



## MAGNACHIP SEMICONDUCTOR CORPORATION

### CODE OF BUSINESS CONDUCT AND ETHICS

Effective September 4, 2018

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## **I. INTRODUCTION**

This Code of Business Conduct and Ethics helps ensure compliance with legal requirements and our standards of business conduct. All Company directors, officers, and employees are expected to read and understand this Code of Business Conduct and Ethics, uphold these standards in day-to-day activities, comply with all applicable policies and procedures, and ensure that all agents and contractors are aware of, understand and adhere to these standards.

Because the principles described in this Code of Business Conduct and Ethics are general in nature, you should also review all applicable Company policies and procedures for more specific instruction, and contact the Compliance & Internal Audit (the "C&IA Team") if you have any questions.

Nothing in this Code of Business Conduct and Ethics, in any company policies and procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment.

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code of Business Conduct and Ethics is subject to modification. This Code of Business Conduct and Ethics supersedes all other such codes, policies, procedures, instructions, practices, rules or written or verbal representations to the extent they are inconsistent.

Please sign the acknowledgment form at the end of this Code of Business Conduct and Ethics and return the form to the Human Resources & Corporate Support (the "HR&CS Team") indicating that you have received, read, understand and agree to comply with the Code of Business Conduct and Ethics. The signed acknowledgment form will be located in your personnel file.

## **II. PURPOSE**

The purpose of this Code of Business Conduct and Ethics is to codify standards that are reasonably 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;
- Avoidance of conflicts of interest, including disclosure to an appropriate person or persons identified in this code of any material transaction or relationship that reasonably could be expected to give rise to such a conflict;
- Full, fair, accurate, timely, and understandable disclosure in reports and documents that the Company files with, or submits to, the United States Securities and Exchange Commission (the "SEC") and in other public communications made by the Company;
- Compliance with applicable governmental laws, rules and regulations;
- The prompt internal reporting to an appropriate person or persons identified in this Code of Business Conduct and Ethics of violations of the Code of Business Conduct and Ethics; and
- Accountability for adherence to the Code of Business Conduct and Ethics.

### **III. COMPLIANCE IS EVERYONE'S BUSINESS**

Ethical business conduct is critical to our business. As a Company director, officer, or employee, your responsibility is to respect and adhere to these practices. Many of these practices reflect legal or regulatory requirements. Violations of these laws and regulations can create significant liability for you, the Company, and its directors, officers, and employees.

Part of your job and ethical responsibility is to help enforce this Code of Business Conduct and Ethics. You should be alert to possible violations and promptly report possible violations to the C&IA Team. You must cooperate in any internal or external investigations of possible violations. Reprisal, threats, retribution, or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code of Business Conduct and Ethics or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

Violations of law, this Code of Business Conduct and Ethics, or other Company policies or procedures should be promptly reported to the C&IA Team.

Violations of law, this Code of Business Conduct and Ethics or other Company policies or procedures by Company directors, officers, or employees can lead to disciplinary action up to and including termination.

In trying to determine whether any given action is appropriate, use the following test. Imagine that the words you are using or the action you are taking is going to be fully disclosed in the media with all the details, including your photo. If you are uncomfortable with the idea of this information being made public, perhaps you should think again about your words or your course of action.

In all cases, if you are unsure about the appropriateness of an event or action, please seek assistance in interpreting the requirements of these practices by contacting the C&IA Team before you act.

You can report any violations of law, this Code of Business Conduct and Ethics, or other Company policies or procedures via our website at [www.magnachip.com](http://www.magnachip.com) or via mail at: Person in charge of MagnaBlueline, C&IA Team, 15th floor, 501 Teheran-ro, Gangnam-gu, Seoul, 06168, South Korea. Please disclose the allegation in detail and attach related documents, if any. Although whistleblowers have the right to report anonymously, we cannot provide the results of our investigation to the whistleblower if anonymous. The reporting system is not to be used to defame, harass, or file unfounded or spurious allegations. Should you have any questions regarding MagnaBlueline, please contact the C&IA Team at 82-2-6903-3491.

