



# CODE OF CONDUCT

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# Aptina Code of Conduct

## INTRODUCTION

At Aptina, our core values include providing world-class imaging solutions and always acting with integrity. Our success as a company depends on all of us understanding these core values and principles, and continuously applying them to all that we do.

The Aptina Code of Conduct (“the Code”) sets the standard for how we work together to achieve our goals. The Code applies across the company’s global operations. Everyone has a personal responsibility to abide by the Code when conducting Aptina-related business.

The Code is the cornerstone of our commitment to integrity and compliance with the law. As part of adhering to the Code, Aptina employees must always comply with all applicable laws and regulations, including when doing business internationally.

Aptina has policies, procedures and guidelines to further implement the standards in the Code. Make sure you know all the rules that apply to you.

Please read the Code carefully as you are expected to comply with it at all times. All Aptina employees, contingent workers, officers and directors are expected to personally uphold the rules and standards set out in the Code and to ensure that anyone doing business on behalf of Aptina is aware of, understands and adheres to the rules and standards set out in the Code.

Because many of the principles described in the Code are general in nature, you should review the applicable Aptina policies and procedures for more specific guidance if this is required. Please contact *your local Human Resources Department representative or the Legal Department* if you have any questions about the Code or its application.

From time to time, you may be asked to indicate that you have read, understand and will follow the Code’s standards. Failure to read and/or acknowledge the rules and standards contained in the Code does not exempt you from your responsibility to comply with it, or any other Aptina policies or procedures. Ignorance of the requirements of the Code or any other Aptina policy is no excuse. Subject to applicable law, failure to adhere to the Code may result in disciplinary action, up to and including termination.

Aptina reserves the right to modify the Code in its sole discretion with or without prior notice.

## **WORKPLACE PRINCIPLES**

Aptina strives to provide its employees with a supportive workplace in which everyone meets their professional goals. It is intended to be a comfortable environment that fosters respect among colleagues and managers regardless of personal characteristics. The company's policies, systems, procedures and training programs are designed to help to develop and maintain this supportive work environment.

### **Diversity**

Aptina respects, values and welcomes diversity in its workforce, its customers and suppliers, and others.

### **Unlawful Discrimination**

Aptina does not discriminate against any person with regard to race, color, religious creed, age, sex or sexual orientation or gender identity, marital status, registered domestic partner status, national origin or ancestry, physical or mental disability, medical condition, veteran status, or any other basis or personal characteristic protected by law on any basis in any part of its operations.

Any employee who believes he or she has been subjected to any form of discrimination is encouraged and expected to immediately notify your manager or the Human Resources Department.

### **Anti-Harassment**

Aptina is committed to providing a workplace free of harassment and believes in respecting the dignity of every employee and expects every employee to show respect for all of our colleagues, clients, customers, and vendors. Aptina strongly disapproves of and does not tolerate harassment of its employees. The conduct prohibited by the harassment prevention policy, whether verbal, physical, or visual, includes any discriminatory action and any unwelcome conduct that is inflicted on someone because of that individual's protected status. Among the types of unwelcome conduct prohibited by this policy are epithets, slurs, negative stereotyping, intimidating acts and the circulation or posting of written or graphic materials that show hostility toward individuals because of their protected status. Aptina also forbids harassment based on gender regardless of whether the offensive conduct is sexual in nature. Any unwelcome conduct based on gender is also forbidden regardless of whether the individual engaged in harassment and the individual being harassed are of the same or are of different genders. For further detail of the harassment prevention policy, refer to the policy on the Company intranet.

Threats or acts of violence against colleagues, customers, suppliers or others are prohibited. If you become aware of a threat or act of violent behavior in an Aptina workplace, you must notify a manager of it immediately. Managers who receive any such notification should immediately notify Human Resources.

### **Dealing Fairly with Others**

The company's success is based on strong relationships with our customers, suppliers and others. To maintain these strong relationships, we treat everyone we deal with the way we would expect to be treated: with fairness, honesty, dignity and respect.

## Safety

Safety in the workplace can only be achieved through teamwork at Aptina, so we encourage all employees to practice safety awareness by thinking defensively, anticipating unsafe situations and reporting unsafe conditions immediately to your supervisor, Facilities or Human Resources. Unsafe conduct may lead to disciplinary action, up to and including termination. Aptina employees are required to observe the safety practices listed in the Employee Handbook. Everyone is required to comply at all times with the safety laws, standards and guidelines that apply to how Aptina conducts business at its various global locations.

