

Standards of Business Conduct



C O N E X A N T[®]

Standards of Business Conduct

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Dear Conexant team member:

Conexant believes in conducting its business affairs in accordance with the highest standards of integrity and ethical behavior. Honesty, fairness, respect and integrity are all guiding principles in our business dealings.

Our ability to achieve the challenging performance targets we have set for ourselves depends on each and every one of us being committed to these values — and practicing them in every action we take. Moreover, these values apply wherever we do business around the world, in conjunction with local laws and regulations.

If an issue arises that you cannot answer, or if you know of or believe there might be a violation of the company's policies, talk to your manager, another member of management, and/or Human Resources. If you prefer, you may also contact the Standards of Business Conduct Office/Hotlines at (949) 483-4677 for Financial and (949) 483-4699 for Non-Financial.

Conexant's reputation for integrity depends on every one of us continuing to make and keep our commitments to business conduct standards in all we do.

Sincerely,



Sailesh Chittipeddi
President and CEO, Conexant Systems, Inc.

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STANDARDS OF BUSINESS CONDUCT

These Standards of Business Conduct (the “Standards”) apply to the company’s employees, officers and non-employee directors, including the company’s principal executive officer, principal financial officer, principal accounting officer and persons performing similar functions. For purposes of the Standards, references to “employees” therefore also include non-employee directors. The Standards, including the related company policies, are the company’s “code of ethics” as defined in Item 406 of Regulation S-K of the Securities and Exchange Commission.

The Standards, including the related company policies, are designed to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in the reports and documents the company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the company;
- compliance with applicable governmental rules and regulations; and
- accountability for adherence to the Standards.

Company policy is to conduct its business in accordance with applicable laws and regulatory requirements of the United States and other jurisdictions in which the company operates, and in accordance with appropriate business conduct. These laws and regulations cover all aspects of the

global management of the company’s business, including:

- regulatory compliance;
- investigations, inspections and inquiries;
- fair competition and antitrust;
- international business activities, including applicable anti-corruption laws such as the Foreign Corrupt Practices Act;
- lobbying and political activities;
- government contracting;
- anti-boycott requirements;
- import/export controls; and
- environmental, health and safety regulations.

All illegal or unethical acts are prohibited under this policy. This includes, but is not limited to, assuring that:

- No bribes, kickbacks or other illegal payments are made by, or on behalf of, the company, either directly or indirectly.
- No funds or assets are maintained by the company for any illegal or improper purpose.
- No false, misleading, or artificial entries are made in the books and records of the company.
- No payments are made by, or on behalf of, the company for any purpose, other than described by the supporting documents and records maintained by the company.

- No illegal political contributions are made by or on behalf of the company.
- No data concerning customers are obtained or solicited contrary to law or regulations. No claim of employer discrimination or harassment, including but not limited to sexual harassment, goes unanswered.

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

Any employee who violates the Standards, including the related company policies, will be subject to disciplinary action, up to and including termination. Willful disregard of criminal statutes underlying the Standards may require the company to refer such violation for criminal prosecution or civil action.

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

Employees are required to complete a Standards Statement when they join the company. Employees who become aware of any potential violations of this policy must immediately notify their manager, Human Resources and/or the Standards Office/Hotline. Directors of the company should notify the company's Chief Legal Officer in such situations. Periodically, employees will be requested to confirm compliance with this policy.

Waivers of any provisions of the Standards for executive officers and directors must be approved by the board of directors or a designated committee of the board and will be disclosed promptly to the extent required by applicable law or regulation.

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

When in doubt, ask yourself...

CONFLICT OF INTEREST

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

For purposes of this policy "immediate family member" is defined as spouse, child, parent, brother or sister of the employee.

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

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

may be done by submitting a letter to the employee's immediate manager, Human Resources, and/or the Standards Office Hotline or Fax. Directors of the company should make their disclosure to the company's General Counsel.

When in doubt, ask yourself...

- Have my decisions affecting Conexant been made in an objective manner and are my business relationships in the best interests of the company without personal benefit or gain to me or an immediate family member?

Question:

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

Answer:

There are several ways this situation could present a problem for you. If your product competes with a Conexant product, if it relates to any part of Conexant's business, or if your business interferes with your ability to get your Conexant job done, there is a conflict of interest. To ensure that there is not a conflict, you should disclose your plans to your manager as well as the Human Resources department, and/or the Standards Office/Hotline.