We will protect the identity of whistleblowers. Employees or departments outside the C&IA Team are prohibited from inquiring as to a whistleblower's identity, and disclosure of the identity of a whistleblower without the whistleblower's consent is not allowed. All reports will be validated through confidential investigations by the Legal Team and our Audit Committee Chairperson.

### **IV. RESPONSIBILITIES TO THE COMPANY AND ITS STOCKHOLDERS**

#### **A. General Standards of Conduct**

The Company expects all directors, officers, employees, agents, and contractors to act with honesty and integrity, to conduct themselves ethically, to share knowledge and maintain skills important and relevant to the Company's needs, and to exercise good judgment to ensure the safety and welfare of all directors, officers, employees, agents, and contractors and to maintain a cooperative,

efficient, positive, harmonious, and productive work environment and business organization. Each director, officer, and employee of the Company should endeavor to deal fairly with the Company's customers, suppliers, competitors, and employees. None should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice. These standards apply while working on our premises, at offsite locations where our business is being conducted, at Company-sponsored business and social events, or at any other place where you are a representative of the Company. Directors, officers, employees, agents, or contractors who engage in misconduct or whose performance is unsatisfactory may be subject to corrective action, up to and including termination.

## **B. Public Disclosures**

It is Company policy to make full, fair, accurate, timely, and understandable disclosure in its public communications, including SEC filings. Each director, officer, and employee who is involved in the Company's disclosure process, including the Company's principal executive officer, principal financial officer, principal accounting officer, and all senior financial officers, are responsible for acting in furtherance of this policy. In particular, these individuals must maintain familiarity with the disclosure requirements applicable to the Company and are prohibited from knowingly misrepresenting, omitting, or causing others to misrepresent or omit, material facts about the Company to others, whether within or outside the Company, including the Company's independent auditors. In addition, any director, officer, or employee who has a supervisory role in the Company's disclosure process has an obligation to discharge his or her responsibilities diligently.

## **C. Compliance with Laws, Rules, and Regulations**

All Company directors, officers, employees, agents, and contractors must comply with all applicable laws, regulations, rules, and regulatory orders of the cities, states, and countries in which the Company operates. Accordingly, all Company directors, officers, and employees must comply with the laws, regulations, rules, and regulatory orders of the United States, including the Foreign Corrupt Practices Act and the U.S. Export Control Act, in addition to applicable local laws in the Republic of Korea and elsewhere. Each director, officer, employee, agent, and contractor must acquire appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek advice from the C&IA Team on specific Company policies and procedures. Violations of laws, regulations, rules, and orders may subject the director, officer, employee, agent, or contractor to individual criminal or civil liability, as well as to discipline by the Company. Such individual violations may also subject the Company to civil or criminal liability or the loss of business.

## **D. Conflicts of Interest**

Each of us has a responsibility to the Company, our stockholders and each other. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations where a conflict of interest might occur or appear to occur. The Company is subject to scrutiny from many different individuals and organizations. We should always strive to avoid even the appearance of impropriety. If a proposed transaction, situation, or relationship raises any questions or doubts in your mind you should consult the C&IA Team immediately.

What constitutes a conflict of interest? A conflict of interest occurs when an individual's private interest interferes in any way – or even appears to interfere – with the interests of the Company as a whole. A conflict situation can arise when a director, officer, or employee takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when a director, officer, or employee, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company. Examples include:

(i) *Employment/Outside Employment.* In consideration of your employment with the Company, you are expected to devote your full attention to the business interests of the Company. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to the Company or is otherwise in conflict with or prejudicial to the Company. Our policies prohibit any employee from accepting simultaneous employment with a Company supplier, customer, business partner, or competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, you must disclose to the Company any interest that you have that may conflict with the business of the Company. If you have any questions on this requirement, you should contact the C&IA Team.

