



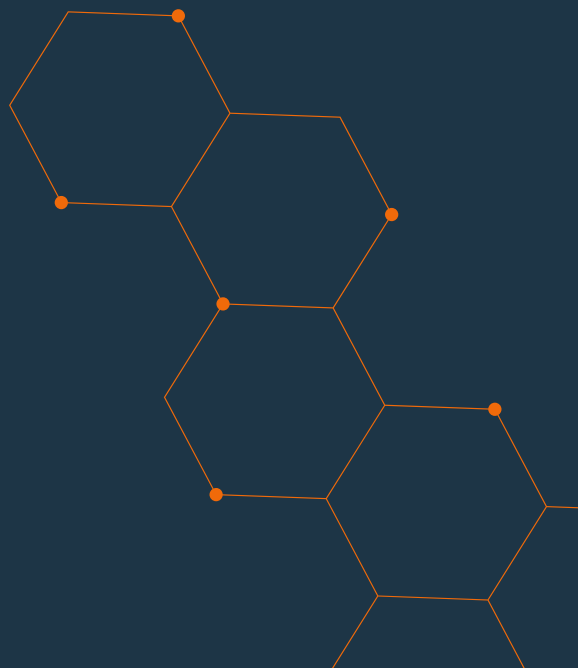
# Our Values

Code of Business Conduct

onsemi<sup>™</sup>



At **onsemi**, our contributions matter. Through our intelligent technology, we enhance lives and help solve our customers' most challenging problems. Together, we create a better, more sustainable future.



onsemi<sup>™</sup>

Intelligent Technology.  
Better Future.



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# Message From Our CEO

At **onsemi**, we believe that our contributions matter. Through our intelligent power and sensing technologies, we enhance lives and help to solve our customers' most challenging problems. Together, we create a better, more sustainable future. As we continue to push the boundaries of industry-transforming solutions, it is critical that we remain steadfast and committed to the highest standards of integrity, compliance, ethical behavior, and sound corporate governance. Whether you are a new employee or have been a part of the **onsemi** team for years, it is important to reflect regularly on who we are and how we conduct ourselves in the course of doing business. By working together and striving for excellence in all we do, we can enrich the quality of our business decisions and consistently behave in ways that enhance our reputation as a great employer, a great business partner, and a great corporate citizen.

We are a team of talented, engaged, and empowered individuals that live our "core values" of purpose, innovation, and excellence each day. Our core values are not just words, but a mindset that flows through every interaction or decision we make. It creates a culture of respect, honesty, integrity, and collaboration that collectively unites us and transforms how we contribute to our work, our community, and our environment.

Our Code of Business Conduct ("Code") outlines the broad principles and guidelines for ethically and legally compliant behavior, as embraced by our Company in its core values, and is a roadmap to help you navigate the operating parameters in our businesses. These guidelines apply to each of us in our day-to-day business dealings, as well as in our personal activities that relate to our Company. While it does not cover all ethical or legal situations we may face, it does summarize many of the laws that we must know and follow in the locations where we do business and, when combined with good judgment, provides guidance on our decisions and actions.

The Code also provides detailed information and resources to assist you in the event you are faced with ethical or legal issues or concerns. At **onsemi**, we take our Code seriously and commit, individually and collectively as a team, to being responsible for upholding these principles. We encourage you to report any and all concerns regarding a suspected or actual failure to abide by the Code, or any

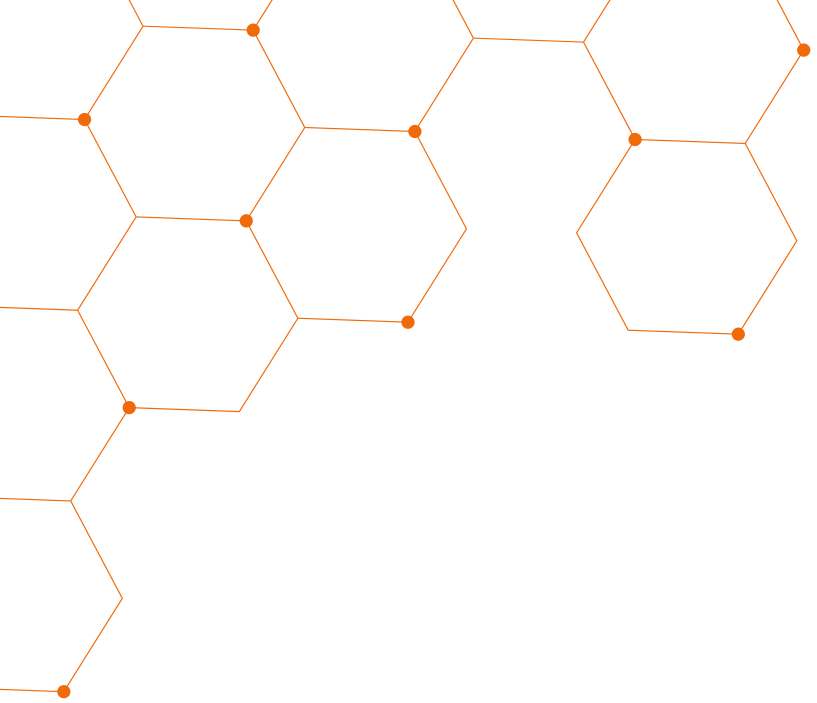


applicable law or regulation, to our ethics and compliance group, our chief compliance officer, or any of the other reporting channels. We will not tolerate acts of retaliation against anyone who, in good faith, seeks guidance, asks questions, raises a concern, or reports an incident.

Take the time to read through the Code and understand the guidance. If you have any questions regarding the Code or understanding how it may apply to your work, seek advice from the resources listed. We are proud of our Company, products, reputation, and commitment to doing business with honesty and integrity. And it is our collective responsibility—including our executives, officers, and Board of Directors, and each and every employee—to read, understand, and comply with our Code, as well as with other Company policies and procedures.

Thank you for your dedication to making **onsemi** an exemplary Company, for delivering world-class energy and performance each day as employees of **onsemi**, and for protecting and preserving our reputation by your unwavering commitment to our core values of purpose, innovation, and excellence.

**Hassane El-Khoury**  
President and CEO



# Introduction



# Introduction

We lead the way with our core values of purpose, innovation, and excellence.

Our core values define who we are as individuals and as representatives of **onsemi**. While we are a performance-based Company committed to profitable growth, world-class operating results, benchmark quality, and the delivery of superior customer and shareholder value, we must always remain stewards of **onsemi** by acting with integrity and remaining morally and ethically steadfast. By putting our core values of purpose, innovation, and excellence into action, we each do our part in making our Company a great place to work. It is a culture and attitude that collectively unites us and transforms how we contribute to our work, our community, and our environment.

## Purpose

Our purpose comes from our strong desire and motivation to give our best each and every day. We understand that we play a critical role at **onsemi** and, in doing so, we deliver a positive impact to our colleagues, our customers, and the communities in which we live.

## Innovation

We value people who demonstrate a positive, “can-do” attitude while collaborating to win. We work intelligently, with a sense of urgency, while always maintaining our commitment to comply with applicable laws, regulations, and standards.

We relentlessly pursue boundary-pushing and industry-transforming solutions and initiatives. We seek new ideas and fresh perspectives from everyone and everywhere—from all levels—to solve challenges and create value. We inspire and empower people to think outside the box, to take informed risks, and to explore untapped potential. We cultivate growth and opportunities by being active, respectful listeners and recognizing that ideas may come from everyone and from everywhere.

We are intrinsically motivated by our mission and work ethic to give our best each day. Individually and collectively, we play a critical role at **onsemi**. We nurture a collaborative working environment that celebrates our differences and is built upon integrity and respect. By thinking outside the box, we develop disruptive technologies that improve people’s lives and deliver a positive impact on our planet and environment.

If a problem exists, we see it through to rapid resolution while acting in an ethical manner. We are each expected to demonstrate our core values in our roles at **onsemi**.

## Excellence

Excellence to us means that we strive for the highest standards in everything we do. This commitment requires diligence, dedication, and accountability in every task we perform as we consistently seek to improve our processes and deliver outstanding results to our stakeholders. We outperform ourselves through continuously learning, improving, and excelling on our goals. Finally, we are accountable for our success by lifting each other up and executing our plans with an unwavering determination, knowing that our work does make a difference.

All of us are expected to demonstrate the core values of purpose, innovation, and excellence at **onsemi**, regardless of our role or level in the organization. However, these core values do not stand alone. They are built on what we call the “**onsemi** DNA Traits,” or pillars that embody our culture and bring our core values and their meaning to life.



# onsemi DNA Traits

Putting our core values of purpose, innovation, and excellence into action requires the traits of respect, integrity, collaboration, and accountability. We also refer to ourselves as disruptors (another trait)—not in the sense of encouraging uncooperative behaviors, but in the sense of driving action, decisions, and results by challenging conventional thinking and standards. In other words, we are relentless—we remain steadfast in our determination to think “outside the box” and strive continuously to improve ourselves and the world around us.

## It All Begins With Dignity and Respect

We treat each other with dignity and respect and understand that such basic rights must be the foundation of our conversations and communications. We share information and encourage different views in an open and honest environment. We draw out the best in each other, recognizing that diversity of backgrounds and experience is a key strength. We all win when we support each other. We foster an environment by celebrating wins, giving thanks, and lending a helping hand. We seek information, are active listeners, encourage questions, and lead with curiosity and understanding. We are accountable for our actions and are aware of the impact they have on our colleagues and our working environment, so we demonstrate an appreciation for each other's unique abilities and qualities.

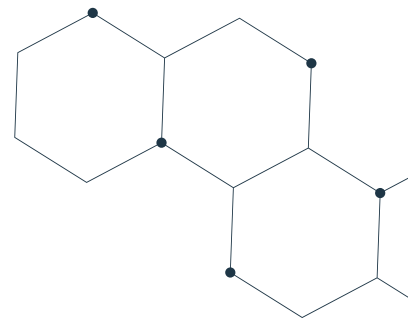
## Integrity Is a Must

We mean what we say and we say what we mean. Our Company has set high standards not only for our products but also for our individual conduct and behavior. Integrity means that we are honest, accurate, and trustworthy. We are accountable for delivering on our commitments on time and with the highest quality. We address issues objectively, using facts and constructive feedback in a work atmosphere where we do not fear open discussion or questions. When a decision has been made, we work to support it. We comply with all legal requirements and hold ourselves to the highest standards of ethical conduct. Our reputation and success depend on it!

## We Are Collaborators and Are Accountable to Each Other

We work together and collaborate to elevate ideas into forward-thinking solutions and products. We value each other by building partnerships and working as a team.

We are also accountable to each other and our shareholders, customers, and business partners. We own mistakes, take responsibility, and gather information to learn and develop from our experiences. We understand that failure is not the opposite of “success”—it is part of success.



# Purpose of Our Code of Business Conduct

Our Code is a guide to help us adhere to our Company's high ethical standards—and our own. It summarizes many of the laws that apply to our jobs at **onsemi**. It also describes the ethical values we share. Of course, complying with the law is only one part of ethically and legally compliant culture. We must also do business in a way that is consistent with our core values.

Our Code does not cover every situation that we might encounter in our daily business.

Instead, our Code highlights key issues and identifies policies and resources to help us make well-informed and sound decisions for ourselves and for **onsemi**. We have a responsibility to know and follow all Company policies and procedures, including those referenced within our Code.



## Responsibility and Accountability—We Are All in This Together

As employees, officers, and directors of **onsemi**, we each have a personal responsibility to read, know, understand, and abide by our Code and all applicable laws and regulations governing our activities. Ignorance of a law or regulation will never excuse a violation.

We also expect that our customers, suppliers, agents, consultants, licensees, contractors, service providers, and other business partners will follow similar principles. Therefore, we may never ask any of these third parties to engage in any activity that we may not engage in ourselves. Wherever we do business, we are also expected to comply with all applicable laws, rules, regulations, and standards. If a conflict exists between our Code and local law, follow the more stringent standard or seek guidance before acting.

If you have any questions or concerns about suspected unlawful or unethical acts, or are uncertain about who is responsible for compliance with a specific requirement, you are responsible for seeking clarification from your

manager, your supervisor, a Business Ethics Liaison (“BEL”), the Ethics and Compliance Group, or the Chief Compliance Officer (“CCO”).

You may also report your concerns to any member of the Legal or Human Resources Departments, who will redirect it to the Ethics and Compliance Group if necessary. If you prefer to report your concerns anonymously—where allowed by local law—you can submit a report using the [Ethics and Compliance Helpline](#).

As a reminder, if you are aware of an actual or potential violation of our Code or any applicable law or regulation, you have an affirmative obligation to report it promptly to your manager, your supervisor, a BEL, the Ethics and Compliance Group, or the CCO. You also have an obligation to cooperate and participate in any ongoing investigation. Only in doing so can we continue to build a Company based on trust, accountability, and integrity.

