

# **iRobot Corporation**

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

### **Introduction**

#### ***Purpose and Scope***

The Board of Directors of iRobot Corporation (together with its subsidiaries, “iRobot” or the “Company”) established this Code of Business Conduct and Ethics (the “Code”) to aid the Company’s directors, officers and employees in making ethical and legal decisions when conducting the Company’s business and performing their day-to-day duties.

The Company’s Board of Directors, in conjunction with the Nominating & Corporate Governance Committee of the Board is responsible for administering the Code. Moreover, the Board of Directors has delegated day-to-day responsibility for administering and interpreting the Code to a Compliance Officer. Our General Counsel has been appointed the Company’s Compliance Officer under this Code.

The Company expects its directors, officers and employees to exercise reasonable judgment when conducting the Company’s business. The Company encourages its directors, officers and employees to refer to this Code frequently to ensure that they are acting within both the letter and the spirit of this Code. The Company also understands that this Code will not contain the answer to every situation you may encounter or every concern you may have about conducting the Company’s business ethically and legally. In these situations, or if you otherwise have questions or concerns about this Code, the Company encourages each officer and employee to speak with his or her supervisor, or, if you are uncomfortable doing that, with the Compliance Officer under this Code.

#### ***Contents of this Code***

This Code has two sections which follow this Introduction. The first section, “***Standards of Conduct***,” contains the actual guidelines that our directors, officers and employees are expected to adhere to in the conduct of the Company’s business. The second section, “***Compliance Procedures***,” contains specific information about how this Code functions including who administers the Code, who can provide guidance under the Code and how violations may be reported, investigated and punished. This second section also contains a discussion about waivers of and amendments to this Code.

#### ***A Note About Other Obligations***

The Company’s directors, officers and employees generally have other legal and contractual obligations to the Company. This Code is not intended to reduce or limit the other obligations that you may have to the Company. Instead, the standards in this Code should be viewed as the *minimum standards* that the Company expects from its directors, officers and employees in the conduct of its business.

## Standards of Conduct

It has always been iRobot's mission to build cool stuff, deliver great product, make money, have fun and change the world. But as we go about our mission, we must adhere to our core values that do not waiver over time or due to circumstances. These values, which form the groundwork for our ethical behavior and serve as the resources we draw on to make decisions, include honesty, integrity, respect, trust, responsibility and accountability.

iRobot Corporation expects its employees, contractors and directors to follow the highest possible ethical standards in conducting business on behalf of the company. While this Code describes certain standards and policies, we expect you to guide your business conduct with our core values. It is not enough to merely conduct business in accordance with all applicable laws, rules and regulations; at iRobot we strive to avoid *even the appearance* of violations of this Code, impropriety or conflicts of interest.

In doing so, we are committed to ethical behavior in every aspect of our business and in every relationship.

For our Employees – we are committed to honesty, just management, fairness, providing a safe and healthy environment free from bias, without fear of retribution, and respecting the dignity due everyone.

For our Customers – we are committed to produce reliable robots and design services and support, delivered on time, at a fair price; we will not deliver inferior goods.

For our Shareholders – we are committed to pursuing profitable growth, without taking undue risk, to exercising financial discipline in the deployment of our assets and resources, and to making accurate, timely, and clear disclosures in all public reports and communications.

For our Suppliers & Partners – we are committed to fair competition and the sense of responsibility required of a good customer, partner and teammate.

iRobot may take action against any employee, independent contractor, consultant or other party whose actions violate iRobot's standards, policies or guidelines.

## ***Conflicts of Interest***

The Company recognizes and respects the right of its directors, officers and employees to engage in outside activities which they may deem proper and desirable, provided that these activities do not impair or interfere with the performance of their duties to the Company or their ability to act in the Company's best interests. In most, if not all, cases this will mean that our directors, officers and employees must avoid situations that present a potential or actual conflict between their personal interests and the Company's interests.

