



## **CODE OF ETHICS AND BUSINESS CONDUCT**

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## I. INTRODUCTION

This Code of Ethics and Business Conduct is designed to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely and understandable disclosure in reports and documents we file with or submit to the U.S. Securities and Exchange Commission and in our other public communications;
- Compliance with applicable laws, rules and regulations;
- The prompt internal reporting of violations of this Code; and
- Accountability for adherence to this Code.

This Code applies to all directors, officers and employees of the company and its subsidiaries, who, unless otherwise specified, will be referred to jointly as employees. This Code is intended to supplement, not replace, other policies and procedures of the company, and any such other policies and procedures will in no way supersede or supplement this Code. We are committed to continuously reviewing and updating our policies and procedures. The company therefore reserves the right to amend, alter or terminate this Code at any time and for any reason, subject to applicable law.

## II. YOUR RESPONSIBILITIES

- You are expected to read and understand this Code of Ethics and Business Conduct.
- You must uphold these standards in day-to-day activities and comply with all applicable policies and procedures in the Code.
- Part of your job and ethical responsibility is to help enforce this Code. You should be alert to possible violations and promptly report violations or suspected violations of this Code to your manager, the Chief Financial Officer or the General Counsel pursuant to the Whistleblower Procedures described in Section XI below.
- You must cooperate with investigations into possible Code violations and be truthful and forthcoming in the course of these investigations.
- Reprisals, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code or other company policies, or against any person who is assisting in good faith in any investigation or process with respect to such a violation, is prohibited.
- In trying to determine whether any given action is appropriate, keep these steps in mind:
  - Obtain all relevant facts.
  - Assess the responsibilities and roles of those involved.
  - Using your judgment and common sense, evaluate whether the action seems unethical or improper.
  - Seek guidance.

**If you are unsure about any situation or any provision of this Code, discuss the matter with the Human Resources Department, your manager, the Chief Financial Officer or the General Counsel.**

### III. GENERAL STANDARDS OF CONDUCT

#### Overview

Honest and ethical conduct is critical to our business. All employees, agents and consultants should proactively promote and advocate ethical behavior in our work environment.

#### Compliance with law

Obeying the law, both in letter and spirit, is the foundation on which this company's ethical standards are built. All employees, agents and consultants should seek in good faith to adhere to and comply with the laws, rules, regulations and regulatory orders applicable to the conduct of our business. If you are located or engaging in business outside of the United States, you should seek in good faith to adhere to and comply with laws, rules, regulations and regulatory orders of the United States, including the Foreign Corrupt Practices Act and U.S. export rules and regulations, in addition to the applicable laws of other jurisdictions. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from managers or other appropriate personnel. If compliance with the Code should ever conflict with the law, you must comply with the law.

Violations of laws, rules, regulations and orders may subject you to individual criminal or civil liability, in addition to discipline by the company. Violations may also subject the company to civil or criminal liability or the loss of business.

#### No discrimination or harassment

The company is committed to providing a work environment that is free of discrimination and harassment. The company is an equal opportunity employer and makes employment decisions on the basis of merit and business needs. In addition, the company strictly prohibits discrimination and harassment of any kind, including discrimination or harassment on the basis of race, color, veteran status, religion, gender, sex, sexual orientation, age, mental or physical disability, medical condition, national origin, marital status or any other characteristics protected under federal or state law or local ordinance.

#### Health and safety

You are responsible for using good judgment to help ensure a safe and healthy workplace for all employees.

### IV. AVOIDING CONFLICTS OF INTERESTS

#### Overview

Your decisions and actions in the course of your employment with the company should be based on the best interest of the company, and not based on personal relationships or benefits. You should seek to avoid situations where your personal activities and relationships conflict, or appear to conflict, with the interests of the company, except under guidelines approved by the Board of Directors. This includes situations where you may have or appear to have an indirect conflict through, for example, a significant other or a relative or other persons or entities with which you have a relationship. A conflict may also arise when you take actions or have interests that make it difficult for you to perform your work for the company objectively and effectively. You must disclose to your manager any interest that you have that may, or may appear to, conflict with the interests of the company. There are a variety of situations in which a conflict of interest may arise. While it would be impractical to attempt to list all possible situations, some common types of conflicts are discussed below.