## **CONFLICTS OF INTEREST**

Aptina employees are prohibited from engaging in any activity that could conflict with their responsibilities to Aptina. A conflict of interest occurs when the personal interests or activities of an Aptina employee (or a person having a close personal relationship with the employee) might influence that employee's ability to act in the company's best interests. As used in this Code, a person or persons "having a close personal relationship with the employee" refers to any and all of the employee's: spouse, or person living in a spousal (including same sex) or familial fashion with the employee; siblings, children, parents and grandparents, including family members who have such relationships as a result of step relationships or marriage (e.g., in-laws); and any persons living in the same home with the employee.

You must avoid situations involving any direct or indirect conflict between your personal interests and those of Aptina. You should not put yourself in any situation where you could be viewed as making Aptina business decisions that put your personal needs ahead of the interests of the company.

### **Examples of Conflicts of Interest**

Conflicts of interest typically arise in the following situations:

- Conducting non-Aptina business that interferes with the proper performance of your role at Aptina – such as conducting non-Aptina business during working hours; using Aptina confidential information for non-Aptina uses; or using Aptina property or equipment for non-Aptina uses
- Offering, asking for or accepting a favor, gift, entertainment, service or other payment that could be viewed as influencing your decision-making or professional conduct
- Soliciting, accepting, or agreeing to accept money or other tangible or intangible benefit in exchange for favorable decisions or actions in the performance of your job
- Soliciting or accepting any personal benefit that is or could be interpreted as being given to you because of your role or seniority at Aptina, or because the donors believe you might be in a position to assist them in the future
- Participating in or influencing an Aptina decision that may result in a personal gain or gain for someone with whom you have a close personal relationship
- Making use of business opportunities discovered or learned through the use of Aptina property, information or your position at Aptina that may result in a personal gain or gain for someone with whom you have a close personal relationship
- Owning a significant interest in any business that does or is seeking to do business with Aptina or is in competition with Aptina, when the ownership might dilute your loyalty to Aptina
- Supervising someone with whom you have a close personal relationship

### **Gifts and Entertainment**

Aptina recognizes that exchanging business courtesies such as meals, entertainment, routine promotional gifts and other items can be a part of building strong business relationships. Gifts and entertainment can build goodwill, but they may also make it harder to be objective about the person or

company providing them. In reality, gifts and entertainment may create their own “conflict of interest.” Gifts and entertainment mean “anything of value” and include, discounts, loans, cash, favorable terms on any product or service, services, prizes, transportation, use of another person’s or company’s vehicles or vacation facilities, stock or other securities, participation in stock offerings, home improvements, tickets or gift certificates. However, there are some principles that apply worldwide when doing business on behalf of Aptina:

- Do not offer or accept bribes – that is, anything designed to obligate a person to act improperly with regard to the company’s business
- Do not offer or accept cash or cash equivalents without approval
- Never participate in any business entertainment activity that would violate the law or embarrass Aptina by its public disclosure
- Consult with the Aptina Legal Department before offering anything of value to government or political party officials
- Do not seek favors directly or indirectly, such as gifts, entertainment, sponsorships or contributions from organizations doing business or seeking to do business with Aptina

Using good judgment and in moderation, occasionally exchanging entertainment or gifts of a nominal value is appropriate unless the recipient’s employer forbids the practice. It is appropriate to ask the recipient in advance.

If you have questions about these principles or their application, you should immediately contact the Aptina Legal Department or the Human Resources Department.

## Handling Conflicts of Interest

Aptina recognizes that a conflict of interest may arise without any willful action. Certain circumstances may create a conflict or appearance of a conflict in situations where none truly exists. If you become aware of a possible or actual conflict of interest, disclose it immediately to your manager, making a full report of all pertinent facts and circumstances. The manager and Human Resources will determine, in consultation with the Aptina Legal Department as necessary, whether a conflict of interest exists and what, if anything, needs to be done to resolve the issue. Disclosure of any potential or actual conflict of interest is mandatory. Failing to disclose a potential or actual conflict of interest will be considered a violation of the Code and will result disciplinary action up to and including termination.

## **PROTECTION OF APTINA ASSETS AND REPUTATION**

Aptina expends considerable resources to develop and maintain its assets. It is important that these assets are properly protected and used efficiently. Everyone has a responsibility to comply with all procedures that protect the value of Aptina assets, including physical assets, information, and the company's good name and reputation.

Aptina assets should only be used for legitimate business purposes. They should never be used for any unlawful or unauthorized purpose. Aptina also reserves the right at any time, and without prior notice, to inspect any and all Aptina property or facilities. Such inspections may be conducted at any time during or after business hours. Aptina further reserves the right to inspect packages, or any other containers brought onto the premises, and cars parked at the work site. If there is reasonable suspicion of a violation of Aptina rules, such as possession of drugs or alcohol, or theft of employee or Aptina property, inspection may be deemed necessary.

Employees are expected to cooperate with inspections. Failure to do so will be considered insubordination and will result in disciplinary action, up to and including termination.