COMPANY CONFIDENTIAL INFORMATION

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

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

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

- Terms of agreements, including pricing with customers, suppliers and other companies.
- Electronic files such as source code, object code, tapes, disks, diskettes and any other on-line documentation (e.g., software tools, test tapes, etc.).
- Patent applications and invention disclosures.
- Research and development activities, methods, procedures, plans and strategies.
- Strategic business plans and operating business plans.
- Production methods, facilities, and systems, including techniques, designs, efficiencies and capacities.
- Product requirements, specifications, designs, materials, components and test results.

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

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

- Properly label confidential documents as "Conexant Confidential."

- Disclose company confidential information outside Conexant only after Conexant and the proposed recipient have signed a non-disclosure agreement approved by the General Counsel.
- When interviewing prospective employees, be careful not to discuss confidential information such as future product plans or customer information. At home or at leisure, don't discuss any work-related issues that may involve confidential information. Family members or friends may not be aware that they are receiving confidential information and may repeat it to someone who could use it to their advantage.
- Safeguard all company confidential information in your possession. As a general rule, keep confidential information in a locked cabinet or office, not out in the open for stray eyes to see. If you are working with confidential information on a PC or terminal, do not walk away leaving it displayed on the screen. Do not leave the disks around when you are not present – they should be locked up.
- Disclose company confidential information to other employees within the company on a “need to know” basis only. Consult with your manager if necessary. If you are working with confidential information and someone who does not have a “need to know” comes over to your area, cover the information or put it away. It is perfectly acceptable to say “excuse me” and turn the document over. This guideline also holds true when working at a copy or a fax machine.
- Never discuss company business in public places, including internet message boards, restaurants, airplanes and on public phones. Avoid working with confidential information on planes, trains and other public places where it is in the open for others to see. If you are traveling with confidential information, do not check it in with your luggage – keep it with you. Do not leave such information unprotected in your hotel room. Protect information stored electronically by locking up your laptop computer when not in use. At trade shows, take all pertinent material with you during breaks and meal periods.
- Do not discuss company business in non-private company places, including hallways, stairwells, cafeteria areas and break rooms. If you are conducting a meeting either in an office or conference room where confidential information may be displayed, make sure the doors are closed. Take all confidential material with you when you leave.
- Properly dispose of company confidential information by using secured trash bins, paper-shredding machines or the equivalent.

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

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

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

When in doubt, ask yourself...

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

Question:

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

Answer:

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

ACCURACY OF BUSINESS RECORDS

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

- Records that must be properly prepared include, but are not limited to: expense reports, time sheets, product test information, legal contracts, personnel files and status reports.
- All quarterly, annual and other financial reports to be filed with the U.S. Securities and Exchange Commission must be consistently prepared in accordance with U.S. Generally Accepted Accounting Principles (GAAP) and the Security and Exchange Commission rules and requirements. All statutory filings in non-U.S. locations must comply with the accounting requirements of those countries and all other applicable country regulations.
- Misleading entries or intentional omissions to company official documentation are absolutely prohibited. Each employee has a responsibility to ensure that any information that is recorded is accurate and complete.
- Complaints or concerns regarding accounting, internal accounting controls or auditing matters should be reported directly to the Standards Office/Hotline and may be confidentially and anonymously submitted.

When in doubt, ask yourself...

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

Question:

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

Answer:

You are right if it doesn't feel right doing something like this. Contact the CFO, Human Resources or the Standards office for guidance.

PUBLIC COMMUNICATIONS AND DISCLOSURES

One of the most important ways we communicate with the public is through statements to the media. Verbal and written communications tell the public who we are and detail the company's ongoing story. Communications that are poorly worded or contain inconsistent or misleading information create confusion and send negative messages – exactly the opposite of our intent, which is to regularly provide consistent, timely and accurate information. Mistakes can be costly and damage the company's reputation with key audiences. In addition, we must comply with Securities and Exchange Commission (SEC) regulations governing the disclosure of information to the public at large. All successful, well-established companies have similar policies. The following information pertains to dealing with members of the media, the financial markets, and financial analysts:

- All requests by the media for information or interviews are handled through Conexant's Human Resources (HR) department. Do not answer any questions or give out any information without prior approval from the HR department.
- The correct response to any media request is simply "Our HR department handles these questions. Let me give you their number." Even if you know the answer, and even if you know the reporter, your response should always be to refer them to the HR department.
- With respect to product-related announcements, appropriate individuals within organizations may do interviews with the approval of the HR department.
- If you are at an industry event or other public conference, refer the third party or the reporter to the company's main

phone number, 949-483-4600 or the HR department.