### **Outside employment and directorships**

Unless you are a non-employee director of the company, you may not perform services as a director, employee, agent or consultant for a customer, a supplier or any other entity that has a business relationship with the company without approval from the company. Non-employee directors of the company must promptly inform the company of any such service. You may not perform services as a director, employee, agent or consultant for any competitor of the company.

### **Financial interests in other companies**

You should not have a financial interest—including an indirect interest through, for example, a relative or significant other—in any organization if that interest would give you a conflict of interest with the company. You should be particularly sensitive to financial interests in competitors, suppliers, customers, distributors and strategic partners. You may own less than 1% of a public company, provided that (i) you do not have discretionary authority in dealing with that company and (ii) the investment is not so large financially either in absolute dollars or percentage of your total investment portfolio that it creates a conflict of interest. If you are a non-employee director, you may own a financial interest in private companies that might reasonably be viewed as a current or potential competitor of the company, as long as you inform the company of this ownership.

### **Transactions with related parties**

If you have a significant financial interest in a transaction between the company and a third party—including an indirect interest through, for example, a relative or significant other—you must disclose that interest, and that interest must be approved by the company. We encourage you to seek guidance if you have any questions as to whether an interest in a transaction is significant. If it is determined that the transaction is required to be reported under SEC rules, the transaction will be subject to review and approval by the Audit Committee of the Board of Directors. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to this business.

### **Corporate opportunities**

You may not directly or indirectly exploit for personal gain any opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Board of Directors and the Board of Directors declines to pursue the opportunity.

### **Loans by the company**

Loans from the company to directors and executive officers are prohibited. Loans from the company to other officers and employees must be approved in advance by the Board of Directors or a committee thereof.

### **Election or appointment to public office**

You may serve in an elected or appointed public office provided that the position does not create a conflict of interest.

## **V. PUBLIC COMMUNICATIONS**

### **Public communications and filings**

Depending upon your position with the company, you may be called upon to provide information to help assure that the company's public reports and communications are complete, fair, accurate and understandable. You are expected to use all reasonable efforts to provide complete, accurate, objective, relevant, timely and understandable answers to inquiries related to the company's public disclosures. Individuals involved in the preparation of public reports and communications must use all reasonable efforts to comply with our disclosure

controls and procedures, which are designed to ensure full, fair, accurate, timely and understandable disclosure in our public reports and communications. If you believe that any disclosure is materially misleading or if you become aware of any material information that you believe should be disclosed to the public, it is your responsibility to bring this information to the attention of the Chief Financial Officer, the General Counsel or the Audit Committee pursuant to the Whistleblower Procedures described in Section XI below.

### **Communication procedures**

You may not communicate externally on behalf of the company unless you are authorized to do so. The company has established specific policies regarding who may communicate information to the public, the press, market professionals (such as securities analysts, institutional investors, investment advisors, brokers and dealers) and security holders on behalf of the company:

- Our President and Chief Financial Officer, and their authorized designees, are our official spokespeople for financial matters.
- Our President and Chief Financial Officer, and their authorized designees, are our official spokespeople for public comment, press, marketing, technical and other such information.

You should refer all calls or other inquiries from the press, market professionals or security holders to President or Chief Financial Officer who will see that the inquiry is directed to the appropriate persons within the company. All communications made to public audiences on behalf of the company, including formal communications and presentations made to investors, customers or the press, require prior approval of the President or Chief Financial Officer.

## **VI. FINANCIAL REPORTING**

### **Overview**

As a public company, we are required to follow strict accounting principles and standards, to report financial information accurately and completely in accordance with these principles and standards, and to have appropriate internal controls and procedures to ensure that our accounting and financial reporting complies with law. The integrity of our financial transactions and records is critical to the operation of our business and is a key factor in maintaining the confidence and trust of our employees, security holders and other stakeholders.

### **Compliance with rules, controls and procedures**

It is important that all transactions are properly recorded, classified and summarized in our financial statements, books and records in accordance with our policies, controls and procedures, as well as all generally accepted accounting principles, standards, laws, rules and regulations for accounting and financial reporting. If you have responsibility for or any involvement in financial reporting or accounting, you should have an appropriate understanding of, and you should seek in good faith to adhere to, relevant accounting and financial reporting principles, standards, laws, rules and regulations and the company's financial and accounting policies, controls and procedures. If you are a senior officer, you should seek to ensure that the internal controls and procedures in your business area are in place, understood and followed.