(ii) *Outside Directorships.* It is a conflict of interest to serve as a director of any company that competes with the Company. Although you may serve as a director of a Company supplier, customer, or other business partner, our policy requires that you first obtain approval from the Company's Chief Compliance Officer before accepting a directorship. Any compensation you receive should be commensurate to your responsibilities. Such approval may be conditioned upon the completion of specified actions.

(iii) *Business Interests.* If you are considering investing in a Company customer, supplier, partner, or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to the Company. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; your ability to influence the Company's decisions; your access to confidential information of the Company or of the other company; and the nature of the relationship between the Company and the other company.

(iv) *Gifts.* You should not make gifts or payments or provide special favors to customers, suppliers, partners or competitors (or their immediate family members) with a value significant enough to cause the customer, supplier, partner or competitor to make a purchase or take or forego other action which is beneficial to the Company and which the customer, supplier, partner or competitor would not otherwise have taken.

(v) *Property Interests.* It is a conflict of interest if you or a member of your family acquire an interest in property (such as real estate, patent or other intellectual property rights or securities) in which you have reason to know the Company has, or might have, a legitimate interest.

(vi) *Related Parties.* As a general rule, you should avoid conducting Company business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role. Relatives include spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships, and in laws. Significant others include persons living in a spousal (including same sex) or familial fashion with a director, officer, or employee. The Company discourages the employment of relatives and significant others in positions or assignments within the same department and prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g., an auditing or control relationship, or a supervisor/subordinate relationship). The purpose of this policy is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/subordinate relationship. If a question arises about whether a relationship is covered by this policy, the HR&CS Team is responsible for determining whether an applicant's or transferee's acknowledged relationship is covered by this policy. The HR&CS Team shall advise all affected applicants and transferees of this policy. Willful withholding of information regarding a prohibited relationship/reporting arrangement may be subject to corrective action, up to and including termination. If a prohibited relationship exists or develops between two employees, the employee in the senior position must bring this to the attention of his/her supervisor. The Company retains the prerogative to separate the individuals at the earliest possible time, either by reassignment or by termination, if necessary.

(vii) *Other Situations.* Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts in your mind you should consult the C&IA Team.

The Company has adopted a policy that requires the review and approval of any transaction, arrangement or relationship where the Company was, is or will be a participant and the amount involved exceeds \$10,000, and in which any “Related Person” (generally defined as any director (or director nominee) or executive officer of the Company, beneficial owner of more than 5% of the Company stock, any immediate family member of the foregoing and any entity in which any of the foregoing persons is employed or is a partner or principal or in which that person has a 10% or greater beneficial ownership interest) had, has or will have a direct or indirect interest. Before entering any such transaction, arrangement or relationship, the C&IA Team must be notified of the facts and circumstances of the proposed transaction, arrangement or relationship. If the C&IA Team determines that a transaction, arrangement or relationship is indeed a related party transaction, then such transaction will be sent to the Audit Committee (or the Chair of such committee) for their review and approval. Only those transactions that are in the best interests of the Company shall be approved. For more detail, please see the Company’s Related Person Transactions Policy, a copy of which is available on the Company’s website.

#### **E. Corporate Opportunities**

Directors, officers, and employees may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information, or position unless the opportunity is disclosed fully in writing to the Company’s Board of Directors and the Board of Directors declines to pursue such opportunity. Directors, officers, and employees may not use corporate property, information, or position for personal gain and may not compete with the Company.