- All requests from external third parties for financial information are to be handled through the HR department.
- If someone asks you about the state of our business, the correct response is, "Our HR department handles these questions. Let me give you their number." Refer them to 949-483-4647.

In General:

Do not provide market, product or financial forecasts. You can refer to (but not provide) publicly available market forecasts, such as Dataquest, etc. for reference, but do not endorse them.

Do not comment about the health of the business. This includes, but is not limited to, specific characteristics such as demand, capacity, design wins and new product release timelines.

COMPANY ASSET PROTECTION

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

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

Do not remove company property from company facilities without specific approval of a supervisor or department manager. The obvious exception to this is work-related paperwork and portable office equipment as required by a job assignment. Note that laptops and other property that may not reside at an office location are still considered company property. They should be used only for legitimate business purposes and must not be retained for any other purpose. Retention of such property after leaving the company is strictly prohibited and may be illegal.

When in doubt, ask yourself...

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

PERSONAL USE OF COMPANY PROPERTY

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

- Use must not in any way interfere with or impede Conexant's business.
- Use must be occasional and minor.
- Use must be promptly discontinued at the request of Conexant's management.
- Use is expressly subject to all other applicable Conexant policies.
- Network servers should not be used to store personal information.

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

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

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

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

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

Employees must observe copyright restrictions on software and documentation and on content posted to any internal or external electronic source, such as e-mail databases, bulletin boards, newsgroups, chat rooms or web sites. No employee may load software on Conexant computers unless Conexant is authorized to use the software. In addition, software must be safeguarded from unauthorized use.

The Information Technology organization is available to assist all Conexant employees with questions regarding the proper use, licensing and acquisition of software products.

When in doubt, ask yourself...

- Do I use company resources for personal reasons regularly?

- When representing the company through e-mail correspondence, is the content professional?

Question:

While at work, I visit the Conexant message board on occasion to see what is being said about the company. Can I participate in this type of on-line discussion?

Answer:

Using company resources for personal reasons should be avoided. Also, participating in a chat room to discuss the company's business is prohibited for various reasons. Confidential company information could be inadvertently disclosed. It may appear that you are participating in a discussion on behalf of the company since the e-mail address could be traced to and deemed to be authorized by Conexant.

GIFTS, BUSINESS COURTESIES AND GRATUITIES

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

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

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

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

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

In situations where such activities are consistent with generally accepted business practices and not prohibited by law or standards applicable to customer or supplier representatives, this policy is not intended to preclude the accepting of gifts of modest value, limited in the aggregate to \$200 in any one year from any individual.

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

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

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

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

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

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

When in doubt, ask yourself...

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

Question:

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

Answer:

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

FOREIGN CORRUPT PRACTICES ACT (FCPA)

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

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

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

There is a second portion of the FCPA which regulates record keeping for companies such as Conexant, which issue securities registered on U.S. stock exchanges, requiring them to maintain accurate books and records and proper

systems of internal controls, for Conexant's transactions. These accounting and record keeping obligations apply to foreign subsidiaries of Conexant.

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

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

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

The FCPA provides for potential criminal penalties against a violating entity and its officers, directors and employees. These include fines for violations by Conexant of up to \$2,000,000, and for officers, directors and employees up to \$100,000 (which may not be paid, or reimbursed, by the employer) and jail terms of up to 5 years. The FCPA

also contains an alternative fines provision, which allow for fines of up to twice the amount of the total gain or loss. There are also civil penalties; for example, when a competitor sues under RICO for the competitor's harm if it lost a contract as a result of the corrupt payment or bribe. Also, the U.S. government may bar companies who violate the act from doing business with any government body, and companies who violate the FCPA may be ruled ineligible for export licenses. Penalties under the recordkeeping portion of the FCPA can be even more draconian.