### **Accuracy of records and reports**

It is important that those who rely on records and reports—managers and other decision makers, creditors, customers and auditors—have complete, accurate and timely information. False, misleading or incomplete information undermines the company's ability to make good decisions about resources, employees and programs and may, in some cases, result in violations of law. Anyone involved in preparing financial or accounting records or reports, including financial statements and schedules, must be diligent in assuring that

those records and reports are complete, accurate and timely. Anyone representing or certifying as to the accuracy of such records and reports should make an inquiry or review adequate to establish a good faith belief in their accuracy. Even if you are not directly involved in financial reporting or accounting, you are likely involved with financial records or reports of some kind—a voucher, time sheet, invoice or expense report. In addition, most employees have involvement with product, marketing or administrative activities, or performance evaluations, which can affect our reported financial condition or results. Therefore, the company expects you, regardless of whether you are otherwise required to be familiar with finance or accounting matters, to use all reasonable efforts to ensure that every business record or report with which you deal is accurate, complete and reliable.

### **Intentional misconduct**

You may not intentionally misrepresent the company's financial performance or otherwise intentionally compromise the integrity of the company's reports, records, policies and procedures.

### **Dealing with auditors**

Our auditors have a duty to review our records in a fair and accurate manner. You are expected to cooperate with independent and internal auditors in good faith and in accordance with law. In addition, you must not fraudulently induce or influence, coerce, manipulate or mislead our independent or internal auditors regarding financial records, processes, controls or procedures or other matters relevant to their engagement. You may not engage, directly or indirectly, any outside auditors to perform any audit, audit-related, tax or other services, including consulting, without written approval from the Chief Financial Officer or the Audit Committee of the Board of Directors.

### **Obligation to investigate and report potential violations**

You should make appropriate inquiries in the event you may see, for example:

- financial results that seem inconsistent with underlying business performance;
- inaccurate financial records, including travel and expense reports, time sheets or invoices;
- the circumventing of mandated review and approval procedures;
- transactions that appear inconsistent with good business economics;
- the absence or weakness of processes or controls; or
- persons within the company seeking to improperly influence the work of our financial or accounting personnel, or our external or internal auditors.

Dishonest or inaccurate reporting can lead to civil or even criminal liability for you and the company and can lead to a loss of public faith in the company. You are required to promptly report any case of suspected financial or operational misrepresentation or impropriety. You should report these matters in a manner consistent with the Whistleblower Procedures described in Section XI below.

### **Keeping the Audit Committee informed**

The Audit Committee plays an important role in ensuring the integrity of our public reports. If you believe that questionable accounting or auditing conduct or practices have occurred or are occurring, you should notify the Audit Committee of the Board of Directors. In particular, the Chief Executive Officer and senior financial officers such as the Chief Financial Officer and the Controller should promptly bring to the attention of the Audit Committee any information of which he or she may become aware concerning, for example:

- the accuracy of material disclosures made by the company in its public filings;



- significant deficiencies in the design or operation of internal controls or procedures that could adversely affect the company's ability to record, process, summarize or report financial data;
- any evidence of fraud that involves an employee who has a significant role in the company's financial reporting, disclosures or internal controls or procedures; or
- any evidence of a material violation of the policies in this Code regarding financial reporting.

## VII. SAFEGUARDING COMPANY ASSETS

### Overview

All employees, agents and consultants are responsible for the proper use of company assets. This responsibility applies to all of the company's assets, including your time, work and work product; cash and accounts; physical assets such as inventory, equipment, vehicles, computers, systems, facilities and supplies; intellectual property, such as patents, copyrights, trademarks and trade secrets; and other proprietary or nonpublic information.

- You should use all reasonable efforts to safeguard company assets against loss, damage, misuse or theft.
- You should be alert to situations that could lead to loss, damage, misuse or theft of company assets, and should report any loss, damage, misuse or theft as soon as it comes to your attention.
- You should not use, transfer, misappropriate, loan, sell or donate company assets without appropriate authorization.
- You may not use company assets in a manner that would result in or facilitate the violation of law.
- You should use and safeguard assets entrusted to the company's custody by customers, suppliers and others in the same manner as company assets.