A "conflict of interest" occurs when a director's, officer's or employee's personal interest interferes with the Company's interests. Conflicts of interest may arise in many situations. For example, conflicts of interest can arise when a director, officer or employee takes an action or has an outside interest, responsibility or obligation that may make it difficult for him or her to perform the responsibilities of his or her position objectively and/or effectively in the Company's best interests, such as employment with a competitor or potential competitor, regardless of the nature of the employment, while employed or engaged by iRobot. Conflicts of interest may also occur when a director, officer or employee or his or her immediate family member receives some personal benefit (whether improper or not) as a result of the director's, officer's or employee's position with the Company, such as the acceptance of gifts, payment or services from those seeking to do business with iRobot or having a personal interest or potential gain in any Company transaction. Each individual's situation is different and in evaluating his or her own situation, a director, officer or employee will have to consider many factors.

Any transaction or relationship that reasonably could be expected to give rise to a conflict of interest involving an employee should be reported promptly to the Compliance Officer. The Compliance Officer may notify the Board of Directors or a committee thereof as he or she deems appropriate. Actual or potential conflicts of interest involving a director, executive officer or member of the Legal Department should be disclosed directly to the Chairman of the Board of Directors or the Chairman of the Nominating & Corporate Governance Committee.

From time-to-time, we may be required to sequester certain information from a portion of the Company due to our participation in multiple parts of a contract or contract bidding process. These situations may require the creation of, and adherence to, a "firewall" to avoid the appearance of a conflict of interest. In addition, there are extensive conflict of interest laws and regulations regarding the employment or use of former military or civilian government personnel. These rules extend to contact or negotiations with current government employees to discuss their potential employment by the Company or their use as consultants or subcontractors. When in doubt, please seek the advice of the Legal Department or the Compliance Officer.

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

iRobot seeks to conduct its business in compliance with both the letter and the spirit of applicable laws, rules and regulations. The Company also seeks partners, distributors, manufacturers, suppliers, contractors and customers who comply with all applicable laws, rules and regulations. No director, officer or employee shall engage in any unlawful activity in conducting the Company's business or in performing his or her day-to-day company duties, nor shall any director, officer or employee instruct others to do so.

The laws and regulations related to government contracting are far-reaching and complex, thus placing responsibilities on iRobot beyond those faced by companies without government customers. Moreover, our very ability to operate in certain aspects of our business requires special emphasis both on maintenance of a facility security clearance with the U.S. Department of Defense and on U.S. Export Controls, and all employees should periodically review security briefings and iRobot's Export Compliance Manual.

In addition, the Foreign Corrupt Practices Act (FCPA) is a United States law that prohibits corruptly giving, offering or promising anything of value to foreign officials or foreign political parties, officials or candidates, for the purpose of influencing them to misuse their official capacity to obtain, keep, or direct business or to gain any improper advantage. In addition, the FCPA prohibits knowingly falsifying a company's books and records or knowingly circumventing or failing to implement accounting controls. Employees involved in international operations must be familiar with the FCPA and with similar laws that govern our operations in other countries in which we do business.

Compliance with the law does not comprise our entire ethical responsibility; it is a minimum condition for performance of our work.

### ***Protection and Proper Use of the Company's Assets***

Loss, theft and misuse of iRobot's assets have a direct impact on the Company's business and its profitability. Directors, officers and employees are expected to protect the Company's assets – such as electronic communications systems, information resources, material, facilities and equipment – that are entrusted to them and to protect the Company's assets in general.

Directors, officers and employees are also expected to take steps to ensure that the Company's assets are used only for legitimate business purposes. It is recognized, however, that occasional personal use of equipment by employees, officers and directors may occur without adversely affecting the interests of the Company.

### *Corporate Opportunities*

Directors, officers and employees owe a duty to the Company to advance its legitimate business interests when the opportunity to do so arises. Each director, officer and employee is prohibited from:

- diverting to himself or herself or to others any opportunities that are discovered through the use of the Company's property or information or as a result of his or her position with the Company unless such opportunity has first been presented to, and rejected in writing by, the Company,
- using the Company's property or information or his or her position for improper personal gain, or
- competing with the Company.