#### **F. Protecting the Company’s Confidential Information**

The Company’s confidential information is a valuable asset. The Company’s confidential information includes, without limitation, intellectual property, product architectures, documents, source codes, product plans and road maps, business plans, marketing plans, names and lists of customers, dealers, and employees, prototypes, samples, and financial analysis and information. This information is the property of the Company and may be protected by patent, trademark, copyright, and trade secret laws. All confidential information must be used for Company business purposes only. Every director, officer, employee, agent, and contractor must safeguard it. **THIS RESPONSIBILITY INCLUDES NOT DISCLOSING THE COMPANY CONFIDENTIAL INFORMATION OVER THE INTERNET.** You are also responsible for properly labeling any and all documentation shared with or correspondence sent to the Legal Team or outside counsel as “Attorney-Client Privileged.” This responsibility includes the safeguarding, securing, and proper disposal of confidential information in accordance with the Company’s policy on Maintaining and Managing Records set forth in Section IV.I of this Code of Business Conduct and Ethics. This obligation extends to confidential information of third parties, which the Company has rightfully received under Non-Disclosure Agreements. See the Company’s policy dealing with Handling Confidential Information of Others set forth in Section V.D of this Code of Business Conduct and Ethics.

(i) *Proprietary Information Agreement.* When you joined the Company, you signed an agreement to protect and hold confidential the Company’s proprietary information. This agreement remains in effect for as long as you work for the Company and after you leave the Company. Under this agreement, you may not disclose the Company’s confidential information to anyone or use it to benefit anyone other than the Company without the prior written consent of an authorized Company officer.

(ii) *Disclosure of Company Confidential Information.* To further the Company's business, from time to time our confidential information may be disclosed to potential business partners. However, such disclosure should never be done without carefully considering its potential benefits and risks. If you determine in consultation with your manager and other appropriate Company management that disclosure of confidential information is necessary, you must then contact the Legal Team to ensure that an appropriate written nondisclosure agreement is signed prior to the disclosure. The Company has standard nondisclosure agreements suitable for most disclosures. You must not sign a third party's nondisclosure agreement or accept changes to the Company's standard nondisclosure agreements without review and approval by the Company's Legal Team. In addition, all Company materials that contain Company confidential information, including presentations, must be reviewed and approved by the Company's Legal Team prior to publication or use. Furthermore, any employee publication or publicly made statement that might be perceived or construed as attributable to the Company, made outside the scope of his or her employment with the Company, must be reviewed and approved in writing in advance by the CEO Office Direct and Legal Team and must include the Company's standard disclaimer that the publication or statement represents the views of the specific author and not of the Company.

(iii) *Requests by Regulatory Authorities.* The Company and its directors, officers, employees, agents, and contractors must cooperate with appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of the Company with respect to its confidential information. All government requests for information, documents, or investigative interviews must be referred to the Company's Legal Team. No financial information may be disclosed without the prior approval of the Chief Financial Officer.

(iv) *Company Spokespeople.* As a company with securities registered with the U.S. Securities and Exchange Commission, the Company is required to comply with Regulation FD, or "Fair Disclosure." This regulation is intended to ensure that confidential information regarding the Company and its businesses is communicated to investors and other interested persons in an orderly fashion. To ensure compliance with this regulation, the Company has established specific policies regarding who may communicate information to the press and the financial analyst community. All inquiries or calls from the press and financial analysts should be referred to the Chief Financial Officer or CEO Office Direct. The Company has designated its CEO and CFO as official Company spokespeople for financial matters. The Company has designated its CEO Office Direct as official Company spokespeople for marketing, technical, and other such information. These designees are the only people who may communicate with the press on behalf of the Company.

## **G. Securities Trading Policy**

The Company and each of its directors, officers, and employees are subject to U.S. federal and state securities laws that may impose significant penalties, both criminal (including possible jail terms) and civil, for trading securities based on material information that has not become publicly available. In particular, these laws potentially apply to common stock or other securities convertible or exercisable into shares of the Company's common stock (collectively, "Company Stock").

The Company has adopted a Securities Trading Policy. The purpose of the Securities Trading Policy is to describe the standards concerning the handling of non-public information relating to the Company and the buying and selling of securities of the Company. Violators of the policy may be subject to immediate termination or other disciplinary action by the Company as well as the possible penalties referred to above. For more information on the Company's policy related to trading in Company Stock by directors, officers and employees of the Company, see the Company's Securities Trading Policy, a copy of which is available on the Company's website or upon request to the Legal Team.