### Protecting the company's information

In the course of your involvement with the company, you may come into possession of information that has not been disclosed or made available to the general public. All nonpublic information must only be used for company business purposes. You have an obligation to use all reasonable efforts to safeguard the company's nonpublic information, as well as the non-public information of others in accordance with our agreements with them. This responsibility includes not disclosing nonpublic information in Internet discussion groups, chat rooms, bulletin boards or other electronic media. If you have any questions as to what constitutes nonpublic information, please refer to the company's Insider Trading Policy or consult the Chief Financial Officer. Each employee, agent and consultant is required to sign a Confidential Information Agreement and Inventions Assignment and Proprietary Information Agreement that addresses the use and disclosure of confidential information.

### Prohibition on insider trading

You may not directly or indirectly—through, for example, significant others, family members or controlled entities—buy or sell stocks or other securities of the company or any other company based on nonpublic information obtained from your work at the company. Please see the company's Insider Trading Policy for additional details.

## VIII. RESPONSIBILITIES TO OUR CUSTOMERS, SUPPLIERS AND COMPETITORS

### Overview

You should respect the rights of, and deal fairly with, the company's customers, suppliers, business partners and competitors in compliance with law. You should not take unfair advantage of anyone through deception, misrepresentation, manipulation, coercion, abuse of privileged information or any intentional unfair business practice.

### Improper payments; Gifts and Entertainment

You should not authorize, offer, promise or give, or solicit or accept, money, gifts, entertainment, privileges, gratuities, benefits or other items of value intended to improperly influence, directly or indirectly, any business decision or that otherwise violate law or create the appearance of impropriety. However, you may, from time to time, provide or accept business amenities to aid in building legitimate business relationships. Business amenities may include gifts not exceeding \$200 on an annual basis, meals, services, entertainment, reimbursements, loans, favors, privileges or other items of value. Any business amenity should be consistent with customary business practice and reasonable and appropriate for the circumstance. Business amenities should not be lavish or excessive. Business amenities should not violate law or create an appearance of impropriety. You should avoid providing or accepting any cash payment, or other business amenity that can be construed as a bribe or payoff. All company funds expended for business amenities must be accurately recorded in the company's books and records. In some business situations outside of the United States, it is customary and lawful for business executives to present gifts to representatives of their business partners. These gifts may be of more than a nominal value, and under the circumstances, returning the gifts or paying for them may be an affront to the giver. If you find yourself in such a situation, you must report the gift to the Chief Financial Officer. In some cases, you may be required to turn the gift over to the company. Please note that special restrictions apply when dealing with government employees. For more information, see the next section on "Working with Governments".

### Selecting suppliers

The company's policy is to select suppliers based on the merits of their products, services and business practices and to purchase supplies based on need, quality, service, price and other terms and conditions of sale. You may not establish a business relationship with any supplier if you know that its business practices violate applicable laws.

### Free and fair competition

It is our policy to lawfully compete in the marketplace. Our commitment to fairness includes respecting the rights of our competitors to compete lawfully in the marketplace and abiding by all applicable laws in the course of competing. Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. These laws are broad and far-reaching and regulate the company's relationships with its distributors, suppliers and customers. Competition laws generally address the following areas: pricing practices (including predatory pricing, price fixing and price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination and many other practices. Competition laws also govern, usually quite strictly, relationships between the company and its competitors. Collusion among competitors is illegal, and the consequences of a violation are severe. You must not enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts or other terms or conditions of sale; profits or profit margins; costs; allocation of product, customers, markets or territories;

limitations on production or supply; boycotts of customers or suppliers; or bids or the intent to bid, or even discuss or exchange information on these subjects.

The company is committed to obeying both the letter and spirit of these laws, which are often referred to as antitrust, consumer protection, competition or unfair competition laws. Although the spirit of these laws is straightforward, their application to particular situations can be quite complex. To ensure that the company complies fully with these laws, you should have a basic knowledge of them and should promptly involve our Chief Financial Officer or General Counsel when questionable situations arise.

