

Code of Business Conduct and Ethics



Cypress Semiconductor Corporation

Code of Business Conduct and Ethics

At Cypress Semiconductor Corporation (“Cypress” or “Company”), we are guided by values that are central to our work, our business, our relationships with each other and with our customers and suppliers. We say what we mean and mean what we say. Moreover, we are honest, open, equitable, and trustworthy, and we strive to do the right thing in every instance.

Most of the time, the right conduct is obvious. But in some situations, it is not. That’s why we’ve published this Code of Business Conduct and Ethics (the “Code”) - to help us operate our business ethically and with integrity, so we can focus on our other core values and beliefs: providing a great work environment for our employees, providing outstanding high-quality products to our customers, delivering innovative solutions and services, and achieving long-term value for our shareholders.

This Code helps guide you to the choices and behaviors that make Cypress successful every day. As you act on behalf of Cypress, remember that you are an ambassador for this company and its brand. Embracing the Code’s principles is part of the commitment we make to the company and to each other. Failing to comply with the Code could put you, your colleagues, and Cypress at risk, and accordingly, could result in disciplinary action and even dismissal.

Your manager’s door is always open, and you are encouraged to bring questions about the Code to your manager, Human Resources, or the Legal Department.

Hassane El-Khoury

President and Chief Executive Officer

Introduction

Cypress is committed to observing the highest standards of ethical business conduct and to conducting business in accordance with all applicable laws, rules, and regulations. We expect all of our employees, board members, and contractors to know and follow this Code of Conduct (the “Code”). The Code cannot cover every issue or situation you may encounter at Cypress. Rather, it contains guidelines, rules, and principles that must be followed when you are acting on the company’s behalf. In addition, this Code aligns with existing Cypress policies regarding professional personal conduct, and your obligations under these and other policies remain in full effect.

Management Responsibilities

If you supervise others, it is important to lead by example and to always demonstrate the highest standards of behavior. Additionally, you must create an environment where employees understand their responsibilities and feel comfortable raising issues and concerns without fear of retaliation. If an issue is raised, you must take prompt action to properly address the concerns and correct problems that arise. You must also make sure employees under your supervision understand the Code and the policies, laws, and regulations that affect their roles. Most importantly, employees must understand that ethical business conduct is of upmost importance to Cypress—even if behaving ethically means sacrificing a desirable short-term business outcome.

Everyone’s Responsibilities

Every Cypress employee is responsible for recognizing ethical issues and doing the right thing in all business activities. You are expected to adhere to both the letter and spirit of this Code. This means you must comply with all company policies, laws, and regulations that apply to you and your role, even if you feel pressured to do otherwise. You are expected to be familiar with the laws, rules and regulations applicable to your work and workplace, and such additional laws, rules and regulations which may apply. From time to time, issues may arise where the right ethical choice isn’t clear. When those issues arise that cause you to have questions or concerns, you must seek guidance from the departments who have the responsibility of, oversight for, and regulation of, these particular issues. In addition, you must cooperate fully with any investigation of suspected violations of the Code.

Speak Up

Regardless of role, employees must report internally any conduct that they believe to be unethical or illegal, violates the Code or Cypress policies, or could result in concerns regarding the Company’s accounting, internal controls, or auditing matters.

You should report any of the above matters to your manager, a member of the Human Resources team or Legal Department leadership. You can also report conduct or raise a concern of a suspected violation of our Code or any other Cypress policy through our Whistleblower Hotline.

If you want to make an anonymous report of suspected misconduct, Cypress maintains an anonymous whistleblower hotline, which is available in multiple regions and languages, as well as a web intake portal at <https://cypress.alertline.com>. A link to the whistleblower hotline information is also available on the front page of the Company’s intranet site.

Making Good Decisions

Before taking a business action, ask yourself the following questions:

- Is the action legal, ethical, and socially responsible?
- Does this action comply with the spirit of the Code and Cypress' values?
- Would Cypress be embarrassed if this were to become known internally or publicly?
- Would another person have helpful input?