## H. Use of Company's Assets

(i) *General.* Protecting the Company's assets is a key fiduciary responsibility of every director, officer, employee, agent, and contractor. Care should be taken to ensure that assets are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. All Company directors, officers, employees, agents, and contractors are responsible for the proper use of Company assets, and must safeguard such assets against loss, damage, misuse, or theft. Directors, officers, employees, agents, or contractors who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any Company asset may be subject to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion. Company equipment and assets are to be used for Company business purposes only. Directors, officers, employees, agents, and contractors may not use Company assets for personal use, nor may they allow any other person to use Company assets. Questions regarding this policy should be brought to the attention of the C&IA Team.

(ii) *Physical Access Control.* The Company has and will continue to develop procedures covering physical access control to ensure privacy of communications, maintenance of the security of the Company communication equipment, and the safeguarding of Company assets from theft, misuse, and destruction. You are personally responsible for complying with the level of access control that has been implemented in the facility where you work on a permanent or temporary basis. You must not defeat or cause to be defeated the purpose for which the access control was implemented.

(iii) *Company Funds.* Every Company officer and employee is personally responsible for all Company funds over which he or she exercises control. Company agents and contractors should not be allowed to exercise control over Company funds. Company funds must be used only for Company business purposes. Every Company director, officer, employee, agent, and contractor must take reasonable steps to ensure that the Company receives good value for Company funds spent, and must maintain accurate and timely records of each and every expenditure. Expense reports must be accurate and submitted in a timely manner. Company directors, officers, employees, agents, and contractors must not use Company funds for any personal purpose.

(iv) *Computers and Other Equipment.* The Company strives to furnish employees with the equipment necessary to efficiently and effectively do their jobs. You must care for that equipment and to use it responsibly only for Company business purposes. If you use Company equipment at your home or off site, take precautions to protect it from theft or damage, just as if it were your own. If the Company no longer employs you, you must immediately return all Company equipment. While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to promote Company's interests, all such computers and electronic devices, whether used entirely or partially on the Company's premises or with the aid of the Company's equipment or resources, must remain fully accessible to the Company and, to the maximum extent permitted by law, will remain the sole and exclusive property of the Company.

Employees, agents, and contractors should not maintain any expectation of privacy with respect to information transmitted over, received by, or stored in any electronic communications device owned, leased, or operated in whole or in part by or on behalf of the Company. To the extent permitted by applicable law, the Company retains the right to gain access to any information received by, transmitted by, or stored in any such electronic communications device, by and through its employees, agents, contractors, or representatives, at any time, either with or without an employee's or third party's knowledge, consent or approval.

(v) *Software.* All software used by employees to conduct Company business must be appropriately licensed. Never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright



infringement and may expose you and the Company to potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software may subject the employee to disciplinary action, up to and including termination. The Company's Strategy & Operation Division will inspect Company computers periodically to verify that only approved and licensed software has been installed. Any non-licensed/supported software will be removed.

(vi) *Electronic Usage.* The purpose of this policy is to make certain that employees utilize electronic communication devices in a legal, ethical, and appropriate manner. This policy addresses the Company's responsibilities and concerns regarding the fair and proper use of all electronic communications devices within the organization, including computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, and telephones. Posting or discussing information concerning the Company's products or business on the Internet without the prior written consent of the Chief Compliance Officer is prohibited. Any other form of electronic communication used by employees currently or in the future is also intended to be encompassed under this policy. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Employees are therefore encouraged to use sound judgment whenever using any feature of our communications systems.

## **I. Maintaining and Managing Records**

The purpose of this policy is to set forth and convey the Company's business and legal requirements in managing records, including all recorded information regardless of medium or characteristics. Records include paper documents, CDs, computer hard disks, e-mail, floppy disks, microfiche, microfilm or all other media. The Company is required by applicable laws, rules and regulations to retain certain records and to follow specific guidelines in managing its records. Civil and criminal penalties for failure to comply with such guidelines can be severe for directors, officers, employees, agents, contractors, and the Company, and failure to comply with such guidelines may subject the employee, agent, or contractor to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion.