## So What Are My Responsibilities Regarding the Code?



- Read and understand it, including how it applies to your work at **onsemi**.
- Follow the ethics and compliance rules described in the Code, as well as any additional policies or laws specific to your location, role, or business. If an issue is covered by both the Code and any additional policy or law, always follow the stricter standard.
- Ask any questions if you are not sure how the Code may apply to your particular situation or a decision you must make.
- Report any actual or potential violations—see something, say something!

## Additional Responsibilities of Managers and Supervisors

While all of us have an obligation to report suspected violations of our Code and the law, those of us in leadership roles have an added responsibility to prevent violations of our Code from occurring. One of the most important responsibilities of an **onsemi** manager or supervisor is to lead by example and always demonstrate the highest standards of ethical business conduct, in both words and actions.

If you are a manager or supervisor, you are responsible for promoting open and honest communications. You must be a positive role model by showing respect and consideration for each of your colleagues, regardless of your position in the Company. You must also be diligent in monitoring, reviewing, and preventing unethical or unlawful conduct at **onsemi**. If you are a manager or supervisor who is aware of such conduct or who receives a report of such conduct, you must immediately notify the appropriate BEL, the Ethics and Compliance Group, or the CCO.

### Good Behavior Begets Good Behavior!



How you act or don't act, the decision you make or don't make, and how you behave will influence the actions and behaviors of those around you and set a clear tone.

Make it meaningful!

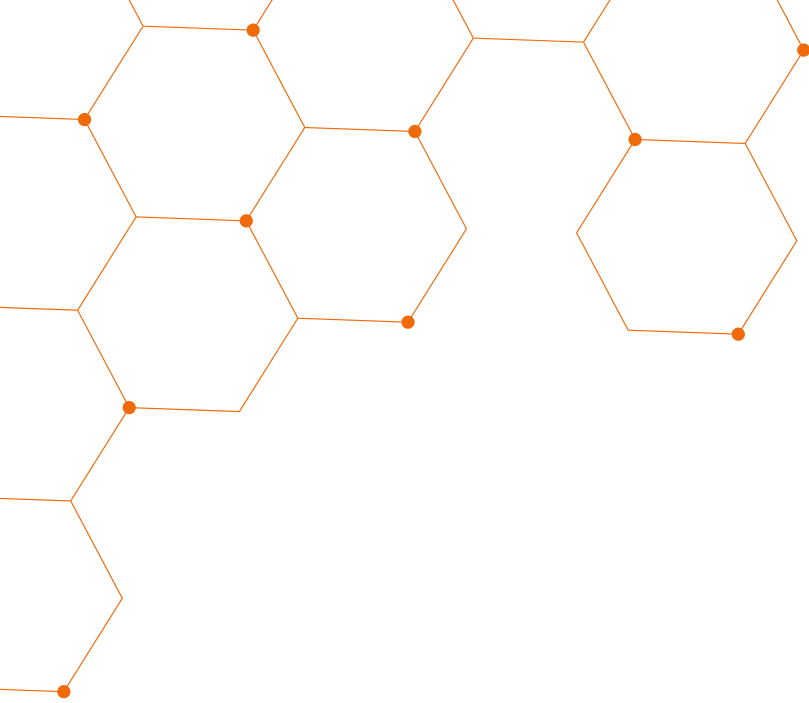
# Audits, Investigations, and Disciplinary Action

The Company's Ethics and Compliance Group (or its delegates) investigates all reports of actual or alleged improper conduct or misconduct. Reported information will be treated as confidential, to the extent permitted by local law. In certain instances, investigations may also be conducted in collaboration with the Legal, Human Resource, or Global Security Departments. The CCO, in coordination with the Corporate Internal Audit Department, may also perform audits of compliance with our Code, as may be necessary from time to time.

Investigations are an objective way to identify potential issues, make improvements, and ensure a continued culture of integrity and respect. As a result, all employees are expected and required to make good faith efforts to cooperate fully during an investigation and provide truthful and complete information.

Violations of our Code and/or the law will lead to remediation, coaching, and/or disciplinary action, up to and including termination where warranted.





# How to Get Help



# Seeking Guidance

Seeking guidance and reporting concerns are important parts of maintaining our ethical and compliant culture. Our open door policy gives us the freedom to approach any level of management with our concerns. Our Company has also established the Ethics and Compliance Helpline, which can be accessed by telephone or online. When using the Ethics and Compliance Helpline, you can request to remain anonymous, where allowed by local law. All reports made in good faith will be treated promptly and professionally, and without risk of retaliation.

We should report any situation where we believe, in good faith, that an individual working for our Company or on our Company's behalf is violating our Code, Company policy, or the law.

If you witness an actual or potential violation, please reach out to any of the following for guidance:

- Your BEL.
- Any member of the Ethics and Compliance Group.
- The CCO.
- Any member of the Legal or Human Resources Departments.
- Your manager or supervisor.
- The Ethics and Compliance Helpline at [helpline.onsemi.com](https://helpline.onsemi.com); or email [ethics@onsemi.com](mailto:ethics@onsemi.com) or [legal.compliance@onsemi.com](mailto:legal.compliance@onsemi.com).

Depending on the situation, please note that your concern may be redirected to the Ethics and Compliance Group for docketing, review, investigation, and disposition even if you do not initially contact the Group.

# Reporting Concerns

The Ethics and Compliance Helpline is available by phone toll-free, 24 hours a day, seven days a week. Translators are available in all languages **onsemi** employees and directors speak. Alternatively, questions and reports may be made to the Ethics and Compliance Helpline online at the web address listed below. Keep in mind that use of the Ethics and Compliance Helpline is subject to local laws, and regulations and certain limitations may apply.

The Ethics and Compliance Helpline can be accessed in any country where we have a presence. Any changes to procedures governing the use and operation of the Ethics and Compliance Helpline will be communicated to all employees.

If you are unsure whether you have the most current information regarding the Ethics and Compliance Helpline, please check with the Ethics and Compliance Group or your BEL for the latest update. Access to the Ethics and Compliance Helpline is also available at [www.onsemi.com](http://www.onsemi.com) under Company > Ethics & Compliance > How to Report a Concern or Incident.



## Ethics and Compliance Helpline Guide:

**North America: 1-844-935-0213**

### All Other Locations:

See “**Addendum**” to this Code of Conduct for a detailed breakdown by country.

Online: [helpline.onsemi.com](https://helpline.onsemi.com)

## Anonymous Reporting

As noted earlier, all reports of actual or alleged violations are taken seriously and maintaining confidentiality is always a priority. If you choose to report anonymously (where permitted under local law), please ensure that your report has sufficient detail and evidence regarding the situation so we can adequately investigate the concern or violation. In considering whether to file a report anonymously, please consider that investigations of potential concerns or violations are typically easier to conduct and appropriate resolutions are more likely when you have identified yourself. However, we will respect your desire to remain anonymous to the extent possible.

# Protection From Retaliation

**onsemi** has a zero-tolerance non-retaliation policy intended to encourage and protect good faith reporters. We believe that it is important to create an environment where employees are not afraid to speak up about issues and concerns, seek guidance, ask questions, and report incidents so that issues and concerns are addressed and resolved in a professional and timely manner. You should therefore feel comfortable to report any suspected violation of the law or the Code without fear of your employment being affected. Acts of retaliation against anyone who raises a concern in good faith will not be tolerated. (You make a complaint in good faith if you make an honest and sincere attempt to provide accurate and complete information to the best of your knowledge.)

This protection also extends to individuals who cooperate or otherwise participate in an investigation (such as a witness or information source).

Any person who takes any action in retaliation against you for making a good faith report will be subject to

disciplinary action, up to and including termination. Likewise, making reports you know to be false or misleading is also unacceptable, and may subject you to disciplinary action, up to and including termination. Note that retaliation is a violation of this Code regardless of whether the concerns raised were substantiated.

If you believe you have been retaliated against, have received threats of retaliation, or have witnessed retaliation against others, please contact one of the many reporting channels noted in the “[Reporting Concerns](#)” section of this Code.

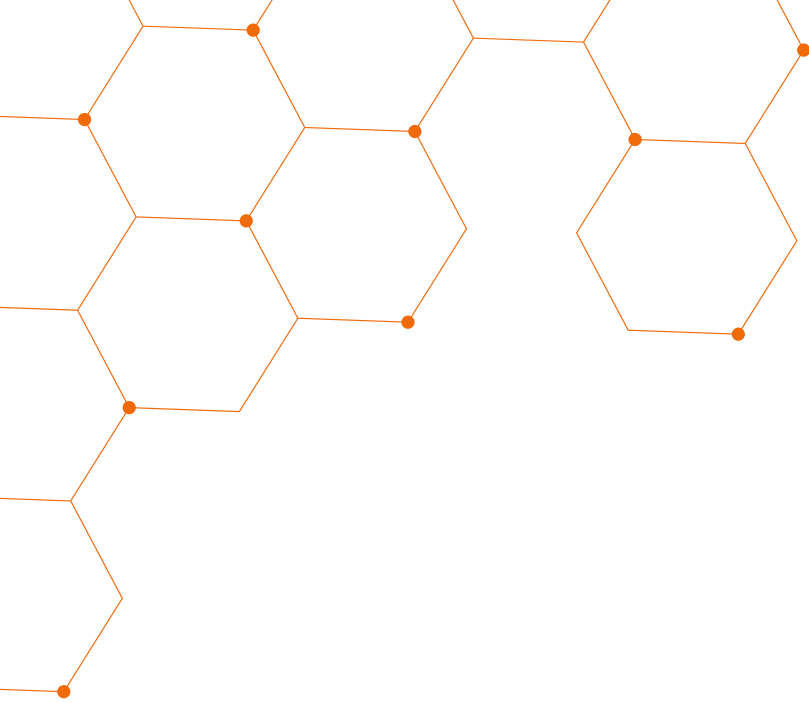
## Related Policies and Procedures Include:

- Non-Retaliation Policy



## We Never Tolerate Retaliation

We are committed to promoting an environment of open and honest communication so that issues may be identified and addressed and individuals can speak without fear of retaliation.



# Shareholders



At **onsemi**, we preserve the integrity of our assets, intellectual property, information, information systems, and filings for the benefit of our shareholders.

## Protecting **onsemi** Assets and Information Systems

We are entrusted with numerous Company assets and are each responsible for safeguarding them and using them for their proper purpose. These assets include not only our financial and monetary funds, but also our products assets (including pre- and post-products, and processes such as raw materials and consumables related thereto) as well as our information systems, networks, and technology and computer systems. By following our policies, procedures, and security protocols, we protect and safeguard the Company assets from loss, damage, misuse, misappropriation, or theft including, but not limited to, physical and/or cybersecurity threats, hacking, service attacks, malware, ransomware, and other forms of cyber espionage and incidents.

Our Company assets must be used only for lawful business purposes. Although you may make occasional, incidental personal use of some of these resources, any such use must be kept to a minimum and must comply with our Company's policies, must not conflict with the Company's interest, must not create security or legal risks, and must not associate the Company with any unapproved messages.

**onsemi** may access and inspect all Company resources that you use for personal activity, such as computers, servers and systems, telephones, voicemail systems, desks, lockers, cabinets, vehicles, and other equipment belonging to **onsemi**. Your cooperation during any such inspection is critical and required.

Further, because our technology systems are owned and controlled by **onsemi** and are intended for business use, you should not have any expectation of personal privacy with respect to any personal use. This includes, but is not limited to, any messages or records created or transmitted via **onsemi** systems, including electronic documents, e-mail, voicemail, and instant messages—regardless of whether you have personal passwords or filings systems. For reasons related to safety, supervision, security, and other concerns, **onsemi** may inspect persons and property on Company premises at any time and without notice, subject to applicable local laws.

### **onsemi** Best Practices Relating to Information Systems and Its Security Include:

- Do not trust public Wi-Fi at hotels, airports, coffee bars, etc.
- Avoid mixing personal and business files.
- Keep computer updates current.
- Request IT permission before installing any software.
- Only open emails from known senders.
- Report all suspicious emails and emails from unknown sources.
- Do not bypass security controls (e.g., by disabling security antivirus and malware software).
- Do not use unauthorized removable storage devices.
- NEVER send **onsemi** documents (regardless of their classification) to your personal email account for any reason.
- Never share passwords.