Cypress Is an Equal Opportunity Employer

It is our policy and practice to never discriminate in any employment decisions, including hiring, compensation, promotion, discipline, or termination. This includes discrimination on the basis of race, color, national origin, ancestry, gender (including pregnancy, childbirth, or related medical conditions), sexual orientation, gender identity or expression, marital status, religion, age, mental or physical disability, family care or medical leave status, veteran status, or any other characteristic. Cypress is also committed to providing reasonable accommodations to qualified individuals with disabilities and individuals with sincerely held religious beliefs and practices.

Discrimination and Harassment

Cypress strives to maintain a professional environment based on respect, tolerance, and inclusion. Discrimination or harassment, including both verbal and physical discrimination, will not be tolerated, including discrimination based on race, color, religion, national origin, gender, age, disability, marital status, sexual orientation, veteran status, or any other category protected by law. Our zero-tolerance policy extends to all employees as well as to parties with whom we do business such as vendors, suppliers, contractors, consultants, and customers. Harassment may include, but is not limited to:

- Derogatory comments or actions (such as demeaning jokes, threats, and inappropriate whistling).
- Physical harassment conduct (such as gestures and unwelcome touching).
- Visual materials (such as pictures, posters, emails, and calendars).
- Requests for sexual favors in exchange for preferential treatment such as promotions, raises, or favorable assignments.
- Use of title or position to sexually, or otherwise, harass others.

No adverse employment action will be taken against any person for making a good-faith complaint or report, assisting in an investigation, or exercising his or her rights under applicable laws. Retaliation for any such protected activity will not be tolerated.

If you believe you are being discriminated or retaliated against, or if you have witnessed a colleague being harassed or retaliated against, you must notify your manager, a member of the Human Resources or Legal Department leadership teams, or register your complaint on the Whistleblower Hotline. Cypress will act promptly to investigate your concern and, as appropriate, directly address any issues with the individuals involved.

We recognize the difficult nature of these situations and will work to ensure that they are handled sensitively and with an appropriate level of confidentiality. All employees who report, are witness to, or are accused of discrimination or harassment are expected to cooperate fully with Cypress throughout the investigation process.

Substance Abuse

Cypress strives to maintain a professional, drug-free work environment. Use of alcohol, illegal drugs, or controlled substances, whether on or off the job, can detract from work performance, efficiency, safety, and health, and may seriously impair an employee's contributions to Cypress. Moderate consumption of alcohol by legal-aged individuals at Cypress-sponsored events is permitted. Please be aware that attendance at Cypress social events is not mandatory, and individuals should feel free to attend and not consume alcoholic beverages. In no situations will Cypress allow the use of illegal drugs while on the job.

Health and Safety

Cypress is committed to providing a healthy and safe work environment for employees and others. All employees are responsible for contributing to their own safety as well as the safety of others in the workplace. Everyone is expected to be safety-conscious at all times. Employees must immediately report all work-related injuries or illnesses, as well as any hazardous or unsafe conditions, to their immediate supervisor or a member of the Human Resources team. Cypress is committed to a violence-free work environment and will not tolerate any violent behavior in the workplace. Under no circumstances may anyone bring a weapon of any kind into a Cypress facility, a Cypress event, or a Cypress customer site. You must immediately report any violation of this policy to your manager or a member of the Human Resources or Legal Department team. If you witness a situation involving an imminent threat to a Cypress employee or visitor, you must contact local law enforcement immediately.

Privacy

Cypress respects employee privacy and will protect employees' personal and confidential information. Access to employees' personal information, such as personnel information and medical records, is strictly limited by Company policy and government privacy laws and regulations. You may have the right to access your own personnel or medical information, but you may not access or use the employee records of others, unless specifically authorized to do so in advance. While Cypress respects employees' privacy, the Company reserves the right to inspect facilities and property, lockers, computers, telephone records, text messages, email messages, files, business documents, and workplaces to the degree permitted by law. Employees should not expect personal privacy when using company-provided services or equipment.

Acting with Integrity

Cypress expects everyone acting on its behalf to perform their duties with integrity and in an honest and ethical manner. You must be alert your manager or a member of the Legal Department to any situation that could compromise the position of trust you hold with Cypress and avoid any kind of activity that creates a conflict between personal or professional interests and those of Cypress.