## **J. Records on Legal Hold**

A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. The Legal Team determines and identifies what types of Company records or documents are required to be placed under a legal hold. Every Company director, officer, employee, agent, and contractor must comply with this policy. Failure to comply with this policy may subject the director, officer, employee, agent, or contractor to disciplinary action, up to and including termination of employment or business relationship at the Company's sole discretion.

The Company's Legal Team will notify you if a legal hold is placed on records for which you are responsible. You then must preserve and protect the necessary records in accordance with instructions from the Company's Legal Team. **RECORDS OR SUPPORTING DOCUMENTS THAT HAVE BEEN PLACED UNDER A LEGAL HOLD MUST NOT BE DESTROYED, ALTERED, OR MODIFIED UNDER ANY CIRCUMSTANCES.** A legal hold remains effective until it is officially released in writing by the Legal Team. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Legal Team. If you have any questions about this policy you should contact the Company's Legal Team.

## **K. Payment Practices**

(i) *Accounting Practices.* The Company's responsibilities to its stockholders and the investing public require that all transactions be fully and accurately recorded in

the Company's books and records in compliance with all applicable laws. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Company policy and the law. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion.

(ii) *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 applicable laws, rules, and regulations regarding political contributions. The Company's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of the Chief Compliance Officer and, if required, the Board of Directors.

(iii) *Prohibition of Inducements.* Under no circumstances may directors, officers, employees, agents, or contractors offer to pay, make payment, promise to pay, or issue authorization to pay any money, gift, or anything of value to customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to improperly influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Questions regarding whether a particular payment or gift violates this policy should be directed to the C&IA Team.

#### **L. Foreign Corrupt Practices Act**

The Company requires full compliance with the United States Foreign Corrupt Practices Act (FCPA) by all of its directors, officers, employees, agents, and contractors.

The anti-bribery and corrupt payment provisions of the FCPA make illegal any corrupt offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value to any foreign official, or any foreign political party, candidate or official, for the purpose of influencing any act or failure to act, in the official capacity of that foreign official or party; or inducing the foreign official or party to use influence to affect a decision of a foreign government or agency, in order to obtain or retain business for anyone, or direct business to anyone.

All Company directors, officers, employees, agents, and contractors whether located in Korea, the United States or elsewhere, are responsible for FCPA compliance and the procedures to ensure FCPA compliance. All managers and supervisory personnel are expected to monitor continued compliance with the FCPA to ensure compliance with the highest moral, ethical, and professional standards of the Company. FCPA compliance includes the Company's policy on Maintaining and Managing Records in Section IV.I of this Code of Business Conduct and Ethics.

#### **M. Export Controls**

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 exports from the United States and to exports of products from other countries, when those products contain U.S.-origin components or technology. In some circumstances, an oral presentation containing technical data made to foreign nationals in the United States may constitute a controlled export. The Legal Team can provide you with guidance on which countries are prohibited destinations for Company products.

## **V. RESPONSIBILITIES TO OUR CUSTOMERS AND OUR SUPPLIERS**

### **A. Customer Relationships**

If your job puts you in contact with any Company customers or potential customers, it is critical for you to remember that you represent the Company to the people with whom you are dealing. Act in a manner that creates value for our customers and helps to build a relationship based upon trust. The Company and its employees have provided products and services for many years and have built up significant goodwill over that time. This goodwill is one of our most important assets, and the Company directors, officers, employees, agents, and contractors must act to preserve and enhance our reputation.

### **B. Payments or Gifts from Others**

Under no circumstances may directors, officers, employees, agents, or contractors accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Questions regarding whether a particular payment or gift violates this policy are to be directed to the C&IA Team.

Gifts given by the Company to suppliers or customers or received from suppliers or customers should always be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety.