### **Related Policies and Procedures Include:**

- Acceptable Computer Use
- Asset Management
- Information Security



**If you are aware of or suspect an IT or data security issue, incident, or breach, or any loss of assets or data, report it immediately to the Chief Information Security Officer, the Legal Department, or the Ethics and Compliance Group.**



*I have worked on the same team at an **onsemi** factory for several years now, and my co-workers and I are quite close. However, I suspect that one of my co-workers may be stealing precious metals from our Company. At first, I noticed her pocketing some items from our supply closet. I didn't say anything at the time because I didn't think it was a big deal. Now I am noticing that product counts are off. I can't say for sure that she's stealing them, but I have a feeling she might be. Should I report my suspicions, even if I'm not certain?*



*Yes. If true, this violates our Code and the law. Even if your co-worker is not responsible for the missing materials, it is important to report her behavior to your manager, supervisor, or BEL. That way, your co-worker can receive help, if needed, and our Company can avoid incurring much larger losses. Remember that you will not face retaliation for reporting your concerns in good faith.*

## Artificial Intelligence

The integration of artificial intelligence (AI) in business operations brings significant opportunities for innovation and efficiency, but it also necessitates a strong ethical framework. Our Code emphasizes the responsible use of AI, ensuring that all AI-driven processes and decisions are transparent and fair, respect the privacy and rights of individuals, and conform to privacy- and information security-related policies and standards. Employees must exercise good judgment and appropriate review to ensure bias, discrimination, and misuse of AI technologies are prevented. Continuous monitoring and evaluation of AI systems is required to maintain their integrity and alignment with our Company's values. By fostering a culture of accountability and ethical responsibility, we can harness the power of AI to drive positive outcomes for our business and society.



*I have an upcoming deadline for an important customer and need help preparing a final report. One of my co-workers offered to help, and asked me for my username and password so he can log in to the business application and pull the data that is needed for the report. This would really save me some time, but I am concerned about sharing this information. Is it OK just this once since we have a deadline to meet?*



*No. Sharing login credentials is never a good idea and is a violation of this Code and information security policies. Sharing your username and password can have unintended consequences for **onsemi**, leading to lack of access control, data loss, or malicious activity. Instead, seek permission to allow your co-worker to assist. If permission is approved, your co-worker will be granted access to the file as well in accordance with **onsemi** policies.*

# Intellectual Property and Confidential and/or Proprietary Information

Innovation is not just a core value. Innovation, and its protection in various forms of intellectual property (such as patents, trade secrets, know-how, trademarks, and copyrights), is key to our success as a Company. In fact, intellectual property, as well as confidential business and technical information relating thereto, is amongst our most important assets. We all have a duty to safeguard our Company's intellectual property—including confidential, proprietary, and/or trade secret information—including, but not limited to, the following: marking such information as confidential and/or proprietary; storing such information securely; and limiting access to those who have a business need to know it (whether a third party or a fellow **onsemi** employee). In addition, we must take care not to discuss such information in public places where others may overhear. Confidential and proprietary information includes:

- Product or software designs, processes, techniques, compilations, or formulas.
- Trade secrets and know-how.
- Research and development activities.
- Customer contracts and/or pricing information.
- Business proposals and responses to customer requests for proposal.
- Company budget information and data.
- Non-public Company financial data, analyses, and reports.
- Engineering logbooks, notebooks, development folders, drawings, etc. relating to technical data generated for new products or processes.
- New product development and marketing plans, product road maps, and risk evaluations.
- Press releases (prior to official announcements).
- Personnel files, personal employee information (salary data, private or family records, etc.), and medical records.
- Long-term business plans and strategic business plans.
- Customer and supplier lists.

If you have a business need to disclose confidential and proprietary information to a third party, that third party must sign a nondisclosure agreement before receiving this

information. We have a duty to protect such information at all times. In fact, our duty continues even after our employment ends.

Just as we expect others to respect our intellectual property rights, we must respect the valid rights of others. This means following licensing and other similar arrangements, as well as respecting others' rights in their respective confidential information, trade secrets, or other intellectual property. If you are uncertain whether you have the right to use or copy any software or other copyrightable material for your own work (including open-source software), please contact the IP Legal Department.

## Related Policies and Procedures Include:

- Classification, Marking, and Protection of Proprietary or Confidential Information
- Information Security

Please ask your manager or supervisor if you are not sure where to find those policies. See also the "[Crossing National Borders](#)" section of this Code regarding additional disclosure restrictions.





*In my role at **onsemi**, I have helped develop and implement new engineering processes that have improved the way we do business. I am proud of my contributions in this area, and would like to recommend these processes as a consultant for other companies. May I do this?*



No. Engineering and other processes are considered our Company's confidential and/or proprietary information, and must not be shared outside of **onsemi**. Disclosing this information to third parties can damage our reputation and competitive standing. If you have any questions about what may be considered confidential and/or proprietary information, consult your BEL, the IP Legal Group, or the Ethics and Compliance Group before sharing. In addition, if you are considering outside employment, see the "**Conflicts of Interest**" section of this Code for more information and disclosure requirements.

## Protection of **onsemi** Intellectual Property



Any intellectual property that you create or develop related to **onsemi's** business or your work at **onsemi**, or with the use of our facilities, is the sole and exclusive property of **onsemi**. Such intellectual property must be assigned to **onsemi** to the extent permitted by law.

Under no circumstances should we disclose or use any confidential and/or proprietary information for our own personal or financial gain. Our obligation to protect such information and related innovations is ongoing and continues after our employment ends.

If you have reason to believe a third party is using one of **onsemi's** patents, trade secrets, trademarks, or copyrights in an improper or unauthorized manner, you should report such use to a member of the IP Legal Group or the Ethics and Compliance Group.

# Data Protection and Privacy

In the course of business and in order to operate effectively, we may collect, process, use, and store the personal information and data of our employees in connection with their employment, as well as certain information about our customers, suppliers, and other business partners. The handling and treatment of such personal information and data is of great importance; we must only use it for legitimate business purposes and in accordance with applicable laws and regulations relating to privacy and data protection laws. Personal identifiable information, also known as PII, is personal information that can identify an individual, even if the information is public. PII includes, but is not limited to, names, physical and email addresses, phone numbers, user IDs, birthdays, data concerning health or other personal characteristics, and the like. We treat all such personal information with care, use appropriate safeguards, take responsibility for protecting it from inappropriate or unauthorized disclosure and/or use, and follow applicable Company policies and security protocols for handling such personal information and data.

When handling personal information and data of colleagues, customers, suppliers, or other third parties, you should:

- Inform the individual about how their personal information will be handled and maintained.
- Only use personal information for legitimate business purposes and only as long as is necessary to accomplish such purposes.
- Comply with requests to update, access, or restrict use of such personal information.
- Guard against loss and misuse of personal information by limiting access to employees and other authorized individuals with valid, work-related needs.

In addition, as noted above, you should always follow **onsemi** requirements for acceptable computer use, such as implementing hard-to-guess passwords and PINs, locking your computer when away from your workstation, reporting unknown or suspicious emails, and never tampering with or disabling security software.

If you are unclear of your obligations, consult the Privacy Office ([privacy@onsemi.com](mailto:privacy@onsemi.com)), the Ethics and Compliance Group, or the Legal Department before sending such information outside of the Company.

## Related Policies and Procedures Include:

- Privacy Policy
- Public Privacy Statement
- Acceptable Computer Use Policy



# Social Media and Internet Use

The Company acknowledges that its employees do explore and engage in social and online communities. We must approach the online worlds in the same way we do the physical one: by using sound judgment and common sense, and by adhering to the Company's core values. Whether an employee chooses to participate in an online social network, blog, wiki, or any other form of online publishing or discussion is his or her own decision. The Company recognizes that emerging online collaboration platforms are changing the way individuals and organizations communicate and acknowledges the importance of participating in these online conversations. As a result, we are committed to ensuring that all of us participate in online social media in the right way.

As part of our commitment to protecting confidential and/or proprietary information—such as customer information, product information, trade secrets, and other information not generally made available to the public due to its sensitive nature—we must never disclose confidential and/or proprietary information through our use of these sites. We must also ensure that we do not attribute personal opinions to our Company or post inappropriate or offensive material, or material that violates our Company policies.

Examples of unacceptable messages attributed to or affiliated with our Company include:

- Disparaging or slanderous remarks about **onsemi** or its directors, employees, or stakeholders.
- Disparaging or slanderous remarks about our competitors.
- Statements based on race, creed, color, age, gender, physical disability, sexual orientation, or any other protected category.
- Statements about our Company's products or services that are inaccurate, misleading, or untrue.
- Statements that create perceptions about your expertise, **onsemi**, or your colleagues that are inaccurate, misleading, or untrue.

## Related Policies and Procedures Include:

- Social Media Policy
- Conflicts of Interest Disclosure Requirement



*I frequently participate in a number of social networking sites, where I indicate that I'm an employee of **onsemi**. I never use Facebook or LinkedIn while at work, and rarely talk about my job. Recently, after lengthy negotiations, I secured a large new contract with a well-known organization for our Company. I posted on my Facebook that my hard work had paid off, and that I finally closed the deal with this organization. I also noted the organization by name, since they are publicly held, and my Facebook account is private. Is this okay?*



*No. While engaging in social media can be a great way to create opportunities for our Company, we must never reveal **onsemi** confidential and proprietary information to people without a business need to know it. Even if your account settings on social networking sites are set to "private," chances are you are still sharing information with many people who don't have a business need to know it. By identifying yourself as an employee at **onsemi**, and disclosing a new deal that has not yet been made public, you are putting yourself and **onsemi** at serious risk. This information could be considered "inside information," which would violate securities laws in addition to our Company's Insider Trading Policy and Disclosure Policy. Additionally, the contract itself may be subject to confidentiality provisions that prohibit disclosure.*



If you disclose confidential Company information through social media or networking sites, delete your posting immediately and report the disclosure to your manager or supervisor, a BEL, or the Legal Department. For more information about what constitutes insider information, please see the following section.

You are personally responsible for the content that you publish on personal and professional social media accounts, blogs, etc. Except for factual information relating to your position, never present yourself as representing views of **onsemi** in any way unless you are authorized to do so.

# Insider Information and Securities Trading

Through our work at **onsemi**, we may become aware of material, non-public information about our Company or another publicly traded Company. Material, nonpublic information (often referred to as “Insider Information”) is information that (1) is not generally known to the public and (2) if publicly known, would be likely to affect either the market price of a Company’s securities or a person’s decision to buy, hold, or sell the Company’s securities. Some common examples of Insider Information include:

- Unannounced acquisitions or divestitures.
- Nonpublic information about our Company’s financial results.
- Cybersecurity incidents or breaches.
- Pending or threatened litigation.
- Significant new product developments.
- Changes in senior management.
- Restructuring activities.

We are not allowed to trade in securities or similar investments based on Insider Information, and doing so is illegal in many countries in which we do business. We must also avoid “tipping” others—or providing Insider Information to others or recommending investment decisions to others on the basis of, but without necessarily revealing, Insider Information. Tipping is also illegal under insider trading laws.

The insider trading laws are complex and often interpreted with the benefit of hindsight; please see our Insider Trading Policy for further details. If you have any questions about insider trading or trading **onsemi** stock, please contact the Legal Department at [trading@onsemi.com](mailto:trading@onsemi.com) before you conduct any securities transactions.

## Related Policies and Procedures Include:

- Insider Trading Policy



*I overheard an executive say that our Company is planning to sell a major business line. Am I allowed to buy or sell Company stock based on the information I overheard?*



*No. We are not allowed to trade in **onsemi** securities based on inside information. In this case, the information you overheard is likely material, nonpublic information. If this occurs, you should contact the Legal Department before making any transactions involving **onsemi** securities. If you are an **onsemi** employee, please refer to our Insider Trading Policy.*

# Accuracy of Company Records

As a public Company, **onsemi** must follow strict accounting principles and standards, report financial information accurately and completely, and have appropriate internal controls and processes to ensure integrity and compliance with the law. The Company's internal accounting records and controls are therefore intended to safeguard the assets of the Company and ensure the accuracy of its financial records and reports, which form the basis for managing our business and fulfilling our obligations to our shareholders, employees, and regulatory authorities. Therefore, honest, straightforward, and accurate recording and reporting of information is crucial to making responsible business decisions. This includes business data, such as quality, safety, and personnel records, as well as all financial records. As a public Company, it is essential that the information we submit in our Company records is complete, timely, accurate, and understandable. Incomplete or untimely records can damage our Company's reputation and subject **onsemi** and the individuals involved to legal liability.

All of our financial books, records, and accounts must accurately reflect transactions and events. We must never make false or artificial entries such as false invoices or other misleading documentation (on expense reports, timecards, etc.), or invent or use fictitious entities for sales or purchases for any purpose relating to the Company. In addition, when a payment is made, it can only be used for the purpose spelled out in the supporting document.

We therefore believe that it is critical that we are honest and straightforward with our business records. Violations of any accounting and financial reporting laws can result in significant fines, penalties, and potential imprisonment. If you are aware of or suspect any improper or unethical accounting or financial reporting, or otherwise suspect auditing irregularities or fraud, you must report them immediately. Due to the severity of the offense, violations of financial disclosure laws, as well as failure to report potential violations of others, may result in disciplinary action, up to and including termination.

## Providing Financial Information

At times, we may be called upon to provide information for our public reports. Our Company expects us to take this responsibility very seriously. In doing so, we must provide prompt and accurate answers to inquiries related to our public disclosure requirements. Remember that obtaining and providing complete and accurate business and financial information is crucial for us to comply with the law.