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

Question:

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

Answer:

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

COMMITMENT TO ENVIRONMENTAL QUALITY & OCCUPATIONAL HEALTH AND SAFETY

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

In support of Conexant's commitment to the well being of our employees and the communities in which we operate, it is Conexant's policy to:

- Comply with all applicable environmental, health, and safety regulations and implement appropriate management practices.
- Operate all locations in a manner that recognizes safety as fundamental to being a great place to work.
- Reduce and minimize the generation of waste and, where possible encourage the recycling of waste material.
- Prevent adverse impacts from operations on the environment, health, and safety of employees and in the communities of which we are a part.
- Make environmental and safety concerns and conservation of energy and raw materials a priority in evaluating new and existing products, land-use decisions, process changes, material purchases and business acquisitions and divestitures.
- Maintain an "open door policy" on health and safety issues with the

communities in which our facilities operate.

- Perform periodic reviews of all Conexant facilities to ensure accountability and effectiveness in conforming to regulatory and management system requirements.
- Cooperate fully with federal, state and local environmental, health, and safety enforcement agencies.
- Prepare and submit required reports to appropriate government agencies.
- Take appropriate action to terminate any conduct that may be in violation of environmental, health and safety laws and regulations or contrary to company policy.

When in doubt, ask yourself...

- Do I run equipment safely?
- Do I comply with company policies and environmental laws and regulations?
- Am I involved with any company matters that are environmentally unsafe and jeopardize compliance with applicable environmental and safety laws?

Question:

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

Answer:

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

QUESTIONS AND ANSWERS

Questions and answers have been prepared to address the most common issues relating to business conduct with which you may be confronted. Since it would be impossible to address every situation in this booklet, the Communication Network on Page 20 can direct you to the appropriate resource(s) to obtain further guidance.

Question: Why is business conduct important to Conexant?

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

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

Answer: You have an obligation to disclose the violation, or potential violation, as soon as possible to an appropriate authority. The information should be reported to your immediate manager, other management personnel, Human Resources, or the Standards of Business Conduct Office/Hotline.

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

Answer: Employees making any disclosures in earnest will not be subject to retribution of any kind. If an employee feels that he or she has been the victim of retaliation, he or she is encouraged to contact a member of management, Human Resources, or the Standards of Business Conduct Office/Hotline for appropriate

action. To the maximum extent possible, all communications are treated as confidential.

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

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

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

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

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

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

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

Answer: Unless your business or function has established a more restrictive policy, company policy permits employees to accept gifts of modest value, consistent with generally accepted ethical and legal business practices. The value of these gifts, however, may not exceed \$200 for any employee in any year from any single source. Gifts valued over \$200 should not be accepted. If the gift cannot be returned, you should inform your manager, Human Resources, or the Standards of Business Conduct Office/Hotline.

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

Answer: Either on Nextweb, the company's intranet, or by asking the appropriate department.

WHOM TO CONTACT

Whom to Contact on Standards of Business Conduct Matters

All matters, concerns, and known violations of any aspect of the company's Standards of Business Conduct policies must be brought promptly to the attention of the Standards of Business Conduct Office/Hotline, or for directors of the company, to the company's General Counsel. Ideally, communications to the Standards of Business Conduct Officer/Hotline should be made after discussion with your manager and/or local Human Resources representative. However, the Standards of Business Conduct Office/Hotline may be used exclusively if you do not wish to consult with your manager or local Human Resources representative.

Employees may contact the Standards of Business Conduct Office by mail, electronic mail, online form, fax, or by phone. If employees wish to remain anonymous, they are urged to minimize the traceability of their correspondence by using communications media such as public phones, faxes, online form, or mail, or the hotline. If possible, employees are encouraged to provide their names so that they may be contacted to obtain additional information or clarification, if needed, and for follow-up with the caller. To the maximum extent possible, all communications are treated confidentially. Retaliation towards employees for reporting matters or concerns relating to this policy, and particularly relating to accounting, internal controls or auditing matters is strictly prohibited.