### **C. Publications of Others**

The Company subscribes to many publications that help employees do their jobs better. These include newsletters, reference works, online reference services, magazines, books, and other digital and printed works. Copyright law generally protects these works, and their unauthorized copying and distribution constitute copyright infringement. You must first obtain the consent of the publisher of a publication before copying publications or significant parts of them. When in doubt about whether you may copy a publication, consult the C&IA Team.

### **D. Handling the Confidential Information of Others**

The Company has many kinds of business relationships with many companies and individuals. Sometimes, these companies and individuals will volunteer confidential information about their products or business plans to induce the Company to enter into a business relationship. At other times, we may request that a third party provide confidential information to permit the Company to evaluate a potential business relationship with that party. Whatever the situation, we must take special care to handle the confidential information of others responsibly. We handle such confidential information in accordance with our agreements with such third parties. See also the Company's policy on Maintaining and Managing Records in Section IV.I of this Code of Business Conduct and Ethics.

(i) *Appropriate Nondisclosure Agreements.* Confidential information may take many forms. An oral presentation about a company's product development plans may contain protected trade secrets. A customer list or employee list may be a protected trade secret. A demo of product may contain information protected by trade secret and patent laws.

You should never accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate nondisclosure agreement has been signed with the party offering the information. **THE**

**LEGAL TEAM CAN PROVIDE NONDISCLOSURE AGREEMENTS TO FIT ANY PARTICULAR SITUATION, AND WILL COORDINATE APPROPRIATE EXECUTION OF SUCH AGREEMENTS ON BEHALF OF THE COMPANY.**

Even after a nondisclosure agreement is in place, you should accept only the information necessary to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate a deal. If more detailed or extensive confidential information is offered and it is not necessary, for your immediate purposes, it should be refused.

(ii) *Need-to-Know.* Once a third party's confidential information has been disclosed to the Company, we have an obligation to abide by the terms of the relevant nondisclosure agreement and limit its use to the specific purpose for which it was disclosed and to disseminate it only to other Company employees with a need to know the information. Every director, officer, employee, agent, and contractor involved in a potential business relationship with a third party must understand and strictly observe the restrictions on the use and handling of confidential information. When in doubt, consult the Legal Team.

(iii) *Notes and Reports.* When reviewing the confidential information of a third party under a nondisclosure agreement, it is natural to take notes or prepare reports summarizing the results of the review and, based partly on those notes or reports, to draw conclusions about the suitability of a business relationship. Notes or reports, however, can include confidential information disclosed by the other party and so should be retained only long enough to complete the evaluation of the potential business relationship. Subsequently, they should be either destroyed or turned over to the Legal Team for safekeeping or destruction. They should be treated just as any other disclosure of confidential information is treated: marked as confidential and distributed only to those Company employees with a need to know.

(iv) *Competitive Information.* You should never attempt to obtain a competitor's confidential information by improper means, and you should especially never contact a competitor regarding their confidential information. While the Company may, and does, employ former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former employers.

## **E. Selecting Suppliers**

The Company's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with the Company, they must be confident that they will be treated lawfully and in an ethical manner. The Company's policy is to purchase supplies based on need, quality, service, price and terms and conditions. The Company's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. Under no circumstances should any Company director, officer, employee, agent, or contractor attempt to coerce suppliers in any way. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate nondisclosure agreement has been signed. A supplier to the Company is generally free to sell its products or services to any other party, including competitors of the Company. In some cases where the products or services have been designed, fabricated, or developed to our specifications the agreement between the parties may contain restrictions on sales.

## **F. Government Relations**

It is the Company's policy to comply fully with all applicable laws and regulations governing contact and dealings with government employees and public officials, and to adhere to high ethical, moral, and legal standards of business conduct. This policy includes strict compliance with all applicable laws, rules, and regulations. If you have any questions concerning government relations you should contact the C&IA Team.

