

# CODE OF BUSINESS CONDUCT



**C O N E X A N T**®

EXPERIENCE SMART™

**Code of Business Conduct**

## Message from Jan Johannessen, our Chief Executive Officer

Dear Conexant Colleagues:

Conexant is committed to conducting its business affairs in accordance with the highest standards of integrity and ethical behavior. At Conexant, honesty, fairness, respect and integrity are the guiding principles we choose to espouse in our day-to-day business dealings.

As we strive to achieve the challenging performance targets we have set for ourselves, we must be committed to practicing the highest standards of business conduct and ethical behavior. Moreover, these values apply wherever we do business around the world, together with each respective country's local laws and regulations.

If you are faced with an ethical issue, or if you believe you know of a violation of one of Conexant's policies, please talk to your direct manager, another company manager, or someone in our human resources department. If you prefer, you may call our Ethics Hotline at 949-483-4634 anonymously.

Conexant's reputation for fairness and integrity depends on each of us making a personal commitment to demonstrate the highest ethical business standards in all we do, wherever we go. Thank you for making that commitment.

Sincerely,



Jan Johannessen

# TABLE OF CONTENTS

---

CODE OF BUSINESS CONDUCT INTRODUCTION .....	1
CONFLICT OF INTEREST .....	3
COMPANY CONFIDENTIAL INFORMATION .....	4
ACCURACY OF BUSINESS RECORDS.....	7
PUBLIC COMMUNICATIONS AND DISCLOSURES .....	8
COMPANY ASSET PROTECTION .....	9
PERSONAL USE OF COMPANY PROPERTY .....	10
GIFTS, BUSINESS COURTESIES AND GRATUITIES .....	11
FOREIGN CORRUPT PRACTICES ACT and SUMMARY OF OTHER LAWS and REGULATIONS .....	13
COMMITMENT TO ENVIRONMENTAL QUALITY and OCCUPATIONAL HEALTH and SAFETY.....	15
QUESTIONS AND ANSWERS.....	17

# CODE OF BUSINESS CONDUCT INTRODUCTION

---

The Code of Business Conduct (the “Code”) was written as a guide for Conexant’s board of directors, officers, employees, consultants, contractors, temporary employees and interns (all referred to in this Code as “employee”). It is the personal responsibility of each employee to know, understand and abide by this Code.

The Code is designed to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- compliance with company policies and applicable governmental rules and regulations;
- the prompt internal reporting to an appropriate person, as identified in the Code, of violations of any of Conexant’s policies; and
- accountability for adherence to the Code.

Conexant’s policy is to conduct its business in accordance with applicable laws and regulatory requirements of the United States and other countries in which it operates, and to do so with ethical business standards. The laws and regulations cover all aspects of the global management of Conexant’s business, including:

- regulatory compliance;
- investigations, inspections and inquiries;
- fair competition and antitrust;
- international business activities, including applicable anti-corruption laws such as the Foreign Corrupt Practices Act;

- lobbying and political activities;
- government contracting;
- anti-boycott requirements;
- import/export laws;
- anti-slavery and human trafficking; and
- environmental, health and safety regulations.

All illegal and unethical acts are prohibited under the Code. The following are some of the acts which are prohibited:

- bribes, kickbacks or other illegal payments made by, or on behalf of, Conexant, either directly or indirectly;
- company funds or assets maintained for illegal or improper purposes;
- false, misleading, or artificial entries entered in the books and records of the company;
- payments made by, or on behalf of, Conexant for any purpose other than those described by supporting documents and records maintained Conexant;
- illegal political contributions made by or on behalf of the company;
- data concerning customers obtained or solicited in an unlawful manner; and
- employer and employee discrimination or harassment, including sexual and religious harassment, bullying and workplace violence.

It is the personal responsibility of each employee to ensure that the company's business is conducted in accordance with applicable laws and company policies. Each employee must be guided at all times by the highest standards of integrity and personal conduct while working for the company.

Employees are required to complete a training module on the Code when they join the company. Periodically, employees will be requested to review and confirm compliance with the Code.

