

STATEMENT OF RESPONSIBILITY

Cisco's management has always assumed full accountability for maintaining compliance with our established financial accounting policies and for reporting our results with objectivity and the highest degree of integrity. It is critical for investors and other users of the consolidated financial statements to have confidence that the financial information that we provide is timely, complete, relevant, and accurate. Management is responsible for the fair presentation of Cisco's consolidated financial statements, prepared in accordance with generally accepted accounting principles (GAAP), and has full responsibility for their integrity and accuracy.

Management, with oversight of Cisco's Board of Directors, has established and maintains a strong ethical climate so that our affairs are conducted to the highest standards of personal and corporate conduct. Management also has established an effective system of internal control that provides reasonable assurance as to the integrity and accuracy of the consolidated financial statements. Cisco has policies and practices to reflect corporate governance initiatives that are materially consistent with the current and proposed listing requirements of Nasdaq and the corporate governance requirements of the Sarbanes-Oxley Act of 2002, including:

- Our Board has adopted clear corporate governance policies
- A majority of our Board members are independent of Cisco and its management
- All members of our key Board committees—the Audit Committee, the Compensation and Management Development Committee, and the Nomination and Governance Committee—are independent
- The independent members of our Board meet regularly without the presence of management
- We have a clear code of business conduct and corporate governance that is monitored by our ethics office and is annually affirmed by our employees
- The charters of our Board committees clearly establish their respective roles and responsibilities
- We have an ethics office with a hotline available to all employees, and our Audit Committee has procedures in place for the anonymous submission of employee complaints on accounting, internal controls, or auditing matters

- We have adopted a code of ethics that applies to our principal executive officer and all members of our finance department, including the principal financial officer and principal accounting officer
- Our internal audit control function maintains critical oversight over the key areas of our business and financial processes and controls, and reports directly to our Audit Committee

PricewaterhouseCoopers LLP, our independent auditors, reports directly to the Audit Committee of the Board of Directors. PricewaterhouseCoopers LLP's accompanying report on our consolidated financial statements is based on its examination conducted in accordance with auditing standards generally accepted in the United States, including a review of our internal control structure for purposes of designing their audit procedures. At the end of our next fiscal year, our independent auditors will report on our assertions as to the effectiveness of our internal control over financial reporting as required under Section 404 of the Sarbanes-Oxley Act of 2002. We are confident in the effectiveness of our internal controls and our ability to meet the requirements of this newly enacted legislation.

We are committed to improving shareholder value and fully understand and embrace our fiduciary oversight responsibilities. We are dedicated to ensuring that our high standards of financial accounting and reporting as well as our underlying system of internal controls are maintained. Our culture demands integrity and we have the highest confidence in our processes, internal controls, and our people, who are objective in their responsibilities and who operate under the highest level of ethical standards.



JOHN T. CHAMBERS
PRESIDENT AND CHIEF EXECUTIVE OFFICER



DENNIS D. POWELL
SENIOR VICE PRESIDENT AND
CHIEF FINANCIAL OFFICER