Whether you call the Standards of Business Conduct Office/Hotline or speak with a

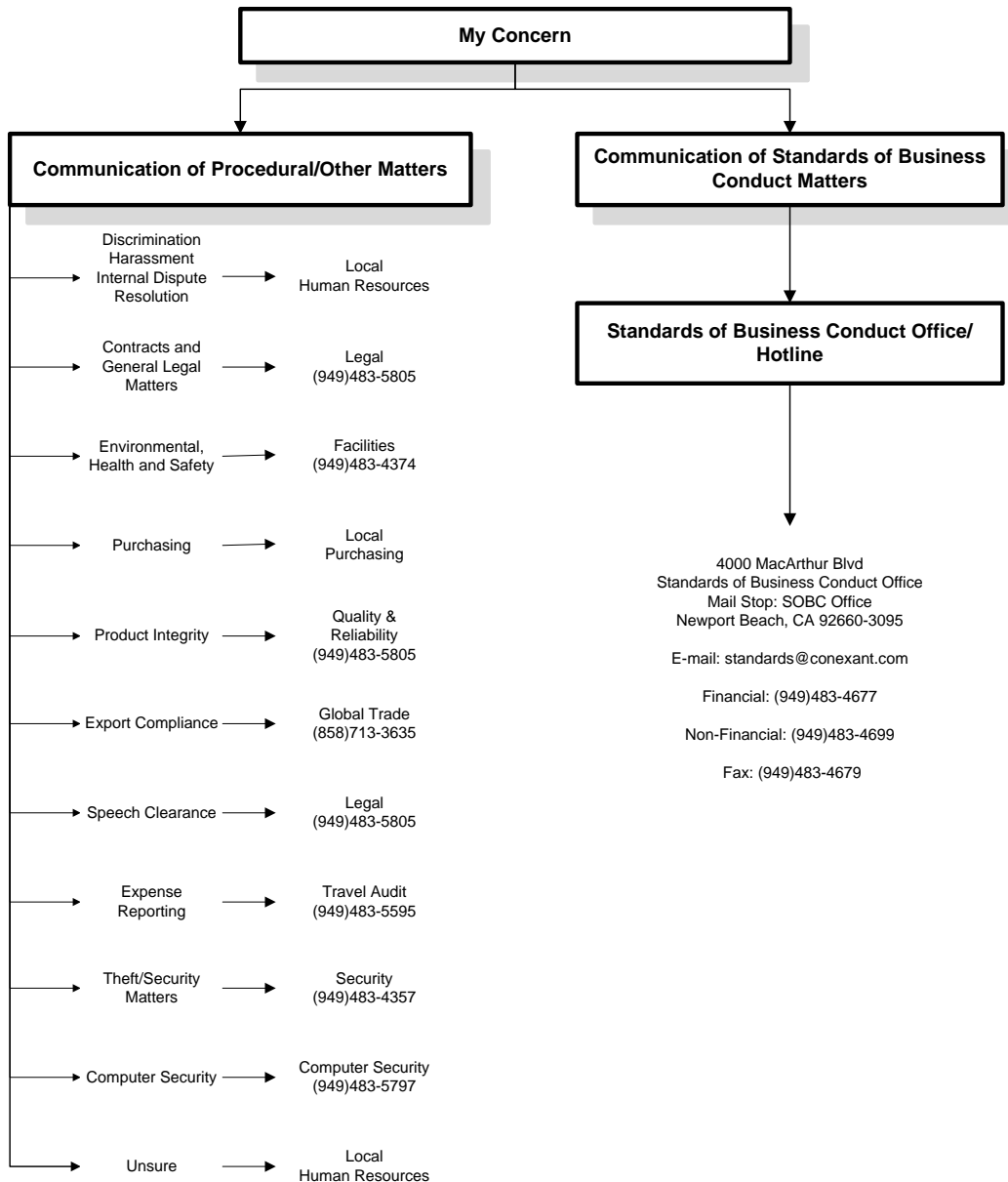
member of management, our target response time is one week or less.

Whom to Contact on Procedural/Other Matters

Concerns relating to procedural or other matters, such as understanding current company practices, obtaining speech clearances, appropriate coding of time cards, security procedures, and general questions on how to comply with existing policies and procedures should be directed to your manager and/or the specific function or department. Questions or concerns relating to fair treatment, harassment, physical safety, and other employment matters should be directed to your local Human Resources representative.

COMMUNICATION NETWORK

The Communication Network chart below outlines whom to contact when you have questions regarding general company policies and procedures or Standards of Business Conduct matters. Consulting with the proper resource(s) will guide you quickly to the appropriate answer, thus ensuring Conexant's commitment to appropriate business conduct.





C O N E X A N T

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