All Aptina property in an employee's possession must be returned to Aptina upon termination or upon request by management.

### **Protecting Physical Assets and Electronic Communications**

Physical assets include facilities, equipment, and computer and communications systems. These assets should be used primarily for Aptina business. Personal use of computer and communications systems is discouraged but may be appropriate in limited circumstances. Aptina may, however, ban the use of personal computer and communications systems in specific work locations.

Applicable security and use procedures must be followed at all times to protect the company's physical assets from theft, loss, damage or misuse. You should report any theft, loss, damage or misuse of the company's physical assets to management as soon as possible after detection.

While Aptina respects employee privacy, you should not assume that your use of the company's physical or electronic assets, such as computer, networks, email, telephone equipment and other communications systems, is private. Subject to local laws, to ensure security of its system and to protect its business operations, from time to time Aptina may monitor communications and all device information, including any password-protected employee communications or data.

### **Confidential Information and Aptina Intellectual Property**

Confidential information and intellectual property are valuable assets, as an employee you are required to protect Aptina's confidential information. Examples include, but are not limited to: trade secrets and know-how, inventions, research and development programs, products, pricing, personnel information, financial data, customer, reseller and supplier information, as well as sales and marketing programs. The integrity of this information entrusted to you is vital to the continued success and growth of Aptina, and should not be compromised. It does not matter whether these are recorded in internal or external communications, hard copy documents or verbal discussions, or stored digitally on laptops, handhelds,

#### **Aptina Code of Conduct**



desktops, servers, backups and portable storage devices. You must comply at all times with all Aptina security policies and procedures for handling information and operating systems in order to protect the company's confidential information and intellectual property.

When working with Aptina confidential information and intellectual property, you must take personal responsibility to safeguard them from unauthorized disclosure, changes or loss.

As a condition of employment, all employees are required to sign a separate "Confidentiality and Intellectual Property Agreement".

### **Accurate Financial and Other Records**

Financial and other business records shape business decisions. You are responsible for playing a part in ensuring that the company's books and records are full, fair and accurate reflections of the company's operations and business activities.

Any records required by Aptina, such as time cards and expense reports, must be accurate and complete. If questions arise, ask your direct manager or another manager for assistance. If you become aware of records that may be inaccurate, report the situation immediately to your manager. Aptina does not support or condone preparing false records under any circumstances.

Should you have questions regarding accounting and financial reporting standards, contact either the Finance Department or the Legal Department. Concerns regarding potential or suspected accounting or auditing irregularities can be reported on the "Compliance Hotline" posted on the Company intranet.

### **Trademarks and Brands**

To protect the value and recognition of its trademarks, Aptina has established guidelines that specify how and when they may be used. These can be found on the Aptina intranet.

You must follow these guidelines whenever you use the company's trademarks and brands – whether in internal or external communications or in materials prepared by third parties, such as public relations, advertising or marketing agencies, channel distributors and Original Equipment Manufacturers.

## **COMPLIANCE WITH LAWS AND REGULATIONS**

As a global company, Aptina must comply with the laws of the many countries in which it does business.

Where the Code or relevant Aptina policy differs from local laws or regulations, you must always follow the higher standard. If you believe the requirements of the Code conflict with local law, immediately contact the Aptina Legal Department.

Violations of laws and regulations have serious consequences, both for the company and for the individuals involved. Therefore, when questions arise on legal matters, you should always seek guidance from the Aptina Legal Department.

### **Antitrust**

Antitrust laws generally make it illegal to restrict competition. The laws deal in general terms with the ways companies deal with their competitors, customers and suppliers. Violating antitrust laws is a serious matter and could place both the relevant company and the individual at risk of substantial penalties.

In all regions and countries where Aptina does business, Aptina is committed to competing vigorously but fairly for suppliers and customers.

To help adhere to antitrust laws, you must not:

- Communicate with any competitor relating to price, any term that affects pricing or production levels,
- Divide or allocate markets or customers with competitors,
- Agree with a competitor to boycott another business, or
- Put inappropriate conditions on purchases or sales.

Should any questions arise, please contact the Aptina Legal Department for guidance.

### **Bribery and Anti-Corruption**

Many countries have bribery and other anti-corruption laws that are intended to prevent companies and individuals from gaining an unfair advantage and from undermining the rule of law. You must never offer or accept bribes or kickbacks, and must not participate in or facilitate corrupt activities of any kind.

This prohibition on offering or paying bribes also applies to third parties acting on the company's behalf. You must never engage a third party who you believe may attempt to offer a bribe to conduct business on behalf of Aptina.

When doing business with governments, you should consult with the Aptina Legal Department to be certain you are aware of any special rules that apply.