### Related Policies and Procedures Include:

- Disclosure Policy

## Special Responsibility

The Finance Department, certain Company officers, and the directors of **onsemi** have a special responsibility to promote integrity within our Company. They are expected to ensure the accuracy and completeness of the public disclosures our Company provides. Because of this special role, the following individuals are required to know and understand the financial disclosure laws that apply to their work:

- Each member of the Board of Directors.
- The principal executive officer.
- The principal financial officer.
- The principal accounting officer or controller, or persons performing similar functions.
- Each member of the Finance Department of **onsemi** and each of its subsidiaries.



*One of my responsibilities at onsemi is entering customer order information. Recently, my manager asked me to make some adjustments to an order. Specifically, she told me to accelerate the recorded order date in order to boost this quarter's sales. It didn't seem normal to me, but I did as I was told. I shouldn't question my manager in this situation, should I?*



*Yes, you should. If something doesn't seem right to you—even if your manager is the one asking you to do it—you should report the situation to a resource with which you feel comfortable such as your BEL, the Ethics and Compliance Group, the CCO, the Legal Department, or the Ethics and Compliance Helpline. In this case, your manager may be asking you to improperly record a customer order. This action compromises the integrity of our records and could put onsemi—as well as you and your manager—at risk of legal liability. By making a report, you are doing the right thing for yourself, for onsemi, and for our shareholders.*

## Recording and Retaining Business Communications

At times, our business records and communications may become public. This can happen through litigation, government investigations, or the media. In addition to ensuring our records are clear, truthful, and accurate, we must also maintain their professional appearance.

Avoid exaggeration, colorful language, guesswork, legal conclusions, or derogatory remarks or characterizations of people and companies. This applies to communications of all kinds, including email and informal notes or memos. Records should always be managed in accordance with our record retention and management policies.

On occasion, you may receive notice that documents you manage are needed in connection with a lawsuit or government investigation. If you receive such notice, you must not attempt to alter, conceal, or destroy the relevant information. If you are unsure as to what information is relevant, contact the Legal Department.

### Related Policies and Procedures Include:

- Record Retention/Destruction Policy

Please ask your manager or supervisor if you are unsure about where to find this or any policy.



A decorative pattern of orange-outlined hexagons in the top-left corner, with some hexagons containing small orange dots at their vertices.

# Employees and Directors



# Our Workplace Environment

At **onsemi**, we treat each other with dignity and respect; we strive to maintain a work environment that is free from discrimination and harassment.



## Maintaining a Positive and Respectful Workplace Free From Discrimination

As a global Company, we appreciate and value the diversity of individuals from around the world. Our Company understands that it takes a variety of opinions, ideas, beliefs, and practices to be successful. We embrace these differences and treat each other with respect and fairness at all times. To that end, we work to protect the rights of everyone working for and with **onsemi**, and work to promote an inclusive and positive workplace. **onsemi** provides reasonable working hours, fair compensation, and humane treatment to everyone who performs work on our behalf. We expect our customers, suppliers, and other business partners to follow these same principles. In doing so, we embody the core values upon which our Company operates.

In addition, **onsemi** offers equal opportunities for everyone and rejects all forms of discrimination. We make employment decisions based on qualifications, skills, talents, and achievements. We recruit, hire, develop, promote, discipline, and provide conditions of employment without regard to race, age, religion, color, national origin, sex, gender, gender identity or gender expression, disability, marital status, pregnancy or parental status, sexual orientation, genetic information, military or veteran status, or any other legally protected trait. We comply with applicable laws, regulations, standards, and rules wherever we do business. This includes discrimination, child labor, and wage and hour laws. We also provide reasonable accommodations as needed for those with disabilities and religious beliefs and practices.

# We Honor Our Commitment to Human Rights

In addition to values set forth in this Code, **onsemi** is also a member of the Responsible Business Alliance (RBA). Our membership means we are committed to the RBA Code of Conduct through all of our internal operations, as well as our supply chain. In particular, management and operations personnel are expected to review the RBA Code of Conduct and apply it in their respective areas of responsibility. The RBA Code of Conduct can be found at <http://www.responsiblebusiness.org/standards/code-of-conduct/>.

## Human Rights and Modern Slavery

As noted in this Code, we support and value human rights and are committed to complying with all applicable laws and standards related to labor practices and human rights. We endorse, among other declarations, the United Nations (“UN”) Declaration of Human Rights and the International Labor Organization declaration on fundamental principles and rights, freedoms, and standards of treatment. We are committed to preventing acts of modern slavery and human trafficking from occurring within our operations, supply chains, and business relationships and have a zero-tolerance approach to all forms of modern slavery, including forced labor, bonded or compulsory labor, servitude, and human trafficking.

We expect all those we do business with to make the same commitment to respect human rights including, but not limited to, the following:

- Our business partners and their third-party recruiting agencies or service providers and their sub-suppliers will not tolerate or engage in restrictions of movement, involuntary transfer, excessive recruitment fees, confiscation of identity documents or passports, withholding of wages, unsafe or abusive working conditions, debt bondage, violence, or any kind of

exploitation, regardless of geographic region or local labor practices.

- Child labor, at any place in the supply chain, will not be tolerated, and active steps must be taken to prevent all forms of child labor and support the right to education for all children.
- Providing wages and benefits that, at a minimum, comply with applicable laws and collective bargaining agreements (where applicable) and provide employees with accurate information relating to their wages, deductions, and regular statements.
- Complying with applicable laws and collective bargaining agreements (where applicable) relating to working hours, resting periods, overtime and overtime pay, and leaves of absence to reduce and minimize stress on employees’ physical and mental health and well-being.

Training is available to help employees recognize there may be risks of modern slavery and human trafficking within the Company and its supply chains. Employees and other stakeholders have access to remedy by reporting concerns or grievances relating to human rights abuses via one of the reporting channels indicated in this Code. Appropriate due diligence steps are undertaken to identify, address, prevent, mitigate, and remediate any adverse impacts. Appropriate corrective action and discipline are taken when violations occur.

The current version of **onsemi’s Human Rights Policy** and **Slavery and Human Trafficking Policy Statement** can be found on **onsemi’s** website, [www.onsemi.com](http://www.onsemi.com). Any violations or suspected violations in this area should be promptly reported via the Ethics and Compliance Helpline at [helpline.onsemi.com](http://helpline.onsemi.com).



**onsemi** is committed to creating an environment where all employees and contractors are treated with dignity and respect. We further expect all our business partners, whether customer or supplier, to observe international conventions aimed at promoting and protecting human rights.

# Harassment Avoidance and Prevention

Respecting each other as individuals also means we do not engage in harassing, abusive, offensive, or intimidating behavior. Harassment may be sexual or nonsexual in nature. It can be verbal, physical, or visual, and its definition may vary from country to country. At **onsemi**, however, harassment is any conduct that has the purpose or effect of creating an intimidating, hostile, or offensive environment.

Common examples of harassment include:

- Derogatory comments, slurs, or name-calling.
- Unwelcome sexual advances.
- Offensive or derogatory displays or gestures.
- Assault, bullying, intimidation, or unwanted touching.
- Threats of violence.

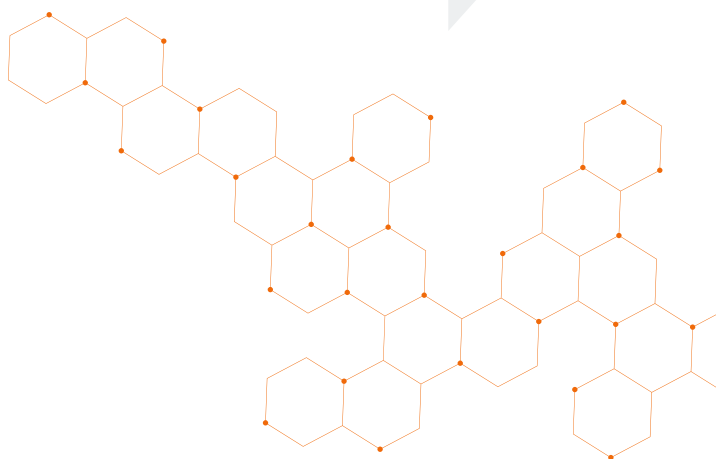
Regardless of the form it takes, harassing, abusive, offensive, or intimidating behavior or conduct is unacceptable at **onsemi**. If you are uncomfortable with a co-worker's conduct, you are encouraged to speak up. You may report harassment to your manager, your supervisor, your Human Resource Business Partner, a BEL, the Ethics and Compliance Group, or the CCO, or submit a report to the Ethics and Compliance Helpline. Keep in mind that **onsemi** will not tolerate any act of retaliation against you for doing so.



*Recently, my country of origin has been prominent in the news for its political struggles. Some of my co-workers have respectfully asked for my thoughts on the matter, which doesn't bother me. However, one co-worker has been making insensitive comments about my culture and stereotyping me based on what he's heard. When I don't respond to his insults, he says worse things. When I threaten to tell our supervisor, he tells me it's all in good fun and that I should lighten up. I feel like I can't win. What can I do in this situation?*



*Your co-worker is harassing you, and it's putting you in an uncomfortable situation at work. You have already told your co-worker that his behavior is unacceptable—now you should take action and tell your supervisor or another resource with which you feel comfortable. Don't let the offending co-worker talk you out of reporting his behavior. **onsemi** does not tolerate derogatory comments or bullying in the workplace, and will take appropriate action in all cases of harassment.*



# Safety, Health, and a Productive Work Environment

Our Company is committed to keeping our workplaces free from hazards and maintaining a high standard of health, safety, and well-being for our employees and others impacted or involved by our activities. We are also each responsible for maintaining a safe work environment. We do this, in part, by following all safety and health rules and practices in place. When accidents or injuries occur, we have a responsibility to report them. The same applies to equipment, practices, or conditions we believe are unsafe. If you suspect a potential health or safety issue, reach out to your local health and safety representative or your BEL.

A safe, healthy environment is one that is also free of violence. We must never act in a way that is threatening or intimidating. Any violent or threatening behavior should be reported immediately to a supervisor, local security, or Human Resources. If you or your co-workers are in immediate danger, contact the local authorities.

In addition, due to its negative impact on our work environment and fellow employees, other prohibited

conduct includes the possession of weapons of any type unless expressly approved by Global Security.

Finally, our Company is committed to a workplace free from the use of illegal drugs, the abuse of alcohol, or the use of any substance which could prevent us from doing our jobs safely and effectively or otherwise impair our ability to work in an unhindered and competent manner. Working under the influence of drugs, alcohol, or any other substance creates risks for us and our fellow co-workers. Therefore, we may not possess, distribute, be under the influence of (or otherwise impaired by) any drugs, alcohol, improperly used prescription medication, or any other substance while on Company premises, or when conducting Company business.

## Related Policies and Procedures Include:

- Drug Free
- Workplace Violence Prevention Program

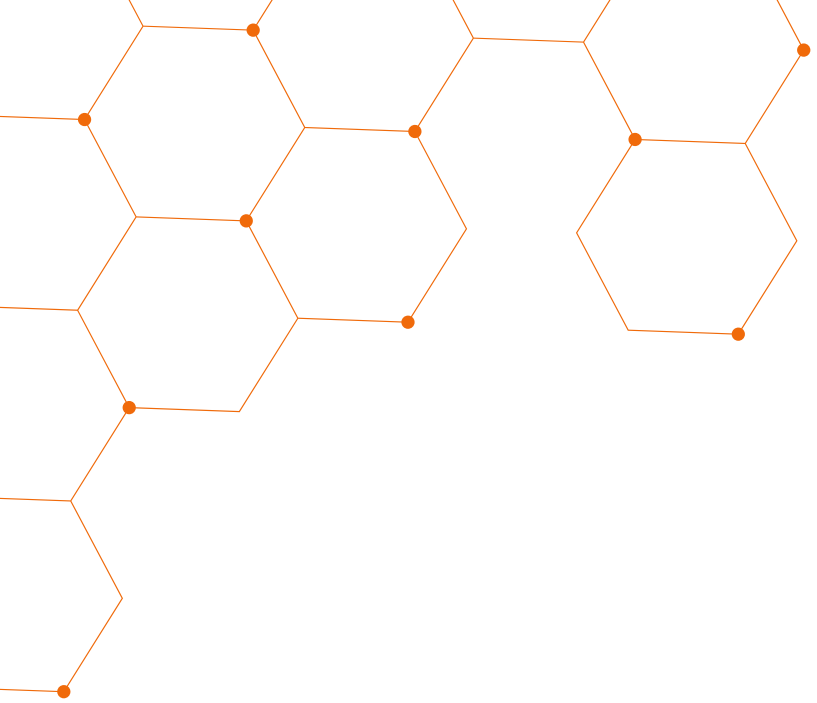
## Risk and Decision-Making

As employees, we need to make good decisions, know about uncertainty, and follow our processes to minimize risk to the Company. The Enterprise Risk Management ("ERM") Program of **onsemi** maintains a framework, processes, and tools for the effective management of risks and opportunities facing the Company in accordance with the Company's strategic business objectives and operational goals. This includes the proactive identification, assessment, prioritization, and management of risks as per the Company's established risk appetite. The ERM Program applies across all operations and functions of the Company—including financial, strategic, IT, security, operational, reputational, legal, compliance, and other key risks and opportunities facing the Company—and includes the following core elements:

- Establishing a common framework, systems, processes, and tools for enterprise risk management.
- Advancing a risk-aware culture and quality decision-making skills that preserve and create value for the Company.