Although waivers of the Code are not anticipated, any waivers of any provisions of the Code for executive officers must be approved in writing by the Chief Executive Officer. Any waivers of any provisions of the Code for directors must be approved by the board of directors or a designated committee of the board and will be disclosed promptly to the extent required by applicable law or regulation.

The Code was created to communicate the ethical principles that form the foundation of Conexant's business. Any employee who violates the provisions of the Code will be subject to appropriate discipline, which may include termination of employment, consistent with applicable law. This determination will be based upon the facts and circumstances of each particular situation. Employees are expected to cooperate fully in internal investigations of misconduct and unethical behavior. Every investigation will be conducted in a discrete, confidential manner.

It is the responsibility of an employee having knowledge of any activity that is or may be in violation of the law, or of any of the company's policies, to promptly disclose such activity.

Any Conexant employee who believes he or she has witnessed or been made aware of violations to the provisions of the Code should immediately report the incident and the facts of the violation, including the individuals involved and the date, time and

place, to one's manager, another manager, the Ethics Hotline or the Human Resources department.

The Ethics Hotline (949-483-4634), was created to allow employees the benefit of reporting violations of the Code and violations of other company policies anonymously. Conexant will investigate all anonymous reports and keep the caller's anonymity to the fullest extent permitted by law.

Conexant prohibits retaliation against any employee, who, in good faith, seeks help or reports known or suspected violations of the Code. The identity of the reporter and any information provided will be used only for legitimate purposes associated with looking into the reporter's concerns. Only relevant data or information will be collected from the caller and from any employee alleged to have violated the law or a company policy. Data collected in the course of the investigation of the report will be used in accordance with applicable laws. All complaints will be investigated promptly and where appropriate, corrective action will be taken, up to and including employee dismissal and criminal charges.

#### **When in doubt, ask yourself...**

- Is it legal?
- Is it in accordance with company policies?
- Is it the "right" thing to do?
- Will it negatively affect me and/or the company?
- How would it look in the newspaper?
- Who are the people affected by my decision?
- Would I do the same thing if a loved one, my boss, or a friend were watching?

# CONFLICT OF INTEREST

---

Conexant recognizes and respects that employees may take part in legitimate financial, business and other activities outside of their jobs. These activities should be lawful and free of conflicts with their responsibilities as employees of the company. It is company policy that no employee, nor any member of the employee's immediate family, shall have any direct or indirect material interest in, render any service to, or represent, any outside concern that competes with the company's business or does business with the company, unless the interest, service, or representation is disclosed and approved as provided in this policy. In addition, it is company policy that no corporate officer shall employ the company's outside auditing firm for personal tax or business matters.

For purposes of the Code, "immediate family member" does not have to be a relative, and is defined to include a housemate, spouse, partner, friend, child, stepchild, parent, brother, sister, aunt, uncle, grandparent or grandchild of the employee.

The company must have complete information regarding actual or potential conflicts of interests at all times. Accordingly, the company requires that each employee disclose any interest in, obligation or duty to, or activity for any concern in which an employee or an employee's immediate family member is or may be involved with which may (i) create an actual or potential conflict of interest whereby the employee or the immediate family member personally benefits, or, (ii) have the appearance of adversely affecting the employee's judgment or actions in performing his or her duties as a Conexant employee.

Employees who become aware of potential conflicts of interest must disclose the activity to the company immediately. The disclosure

may be done by calling or submitting a letter or an email to the employee's immediate manager, the Human Resources department, the Office of the General Counsel or the Ethics Hotline.

## **When in doubt, ask yourself...**

- Have my decisions, which affect Conexant, been made in an objective manner?
- Are my business relationships in the best interests of the company?
- Do I have any business or personal relationships which personally benefit me or a family member, but adversely affect Conexant?

## **Question:**

Can I have an outside business that markets a product that I have developed?

## **Answer:**

If your product competes with a Conexant product; if it relates to any part of Conexant's business; or if your business interferes with your ability to get your Conexant job done, there is a conflict of interest. To ensure that there is not a conflict, you should disclose your plans to your manager, the Human Resources department, the Office of the General Counsel or the Ethics Hotline.