## **G. Lobbying**

Directors, officers, employees, agents, or contractors whose work requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation must have prior written approval of such activity from the Chief Compliance Officer. Activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials. Preparation, research, and other background activities that are done in support of lobbying communication are also covered by this policy even if the communication ultimately is not made.

## **H. Government Contracts**

It is the Company's policy to comply fully with all applicable laws and regulations that apply to government contracting. It is also necessary to strictly adhere to all terms and conditions of any contract with local, state, provincial, federal, foreign, or other applicable governments. The Legal Team must review and approve all contracts with any government entity.

## **I. Free and Fair Competition**

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. The Company is committed to obeying both the letter and spirit of these laws. The consequences of not doing so can be severe for all of us.

These laws often regulate the Company's relationships with its distributors, resellers, dealers, and customers. Competition laws generally address the following areas: pricing practices (including 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. As a general rule, contacts with competitors should be limited and should always avoid subjects such as prices or other terms and conditions of sale, customers, and suppliers. Directors, officers, employees, agents, or contractors of the Company may not knowingly make false or misleading statements regarding its competitors or the products of its competitors, customers, or suppliers. Participating with competitors in a trade association or in a standards creation body is acceptable when the association has been properly established, has a legitimate purpose, and has limited its activities to that purpose.

No director, officer, employee, agent, or contractor shall at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts, other terms or conditions of sale, profits or profit margins, costs, allocation of product or geographic markets, allocation of customers, limitations on production, boycotts of customers or suppliers, or bids or the intent to bid, or even discuss or exchange information on these subjects. In some cases, legitimate joint ventures with competitors may permit exceptions to these rules, as may bona fide purchases from or sales to competitors on non-competitive products, but the C&IA Team must review all such proposed transactions in advance. These prohibitions are absolute and strict observance is required. Collusion among competitors is illegal, and the consequences of a violation are severe.

Although the spirit of these laws, known as "antitrust," "competition," or "consumer protection" or unfair competition laws, is straightforward, their application to particular situations can be quite complex. To ensure that the Company complies fully with these laws, each of us should have a basic knowledge of them and should involve our C&IA Team early on when questionable situations arise.

## **J. Industrial Espionage**

It is the Company's policy to lawfully compete in the marketplace. This commitment to fairness includes respecting the rights of our competitors and abiding by all applicable laws in the course of competing. The purpose of this policy is to maintain the Company's reputation as a lawful competitor and to help ensure the integrity of the competitive marketplace. The Company expects its competitors to respect our rights to compete lawfully in the marketplace, and we must respect their rights equally. Company directors, officers, employees, agents, and contractors may not steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners, or competitors.

## **VI. WAIVERS**

Any waiver of any provision of this Code of Business Conduct and Ethics for a member of the Company's Board of Directors or an executive officer must be approved in writing by the Company's Board of Directors and promptly disclosed. Any waiver of any provision of this Code of Business Conduct and Ethics with respect any other employee, agent, or contractor must be approved in writing by the Chief Compliance Officer.

## **VII. DISCIPLINARY ACTIONS**

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to the Company, its stockholders and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all of our directors, officers, employees, agents, contractors, and consultants to adhere to these rules in carrying out their duties for the Company.

The Company will take appropriate action against any director, officer, employee, agent, contractor, or consultant whose actions are found to violate these policies or any other policies of the Company. Disciplinary actions may include immediate termination of employment or business relationship at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities.

**ACKNOWLEDGMENT OF RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS**

I have received and read the Company’s Code of Business Conduct and Ethics. I understand the standards and policies contained in the Company Code of Business Conduct and Ethics and understand that there may be additional policies or laws specific to my job. I further agree to comply with the Company Code of Business Conduct and Ethics.

If I have questions concerning the meaning or application of the Company Code of Business Conduct and Ethics, any Company policies, or the legal and regulatory requirements applicable to my job, I know I can consult the C&IA Team, knowing that my questions or reports to these sources will be maintained in confidence.

\_\_\_\_\_  
Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

Please sign and return this form to the HR&CS Team.