- Defining the Company's risk appetite and risk tolerance levels.
- Establishing continuous, consistent, and proactive risk assessment and risk reporting processes.
- Identifying and prioritizing specific risks associated with executing business strategy and operational goals in accordance with the Company's risk appetite.
- Reporting regularly to the Board of Directors and Executive Risk Committee on the Company's top risks and the status of the ERM Program.

The **onsemi** board of directors has oversight responsibility of the ERM Program to ensure appropriate risk management systems are in place and risk awareness is incorporated into day-to-day business strategy and decision-making.



# Customers



**onsemi** is driven to meet and exceed our customers' expectations.

## Product Quality and Safety

We maintain our Company's valuable reputation by producing safe, quality products. We do so by following all quality processes and safety requirements in place in the locations where we work. We also comply with all applicable standards and regulations on the development, manufacture, sale, and distribution of our products. We harm our brand and reputation if we ship products or deliver services that fail to live up to our Company's high standards. If you have any questions or concerns relating to product quality and safety, you should consult your manager, your supervisor, or the Quality Department.

## Sales and Marketing

We build long-term strategic relationships with our customers through honesty and integrity. Therefore, our marketing and advertising must always be accurate and truthful. We never issue deliberately misleading messages or omit important facts about our products or services. In addition, we do not make false or disparaging claims about our competitors' offerings.

We deal fairly with our customers, as well as our suppliers and other business partners. We only obtain business legally and ethically. Bribes or kickbacks are never acceptable.

### Related Policies and Procedures Include:

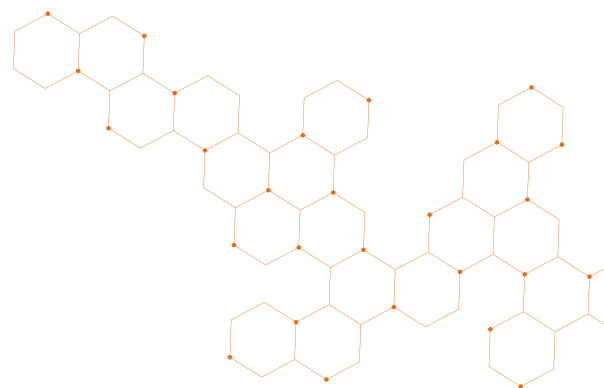
- Anti-Bribery and Anti-Corruption
- Conflicts of Interest Disclosure Requirement
- Gift and Entertainment
- Global Antitrust and Competition Law
- Global Travel & Entertainment

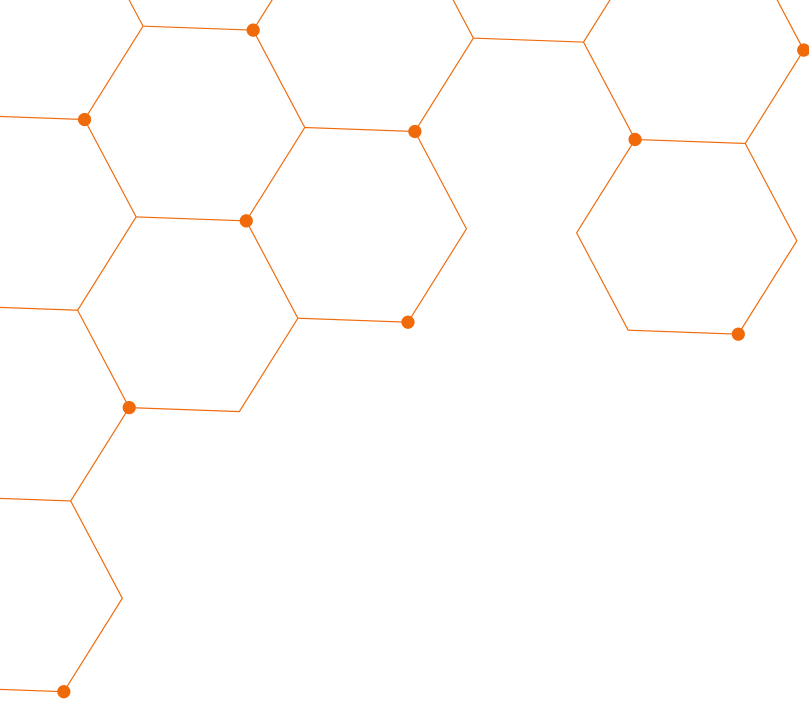
## Customer Confidential Information

We protect the confidential information of our customers just as carefully as our own. Only those who have a business need for confidential information should have access to it. We understand that we should never misappropriate or misuse such information. For more on this topic, see the "[Intellectual Property, Confidential and/ or Proprietary Information](#)" section of this Code.

## Government Customers

When dealing with government customers, it is important that we abide by the laws, regulations, and procedures that apply to government contract work. Such laws generally put strict limits on gifts, entertainment, and travel offered to government officials. They also often apply to the hiring of current or recently retired officials and their families. Further, these laws govern any conduct that may create, or appear to create, an improper influence. Many other laws strictly govern accounting and billing practices applied to the fulfillment of government contracts and subcontracts. We take care to follow all such laws, complying with all of the legal and contractual obligations that apply to us worldwide. When we use suppliers or subcontractors to fulfill our commitments, we communicate these same requirements to them. If you deal with government officials and contracts, you are responsible for knowing and complying with applicable laws and regulations. If you have any questions, please consult your manager, your supervisor, or the Legal Department for guidance.





# Business Partners



Building quality relationships with other like-minded companies gives **onsemi** a competitive advantage.

## Doing Business With Others

We only conduct business with partners who enhance our reputation and add value for our shareholders. To this end, we seek to do business with companies whose values are similar to our own. We do not work with third parties who act in illegal or unethical ways. We expect our business partners to comply with local environmental, employment, safety, and anti-corruption statutes. **onsemi** business partners are also expected to follow our Code.

We further expect our suppliers to comply with the tenets of the Responsible Business Alliance (“RBA”) Code of Conduct, including (without limitation) requirements related to labor, health and safety, the environment, and ethical and humane treatment of all employees and workers.

## Agents and Consultants

Our dealers, distributors, agents, finders, and consultants are paid reasonable fees and commission rates. This means that the value of the product received, or the work actually performed, is compensated fairly and without bias. We do not pay commissions or fees that we have reason to believe are or will become bribes.

## Subcontractors

Subcontractors play a vital role in fulfilling many of our contracts. The subcontractors we choose must preserve and strengthen our reputation by acting consistently with our Code and all laws and regulations in the countries in which we do business.

## Joint Ventures and Alliances

**onsemi** only partners with companies that share our commitment to ethics.



*I maintain relationships with several **onsemi** suppliers. I recently learned that one such supplier is under investigation for the improper disposal of hazardous materials. I then researched publicly available information and found that this particular supplier has been fined for similar practices in the past. I think it could be very damaging for our Company to continue this business relationship. What should I do?*



*Your concerns are valid. It appears that this supplier has a history of behaving illegally and unethically. You are encouraged to report your findings to the head of our Global Supply Chain Organization, your BEL, the Ethics and Compliance Group, or the CCO to help **onsemi** fully investigate the matter. After reviewing the facts, **onsemi** can decide whether to terminate the business relationship. In any case, you are doing the right thing by bringing your concerns to someone's attention.*

# Purchasing Practices

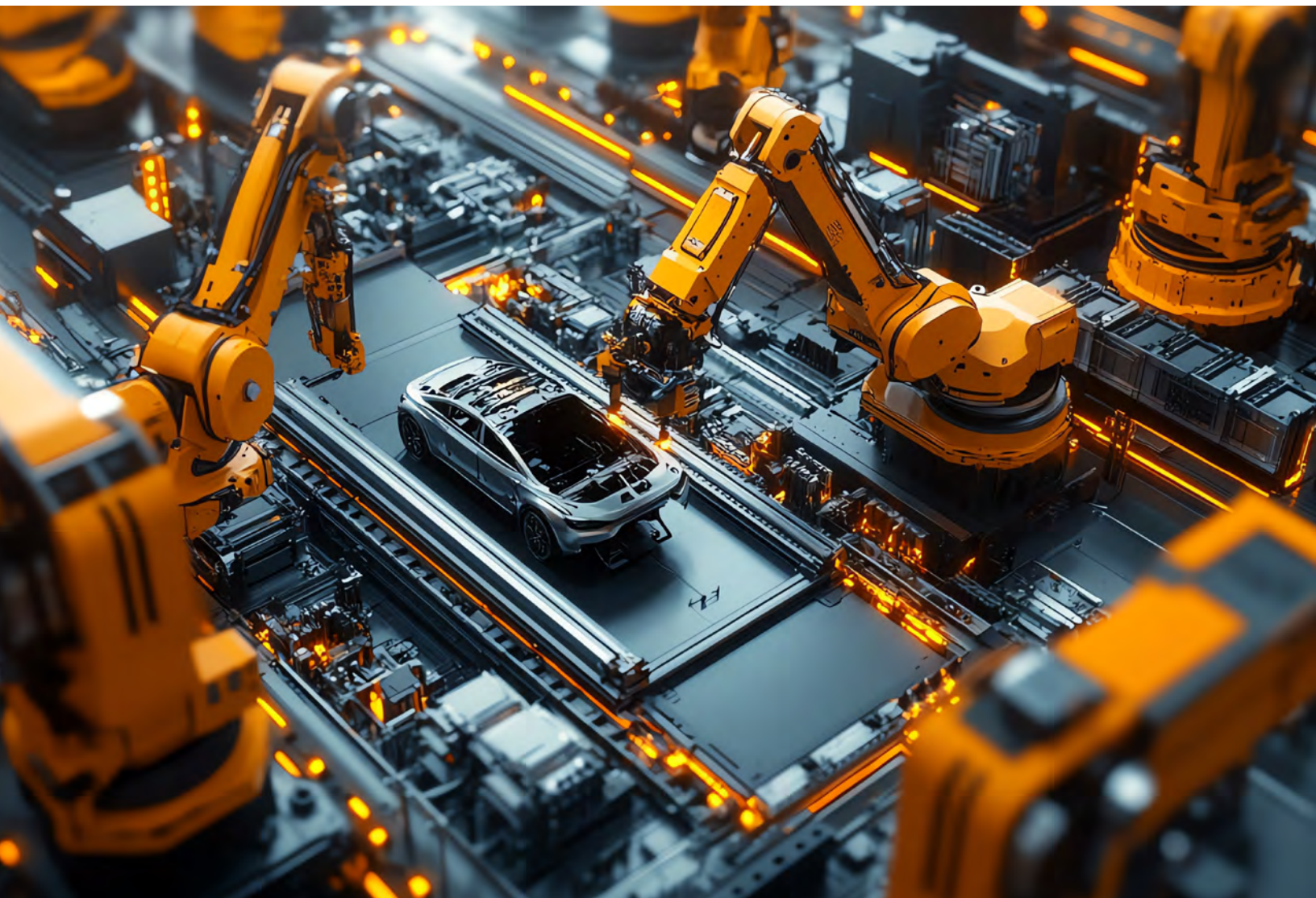
We make purchasing decisions based solely on the best interests of our Company. Suppliers win our business because of the quality of their products or services, prices, and delivery. We document all purchasing agreements and similar commitments. Those of us with purchasing responsibilities must also clearly identify all of the following:

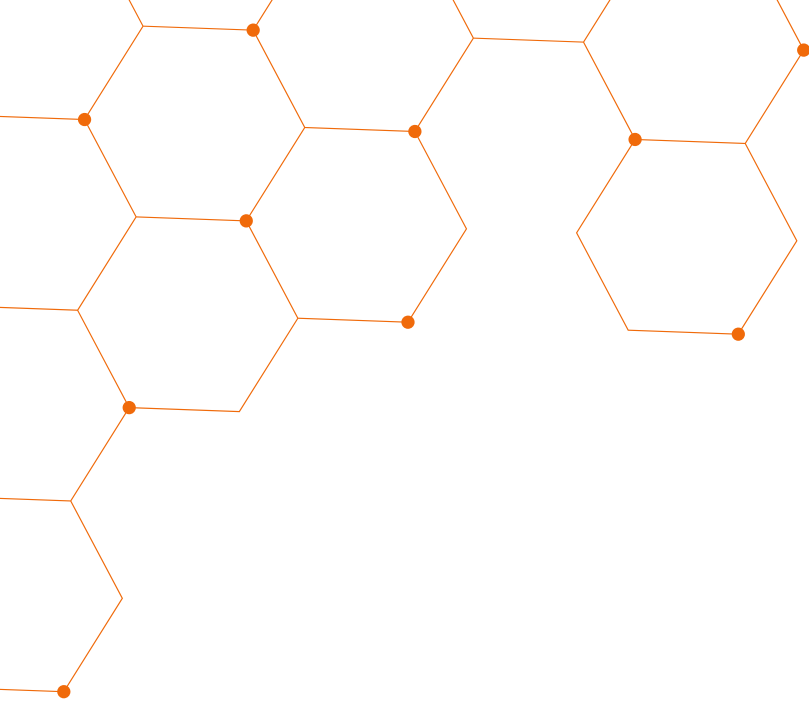
- The services or products to be provided.
- The basis for earning payment.
- The applicable rate or fee.

