

ETHICS & COMPLIANCE RESTRUCTURE
Governance Committee Item 4
MAY 12, 2011

Ken Van Laar



Current structure did not have adequate focus.

- A clear need to align roles and responsibilities to functional expertise.
- All employees based in either Pleasanton or San Francisco.

STRUCTURAL RE-ALIGNMENT

Model Audit Rule

Will move to Financial Reporting & Systems under CFO.

Privacy & Regulatory Compliance

Will move to Governance under General Counsel.

Ethics & Whistleblower / Integrity In Action

Will transition to Labor Relations under SVP HR.

Enterprise Risk Management

Will remain with CRO.