# COMPANY CONFIDENTIAL INFORMATION

---

As a general rule, all information related to Conexant's business should be considered confidential and marked as such, unless it has been released in public documents. Much of the business and technical information developed and used by Conexant is confidential and must be protected from unauthorized disclosure outside the company. For example, the intentional or inadvertent release of company confidential information to third parties might help Conexant's competitors by providing them a competitive advantage against Conexant. If competitors gain any technical information, or knowledge of what product the company intends to bring to market, it may help them to counter whatever time-to-market advantage Conexant has with its customers.

Company information must be classified as confidential if it is of a type that Conexant wishes to restrict from unlimited disclosure to third parties. Examples of confidential information include:

- financial information such as results of operations, profit margins, or budgets;
- company policies and procedures;
- personnel data including compensation, organizational charts, employees' job skills and specific responsibilities and employees' internal addresses and telephone numbers;
- sales and marketing information including pricing information, market share, customer lists, contacts, sales techniques, roadmaps and surveys;

- terms of agreements, including pricing with customers, suppliers and other companies;
- electronic files such as source code, object code, tapes, disks, CDs, USB sticks, and any other electronic documentation (e.g., software tools, test tapes, etc.);
- patent applications and invention disclosures;
- research and development activities, methods, procedures, plans and strategies;
- strategic business plans and operating business plans;
- production methods, facilities, and systems, including techniques, designs, efficiencies and capacities; and
- product requirements, specifications, designs, materials, components and test results.

Any company confidential information that meets the legal standard of a trade secret is afforded protection from misappropriation under trade secret laws. A company trade secret is a type of company confidential information that is used in Conexant's business and gives Conexant an opportunity to obtain an advantage over competitors who do not know or use it.

Protection may be lost if the confidential information is inadvertently disclosed or is not adequately protected. As a minimum requirement, all employees must follow the procedures below:

- Properly label confidential documents as "Conexant Confidential."

- Disclose company confidential information outside Conexant only after Conexant and the proposed recipient have signed a non-disclosure agreement (NDA) approved and signed by the General Counsel.
- When interviewing prospective employees, be careful not to discuss confidential information such as future product plans or customer information. At home or at leisure, don't discuss any work-related issues that may involve confidential information. Family members or friends may not be aware that they are receiving confidential information and may repeat it to someone who could use it to their advantage.
- Safeguard all company confidential information. As a general rule, keep confidential information in a locked cabinet or office. When working with confidential information on a laptop, PC or terminal, do not walk away leaving it displayed on the screen. Do not leave disks, USB sticks or CDs around; when away – they should be in a drawer or locked up.
- Disclose company confidential information to other employees within the company on a "need to know" basis only. When working with confidential information and someone who does not have a "need to know" such information comes over, cover the information or put it away. It is perfectly acceptable to say "excuse me" and turn the document over. This guideline also holds true when working at a copy or a fax machine.
- Never discuss company business in public places, including internet message boards, restaurants, airplanes and on public phones. Avoid working with confidential

information on planes, trains, taxis, buses and other public places where it is in the open for others to see. When traveling with confidential information, do not check it with luggage – carry it. Do not leave such information unprotected in a hotel room. Protect information stored electronically when not in use. At trade shows, collect and take all pertinent materials during breaks and meal periods.

- Do not discuss company business in non-private company places, including hallways, stairwells, cafeteria areas and break rooms. When conducting a meeting either in an office or conference room where confidential information may be displayed, make sure the doors are closed. Take all confidential material when leaving the conference room
- Properly dispose of company confidential information by using secured trash bins, paper-shredding machines or the equivalent.

The procedures outlined above are not meant to limit beneficial activities, such as benchmarking best practices with competitors, customers or suppliers. However, care must be taken not to share company confidential information during such exchanges without an NDA. An employee's obligation to protect company confidential information from disclosure continues even after the individual is no longer a Conexant employee. Employees may undergo an exit interview upon termination to remind them of their continuing legal obligation not to disclose company confidential information. Moreover, just as Conexant expects its former employees to honor their commitment not to disclose Conexant's confidential information, Conexant expects new employees to honor the confidentiality obligations established by



former employers. Conexant does not want, and will not use, information offered by a new employee, if Conexant has reason to believe the information is considered to be confidential to the previous employer.