Keep in mind we only make payments that are equal to the services or products provided. Bribes, kickbacks, etc. will not be tolerated.

# Business Partner Confidential Information

We protect business partner information that is sensitive, privileged, or confidential just as we do our own. Confidential information should be shared only with those who have a legitimate business need to know it. In addition, we expect our business partners to protect the confidential information we provide them.





# Competitors



We compete relentlessly and with integrity.

## Competitive Information

Our Company recognizes the value in obtaining information about our competitors. However, we must only use lawful and ethical means to gather such competitive information. This means that we do not:

- Steal or otherwise obtain through illegitimate means confidential business or technical information of any third party.
- Use or disclose any confidential business or technical information without the owner's consent.
- Ask our employees or business partners to disclose the confidential business or technical information of any third party.
- Misrepresent our identities or intentions to gain access to nonpublic information.

If you come across confidential business or technical information of another party, you should report it to your manager or supervisor immediately, the IP Legal Group, or the Ethics and Compliance Group. Do not use or disclose it to others as doing so may violate local criminal laws.

If you have questions about whether information gathering is legal or ethical, please contact your manager, your supervisor, the IP Legal Group, your BEL, the Ethics and Compliance Group, or the CCO for guidance.

You may also submit your questions using the Ethics and Compliance Helpline or email [ethics@onsemi.org](mailto:ethics@onsemi.org) or [legal.compliance@onsemi.org](mailto:legal.compliance@onsemi.org).



*I recently attended an industry conference, where representatives from many of **onsemi** competitors were present. The conference was held at a luxury hotel and resort across the country from where I work. When I went to the business center to print out my boarding pass for the returning flight, I overheard a few people discussing new product developments. I realized that they all worked for one of **onsemi's** major competitors, and had no idea who I was. The information I overheard could be very useful for **onsemi**. What should I do?*



*If you find yourself in a situation in which competitive information is being disclosed, don't sit and listen. Chances are the information is confidential and you are not supposed to overhear it. Let the other parties know that you inadvertently heard them, and that they should resume their conversation in private. When you return from the conference, report the situation to your manager, supervisor, or BEL for documentation. Most importantly, if the information was confidential, do not use or share the information you overheard. Doing so is unethical, and may be illegal.*

# Fair Competition and Antitrust

We comply with the “competition” or “antitrust” laws of the many countries where we do business. Competition laws exist to preserve free trade in the marketplace. The laws allow for access to quality products and services at fair prices. These laws are complex and vary from country to country. They generally prohibit entering into formal or informal agreements with competitors that restrict trade. These include:

- Allocating or limiting customers, contracts, territories, or products and services.
- Setting prices or terms of sale.
- Limiting production or research and development.
- Refusing to conduct business with, or “boycotting,” a customer or supplier.
- Standardizing the features of available products or services.
- Refraining from selling or marketing certain products or services.
- Attempting to monopolize or eliminate competition.

It is important to note that even the appearance of an agreement between competitors could violate competition laws. Exercise caution when attending trade associations or other meetings and events where **onsemi** competitors may be present. If a representative of a competitor attempts to discuss any of the above topics with you, stop the conversation immediately.

Make it clear that you are not participating in any agreement with this competitor. Then, promptly report the incident.

If you have questions about competition laws and how they apply to your work, please consult the CCO, the Legal Department, or the Ethics and Compliance Group.

## Related Policies and Procedures Include:

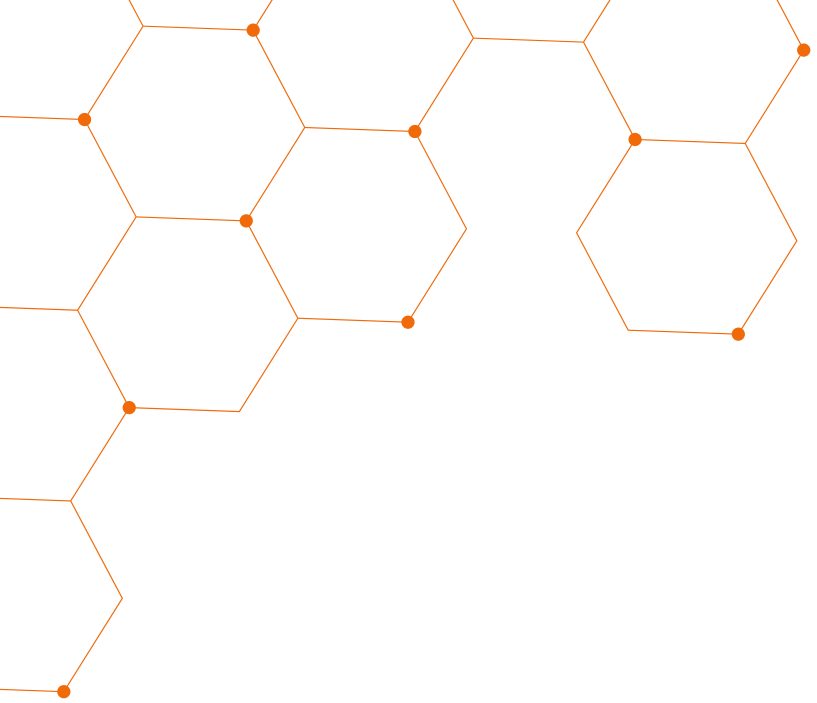
- Global Antitrust and Competition Law Policy



*I recently ran into a friend from college who now works for one of our competitors. She asks me about **onsemi** in a way that makes me think she might want to work here. She then surprises me by telling me that if our Company increased prices, her company would have room to charge more for their products as well. What do I do?*



*First, stop the conversation. Make it clear to your friend that you won't be part of anticompetitive talks. Remember, even an informal understanding between competitors may be a violation of our Code, our policies, and competition laws. Then, report the situation to the Ethics and Compliance Group, the Legal Department, or the CCO for follow-up.*



# Communities



**onsemi** is a responsible citizen in all the communities where we do business.

## Community Service

At **onsemi**, we work together to build a better tomorrow for people and the planet with an ongoing commitment to create meaningful changes in the communities where we live and work. We serve society by providing energy-efficient innovations. In addition, we actively support our local communities and believe that giving back strengthens our ethical culture and makes **onsemi** a better place to work. To learn more about Company-sponsored programs and volunteer opportunities, please contact your local grant advisor or email [foundation@onsemi.com](mailto:foundation@onsemi.com).

## Personal Community Activities

In addition to the many programs and organizations **onsemi** supports, our Company encourages us to contribute to causes that are important to us as individuals. We are each free to support community, charity, and political organizations and causes of our choice. However, we must make it clear that our views and actions are not those of **onsemi**. We must ensure that our outside activities do not interfere with our job performance or harm our Company's reputation. If you choose to support an organization or cause, you may not pressure fellow co-workers to support or contribute to this cause. This is true whether the cause is political, religious, or charitable in nature. In addition, never attempt to influence another **onsemi** employee or director to share or express your views.

## onsemi Political Activities

Participation in political activities is a very sensitive and complex area, and strict laws govern our political activities as a Company. For this reason, **onsemi** does not make political contributions to individual candidates. As individuals, we may not use our Company's name, funds, employee work time, property, equipment, or services to support individual candidates or committees supporting or opposing individual candidates, except in compliance with applicable legal requirements. We also need to make sure that your individual political views and activities are not perceived as those of **onsemi**.

Political contributions by, in the name of, or on behalf of **onsemi** are generally prohibited, unless approved by the **onsemi** Board or executive leadership.



Requests for political contributions to support political parties or committees, or to support or oppose ballot propositions or other initiatives, regardless of whether at a local, state, federal, or country level, must be referred to the Head of Government Affairs, the CCO, or the Legal Department. Lobbying activities or government contacts on behalf of our Company must always be coordinated with the Head of Government Affairs, the CCO, or the Legal Department.

As a Company committed to the environment and our global communities, we support and share approaches to protect the environment in a socially responsible manner, conserve natural resources, and reduce the impact of our processes and products. We expect the same from our customers and business partners.

# Environment, Energy, and Sustainability

We remain steadfast in our mission to drive a more sustainable future. We therefore respect the environments in which we live and work. This means, in part, that we comply with all applicable environmental laws in all countries where we operate. Our Company is also committed to protecting our environment by minimizing the impact of our operations. We operate our businesses in ways that foster sustainable use of the world's natural resources. As employees and directors of **onsemi**, we support this commitment by complying with our Company's environmental policies and programs. If you suspect hazardous materials are entering the environment or are improperly handled or discarded, promptly notify your local Environmental Health and Safety representative. You may also contact your BEL, the Ethics and Compliance Group, the CCO, or the Ethics and Compliance Helpline to report such incidents.

For the latest information on our initiatives and details relating to the environment, energy, and sustainability commitments, please see our current [Sustainability Report](#). These initiatives include: our energy reduction strategy; our increased use of renewable energies; our water quality and opportunities to minimize water consumption; our air quality standards that meet or exceed regulatory standards to minimize or eliminate emissions contributing to pollution; and our overall support to reduction of greenhouse gas emissions.

## Related Policies and Procedures Include:

- [Climate Change](#)
- CDP Climate Change Disclosure
- CDP Water Security Disclosure



We strive to support environmental initiatives to reduce our negative impact on the environment.



*I work in an **onsemi** manufacturing facility where I come into contact with hazardous materials. Our Company has very clear procedures outlined for the handling of these materials. However, when I stepped outside on my break yesterday, I witnessed two of my co-workers dumping these materials directly into a dumpster instead of following protocol. I can't imagine why they would do that. Should I tell someone?*



*Yes, you should report what you observed immediately. What your co-workers are doing is not only dangerous, but also against the law. Hazardous materials are strictly regulated and must be disposed of properly. Not reporting the incident puts our environment, our surrounding communities, and our Company—including our fellow employees—at risk.*

# Responsible Sourcing of Materials

As a technology provider, **onsemi** continues to be dependent on the use of conflict minerals such as tantalum, tin, tungsten, and gold (“3TG”). However, **onsemi** practices and is committed to responsible mineral sourcing of 3TG and other minerals, which means we procure raw minerals in a way that safeguards and respects human rights, protects human and environmental health, and combats forced labor, child labor, and human trafficking and slavery. As a full member of the Responsible Business Alliance (“RBA”) and the Responsible Minerals Initiative (“RMI”), we engage in reasonable and responsible due diligence in our supply chain in a manner consistent with the Organization for Economic Cooperation and Development (“OECD”) Due Diligence Guidance. As an RMI member, **onsemi** uses the Responsible Minerals Assurance Process (or “RMAP”) to ensure that suppliers in our supply chain are conformant to it.

Our conflict minerals policy and management system support our due diligence process by identifying and mitigating risk, auditing when necessary, and disclosing

and reporting in compliance with applicable laws.

Mitigation strategies may include, for example, removal or replacement of non-RMAP conformant smelters and refiners.

To this end, **onsemi** adds value to the global community by:

- Using conformant smelters that responsibly source the minerals.
- Continually assessing risk and managing supply chain.
- Proactively building relationships in our supply chain that include companies that maintain our values of respect for human life and the environment.

## Related Policies and Procedures Include:

- [Annual Conflict Minerals Report](#)
- [Conflict Minerals Reporting Template](#)
- [Responsible Minerals Sourcing Policy](#)



# Communicating With External Audiences— Investors, Analysts, and the Media

It is vital to our culture and operations that when speaking on behalf of **onsemi**, we speak with one voice. Doing so ensures professional and consistent communications across the globe. For this reason, only designated spokespersons are approved to respond to or communicate with outside parties—namely, members of the media, industry analysts, financial analysts, and investors. To ensure compliance with securities rules and regulations, if you receive any inquiries regarding **onsemi** activities, results, or plans, or our position on public issues from external audiences including, but not limited to, financial analysts, investors, or the media, you should reach out to the **onsemi** Investor Relations Department. In this manner, we are able to avoid having our words taken out of context by reporters or other members of the media and other external organizations. Requests from financial analysts and shareholders should be forwarded to [investor@onsemi.com](mailto:investor@onsemi.com).

Similarly, if you receive a request from the media for information, for an interview, to author a technical article, or to present a paper, you should forward the request to a member of the Media Relations team, who will handle the request or provide support and guidance. For more details or information, please contact [media@onsemi.com](mailto:media@onsemi.com).

When it comes to other types of external communications, we are each responsible for ensuring that no confidential and/or proprietary information is disclosed.

