or investigation and (d) report the results of any such inquiry or investigation, together with a recommendation as to disposition of the matter, to the Company's Chief Executive Officer for action, or if the alleged violation involves an executive officer or a director, report the results of any such inquiry or investigation to the Board of Directors or a committee thereof. Employees, officers and directors are expected to cooperate fully with any inquiry or investigation by the Company regarding an alleged violation of this Code. Failure to cooperate with any such inquiry or investigation may result in disciplinary action, up to and including discharge.

The Company shall determine whether violations of this Code have occurred and, if so, shall determine the disciplinary measures to be taken against any employee who has violated this Code. In the event that the alleged violation involves an executive officer or a director, the Chief Executive Officer and the Board of Directors, respectively, shall determine whether a violation of this Code has occurred and, if so, shall determine the disciplinary measures to be taken against such executive officer or director.

Failure to comply with the standards outlined in this Code will result in disciplinary action including, but not limited to, reprimands, warnings, probation or suspension without pay, demotions, reductions in salary, discharge and restitution. Certain violations of this Code may require the Company to refer the matter to the appropriate governmental or regulatory authorities for investigation or prosecution. Moreover, 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 discharge.

### **Dissemination and Amendment**

This Code shall be distributed to each new employee, officer and director of the Company upon commencement of his or her employment or other relationship with the Company and shall also be distributed annually to each employee, officer and director of the Company. Each employee, officer and director shall certify that he or she has received, read and understood the Code and has complied with its terms.

The Company reserves the right to amend, alter or terminate this Code at any time for any reason. The most current version of this Code can be found on the Human Resources section of the Company's Intranet.

This document is not an employment contract between the Company and any of its employees, officers or directors.

## Certification

I, \_\_\_\_\_ do hereby certify that:  
(Print Name Above)

1. I have received and carefully read the Code of Business Conduct and Ethics of Acacia Communications, Inc.
2. I understand the Code of Business Conduct and Ethics.
3. I understand that I must approach my supervisor or the Company's General Counsel or Chief Financial Officer if I have any questions about the Code generally or any questions about reporting a suspected conflict of interest or other violation of the Code.
4. I have complied and will continue to comply with the terms of the Code of Business Conduct and Ethics.

Date: \_\_\_\_\_  
(Signature)

**PLEASE SIGN, DATE AND RETURN THIS CERTIFICATION TO THE OFFICE OF THE GENERAL COUNSEL WITHIN 15 DAYS OF ISSUANCE.**