## **IX. WORKING WITH GOVERNMENTS**

### **Overview**

Special rules govern our business and other dealings with governments. Employees, agents and consultants of the company should use all reasonable efforts to comply with all applicable laws and regulations governing contact and dealings with governments, government employees and public officials. If you deal with governments, government employees or public officials, you should undertake to understand the special rules that apply. If you have any questions concerning government relations, you should contact the Chief Financial Officer or General Counsel.

### **Requests by regulatory authorities**

You must cooperate with appropriate government inquiries and investigations in accordance with law. It is important, however, to protect the legal rights of the company with respect to its nonpublic information. All government requests for company information, documents or investigative interviews should be referred to the Chief Financial Officer or General Counsel. You should work with the Chief Financial Officer or General Counsel in responding to requests by regulatory authorities to ensure adequate and complete responses and to avoid improper disclosure of attorney-client privileged materials, trade secret information or other nonpublic information. This policy should not be construed to prevent an employee from disclosing information to a government or law enforcement agency, where the employee has reasonable cause to believe that the information discloses a violation of, or noncompliance with, a state or federal statute or regulation.

### **Improper payments to government officials**

You may not offer any payment or business amenity to a public official or a government employee if doing so could reasonably be construed as having any connection with the company's business, even if it has a nominal value or no value at all. You should be aware that what may be permissible in dealings with commercial businesses may be deemed illegal and possibly criminal in dealings with the government. You should contact the Chief Financial Officer or General Counsel for guidance.

Whether you are located in the United States or abroad, you are also responsible for fully complying with the Foreign Corrupt Practices Act. The Foreign Corrupt Practices Act makes it illegal to offer, pay, promise to pay or authorize to pay any money, gift or other item of value to any foreign official, political party or candidate to assist the company or another to obtain or retain business. All managers and supervisory personnel are expected to monitor continued compliance with the Foreign Corrupt Practices Act.

### **Political contributions**

The company reserves the right to communicate its position on important issues to elected representatives and other government officials. It is the company's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. The company's assets— including

company funds, employees' work time and company premises and equipment—must not be used for, or be contributed to, political campaigns or political activities under any circumstances without prior written approval.

### **Lobbying**

You must obtain approval from the Chief Financial Officer or General Counsel for any work activity that requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation. Work activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials on behalf of the company. Preparation, research and other background activities that are done in support of such lobbying communication are also covered by this policy even if the communication ultimately is not made.

### **Trade restrictions**

A number of countries maintain controls on the destinations to which products or software may be exported. Some of the strictest export controls are maintained by the United States against countries that the U.S. government considers unfriendly or as supporting international terrorism. The U.S. regulations are complex and apply both to deemed exports from the United States and to deemed exports of products from other countries when those products contain U.S.-origin components or technology. Software created in the United States is subject to these regulations even if duplicated and packaged abroad. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States or access by foreign nationals to certain technology may constitute a controlled export. The Chief Financial Officer or General Counsel can provide you with guidance on which countries are prohibited destinations for company products or whether a proposed technical presentation or the provision of controlled technology to foreign nationals may require a U.S. government license.

## **X. PROCEDURAL MATTERS**

### **Distribution**

All employees will receive a copy of this Code at the time they join the company and will receive periodic updates. Agents and consultants should also be provided with a copy of the Code.

### **Acknowledgment**

All new employees must sign an acknowledgment form confirming that they have read the Code and that they understand and agree to comply with its provisions. Signed acknowledgment forms will be kept in your personnel file. Failure to read the Code or to sign an acknowledgement form does not excuse any person from the terms of the Code.

### **Approvals and waivers**

Except as otherwise provided in the Code, the Board of Directors or the Audit Committee must review and approve any matters requiring special permission under the Code for a member of the Board of Directors or an executive officer. Except as otherwise provided in the Code, the Chief Financial Officer must review and approve any matters requiring special permission under the Code for any other employee, agent or consultant.

Any waiver of any provision of this Code for a member of the Board of Directors or an executive officer must be approved in writing by the Board of Directors or the Audit Committee and promptly disclosed, along with the reasons for the waiver, to the extent required by law or regulation. Any waiver of any provision of this Code with respect to any other employee, agent or consultant must be approved in writing by the Chief Financial Officer or General Counsel.

Copies of approvals and waivers will be retained by the company.

### **Reporting violations; investigations**

You should report violations or suspected violations of this Code or applicable law in accordance with the provisions of the Whistleblower Procedures described in Section XI below.