We are expected to cooperate with requests for information from government agencies and regulators. The information we provide them must be truthful and accurate. Never alter or destroy documents or records in response to an investigation or other lawful request. Please consult with the CCO or the Legal Department for guidance as soon as possible. When appropriate, requests will also be coordinated through the Legal Department.



*I am an **onsemi** employee. In my spare time, I contribute to an industry-related blog, where I predict and discuss changes in the market as well as advancements in research and development. I am careful not to share any **onsemi** confidential proprietary information, basing my contributions solely on publicly available information. After a recent posting, I have been contacted by a journalist regarding **onsemi** involvement in pending litigation. I happen to know that these allegations are false. I respond to the journalist to let her know this, and also to let her know that I do not appreciate her contacting me personally regarding my Company. Do I need to tell anyone about this?*



*Yes, you do. Your correspondence with the journalist was not appropriate. If a member of the media contacts you directly to ask questions about **onsemi**, you should not respond. You should explain the circumstances that led up to this journalist contacting you to the Media Relations (External Communications) department, so that **onsemi** can ensure you are acting within our Disclosure Policy and other related policies. Responding to this journalist without being authorized to do so allows for the possibility for misinformation. When in doubt, ask before acting. Also, for information on the appropriate use of social media, please see the “**Social Media and Internet Use**” section of this Code.*

A decorative graphic in the top-left corner consisting of a network of orange lines forming a hexagonal grid, with small orange dots at the vertices.

# Governments and Third Parties



We comply with applicable laws and regulations everywhere we do business.

## Anti-Bribery and Anti-Corruption Laws

**onsemi** is committed to conducting business in accordance with the highest standards of business integrity. We must therefore abide by all anti-bribery and anti-corruption laws everywhere we do business, without exception. This includes the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act, which applies to our businesses globally, and other similar applicable anti-bribery and anti-corruption laws in each country where we do business. Everyone at **onsemi** has a responsibility to ensure that all business relationships are conducted with integrity and in an ethical and honest manner.

Bribery is a form of corruption and is committed when a person offers, gives, requests, receives, or promises anything of “value” with the intention or knowledge to obtain “an unfair advantage.” Other forms of corruption include money laundering, fraud, facilitation payments, embezzlement, extortion, and similar illegal activities. “Value” is not just in the form of cash, but can also include entertainment, meals, job offers, gift cards, holidays/travel, donations, and paying school fees and other expenses.

Be especially aware of specific laws when dealing with public or government officials, who include civil servants, local government officials, government ministers, medical staff, customs officials, judges, politicians, and employees of state-owned companies. Note that government officers or employees at any level—including employees of labor unions, political parties, and state-owned or state-controlled enterprises, as well as candidates for public office—may be considered “government officials.”

In sum, anti-bribery and anti-corruption laws prohibit offering or paying anything of value to any third party or any government official to influence the performance of a decision and/or to retain or obtain business.

We must also ensure that our distributors, agents, consultants, and other business partners refrain from engaging in corrupt practices on our behalf. We cannot make any payment to a business partner or any third party if it will be used for a prohibited payment. When we engage with business partners, we do our utmost to ensure that they demonstrate high standards of ethical conduct by performing appropriate levels of due diligence at the start of a business relationship and on a periodic basis thereafter.

Many anti-bribery and anti-corruption laws also require that we maintain accurate and transparent books, records, and accounts of all transactions, as well as the transactions being recorded in a timely manner and supported by appropriate documentation. Every one of us, regardless of the country in which we work, must abide by these requirements, even where corrupt practices may be expected or customary.

### Related Policies and Procedures Include:

- Anti-Bribery and Anti-Corruption Policy
- Supplier Handbook
- Gifts and Entertainment Policy
- Conflicts of Interest Disclosure Requirement
- Global Travel and Entertainment





Countries have the ability to regulate goods and services being supplied across national borders.



*I am currently overseeing the team that is upgrading a new **onsemi** manufacturing facility. Local law enforcement has halted construction, citing an expired work permit. I don't think that this claim is legitimate, but it is the only thing keeping us from making headway on this project, so I am seeking a renewal. The law enforcement agents I'm working with have all but demanded I pay them a fee to have this permit reinstated. What should I do?*



*Don't pay the agents any money until you've talked to the CCO, the Legal Department or the Ethics and Compliance Group. You are likely being asked to pay a bribe, which is prohibited by the FCPA and the anti-bribery and anti-corruption laws in many of the countries in which we work. Law enforcement agents are considered government officials, and the laws that govern our interactions with them are very strict. Paying bribes to them is not just unethical—it is also illegal. By reporting the incident right away, you can receive proper guidance from the **onsemi** Legal Department.*

## Crossing National Borders—Export and Import Controls

As a global Company, we deliver our products around the world. When engaging in importing or exporting, we comply with applicable U.S. and other national and international laws, regulations, and restrictions. An “export” occurs when a product, service, technology, or piece of information is shipped to a citizen of another country—regardless of where they are located. It can also occur when technology, technical information, or software is provided in any way—including verbally—to a citizen of another country, even if that citizen is also an employee of **onsemi**. Before we engage in any export activity, we must therefore verify the eligibility of the shipping location, the recipient, and intended end use for our products. We must also obtain all required licenses and permits, as well as pay all proper duties.

In addition, “importing” occurs when we bring goods or services we purchase from one country into another. This activity is also subject to various laws and regulations. In particular, importing may require us to pay duties and taxes or submit certain filings.

If you travel internationally on Company business, you are also subject to laws governing what you import and export in the country of your destination. We are each responsible for knowing the laws that apply to us. If in doubt, contact the Legal Department for guidance.



*I am preparing a large shipment to send to another country. Prior to shipment, my customer contact tells me that, after receiving the shipment from our Company, she is responsible for delivering those products elsewhere. Specifically, she will be exporting the products to another customer, in a country I happen to know is blacklisted. This surprised me, but I didn't say anything. After all, since our Company is not shipping the products directly to the blacklisted country, it doesn't affect us. Did I do the right thing?*



*Sorry, not in this case. When engaging in export activity, we have a responsibility to know where our products are going, and to whom they are being delivered. Since the customer told you that she intends to send this product to a country with which we are prohibited from doing business, you have knowledge of the end user. Knowing that this is occurring, and not reporting the situation immediately, potentially exposes **onsemi**—even if we do not directly export the product to the blacklisted country.*

## Economic Sanctions and Boycotts

No matter where in the world we are conducting business, we have a duty to follow economic sanctions and trade embargoes. Such sanctions are typically used by countries to support foreign policy and national security. If you are unsure whether your trade activities comply with applicable sanctions and trade embargoes, you should consult the Legal Department for guidance.

A number of countries have also enacted laws that prohibit companies like **onsemi** from participating in or cooperating with an unsanctioned international boycott. It is important that we comply with all anti-boycott laws that apply to our work. If you receive a request to boycott an individual or country, report the situation to the Legal Department immediately.

### Related Policies and Procedures Include:

- Sanctioned and Embargoed Countries Policy

## Money Laundering

Our duty to comply with all laws means we are committed to the global fight against money laundering. “Money laundering” is the process by which persons or groups try to conceal illegal funds, or otherwise try to make the sources of their illicit funds look legitimate. To prevent money laundering, it is important for us to perform “know your customer” due diligence on customers, suppliers, and other business partners who wish to do business with our Company.

In particular, if your work involves the selection of or procurement from third parties, be on the lookout for red flags that may signal money laundering activities. For example, ensure that the parties you are doing business with and their management maintain a physical presence, are engaged in legitimate business, and have proper compliance processes in place. Beware of unusual transactions (such as large cash payments, new bank accounts at the time of payment, or bank accounts in different countries than the buyer) and report any suspicious activity to the Legal Department, the CCO, or the Ethics and Compliance Group without alerting the third party.



# Conflicts of Interest



We make business decisions based on the best interests of our Company.

## General Guidance

When it comes to business decisions, our actions must be based on the best interests of our Company. We must not allow our personal activities, investments, or relationships to interfere with those of **onsemi**. Such “conflicts of interest”—whether actual, potential, or perceived—must be actively avoided in order for us to continue to perform our jobs objectively.

Many types of conflicts may arise. Below are some of the more common examples of conflict situations. Keep in mind that, while having a conflict of interest is not always a violation of our Code, not disclosing the conflict is. For this reason, you should discuss and seek guidance on any conflict of interest with your manager, your supervisor, your BEL, or the Ethics and Compliance Group and file a disclosure as required for proper review and disposition.

### Related Policies and Procedures Include:

- Conflicts of Interest Disclosure Requirement

## Outside Employment

Our Company recognizes that, at times, we may seek outside employment. However, we may not work for or receive payments from any competitor, customer, distributor, or supplier of **onsemi** without prior approval. Even where approval is granted, we must take appropriate steps to separate Company and non-Company activities. Any outside work you perform must not hinder your duties at **onsemi**, such as by preventing you from fully performing your work in a timely fashion (including overtime assignments), or adversely affecting the quality of the work performed. In addition, you should never use Company property or time for any outside employment. If you are considering outside employment and are unsure about whether it needs approval, consult with your manager, your supervisor, your BEL, the Human Resource Department, the Ethics and Compliance Group, or the CCO. If approval is required, please contact the Ethics and Compliance Group for guidance. In countries where applicable, see also your Employee Handbook on this topic.



*I have worked at **onsemi** for many years. I'm considering using some of the skills and knowledge I've acquired through my work at **onsemi** to offer additional services to our existing customers. I won't conduct my personal business during work hours, and wouldn't think of using our Company's assets to further my own interests. May I do this?*



*No. Starting a side business that offers services to the existing **onsemi** customer base is a conflict of interest. Receiving payments from a customer raises issues for both you and **onsemi**—especially if your business competes with any of the services our Company offers. Keep in mind that it is not acceptable to perform work for any third parties with whom our Company conducts business without prior approval. Also remember that, by disclosing the potential conflicts before acting, **onsemi** can help you make the best possible decision for all involved.*

# Board Memberships

Just as with outside employment, it is important to disclose any outside board memberships. If you serve on a board of directors or similar body for an outside company or government agency, you must obtain advance approval in writing from the CCO, the Legal Department, or the **onsemi** Board of Directors (where applicable). Helping the community by serving on boards of nonprofit or community organizations is encouraged and does not typically require prior approval, but disclosure is recommended. See the Company's Corporate Governance Principles for additional information on this topic.



## Family Members and Close Personal Relationships

Conflicts of interest may also arise when we work with our relatives or close friends. In particular, we must not share a reporting relationship with relatives. Being in a situation where we are responsible for evaluating, promoting, or making hiring decisions about relatives or close friends may create the appearance of favoritism or preferential treatment. To avoid such situations from arising, all conflicts of interest should be disclosed to your manager or supervisor immediately. To be clear, “relatives” may include spouses, children, stepchildren, parents, stepparents, siblings, in-laws, uncles, aunts, nieces, nephews, and spouses of any of the above. Relatives also include individuals in a romantic, dating, or other intimate or committed relationship; or individuals sharing a significant living arrangement or financial or business relationship that could influence preferential treatment in the workplace.

In addition, we must not use personal influence to get our Company to do business with a company in which our family members or friends may have an interest. If you

have relatives or close friends that work for a company **onsemi** does business with, you should let your manager or supervisor know immediately and properly disclose the relationship to the Ethics and Compliance Group so the appropriate steps may be taken to avoid or minimize any conflicts of interest.

Further, relationships with prospective or existing suppliers, contractors, customers, competitors, or regulators must not affect our independent and sound judgment on behalf of our Company. Remember, the important thing is to avoid even the appearance of bias. If such a situation arises, disclose the facts to your manager or supervisor immediately.

### Related Policies and Procedures Include:

- Employment of Relatives
- Contractors Related to Employees

# Loans to Employees and Directors

A conflict may also arise when an employee or director, or a member of that person's family, receives improper personal benefits as a result of their position at **onsemi**. When we make loans to fellow employees or guarantees of another person's obligations for personal reasons, it may also create a conflict of interest. In fact, most loans made to directors and officers are prohibited by law. Before accepting any such loans or guarantees, seek advice from the Legal Department.

## Investments

Sometimes, our personal investments might affect or appear to affect our ability to make unbiased business decisions on our Company's behalf. It is most likely to create the appearance of a conflict if we have an investment in a competitor, supplier, customer, distributor, or similar party with whom **onsemi** conducts business. Our investment in such companies must not be so significant that it could influence or appear to influence our judgment on Company issues. If there is any doubt about how an investment might be perceived, it should be disclosed to the Ethics and Compliance Group, the Legal Department, or the CCO for proper review.

## Corporate Opportunities

In the course of our work at **onsemi**, we may come across information regarding business opportunities in which our Company may be interested. We must never pursue such opportunities for our personal benefit. Doing so can create a serious conflict. Just as we may not take an opportunity for ourselves, we may not direct others to do so in our place. In addition, we do not, directly or indirectly, buy or acquire rights to any property or materials if we know that our Company may be interested in pursuing such an opportunity.





