

NETSUITE INC.

POLICY REGARDING COMPLAINT PROCEDURES FOR ACCOUNTING AND AUDITING MATTERS

Policy

As a public company, the integrity of the financial information of NetSuite Inc. and its subsidiaries and operating entities (collectively, the “Company”) is paramount. The Company’s financial information guides the decisions of the Board of Directors of the Company (the “Board”), and is relied upon by our stockholders and the financial markets. For these reasons, the Company must maintain a workplace where the Company can retain and treat all complaints concerning questionable accounting, internal accounting controls or auditing matters, or the reporting of fraudulent financial information, and where employees can raise these concerns free of any discrimination, retaliation or harassment.

Therefore, it is the policy of the Company to encourage employees, when they reasonably believe that questionable accounting or auditing conduct or practices have occurred or are occurring, to report those concerns to Company management (on an anonymous basis, if employees so desire). **All reports will be taken seriously and will be promptly investigated.** All information disclosed during the course of the investigation will remain confidential, except as necessary to conduct the investigation and take any remedial action, in accordance with applicable law.

Reporting Complaints

Duty to Report.

You must immediately report the facts if you have reason to believe that you have become aware of questionable accounting, internal accounting controls or auditing matters, or the reporting of fraudulent financial information, including but not limited to the following:

- fraud or deliberate error in the preparation, evaluation, review or audit of any financial statement of the Company;
- fraud or deliberate error in the recording and maintaining of financial records of the Company;
- deficiencies in or noncompliance with the Company's internal accounting controls;
- misrepresentation or false statement to or by a senior officer or accountant regarding a matter contained in the financial records, financial reports or audit reports of the Company;
- deviation from full and fair reporting of the Company's financial condition; or
- infringement or transgression of the securities act (for example, insider trading).

Procedures to Make a Report.

If an employee has a concern regarding questionable accounting, internal accounting controls or auditing matters, or the reporting of fraudulent financial information, such employee should report the concern by sending a letter (which may be anonymous at the discretion of the reporting person), to: NetSuite Inc., 2955 Campus Drive, Suite 100, San Mateo, CA 94403; Attn: Douglas P. Solomon, Vice President, Legal & Corporate Affairs.

Employees who are uncomfortable reporting their concerns to the Vice President, Legal may report these concerns to the Audit Committee of the Board of Directors of the Company by sending a letter (which may be anonymous at the discretion of the reporting person) to the Chairman of the Audit Committee at the following address: 3182 Campus Drive, Box #280, San Mateo, CA 94403. All correspondence received at this address automatically will be forwarded directly to the Chairperson or other designated member of the Audit Committee. The identity of the employee reporting such concerns will be kept confidential to the maximum extent possible and legally permitted.

Contents of the Report.

Include in the report a discussion of the following items:

- a description of the matter or irregularity,
- the period of time during which the employee observed the matter or irregularity, and
- any steps that the employee has taken to investigate the matter or irregularity, including reporting it to a supervisor and the supervisor's reaction.

The report may include, at the employee's option, the employee's contact information if additional information is needed. As stated above, however, there is no requirement that the report identify the employee, if the employee chooses to remain anonymous. Please note, however, that if you do not provide contact information and the report does not provide sufficient enough information to investigate the matter, the persons conducting the investigation may not be able to fully investigate the complaint, so we encourage you to be as complete as possible in your report.

Investigation

Upon receiving a report, the Vice President, Legal shall, under the oversight of the Audit Committee, appropriately investigate the issues detailed in the report. Such person may consult with the Chief Executive Officer, Chief Financial Officer, VP, Finance, Controller, or any other employee of the Company, outside legal counsel, independent auditors and, if appropriate, the Audit Committee, as a part of their investigation.

All employees and supervisors have a duty to cooperate in the investigation of reports of questionable accounting or auditing matters, or the reporting of fraudulent financial information, or of discrimination, retaliation or harassment resulting from the reporting or investigation of

such matters. In addition, an employee shall be subject to disciplinary action, including the termination of their employment, if the employee fails to cooperate in an investigation, or deliberately provides false information during an investigation. If, at the conclusion of its investigation, the Company determines that a violation of policy has occurred, the Company will take effective remedial action commensurate with the severity of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of policy.

Audit Committee

Regardless of whether a reported concern has been addressed and dismissed, the Vice President, Legal will report to the Company's Audit Committee at least once per calendar quarter, and more frequently if the Vice President, Legal deems appropriate, the nature and status of all reported concerns and corresponding investigations. The Vice President, Legal, or if appropriate the chair of the Audit Committee, will maintain a log of all complaints, tracking their receipt, investigation and resolution and shall prepare a periodic summary report thereof for the Audit Committee. Copies of complaints and such log will be maintained in accordance with the Company's document retention policy.

No Discrimination, Retaliation or Harassment

The Company strictly prohibits any discrimination, retaliation or harassment against any person who reports incidents of questionable accounting or auditing matters, or the reporting of fraudulent financial information, based on the person's reasonable belief that such misconduct occurred. The Company also strictly prohibits any discrimination, retaliation or harassment against any person who participates in an investigation of complaints about questionable accounting or auditing matters, or of the reporting of fraudulent financial information.

If an employee believes that he or she has been subjected to any harassment, discrimination or retaliation for having submitted a report or participating in an investigation relating to a report, the employee should immediately report the concern to the Vice President, Legal or to any supervisor.

Any complaint that any managers, supervisors, or employees are involved in discrimination, retaliation or harassment related to the reporting or investigation of questionable accounting or auditing matters, or the reporting of fraudulent financial information, shall be promptly and thoroughly investigated in accordance with the Company's investigation procedures outlined above. If a complaint of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action, up to and including discharge, will be taken.

Additional Enforcement Information

In addition to the Company's internal complaint procedure, employees should also be aware that certain federal and state law enforcement agencies are authorized to review questionable accounting or auditing matters, or potentially fraudulent reports of financial information. The Company's policies and practices have been developed as a guide to our legal and ethical

responsibilities to achieve and maintain the highest business standards. Conduct that violates the Company's policies will be viewed as unacceptable under the terms of employment at the Company. Certain violations of the Company's policies and practices could even subject the Company and any individual employees involved to civil and criminal penalties. Before issues or behavior can rise to that level, employees are encouraged to report questionable accounting or auditing matters, suspicion of fraudulent financial information, or discrimination, retaliation or harassment related to such reports. Nothing in this Policy is intended to prevent an employee from reporting information to the appropriate agency when the employee has reasonable cause to believe that the violation of a federal or state statute or regulation has occurred.

Modification

The Audit Committee or the Board of Directors can modify this Policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with state and federal regulations and/or accommodate organizational changes within the Company.

Publication of the Policy

The Company shall place a copy of this Policy in the Employee Handbook distributed to new employees and shall place a copy of this Policy on the Company's Intranet site or equivalent.