Conflicts of Interest

A conflict of interest occurs when your personal interest interferes with the interests of the Company. An interest may cause the appearance of a conflict and should be discussed with your manager or a member of the Legal Department to clarify whether an actual conflict exists. A conflict of interest can arise whenever you, as an officer, director or employee, take action or have an interest that prevents you from performing your Company duties and responsibilities honestly, objectively and effectively. You may not engage in outside activities that conflict with the company's interests, interfere with the responsibilities of Cypress employees, or have the potential to damage or misuse the company's reputation, trademarks, relationships, confidential information, or other assets. You also should be aware that actual or potential conflicts of interest may arise not just from dealings with external parties, such as customers, business partners, or suppliers, but also from relationships or transactions with Cypress leaders, direct reports, or other employees, in addition to a variety of other personal or professional scenarios.

You are expected to exercise good judgment and significant caution when deciding whether a conflict of interest may exist. If you are unsure as to whether a particular matter, transaction, activity, or relationship would constitute a conflict of interest, or objectively may create the perception of a conflict of interest, immediately discuss the situation with your manager or a member of the Legal Department.

While it is not possible to describe all potential conflicts of interest, the following list of some common conflicts should be instructive:

- Engaging in self-employment in competition with Cypress.
- Working together in a joint effort with another individual or company to perform services that are in competition with Cypress, or are substantially similar in nature to services provided by Cypress.
- Receiving improper personal or external professional benefits, directed to you, a member of your family, or a close friend as a result of your role with Cypress.

Gifts and Business Entertainment

Cypress purchases third-party products and services on the basis of price, quality, and service. We expect that our customers purchase Cypress products and services on the same basis. Accordingly, all business transactions must be impartial, objective, and free of corruption and improper influence. The Code does not prohibit reasonable business entertainment and hospitality that is appropriate, proportionate, and properly recorded. The purpose of business entertainment and gifts in a work setting is to create goodwill and sound working relationships, not to gain unfair advantage with customers, prospects, or others. Employees should see our Foreign Corrupt Practices Act ("FCPA") policy, spec no. 002-03713, for more detailed information. No gift or business entertainment should ever be offered, given, provided, or accepted by any employee, family member of an employee, or agent—unless it meets all of the following criteria:

- It is not cash or a gift card.
- It is consistent with customary business practices.
- It is open and transparent.
- It cannot reasonably be construed as a bribe or payoff.
- It does not violate any laws, regulations, or applicable policies of the other party's organization.

You may not receive any income or material gain from individuals or organizations outside of Cypress for services rendered while performing a role for Cypress, with the exception of nominal gifts such as flowers, a bottle of wine, or a holiday gift basket. Please be sure to discuss with your manager or a member of the Human Resources

or Legal Department leadership teams any gifts or business entertainment, either proposed or received, that may not be considered appropriate.

Outside Activities

If you are engaged in any form of employment, self-employment, directorships at for-profit companies, or consulting work outside of Cypress, you must immediately inform your manager and the Chief Financial Officer (“CFO”) in writing of that outside activity. Cypress will evaluate whether a conflict of interest exists. Board members must inform the Chairman of the Nominating and Corporate Governance Committee (“NCG”) in writing and in advance of accepting any outside opportunities that may conflict with their duties as Cypress Board members. The NCG Committee has a process for evaluating such situations. If Cypress determines that the outside activity interferes with your ability to successfully meet the performance requirements of your position, or that it poses a conflict of interest for Cypress, we may ask you to terminate the activity in order to remain employed with Cypress. You may not use company time or resources, such as computers and company email addresses, for conducting any outside activities of this nature. Nonexempt employees may not engage in outside work or other business activities during any time in which they are being compensated by Cypress.

Investments

Generally, you may invest personally in the shares of publicly traded companies subject to the restrictions discussed in the Cypress Semiconductor Corporation Amended and Restated Insider Trading Policy (“Trading Policy”), spec no. 002-21681. Investments in private entities are also allowed, except where the entity competes with, does business with, or is seeking business with Cypress, and you do not otherwise have advance approval from a member of the Legal Department. If you are aware that Cypress plans to invest or has invested in a private company of which you are a stockholder, please report your ownership to the Chief Legal Officer.