### **Disciplinary action**

The company will take appropriate action against any employee, agent or consultant whose actions are found to violate the Code. Disciplinary actions may include, at the company's sole discretion, oral or written reprimand, suspension or immediate termination of employment or business relationship, or any other disciplinary action or combination of disciplinary actions as deemed appropriate to the circumstances. A record of the disciplinary action will be retained in the employee's personnel file. In determining what disciplinary action is appropriate in a particular case, the company will take into account all relevant information, including the nature and severity of the violation, any history of warnings and violations, whether the violation appears to have been intentional or inadvertent and whether the violator reported his or her own misconduct. The company will strive to enforce the Code in a consistent manner while accounting for all relevant information. An alleged violator may make a written request for reconsideration within 14 days of notification of the final disciplinary decision. Where the company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Certain violations of this Code may also be subject to civil or criminal prosecution by governmental authorities and others. Where laws have been violated, the company will report violators to the appropriate authorities.

## **XI. WHISTLEBLOWER PROCEDURES**

### **Overview**

The company is committed to maintaining an atmosphere of open communication and trust between employees and management. Furthermore, as a public company, the integrity of our financial information is paramount. Our financial information guides the decisions of the Board of Directors and is relied upon by our stockholders and the financial markets. For those reasons, we must maintain a workplace where employees who reasonably believe that they are aware of conduct in violation of this Code or our legal duties (including, but not limited to, questionable accounting, internal accounting controls, or auditing matters, or the reporting of fraudulent financial information to our stockholders, the government or the financial markets) can raise those concerns free of any harassment, discrimination or retaliation. Therefore, we encourage those employees to report those concerns as set forth below.

### **Reporting and Investigation**

If you have reason to believe that you have become aware of a possible violation of this Code or applicable law, you must immediately report the possible violation. Examples of reportable actions include, but are not limited to, any indication of fraud, misappropriation of company resources, substantial variation in our financial reporting methodology from prior practice or from generally accepted accounting principles, disclosures in reports filed with the SEC and other public disclosures that are not full, fair, accurate, timely and understandable, conduct that is not honest and ethical, conflicts of interest, potential violations of governmental rules and regulations or this Code, and the falsification, concealment or inappropriate destruction of corporate or financial records.

Reports may be made anonymously (in accordance with laws), and must be made in one of the following ways:

- By contacting your manager;

- By contacting the Audit Committee (for matters relating to accounting, internal controls, auditing and public communications and filings), the Chief Financial Officer or the General Counsel; or
- By contacting the independent, third-party reporting service, Syntrio Lighthouse Services, through any of the following anonymous channels:
  - Calls from US and Canada: (800) 398-1496 (toll free)
  - Calls from China: 400-120-1853 (toll free)
  - Calls from all other countries: (800) 603-2869 (toll free)
    - Please see country access codes and instructions provided at this link:  
<https://www.lighthouse-services.com/documentlink/International%20Toll-free%20Hotline%20Access%20Instructions.pdf>
  - World-wide access: (800)-603-2869 (US based direct dial number, charges apply)
  - E-mail: Reports@syntrio.com
  - Website: <https://report.syntrio.com/monolithicpower>  
**The website contains options to submit a report in 39 languages**
  - Fax: (215) 689-3885 (must reference MPS in report)
  - Mailing address:
    - Syntrio Lighthouse Services,
    - 630 Freedom Business Center, 3rd Floor,
    - King of Prussia, PA 19406
  - Syntrio Lighthouse will process your report and forward it to appropriate company personnel for investigation. (Note: If we change hotline vendors or hotline numbers, we will notify you.)

Any manager receiving a report must forward that report by using one of the above reporting methods.

Regardless of which reporting method you choose, please include in your report a discussion of the following items: (i) a description of the matter or irregularity, (ii) the period of time during which you observed the matter or irregularity, and (iii) any steps that you have taken to investigate the matter or irregularity, including reporting it to a manager and the manager's reaction.

The report may include, at your option, your contact information in the event that additional information is needed. As stated above, you may choose to remain anonymous (in accordance with laws).