Conexant's relationships with business partners are a key element of its continued success. Often in these relationships Conexant is entrusted with the confidential information of other companies. In cases such as these, Conexant's partners' confidential information must be afforded the same protection as Conexant's confidential information.

**When in doubt, ask yourself...**

- Have I been careful with all the confidential documents and information I have access to during the day, making sure that only those who have a legitimate need to know see them?
- Am I always careful to dispose of confidential documents in a secure manner?
- Have I been careful not to discuss confidential information in public places?

**Question:**

I had lunch with a former Conexant employee. The friend asked how it was going with a project we had worked on. What should I have said?

**Answer:**

Company projects are considered confidential and should not be disclosed without prior approval from management and/or the Office of the General Counsel. While the former employee may be knowledgeable about the project, no further information should be disclosed. The inadvertent release of company confidential information may be damaging to the company's business.

# ACCURACY OF BUSINESS RECORDS

---

The recording of information in the company's books must comply with company policies, relevant regulations, accounting standards, and the highest ethical practices. Adherence to these practices is considered essential to the company's success. General guidelines are as follows:

- Records that must be properly prepared include such items as expense reports, time sheets, product test information, legal contracts, personnel files and status reports.
- All statutory filings in the US and non-U.S. locations must comply with the accounting and legal requirements and all other applicable country regulations of the respective country.
- Misleading entries or intentional omissions to company official documentation are prohibited. Each employee has a responsibility to ensure that any information that is recorded is accurate and complete.
- Complaints or concerns regarding accounting, internal accounting controls or auditing matters should be reported directly to the Ethics Hotline and may be anonymously submitted.

## When in doubt, ask yourself...

- Do the reports that I submit present complete and accurate information, or is there additional information I should add?
- Is the true substance of this transaction clear, or is it being somehow misstated or disguised?
- Are my time sheets and expense reports accurate?

## Question:

I've been told by my manager that in order to pay for a department "happy hour" that he thinks the company should sponsor, I should name it something else when submitting the expense report, so that it will get paid. What should I do?

## Answer:

You are correct, and it shouldn't feel right to falsify an expense report. Contact the Human Resources department, the Office of the General Counsel or the Ethics Hotline for guidance. Retaliation by your manager or others for reporting a concern made in good faith will not be tolerated.

## Question:

I know the company discourages overtime, but my boss called me from Asia and needed my help in the middle of the night. Should I put that hour on my time sheet?

## Answer:

It is important to put your correct hours of work on your time sheets. Hourly employees are required by company policy and state and federal labor laws to write the hours exactly that have been worked. There are no exceptions.

## PUBLIC COMMUNICATIONS AND DISCLOSURES

---

One of the most important ways Conexant communicates with the public is through statements to the media. Oral and written communications tell the public whom Conexant is and detail the company's ongoing story. Communications that are poorly worded or contain inconsistent or misleading information create confusion and send negative messages, which is exactly the opposite of Conexant's intent to provide consistent, timely and accurate information. Mistakes can be costly and damage the company's reputation with key audiences. The following information pertains to dealing with members of the media or other outside sources:

- All requests by the media for information or interviews are handled through the Office of the Chief Executive Officer (CEO). Do not answer any questions or give out any information without prior approval from the Office of the CEO.
  - The correct response to any media request is simply "The Office of the CEO handles these questions. Let me give you that number. It is 949-483-4748." Even when aware of the answer and the reporter is known, the response should always be to refer them to the Office of the CEO.
  - With respect to product-related announcements, appropriate individuals within Conexant may do interviews, with the approval of the Office of the CEO.
  - When attending an industry event, sales event or marketing conference, refer questions concerning Conexant's products to the company's main phone number, 949-483-4600 or the Office of the CEO.
- All requests from external third parties for financial information are to be handled through the Office of the CEO.
  - If someone asks about the state of Conexant's business, the correct response is, "The Office of the CEO handles those questions."