Neither you, nor members of your immediate family or household, may make or hold a significant investment in, or serve as a director of, any private entity that competes with, does business with, or is seeking to do business with Cypress without receiving advance approval from the Chief Legal Officer. An interest is considered significant if it could impair, or reasonably appear to impair, your ability to act solely in the best interests of Cypress. If a conflict exists, you and/or family member may be prevented from investing in, or serving on the board of, that entity, if you wish to remain employed by Cypress.

Corporate Opportunities

You may not take personal advantage of opportunities that you learn about through your use of Cypress confidential information, or your role at Cypress. You also may not use Cypress property, information, or position for personal gain. Personal advantage includes advantages for family members or affiliated entities.

Keeping Information Secure

We are committed to handling Cypress confidential information, and that of third parties, with great care and in compliance with applicable laws. Confidential information includes nonpublic information that is valuable to us,

our customers, our suppliers, or our partners, or might be useful to competitors or harmful to Cypress, our customers, suppliers, or partners if disclosed. Examples of confidential information include Cypress business, marketing, and product plans; financial information; product architecture; source code; designs; databases; customer lists; pricing strategies; personnel data; personally identifiable information pertaining to our employees, customers, or other individuals (including names, addresses, telephone numbers, and national IDs); and similar types of information provided to us by our customers, suppliers, and partners.

Cypress Confidential Information

As an employee of Cypress, you will learn of information about Cypress that is confidential and proprietary. You also may learn of information before it is released to the general public. The confidential information you hold is extremely important to Cypress and to others. You are expected to keep all confidential and proprietary information confidential unless and until that information is released to the public through approved processes. This means that you may not discuss confidential or proprietary information with others, including people you know well such as your family, friends, and other Cypress employees, unless those fellow employees have a legitimate business reason to know the information.

You should also take great care not to disclose confidential information inadvertently. When having a permitted discussion involving confidential information, you must do so with due care not to inadvertently disclose the confidential information (such as by having the discussions in a busy public place). Unauthorized posting or discussion of any information concerning our business, or our customers' and prospects' businesses, on the internet or social media platforms is prohibited. At times, a particular project or negotiation may require you to disclose confidential information to another party. Disclosure of this information should be on a legitimate need-to-know basis and only under a nondisclosure agreement, or if confidentiality is otherwise assured. Be sure to conduct the appropriate due diligence and have the appropriate agreement in place before you disclose any confidential information. Also, you must mark confidential information "Cypress Confidential." If unclear, check with your manager or a member of the Legal Department to ensure that you don't disclose any confidential information without the proper protection.

Cypress Intellectual Property

Everyone at Cypress works hard to create our intellectual property, and we highly value the new product and business ideas, concepts, and other information we produce. When we do not identify or otherwise protect this intellectual property, Cypress risks losing its related rights and competitive advantages. If you have any question about whether something is intellectual property that should be protected please contact a member of the Legal Department.

Protecting the Intellectual Property of Others

Cypress competes fairly. Accordingly, you're not permitted to possess or use confidential nonpublic information belonging to another company without the permission of that company. This prohibition includes information from competitors and former employers. To protect yourself and Cypress, don't accept confidential information from other companies without first having all parties sign an appropriate nondisclosure agreement approved by a member of the Legal Department. Should you unintentionally come into possession of a third party's confidential information, contact a member of the Legal Department immediately. Cypress takes the data privacy of our

customers, prospects, partners, and website visitors extremely seriously. We have a responsibility under data privacy laws, regulations, and our contracts to protect customer and consumer information that is entrusted to us. It is your responsibility to familiarize yourself with the legal and contractual responsibilities that are applicable to customer data to which you have access, and to comply with those responsibilities. You must not access customer and consumer information unless you have a legitimate business reason to do so. Whenever you access customer and consumer information, you must take steps to protect the information against unauthorized use or release. Vendors or other outside parties who have authorized access to this information are also responsible for protecting this information and will be monitored for compliance.

Company Assets and Resources

Cypress provides employees with information and technology (IT) resources so they can most effectively carry out their roles. These resources are company property and must be used in a manner that reflects positively on Cypress and all who work here. IT resources such as computers must be kept safe and secure. Limited personal use of these resources is permitted provided it does not interfere with employees' work performance or the work performance of others. Cypress will not tolerate inappropriate or illegal use of these assets and will take appropriate disciplinary actions, as needed, up to and including termination of employment. Cypress reserves the right to monitor and inspect, without notice, the use of its information and technology resources.