MPS whistle blower access options are comprehensive and appropriate. MPS IP phone system allows employees to dial international calls both for on and off-site access. The 3rd party whistle blower access also includes an internet / web reporting option (see website address above). The first type of whistleblower hotline is set up primarily for reporting perceived irregularities having financial or legal implications. Employees having access to financial or legal information in the U.S., China or Taiwan are nearly all English literate consistent with the access services provided. The second type of reporting for perceived improprieties related to overall management, working conditions or fairness, employees have multiple local access points including direct contact, on an anonymous basis, with on-site human resource, legal and financial personnel. Finally, representatives of MPS's San Jose headquarters are fluent in both English and Chinese and can be accessed by the company's e-mail or phone.

All complaints under this policy will be taken seriously and will be promptly and thoroughly investigated. MPS's General Counsel is our Chief Compliance Officer and is responsible for both investigating all allegations and reporting the outcome of those investigations to MPS's Audit Committee. The application of policies, along with MPS's responsibility to investigate, applies to allegations raised by both our employees and those from our suppliers and subcontractors. The General Counsel has full discretion to employ all resources necessary based on the nature of the allegation to ascertain the facts and circumstances necessary to draw an objective conclusion. 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.

All employees and managers have a duty to cooperate in the investigation of reports of any conduct covered by this policy. Employees will be subject to disciplinary action, including the termination of their employment, if they fail to cooperate in an investigation or deliberately provide false information during an investigation.

If, at the conclusion of its investigation, the company determines that a violation of our legal duties or policies has occurred, we will take remedial action commensurate with the severity of the offense. That action may include disciplinary action against the accused party, up to and including termination. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the quality of the information provided. Reasonable and necessary steps will also be taken to prevent any further violations of law or policy.

### **Discrimination, Retaliation or Harassment**

Any employee reporting concerns under this policy has a lawful right to raise those concerns without fear of harassment, discrimination or retaliation. As a result, the company strictly prohibits any discrimination, retaliation or harassment against any person who reports conduct in violation of our legal duties or policies (including 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 such complaints, including:

- By providing information and otherwise assisting in investigations relating to fraud against the company's stockholders conducted by (A) a federal regulatory agency, (B) a member or committee of the United States Congress or (C) any of our officers or employees, any member or committee of our Board of Directors or any agent or representative acting on their behalf; or
- By filing, testifying at, participating in or otherwise assisting a proceeding filed or about to be filed relating to allegations of fraud against our stockholders.

If you later believe that you have been subject to discrimination, retaliation, or harassment for having made a report under this policy, you must immediately report those facts to your manager, the Chief Financial Officer and/or the General Counsel. If you have reason to believe that all of those persons are involved in the matter you wish to report, then you should report those facts to the Audit Committee of the Board of Directors by emailing [Reports@syntrio.com](mailto:Reports@syntrio.com). It is imperative that you bring those matters to attention promptly, so that any concern of discrimination, retaliation, or harassment can be investigated and addressed promptly and appropriately.

Any complaint that any managers, supervisors or employees are involved in discrimination, retaliation or harassment related to the reporting or investigation of conduct in violation of our legal duties or policies will be promptly and thoroughly investigated in accordance with our investigation procedures. If a complaint of discrimination, retaliation or harassment is substantiated, appropriate disciplinary action, up to and including discharge, will be taken.



### **Additional Enforcement Action**

In addition to our internal complaint procedure, employees should also be aware that certain federal and state law enforcement agencies are authorized to review legal compliance, including reviewing questionable accounting or auditing matters, or potentially fraudulent reports of financial information.

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.

This Code has been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates our policies will be viewed as unacceptable under the terms of employment at the company. Certain violations of our policies and practices could even subject the company and/or the individual employees involved to civil and/or criminal penalties.

## **XII. ADDITIONAL INFORMATION**

Nothing in this Code of Ethics and Business Conduct creates or implies an employment contract or term of employment. Employment at the company is employment at-will. Employment at-will may be terminated with or without cause and with or without notice at any time by the employee or the company. Nothing in this Code shall limit the right to terminate employment at-will. No employee of the company has any authority to enter into any agreement for employment for a specified period of time or to make any agreement or representation contrary to the company's policy of employment at-will. Only the President and the Chief Financial Officer of the company have the authority to make any such agreement, which must be in writing. The policies in this Code do not constitute a complete list of company policies or a complete list of the types of conduct that can result in discipline, up to and including discharge.