## Import and Export Compliance

In many countries in which Aptina does business, laws and regulations govern imports and exports. Many of these laws and regulations restrict or prohibit the physical shipment of Aptina products or the transfer or electronic transmission of software and technology to certain destinations, entities and foreign persons. In many cases, the law requires an export license or other appropriate government approvals before an item may be shipped or transferred.

Aptina has a responsibility to comply with these laws and regulations. Therefore, all goods must be cleared through customs and pass any other entry/exit requirements. You must never:

- Proceed with a transaction if you know that a violation of import or export laws has occurred or is about to occur;
- Transfer controlled software and technology unless you have obtained an approved export license; or
- Apply an inappropriate monetary value to goods and services.

## Intellectual Property of Others

Intellectual property rights are crucial to protecting the investments that companies and individuals make in developing new products and ideas. Aptina respects the intellectual property rights of others.

You must never copy, reproduce or transmit protected material, such as writing, artwork, music, video, photographs, movie clips and software belonging to someone else unless you have their authorization or license to do so.

You must not request or encourage anyone to use or disclose privileged, proprietary or confidential information unless they are authorized to do so by the owner of that information.

## Privacy

Many countries have privacy laws that set requirements for the appropriate handling of personal data (essentially any information from which a person can be identified).

Each Aptina employee has a responsibility to comply with Aptina privacy and information security requirements when personal data is collected, stored, processed, transmitted and shared.

When questions, issues or concerns arise, please consult the Aptina Legal Department.

## **EXECUTION ON THE APTINA CODE OF CONDUCT**

### **Asking Questions and Reporting Concerns**

Each employee is responsible for reading, understanding and following the Code.

Violations of the Code cannot and will not be tolerated. Consequences for such violations may include disciplinary action, up to and including termination of your employment or engagement. Anyone who violates the law may also be subject to civil and criminal penalties.

To help Aptina conduct business with uncompromising integrity and professionalism, every employee has the duty to report possible violations of the law, the Code and other company guidelines. Individuals who have willfully failed to report known violations may also be subject to disciplinary action.

### **Ways to Seek Guidance and Report Concerns**

Because the Code cannot address every situation, you may need to seek guidance when you are unsure of the correct course of action. Aptina offers several ways to get information and ask questions about the Code.

First, you may address the issue with your manager or with any other person in the management chain, including the Executive Office or any officer of the corporation.

Second, you may address any company policy and procedures, business ethics, legal compliance and security questions or concerns with the internal groups who specialize in handling such issues at Aptina, including designated members of the Human Resources Department and the Legal Department. For additional information, including who you should contact, please visit the Aptina intranet website for each of these departments.

Finally, you may also report concerns using the Compliance Hotline discussed below.

You have an obligation to report any potential or actual violations of the law, the Code or other Aptina legal or ethical conduct guidelines, so that they may be investigated. Aptina takes all reports seriously, investigates the matter, and takes appropriate action.

### **Compliance Hotline**

The Aptina Compliance Hotline will be available as a valuable resource for employees seeking help or advice about the topics covered by the Code, including business ethics and compliance. The Hotline will be both telephone and web-based and will give team members the option of making anonymous reports. We are in the process of establishing the Aptina Compliance Hotline resource. Until the Aptina Compliance Hotline resource is fully operational, you may report any compliance concerns to the Director of the Human Resources Department or the Legal Department. Every effort will be made to give a quick response to your report or inquiry. If an investigation is undertaken, we will look into the matter promptly and, when called for, assure that corrective action is taken.

## Non-Retaliation Policy

Aptina does not tolerate retaliation against anyone who in good faith reports possible violations of law, the Code or other Aptina policies – or who in good faith asks questions about ongoing or proposed conduct relating to company business. Employees who attempt to retaliate will be subject to disciplinary action, up to and including termination.

Employees who believe they have experienced retaliation for reporting possible violations or know someone who has been retaliated against for raising a compliance or ethics issue, should immediately contact the Human Resources Department or the Compliance Hotline.

## Approvals and Waivers

The Code sets out general expectations for ethical business conduct at Aptina. When certain situations require permission from management or another person before taking action, you must raise the issue promptly to allow enough time for the necessary review and approval.

In a particular circumstance, Aptina may find it appropriate to approve a limited waiver of a specific provision of the Code, as determined by Aptina on a case-by-case basis. Under no circumstances, however, shall Aptina permit a waiver of a specific Code provision to result in a violation of the rule of law. Compliance with the law can never be waived by Aptina or any of its employees or representatives.

Employees who seek a waiver should address their manager in the first instance; and the manager must then disclose and consider the waiver request in consultation with the Aptina Legal Department.

Directors and executive officers who seek a waiver should address the Board of Directors or a designated committee of the Board of Directors, as applicable under the circumstances. Aptina discloses such waivers for directors and executive officers to the extent and in the manner required by law or regulation.