Competitive Information

You must never seek or use the following competitive information:

- Information about a competitor's bid.
- Proprietary information that has been copied, drawn, or photographed without permission.
- Proprietary information about a former employer solicited from an employee.
- Information containing technical or engineering data that may be protected by trade secret laws.

Business Records

If you are responsible for preparing or maintaining any Cypress records, you must comply with the following procedures:

- Records must always be prepared accurately and reliably and stored properly in accordance with the appropriate policy.
- Records must accurately and fairly reflect, within the company's normal accounting systems, all required transactions and other events.
- Transactions must be recorded so that proper financial statements may be prepared in a manner that ensures accountability for Cypress assets and activities.
- There cannot be any unrecorded company funds, assets, or any other type of "off the books" accounts, no matter what the reason for such accounts.

Cypress will not knowingly destroy or discard evidence relevant to a legal action. Records related to a dispute, whether or not it involves Cypress, cannot be destroyed or discarded without the approval of a member of the Legal Department leadership team. If Cypress receives a subpoena, a request for records, or other legal papers—or if we have reason to believe that such a request or demand is likely—the company must retain all

records relevant to the matter. If you receive such a request, or other legal correspondence, notify a member of the Legal Department leadership team promptly.

Compliance with Laws and Regulations

With Cypress conducting its business in many countries, the Code cannot identify all applicable laws, regulations, and legal requirements. It is nevertheless essential that Cypress comply with all legal requirements. Ignorance of the law is not an excuse. Employees and others acting on the Company's behalf must familiarize themselves with applicable laws and regulations. When there is a difference between a legal requirement and the Code, always apply the more stringent standard. Talk to your manager or a member of the Legal Department if you have questions concerning a potential conflict between the Code and applicable legal requirements. Cypress policy is that employees must always act in a manner utilizing good judgment, high ethical standards, and honesty in their business dealings on behalf of Cypress. You are expected to follow legal counsel's advice regarding any action or inaction that would violate a law or regulation or present a substantial risk of noncompliance.

The expectation of compliance applies to the laws of all countries in which Cypress operates or to which Cypress employees travel. This includes laws prohibiting bribery, corruption, or the conduct of business with specified individuals, companies, or countries, as well as applicable securities laws. The fact that certain laws appear not to be enforced or that violation of those laws is not subject to public criticism will not be accepted as a valid reason for noncompliance. In addition, employees are expected to comply with U.S. laws, rules, and regulations governing the conduct of business by U.S. citizens and U.S. headquartered corporations outside the U.S.

Trade Laws

Cypress must not do business with certain countries subject to U.S. government economic sanctions. The prohibition extends to designated entities and individuals found by the U.S. government to be agents of the sanctioned countries, or otherwise engaged in activities that threaten the security of the United States. The list of sanctioned countries changes frequently but has lately included Belarus, Burma, Cuba, Iran, Ivory Coast, Liberia, North Korea, Sudan, Syria, and Zimbabwe. Before engaging in any business interaction with these countries or companies or individuals located in one of these countries, you must receive prior written authorization from a member of the Legal Department leadership team. Cypress must comply with the Export Administration Regulations issued by the United States government. Generally, these regulations prohibit or restrict the export of goods, services, and technology to designated countries, denied persons, or denied entities from the U.S. or the re-export of U.S.-origin goods from the country of original destination to such designated countries, denied companies, or denied entities. The list of prohibited countries and entities changes from time to time and these regulations are complex. In some cases, specific export licenses may be required.

If you have reason to believe a situation may raise an issue of compliance with trade laws or export regulations, you must consult with a member of the Legal Department.