## *Confidentiality*

iRobot's success is a direct result of its technologically innovative products, and confidential information generated and gathered in iRobot's business plays a vital role in its business, prospects and ability to compete. Accordingly, the Company enters into separate agreements with its employees regarding the protection and confidentiality of iRobot's proprietary information during the term of employment and thereafter.

Every iRobot employee is expected to preserve the confidentiality of not only iRobot's proprietary information, but also the confidentiality of the information of its partners, vendors, suppliers and customers.

"Confidential information" includes all non-public information that might be of use to competitors or harmful to the Company or its customers if disclosed. Directors, officers and employees may not disclose or distribute the Company's confidential information, except when disclosure is authorized by the Company or required by applicable law, rule or regulation or pursuant to an applicable legal proceeding. Directors, officers and employees shall use confidential information solely for legitimate company purposes. Directors, officers and employees must return all of the Company's confidential and/or proprietary information in their possession to the Company when they cease to be employed by or to otherwise serve the Company.

## *Fair Dealing*

Competing vigorously, yet lawfully, with competitors and establishing advantageous, but fair, business relationships with customers and suppliers is a part of the foundation for long-term success. However, unlawful and unethical conduct, which may lead to short-term gains, may damage a company's reputation and long-term business prospects. Accordingly, it is the Company's policy that directors, officers and employees must endeavor to deal ethically and lawfully with the Company's customers, suppliers, competitors and employees in all business dealings on the Company's behalf. No director, officer or employee should take unfair advantage of another person in business dealings on the Company's behalf through the abuse of privileged or confidential information or through improper manipulation, concealment or misrepresentation of material facts.

Employees involved in proposals, bid preparations, or contract negotiations should be certain that all statements, communications, and representations to prospective customers are accurate and truthful. Once awarded, all contracts should be performed in compliance with specifications, requirements, and clauses.

Federal, state and local government departments and agencies are governed by laws and regulations concerning acceptance by their employees of entertainment, meals, gifts, gratuities and other things of value from firms and persons with whom those government departments and agencies do business or over whom they have regulatory authority. It is the policy of iRobot to comply strictly with those laws and regulations. Moreover, the sale of iRobot's products and services must be free from even the perception that favorable treatment was sought, received or given in exchange for the furnishing or receipt of business courtesies. The Company maintains a separate Gift Policy to prevent unfair business inducements with which all employees and directors should familiarize themselves.

In particular, iRobot employees must refrain from giving anything of value to Federal and State employees except promotional items of little intrinsic value and modest refreshments.

### ***Accuracy of Records***

The integrity, reliability and accuracy in all material respects of the Company's books, records and financial statements are fundamental to iRobot's continued and future business success.

Transactions between the Company and outside individuals and organizations should be promptly and accurately entered in the Company's books in accordance with generally accepted accounting practices and principles, including accurate recording of all labor and material costs (including contract work, internal research and development, and bid and proposal work). No director, officer or employee may cause the Company to enter into a transaction with the intent to document or record it in a deceptive or unlawful manner. In addition, no director, officer or employee may create any false or artificial documentation or book entry for any transaction entered into by the Company. Similarly, officers and employees who have responsibility for accounting and financial reporting matters have a responsibility to accurately record all funds, assets and transactions on the Company's books and records.

### *Quality of Public Disclosures*

The Company is committed to providing its stockholders with complete and accurate information about its financial condition and results of operations as required by the securities laws of the United States. It is the Company's policy that the reports and documents it files with or submits to the Securities and Exchange Commission, and its earnings releases and similar public communications made by the Company, include fair, timely and understandable disclosure. Officers and employees who are responsible for these filings and disclosures, including the Company's principal executive, financial and accounting officers, must use reasonable judgment and perform their responsibilities honestly, ethically and objectively in order to ensure that this disclosure policy is fulfilled. The Company's senior management is primarily responsible for monitoring the Company's public disclosures.