### In General:

**Do not** provide market, product or financial forecasts to anyone outside of Conexant. Share information within Conexant only on a "need-to-know" basis.

**Do not** comment about the health of Conexant's business or give specific business or financial information, such as demand, capacity, design wins and new product release timelines.

## COMPANY ASSET PROTECTION

---

Company assets (both physical and intellectual property) should be used only for authorized company business. Each employee is responsible for protecting the company's assets. As such, employees should be aware of the following guidelines when handling company assets:

- Be aware of office surroundings.
- Take steps to maintain the physical security of the company's assets.
- Prevent access to company assets by unauthorized persons.

Generally, company property should not be removed from company facilities without specific approval of a supervisor or manager. Note that laptops and other property that may not reside at an office location are still considered company property. Laptops may be used for occasional personal use, as long as it is for a legal purpose and does not interfere with Conexant's business.

### **When in doubt, ask yourself...**

- Have I secured all appropriate file cabinets, drawers, and doors before leaving for the day?
- Am I vigilant about protecting unauthorized access to my computing systems by changing my passwords regularly?

## PERSONAL USE OF COMPANY PROPERTY

---

All of Conexant's property and information systems are intended primarily for use in connection with Conexant's business. Occasional personal use is permitted; however, employees using Conexant's property for personal use should do so with the understanding that:

- Use must not in any way interfere with Conexant's business.
- Use must be promptly discontinued at the request of Conexant's management.
- Use is expressly subject to all other applicable Conexant policies.

When in doubt, receive written approval from a manager to use company property for personal use. Conexant reserves the right to access, search, review and copy all information in company information systems, including information that the user may consider personal. Conexant also reserves the right to turn over any information from company information systems to law enforcement personnel.

Company property, including hardware, software, data and access to e-mail, the internet, and other networks must be safeguarded against damage, unauthorized alteration, theft, unauthorized access and disclosure of confidential company information. This obligation includes protecting the confidentiality of passwords. Each employee must strictly adhere to security measures, internal controls and policies to safeguard company property, the

integrity of computer systems and data, and to protect access to the company network.

Conexant's property and information systems may not be used for:

- Non-company business or profit.
- Acts that may create a hostile environment, such as sending, receiving, or viewing pornography and offensive jokes.
- Unauthorized announcements or solicitations, such as religious or political announcements, discussion in chat rooms, distribution of chain letters or unauthorized charitable solicitations.
- The creation of security risks, such as permitting unauthorized outside access to an information system or by permitting the introduction of a virus, worm or rogue program.

Employees must observe license and copyright restrictions on software and documentation and on content posted to any internal or external electronic source, such as e-mail databases, bulletin boards, newsgroups, chat rooms or web sites. In addition, software must be safeguarded from unauthorized use.

### **When in doubt, ask yourself...**

- Do I use company resources for personal reasons regularly?
- When representing the company through e-mail correspondence, is the content professional?

## GIFTS, BUSINESS COURTESIES AND GRATUITIES

---

It is the policy of the company that no employee, member of an employee's immediate family, or other representative of the company shall receive any cash, gift or gratuity in connection with the negotiation or transaction of the company's business activities. These are defined as follows:

**Gifts** – Items of value (i.e., goods, services, use of property or facilities) either given or received by an employee or representative of the company in connection with the activities of the company, its suppliers, or other interested or affected parties.

**Business Courtesies** – Accommodations such as meals, refreshments, entertainment, transportation, or lodging received by an employee or representative of the company in connection with the marketing, product information, procurement or public relations activities of the company, its suppliers, or other interested or affected parties.

**Gratuities** – Gifts or business courtesies received voluntarily and beyond the obligation of, in return for, or in anticipation of, some service or courtesy.

The underlying premise of this policy is that the company and its employees and representatives will conduct business with customers, subcontractors, suppliers and others on the basis of product and/or service quality, performance, and price without accepting anything of value that could, in fact or in appearance, influence the outcome of a transaction or negotiation.