Competition Laws

Cypress believes in free and open competition. We strive to outperform our competition fairly and honestly, and obtain advantage over our competitors through superior performance of our products and services, not through unethical or illegal business practices. In most of the countries where we operate, strict laws are in force—antitrust laws in the United States, competition laws in the European Union, and similar laws in other

jurisdictions—prohibiting collusive or unfair business behavior that restricts free competition. United States antitrust and other countries' competition laws are quite complicated, and failure to adhere to these laws could result in significant penalties imposed on both Cypress and the employee(s) who violated the law. There are almost no circumstances under which agreements with competitors to fix prices, terms of sale, or production output, or to divide markets or customers, are allowed by law. Legal issues may also arise if we refuse to deal with certain customers or competitors. Learning about competitors is good business practice, but it must be done fairly, ethically, and in compliance with all applicable laws and regulations. Employees should seek competitive information only when there is a reasonable belief that both the receipt and the use of the information are lawful. You are expected to deal fairly with Cypress customers, suppliers, employees, and anyone else with whom you have contact in the course of performing your job. It is a violation of the Code, as well as the laws of many countries, to engage in deceptive, unfair, or unethical practices and to make misrepresentations in connection with sales activities.

Improper Payments

You may not make unlawful, improper, or other kinds of questionable payments to customers, government employees or officials, or other parties. We do business and sell Cypress products only on the basis of quality, service, and price. Cypress will not offer bribes, expensive gifts, or any other kind of payment or benefit to representatives of customers, suppliers, competitors, government, or government agencies. This applies to any individual or organization at any level, within or outside of the U.S. We also expect our employees to refuse to make or receive questionable payments. In cases where the propriety of a payment is not clear, the matter must be approved in advance by a member of the Legal Department leadership team. The policy prohibiting questionable payments applies to direct actions of Cypress employees and indirect actions by agents, distributors, representatives, joint venture partners, or third parties acting on the company's behalf. If you become aware of improper activity by a partner or other third party working on our behalf, you must immediately report this activity to your manager or a member of the Legal Department.

Securities Laws

Cypress shares information with its employees so that they may successfully perform their roles. At times, you may receive confidential information before it is made publicly available to outside investors regarding Cypress, or its customers, suppliers, or partners. You should not disclose confidential information that you learn in the course of your employment to anyone who does not have a legitimate need to know that information in order to perform their jobs. In addition, if that information is considered significant, or "material," you are subject to additional obligations under the Trading Policy as well as applicable securities laws. Under the Trading Policy, no Cypress director, officer, employee, agent, or contractor may trade in Cypress securities while he or she has material nonpublic information pertaining to Cypress, subject to limited exceptions described in the policy. The same restrictions apply to material nonpublic information about other publicly traded companies learned in the course of Cypress employment. Questions often arise as to whether nonpublic information is "material." In general, information regarding a company would be considered material if it is important to an investor in deciding whether to buy, sell, or hold securities of that company.

The following are examples of information that would likely be material:

- Financial performance, especially earnings announcements or estimates, or changes to previously released announcements or estimates.
- Potential mergers, acquisitions, tender offers, joint ventures, changes in control, or significant asset sales.
- Changes in analyst recommendations.
- Significant projections and strategic plans, including significant product decisions.
- Decisions to significantly expand or curtail operations.
- Developments regarding customers, partners, or suppliers, such as the acquisition or loss of a major customer or contract.
- Significant changes in senior management.
- Introduction of key new product and service offerings.
- Extraordinary borrowing or significant changes in liquidity.
- Changes in auditors or auditor notification that a company may no longer rely on an audit report.
- Actual or threatened major litigation.

If you are in possession of material nonpublic information about Cypress, you may nonetheless purchase and sell Cypress stock, exercise options, or transfer Cypress stock only if you have entered into a permissible 10b5-1 plan for such transactions, you are purchasing shares through the Cypress Employee Stock Purchase Plan, or the sale is made to cover taxes in connection with the vesting of restricted stock or performance stock units.

Directors, executive officers and business unit executives must receive preclearance permission from the Legal Department prior to any Cypress stock transaction. Please consult the Trading Policy, spec no. 002-21681, for further information on the company's policies in this area, and contact the Chief Legal Officer or the Deputy General Counsel, Corporate and Securities, if you have any questions regarding your transactions in securities or the terms of the policy.

Government Relationships

Cypress values its excellent relations with national, regional, state, and local governments. Cypress has developed those relations by working fairly and honestly with officials and others in every place it operates. The company's policy is to comply with all applicable laws, regulations, and codes and to honor valid governmental requests and processes. Employees must be truthful and straightforward in their dealings with governments and may not direct or encourage another employee or anyone else to provide false or misleading information to any government agent or representative.