Any employee who has concerns about any aspect of the Company's financial disclosures should talk to his or her manager, the Finance Department, the Legal Department or the Compliance Officer. Any employee who is contacted by another employee expressing concerns about questionable accounting or auditing matters should promptly report those concerns to either the Company's Compliance Officer or through the Employee Reporting Line as detailed in the Company's Audit Committee Complaint Procedures.

## ***Workplace, Labor & Fair Employment***

iRobot employees deserve a workplace where they are respected, appreciated and professionally satisfied, providing opportunity to all.

iRobot maintains a strong policy of equal employment opportunity for all employees and applicants for employment. The Company recruits, hires, trains, promotes, compensates and terminates employees without regard to race, color, religion, sex, sexual orientation, national origin, age, marital status, veteran status, disability and citizenship, as well as other classifications protected by applicable state or local laws. This equal employment opportunity philosophy applies to all aspects of employment with iRobot, including internal transfers, job benefits, compensation and social and recreational activities.

It is iRobot's policy to treat all people with respect and dignity. Any behavior that fails to demonstrate the appropriate level of respect to other employees, consultants, customers, partners, vendors or suppliers will be subject to disciplinary action. Examples of unacceptable conduct include, but are not limited to, insults, threats, intimidation, profanity, ridicule, vulgarity, discrimination, harassment, sexually explicit conversation or humor, gossip, slurs or stereotyping, unwelcome sexual attention, inappropriate invasion of personal space and insensitivity to the beliefs and customs of others.

iRobot is also committed to providing a safe and drug-free workplace. The Company will not tolerate any substance abuse on its premises. Any employee reporting for work under the influence of alcohol or controlled drugs will be subject to disciplinary action.

Every employee should review the iRobot Employee Handbook for detailed information on harassment and other work place issues.

### ***Political & Government Activity***

iRobot has interests at stake at the federal, state, local and international levels. The Company may choose to express its corporate opinion on local and national issues that affect its business, but the Company will be mindful of its legal and ethical obligations in political matters and will abide by all relevant laws and regulations.

iRobot supports and encourages employee rights to participate in civic affairs and the political process on an individual basis. The Company, however, does not permit the use of corporate resources or time for personal political activities unless prior approval has been granted by the Compliance Officer.

## **Compliance Procedures**

### ***Communication of Code***

All directors, officers and employees will be supplied with a copy of the Code upon the later of the adoption of the Code or beginning service at the Company. Updates of the Code will be provided from time to time. A copy of the Code is also available to all directors, officers and employees by requesting one from the human resources department or by accessing the Company's website at [www.irobot.com](http://www.irobot.com).

### ***Monitoring Compliance and Disciplinary Action***

The Company's management, under the supervision of its Board of Directors or a committee thereof or, in the case of accounting, internal accounting controls or auditing matters, the Audit Committee, will take reasonable steps from time to time to (i) monitor and audit compliance with the Code, and (ii) when appropriate, impose and enforce appropriate disciplinary measures for violations of the Code.

Disciplinary measures for violations of the Code may include, but are not limited to, counseling, oral or written reprimands, warnings, probation or suspension with or without pay, demotions, reductions in salary, termination of employment or service and restitution.

The Company's management shall periodically report to the Board of Directors or a committee thereof on these compliance efforts including, without limitation, periodic reporting of alleged violations of the Code and the actions taken with respect to any such violation.