## Gifts and Entertainment

Exchanging gifts, hospitality, and entertainment is a common practice in many locations where we work. While appropriate exchanges for business purposes can help strengthen relationships and foster goodwill between our Company and other companies or individuals with whom we do business, it can also create conflicts of interest or give the appearance of impropriety. We protect our reputation by ensuring that gifts are legal, appropriate, and reasonable. Gifts are not always physical objects. They might be services, favors, or other items of value. Entertainment can be a meal, a sporting event, or another outing that includes a representative of both **onsemi** and the other party. Please remember that any gift or entertainment must be unsolicited and must adhere to all policies of both the provider's and the recipient's businesses.

## Gifts and Entertainment Received by Employees and Directors of **onsemi**

When working in our capacity as employees or directors of **onsemi**, we may not accept gifts that are excessive in value. If you are offered or receive a gift of significant value, you should discuss it with your manager, your supervisor, your BEL, the Ethics and Compliance Group, the CCO, or the Legal Department. Where possible, seek advance approval for such gifts. Further, we do not accept bribes, kickbacks, or payoffs. Accepting such improper payments from others is illegal and unethical.

We also do not accept entertainment that is excessive in value. In most cases, we can accept entertainment that is reasonable, customary, and infrequent in the context of the business. This includes accompanying a business associate to a cultural or sporting event or to a business meal. Speak with your manager, your supervisor, your BEL, the Ethics and Compliance Group, the CCO, or the Legal Department before accepting any entertainment that may affect or appear to affect our independent judgment and seek approval when required.

If accepting the entertainment might appear to influence your independent judgment on behalf of **onsemi** or may otherwise seem inappropriate, turn down the offer, pay the true value of the entertainment yourself, or discuss the situation with your manager, your supervisor, your BEL, the Ethics and Compliance Group, the CCO, or the Legal Department.

In some rare situations, it would be impractical or harmful to refuse entertainment or return a gift. When this happens, discuss the situation with your manager, your supervisor, your BEL, the Ethics and Compliance Group, the CCO, or the Legal Department. They can help you determine the best course of action to protect you and **onsemi**, as well as the business relationship.



*A few potential suppliers have submitted proposals to our Company and I play a significant role in the selection process. One of these potential suppliers sent me tickets to a local sporting event with a card that indicates the supplier “looks forward to future business.” I would love to take my family to this event and I don’t feel like the gift makes me biased in any way. May I accept the tickets?*



*Likely not. You should report the gift to your manager, supervisor, or BEL right away to determine the proper course of action. However, keep in mind that anti-corruption laws apply to even the appearance of bias. So, if you accept the gift and this supplier ends up winning the contract, it could appear as though you accepted a bribe. Another factor to consider is that the supplier would not be attending the event with you. This immediately rules out the possibility of the event having a business purpose.*

## Gifts and Entertainment Given by or Provided by **onsemi**

Some business situations call for giving or providing gifts to others. When legal, reasonable, and in good business judgment, such gifts can be a part of building and strengthening normal business relationships. However, when giving a gift, we should always consider how it will be perceived by others and always act with the highest standards of integrity to ensure proper motive and intent.

We may provide entertainment that is reasonable, customary, and infrequent in the context of the business. If you have a concern about whether providing entertainment is appropriate, discuss it with your manager, your supervisor, your BEL, the Ethics and Compliance Group, the CCO, or the Legal Department in advance.

It is important to understand that gift-giving and entertainment practices may vary among cultures. In this case, please seek advice and guidance from your BEL, the Legal Department, or the Ethics and Compliance Group.

We do not provide illegal or inappropriate forms of entertainment, nor do we offer entertainment that violates

the policy of the recipient’s government or organization. The employees of many government entities around the world are prohibited from accepting gifts or entertainment. For this reason, you should obtain appropriate approval before entertaining a government official or before gifts are offered to any third party, including government officials.

For any gifts or entertainment above a nominal value, always follow the **onsemi** global policy on giving and receiving gifts and seek advice relating to which gifts are always permitted, which gifts are always prohibited, and which gifts require pre-approval from the Legal Department or Ethics and Compliance Group.

### **Related Policies and Procedures Include:**

- Global Policy on Giving and Receiving Gifts
- Global Travel and Entertainment Policy



*I am sending out holiday gift baskets to some of our valued customers this season as a way of thanking them for their business. The baskets are modest in value, and I would like to include multipurpose gift cards, among other things. One of our customers has a strict policy against receiving gifts, but I don't want to treat this customer unfairly. What should I do?*



*It is **onsemi** policy not to give gifts of cash or cash equivalents such as gift cards, so the inclusion of multipurpose gift cards would not be appropriate. In fact, the only exception to this policy has been in cases of weddings or funerals in locations where local custom calls for cash gifts. In these cases, we are required to request waivers to the prohibition on cash gifts. See the “**Waivers of the Code of Business Conduct**” section at the end of the Code for more detail. Even in cases where a gift would otherwise be allowed under **onsemi** policy, **onsemi** respects the policies of the gift recipient's organization. This means you should refrain from sending gift baskets to customers with such policies and instead talk to your manager, supervisor, or BEL about acceptable alternatives.*

## Travel

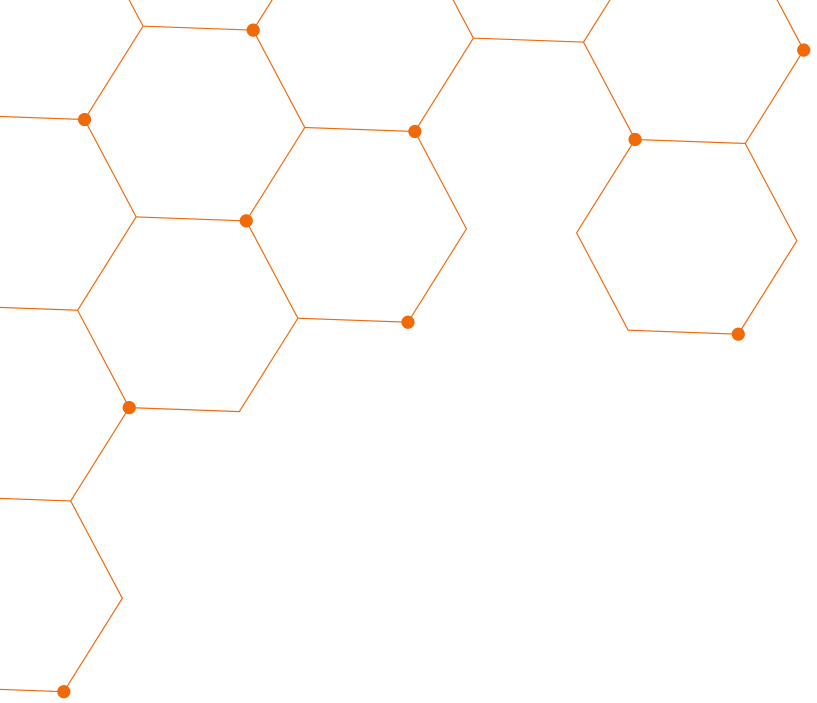
### Acceptance of Travel Expenses

We may generally accept transportation and lodging costs provided by a supplier or other third party, so long as the trip is for a valid business purpose and does not affect or appear to affect our independent judgment. Such provision of transportation or lodging must also be approved in advance by your manager or supervisor and in accordance with other internal policies. All travel costs accepted must be accurately recorded in your travel expense records.

### Providing Travel

Unless prohibited by law or the policy of the recipient's organization, in certain instances our Company may also pay transportation and lodging expenses incurred by customers, agents, or suppliers in connection with a visit to an **onsemi** facility, product installation, or other activity in support of a legitimate business purpose. Examples include on-site visits to examine equipment or participate in training.

In particular, records must be kept for any travel by any third party, whether a non-governmental party or government official that is sponsored or paid for by our Company. In addition, any government sponsorship must be approved in advance by the CCO or the Head of Government Affairs.



# Using This Code



# onsemi Policies and Procedures

This Code provides overall guidance on the key tenets of ethical and compliant behavior. From time to time, we may adopt more detailed policies and procedures with regard to certain areas covered by this Code, as well as other matters not mentioned in this Code. As a valued employee committed to integrity, you are expected to comply with such policies and procedures, and failure to comply will be considered a violation of this Code. In addition, this Code is a statement of policies for individual and business conduct and does not, in any way, constitute an employment contract or an assurance of continued employment. Nothing in this policy is intended to nor shall modify or amend in any way the provisions of an employment agreement between **onsemi** and any of its employees.

## Conflicts With Laws or Collective Bargaining Agreements

If any provision of this Code or any **onsemi** policy or procedure conflicts with any applicable law or regulation, the law or regulation will control. If any provision of this Code or any **onsemi** policy or procedure conflicts with any collective bargaining agreement, that provision only will not apply to the employees covered by that collective bargaining agreement.

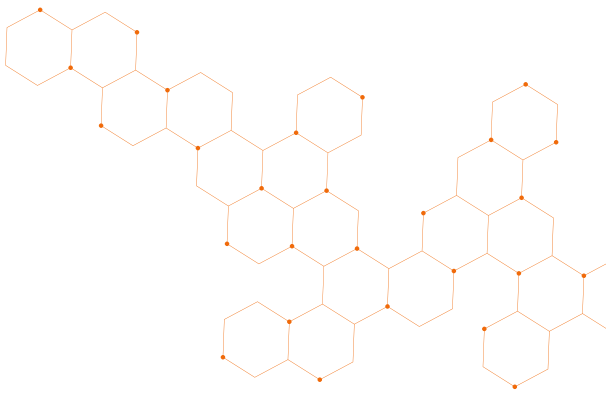


# Waivers of the Code of Business Conduct

Waivers are granted only in rare circumstances and after careful deliberation. If you believe that an exception to any of the guidelines set forth in this Code should be considered, contact your immediate supervisor. If your immediate supervisor agrees that an exception should be considered, the supervisor can seek advice from a BEL, the CCO, or the Head of the Ethics and Compliance Group. The decision to grant a waiver of this Code lies solely with the CCO in consultation with the Head of the Ethics and Compliance Group. Waivers granted to the principal executive officer, principal financial officer, principal accounting officer or controller, persons performing similar functions, or any other executive officers of **onsemi**, and waivers granted to any individual director, will be granted only by the Board of Directors. Such waivers will be disclosed to the public as and when required by the laws and rules of the Securities and Exchange Commission and NASDAQ.

## Interpretations

The CCO and the Ethics and Compliance Group have been designated by the Board of Directors as the person/group ultimately responsible for interpreting and applying the guidelines in this Code to specific situations in which questions may arise. As an **onsemi** employee, you should contact your designated BEL within your organization to raise any ethics and compliance issues related to the Code. You may also call the Ethics and Compliance Helpline, whether or not on an anonymous basis, or contact any of the other reporting channels at the beginning of this Code.



# Because Integrity Matters

Integrity is not just a word, it is a way of life. As an **onsemi** employee or director, I am aware of and confirm my obligations to have read, understand, and uphold the **onsemi** Code of Business Conduct. I further acknowledge that:

- To the best of my knowledge, I am in compliance with the Code of Business Conduct, including my obligation to disclose any conflict of interest, whether actual, perceived, or potential.
- I will continue to comply with the terms of the Code of Business Conduct and the terms of any revisions made to it.
- If I have any questions relating to this Code of Business Conduct, I will contact the Ethics and Compliance Group.



Because  
**Integrity**  
Matters



# Addendum

COUNTRY	HELPLINE NUMBER
Belgium	0-800-748-19
Canada	1-844-935-0213
China	400-120-0176
Czech Republic	800-142-490
Finland	0800-41-3682
France	0-800-90-6447
Germany	0-800-181-4906
Great Britain	0800-098-8332
Hong Kong	800-902-012
India	000-800-919-1055
Ireland	1-800-851-150
Israel	1-809-477-265
Italy	800-761697
Japan	0800-123-2333
Malaysia	1-800-81-9976
Netherlands	0800-0224703
Philippines (via landline or via mobile with Smart and Digitel/Sun providers)	1800-1322-0333
Philippines—Alabang, Carmona, Cebu (via factory landline)	4567
Philippines—Tarlac (via factory landline)	**123
Romania	0800-890-295
Singapore	800-492-2389
Slovak Republic	0800-002-591
Slovenia	080-688-802
South Korea	080-805-0134
Spain	900-999-372
Sweden	020-88-15-32
Switzerland	0800-000-092
Taiwan	00801-49-1584
Thailand	18-0001-4543
Turkey	0800-621-2119
United Kingdom	0800-098-8332
United States	1-844-935-0213
Vietnam	024 7779 9036



## Tagline

Intelligent Technology. Better Future.



## Vision

Drive technology breakthroughs that deliver on the promise of a sustainable future.



## Mission

We push innovation to create intelligent power and sensing technologies that solve the most challenging customer problems. Our employees are inspired each day to increase stakeholder value through high-quality and high-value products and services.

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