In situations where such activities are consistent with generally accepted business practices and not prohibited by law or standards applicable to customer or supplier representatives, this policy is not intended to preclude the acceptance of gifts of modest value, limited in the aggregate to US\$200 (or its equivalent in each respective country's currency, with consideration of the

cost of living factor) in any one year.

Promotional items or sales aids bearing a company logo which are distributed generally; or business courtesies (neither lavish or excessive) extended or received by employees in connection with marketing, product information, procurement or public relations activities of the company are acceptable.

It is the policy of the company to make all of its purchases on the basis of quality, delivery and price or best value. Business gifts and courtesies may never be solicited, but may be accepted if proffered within the guidelines set forth in this policy. Gifts received in excess of these guidelines either should be returned to the giver, if practicable, or given to a charity. Appropriate correspondence should be forwarded to the giver acknowledging, but declining, the gift and outlining Conexant's policy.

The company competes in domestic and international markets. There are distinctive practices by which business is conducted in each of these markets and any employee or representative in a position to deal with the company's customers, suppliers or other interested parties must be knowledgeable of applicable laws, regulations, and standards. It may be appropriate in the case of selected businesses to establish guidelines more restrictive than those permitted by this policy.

In the event a valuable gift is received from a source other than a vendor (e.g., a dignitary from another country), or under other circumstances where the return or charitable disposition may be interpreted as an insult based on local business custom, the gift should be accepted and acknowledged. In cases where questions on compliance arise, management or the Human Resources department, and/or the Ethics Hotlines should be contacted.

Entertainment of customers, suppliers, and others is a customary and appropriate method of promoting sales, maintaining relationships of value, and otherwise advancing the interests of the Company. Entertainment expenses shall be paid for by the highest-ranking employee in attendance and approval is obtained at the next highest level of management. Expenditure of company funds for such purposes is permitted where:

- The business purpose is clearly documented and fully explained.
- The refreshments, meals, entertainment, etc., are appropriate to the circumstances and in good taste.

**When in doubt, ask yourself...**

- Have I accepted a gift or gratuity from a customer that exceeds a modest value?
- Would I feel comfortable accepting responsibility for receiving this gift in front of other customers, suppliers or co-workers?

**Question:**

What should I do if I am offered an inappropriate gift such as a weekend vacation?

**Answer:**

Tell the giver that accepting the gift violates company policy. You might also say that the company wishes to avoid any suggestion of impropriety.

## FOREIGN CORRUPT PRACTICES ACT and SUMMARY OF OTHER LAWS and REGULATIONS

---

The anti-bribery provisions of the Foreign Corrupt Practices Act (FCPA) make it unlawful for Conexant (including Conexant's subsidiaries), or any individual, firm, officer, director, employee, agent or stockholder acting on behalf of Conexant or a Conexant subsidiary, to make, offer to make, or authorize a payment or gift to a foreign official for the purpose of obtaining or retaining business for or with, or directing business to, any person, or to secure an "improper advantage."

A foreign official may include any officer or employee of a foreign government or any department, agency or instrumentality of such a government or of a public international organization, or anyone acting in an official capacity, regardless of rank, for such an entity. Prohibited payments or gifts include not only money but anything of value.

The FCPA also prohibits individuals and firms from ordering, authorizing, or assisting any other person to violate the anti-bribery provisions of the FCPA, and from conspiring to violate these provisions. For example, the FCPA prohibits an entity from making a payment through intermediaries while knowing that all or a portion of the payment will go to a foreign official in violation of FCPA restrictions. "Knowing" about the payment may include conscious disregard or deliberate ignorance of the payment on behalf of the related parties, and also knowing of circumstances under which such a prohibited payment would be substantially certain to occur.

The FCPA contains limited exceptions. For example, so called "gratuities" or "facilitating or expediting" payments to facilitate or expedite performance of a "routine governmental action" are exempt from most prohibitions of the FCPA. The statute lists the following types of facilitating payments as examples:

- obtaining permits, licenses, or other official documents;
- processing governmental papers, such as visas and work orders;
- providing police protection, mail pick-up and delivery;
- providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products; and
- scheduling inspections associated with contract performance or transit of goods across country.