### ***Reporting Concerns/Receiving Advice***

#### **Communication Channels**

*Be Proactive.* Every employee, officer and director is responsible for adherence to the standards of conduct set forth in this Code and for raising questions if there are concerns that these standards are not being met. Every employee is encouraged to act proactively by asking questions, seeking guidance and reporting suspected violations of the Code and other policies and procedures of the Company, as well as any violation or suspected violation of applicable law, rule or regulation arising in the conduct of the Company's business or occurring on the Company's property. **If any employee believes that actions have taken place, may be taking place, or may be about to take place that violate or would violate the Code, he or she is obligated to bring the matter to the attention of the Compliance Officer or the Legal Department.**

*Seeking Guidance.* The best starting point for an officer or employee seeking advice on ethics-related issues or reporting potential violations of the Code will usually be his or her supervisor. However, if the conduct in question involves his or her supervisor, if the employee has reported the conduct in question to his or her supervisor and does not believe that he or she has dealt with it properly, or if the officer or employee does not feel that he or she can discuss the matter with his or her supervisor, the employee may raise the matter with the Compliance Officer or the Legal Department.

*Communication Alternatives.* Any officer or employee may communicate with the Compliance Officer or the Legal Department by any of the following methods:

- **By e-mail to [complianceofficer@irobot.com](mailto:complianceofficer@irobot.com) (anonymity cannot be maintained); or**
- **By phoning an off-site voicemail account which we have established for receipt of questions and reports of potential violations of the Code. The off-site voicemail account may be reached at (888) 475-8376 and calls may be made anonymously as set forth below under “Reporting; Anonymity; Retaliation”.**

*Reporting Accounting and Similar Concerns.* Any concerns or questions regarding any company policy or procedure or applicable law, rules or regulations that involves accounting, internal accounting controls or auditing matters should be directed to the Audit Committee or a designee of the Audit Committee. Officers and employees may communicate with the Audit Committee or its designee:

- **by phoning the Employee Reporting Line as detailed in the Audit Committee Complaint Procedures.**

Officers and employees may use the above method to communicate anonymously with the Audit Committee.

*Misuse of Reporting Channels.* Employees must not use these reporting channels in bad faith or in a false or frivolous manner.

### **Reporting; Anonymity; Retaliation**

iRobot has an “open door” policy to provide all employees with access to two-way, honest and respectful communications. The intention is to create an atmosphere that encourages employees to voice concerns, express doubts, discuss problems, ask questions, make observations and offer suggestions regarding the workplace.

When reporting suspected violations of the Code, the Company prefers that officers and employees identify themselves to facilitate the Company’s ability to take appropriate steps to address the report, including conducting any appropriate investigation. However, the Company also recognizes that some people may feel more comfortable reporting a suspected violation anonymously.

If an officer or employee wishes to remain anonymous, he or she may do so, and the Company will use reasonable efforts to protect the confidentiality of the reporting person subject to applicable law, rule or regulation or to any applicable legal proceedings. In the event the report is made anonymously, however, the Company may not have sufficient information to look into or otherwise investigate or evaluate the allegations. Accordingly, persons who make reports anonymously should provide as much detail as is reasonably necessary to permit the Company to evaluate the matter(s) set forth in the anonymous report and, if appropriate, commence and conduct an appropriate investigation.

### **No Retaliation**

The Company expressly forbids any retaliation against any officer or employee who, acting in good faith, reports suspected misconduct. Any person who participates in any such retaliation is subject to disciplinary action, including termination.

### ***Waivers and Amendments***

No waiver of any provisions of the Code for the benefit of a director or an executive officer (which includes without limitation, for purposes of this Code, the Company's principal executive, financial and accounting officers) shall be effective unless (i) approved by the Board of Directors or, if permitted, a committee thereof, and (ii) if applicable, such waiver is promptly disclosed to the Company's stockholders in accordance with applicable U.S. securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.

Any waivers of the Code for other employees may be made by the Compliance Officer, the Board of Directors or, if permitted, a committee thereof.

All amendments to the Code must be approved by the Board of Directors or a committee thereof and, if applicable, must promptly be disclosed to the Company's shareholders in accordance with applicable United States securities laws and/or the rules and regulations of the exchange or system on which the Company's shares are traded or quoted, as the case may be.