There is also a complicated exception for certain entertainment expenses such as travel and lodging expenses for governmental officials that may apply in some cases.

The FCPA provides for potential criminal penalties against a violating entity and its officers, directors and employees. These include fines for violations by Conexant of up to \$2,000,000 and for officers, directors and employees up to \$250,000 (which may not be paid, or reimbursed, by the



employer) and jail terms of up to 5 years. The FCPA also contains an alternative fines provision, which allows for fines of up to twice the amount of the total gain or loss. There are also civil penalties; for example, when a competitor sues under the Racketeer Influenced and Corrupt Organizations Act (RICO) for the competitor's harm, if it lost a contract as a result of the corrupt payment or bribe. Also, the U.S. government may bar companies who violate the act from doing business with any government body, and companies who violate the FCPA may be ruled ineligible for export licenses.

Please contact the Office of the General Counsel with questions or concerns regarding compliance with, or the operation of, the FCPA before any payments are offered or made, or before entering into contracts with international consultants or agents for Conexant which would involve interface with foreign governmental officials.

### **Other Laws and Regulations – Summary**

There are many other laws governing Conexant's business and Conexant has other policies and procedures in place to address such legal requirements.

Conexant has implemented policies, practices, and procedures to ensure compliance with U.S. export and re-export controls for commercial goods. Conexant complies with the Export Administration Regulations (EAR) established by the US Department of Commerce, Bureau of Industry and Security.

Conexant is in compliance with the Electronic Industry Citizenship Coalition's (EICC) Code of Conduct. The EICC

principals established international labor and human rights standards required for conducting business.

Conexant recognizes the rights of workers to choose employment freely and join worker councils or labor unions on a voluntary basis and the right to collectively bargain as they may choose.

Conexant practices "at-will" employment in the US and other countries in which employment is at-will, which means that both Conexant and the employee have the right to terminate employment at any time, for any reason, with or without prior notice or cause.

Conexant supports efforts to eradicate slavery and human trafficking and evaluates continuously its supply chains in an effort to strengthen its practices, procedures and policies to ensure free, unfettered global trade and the highest standards of human rights possible in every country in which it does business.

### **Question:**

A government official of a foreign country has informed me that the decision to place an order with the company has not yet been finalized. However, he suggested that he would help to insure that the order is placed with the company in exchange for a computer with a Conexant logo. Is this a violation?

### **Answer:**

Any gift to a foreign official for the purpose of obtaining business violates the FCPA. Please contact the Office of the General Counsel, if any foreign official solicits gifts or gratuities in order to perform their duties.

# COMMITMENT TO ENVIRONMENTAL QUALITY and OCCUPATIONAL HEALTH and SAFETY

---

The company is committed to protecting the environment and achieving high standards of occupational health and safety. Conexant is committed to the continual improvement of its environmental management systems including resource conservation and pollution prevention. Conexant will provide a healthy and safe environment for its employees, visitors and the community of which it is a part. Conexant is committed to meeting all environmental, health and safety regulations that apply to its business.

In support of Conexant's commitment to the wellbeing of its employees and the communities in which it operates, it is Conexant's policy to:

Comply with all applicable environmental, health, and safety regulations and implement appropriate management practices.

Operate all locations in a manner that recognizes safety as fundamental to being a great place to work.

Reduce and minimize the generation of waste and, where possible, encourage the recycling of waste material.

Prevent adverse impacts from operations on the environment, health, and safety of employees and in the communities in which Conexant is a part.

Make environmental and safety concerns and conservation of energy and raw materials a priority in evaluating new and existing products, land-use decisions, process changes, material purchases and business acquisitions and divestitures.

Maintain an "open door policy" on health and safety issues with the communities in which Conexant's facilities operate.

Perform periodic reviews of all of Conexant's facilities to ensure accountability and effectiveness in conforming to regulatory and management system requirements.

Cooperate fully with federal, state and local environmental, health, and safety enforcement agencies.

Prepare and submit required reports to appropriate government agencies.

Take appropriate action to terminate any conduct that may be in violation of environmental, health and safety laws and regulations, or contrary to company policy.

**When in doubt, ask yourself...**

Do I run equipment safely?

Do I comply with company policies and environmental laws and regulations?

Am I involved with any company matters that are environmentally unsafe and jeopardize compliance with applicable environmental and safety laws?

**Question:**

We are doing product development involving the use of solvents that require environmental safety procedures. May we use "short-cut" approaches in handling these substances?

**Answer:**

No. You may consider using safer solvents or reducing the quantities of hazardous solvents where allowed by contract, but compliance with safety procedures is mandatory under the law and company policy.

## QUESTIONS AND ANSWERS

---

The following questions and answers address some of the most common issues relating to business conduct with which Conexant's employees may be confronted.

**Question:** Why is ethical business conduct important to Conexant?

**Answer:** Conexant's continued success depends on its unquestioned integrity, which its customers, shareholders, and employees have come to expect. Even the appearance of impropriety by an employee may damage Conexant's reputation.

**Question:** What should I do if I suspect a violation of company policy related to business conduct?

**Answer:** As a Conexant employee, you have an obligation to disclose any violation or potential violation as soon as possible. The suspected violation should be reported to a member of management, the Human Resources department, the Office of the General Counsel, the Office of the CEO or the Ethics Hotline. You may submit your concern anonymously.

**Question:** Should I be concerned about retaliation if I do report misconduct, fraud, or abuse?

**Answer:** Employees making any disclosures in good faith will not be subject to retribution of any kind. If an employee feels that he or she has been the victim of retaliation, he or she is encouraged to contact a member of management, the Human Resources department, the Office of the General Counsel, the Office of the CEO or the Ethics Hotline and report such retaliation. To the maximum extent permitted by law, all communications shall be treated as confidential. Retaliation will not be tolerated.

**Question:** I know my manager will not approve overtime work and I have to complete a project. I decided to work anyway but not record the time on the time card. Is this acceptable, since it is to the company's benefit that I finish my project?

**Answer:** No. Overtime work must be approved by your manager and all time worked must be recorded on your time card.

**Question:** Over the years, I have developed a file containing documents relevant to my job, including policies, procedures, organization charts, correspondence, product information, customer contacts and co-workers' phone numbers. Since I developed the file for my own reference, can I share it with contacts outside of Conexant? Furthermore, if I leave the company, can I take it with me?

**Answer:** Company data belongs to the company and should not be shared with anyone outside the company, without prior approval from management. Furthermore, if you leave the company, you may not take the company data, since it is not your personal property. All of the information mentioned above, including contact information of Conexant employees, is considered Conexant confidential information.

**Question:** What is the concern if a relative of mine works for a competitor, customer or supplier?

**Answer:** In most cases nothing, but the company needs to know about it so appropriate action can be taken to protect potential conflicts from affecting, or appearing to affect, Conexant decisions.

**Question:** Can I accept gifts offered by vendors that we do business with or potentially could do business with?

**Answer:** Unless your business or function has established a more restrictive policy, company policy permits employees to accept gifts of modest value, consistent with generally accepted ethical and legal business practices. The value of these gifts, however, may not exceed US\$200 (or its equivalent in each respective country's currency, with consideration of the cost of living factor) in any one year. Gifts valued over \$200 should not be accepted. If the gift cannot be returned, you should inform your manager, the Human Resources Department, or the Ethics Hotline.

**Question:** Where can I find other company policies and procedures?

**Answer:** On the company's intranet, or by asking the Human Resources department.

---

**Phone Numbers** *(You may also call anonymously to any of these phone numbers):*

Ethics Hotline: 949-483-4634

Human Resources Department: 949-483-4333

Office of the Chief Executive Officer: 949-483-4748

Office of the General Counsel: 949-483-5805

Sales Department: 949-483-4600



**Conexant Systems, Inc.**  
1901 Main Street, Suite 300  
Irvine, California 92614  
Rev. November 2016