It is against Cypress policy (and may violate applicable laws) to offer or make a payment or gift of any kind to facilitate a government process or to influence a government official. For example, the U.S. and other countries have strict laws that prevent providing anything, including food or beverages, to government employees. When doing business with government agents, employees, or officials, be sure to understand applicable laws as well as local customs and norms. You must discuss with your manager or a member of the Legal Department leadership team, any gifts or business entertainment, either proposed or received, with government officials or employees. In addition, employees must not direct or encourage anyone to destroy records relevant to an investigation. If you need further information regarding this topic, please contact a member of the Legal Department leadership team.

Fair Dealing

Cypress deals fairly with its customers, suppliers, employees, and competitors and expects all employees to engage in fair dealing. You may not seek to take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair practice. If you are involved in securing goods or services on behalf of Cypress, base your procurement decisions on the best value received by Cypress, including the merits of price, quality, performance, and suitability. Payments can be made only to the person or the firm that actually provides the goods or services, and must be made in the supplier's home country, where it does business, or where the goods were sold or services provided, unless approval is obtained from a member of the Legal Department leadership team.

Cypress will not knowingly use suppliers who:

- Supply unsafe products or services.
- Operate an unsafe or unhealthy work environment.
- Break laws or regulations, including discrimination, wage and hour, fair competition, anti-bribery, and antitrust regulations.
- Use child labor or forced labor.
- Subject employees to harsh or inhumane treatment, even if it is allowed by local law.
- Engage in corrupt practices, including public or private bribery or kickbacks.

Suppliers are expected to maintain integrity, transparency, and accuracy in corporate record keeping.

Sales and Advertising

In all sales and advertising, Cypress competes only on the merits and quality of our products and services. Cypress' communications with our customers or potential customers must be truthful and accurate. We must be able to substantiate what we say about our products and services. If you are involved in advertising, be sure that you've gone through the appropriate approval processes for publishing information.

Accurate Reporting

Investors rely on Cypress to provide complete, timely, and accurate information through public disclosures so they can make thoughtful investment decisions. These public disclosures must meet generally accepted accounting principles, applicable securities laws, and the Cypress system of internal controls. All Cypress employees are responsible to help ensure that the company's financial statements, disclosures, and supporting books of records meet these requirements.

Cypress employees must ensure that our customer contracts and invoices properly reflect the sales price, the services to be provided, and all terms and conditions of sale for services sold or rendered. Deceptive or misleading side letters with customers are strictly forbidden, including any written or verbal terms outside of the written contract. You're required to ensure that any document you prepare or sign is correct and truthful and that you provide prompt and accurate answers to inquiries related to these documents.

Cypress employees with financial reporting responsibilities have special ethics obligations to ensure that the company's filings with the Securities and Exchange Commission and other disclosures to the public are complete, timely, and accurate. Accordingly, the chief executive officer, chief financial officer, and chief legal officer bear a special responsibility for promoting integrity throughout the company, with responsibilities to

stakeholders both inside and outside of Cypress toward ensuring the fair, accurate, comprehensive, and timely reporting of financial results.

Public Disclosures

All information disclosed outside of the company (for example, to the media, investors, or the general public) must be accurate, complete, and consistent. We all represent Cypress. If someone asks you for information, follow these guidelines, and remember to be polite and courteous. It is important that all disclosures in public or regulatory communications are full, fair, accurate, timely, and understandable. You must take all steps available to assist Cypress in these duties as requested and consistent with your particular job responsibilities.

Information about Cypress or its business activities should only be disseminated by approved Cypress spokespeople in accordance with public disclosure laws (Reg. F-D). Please refer press inquiries and industry analyst inquiries to the Corporate Communications team, and financial or investment questions to the Investor Relations team. Do not attempt to answer these questions yourself, and be sure to advise your manager of the inquiry. Please also take time to read through our Social Media Policy, spec no. 001-61494. If a member of the media, or someone not associated with Cypress, appears unexpectedly at a Cypress facility, event, or colocation center and asks to shoot a video or take photographs, or makes other inquiries, immediately notify your manager, Human Resources, or a member of the Legal Department.

Corporate Social Responsibility Guiding Principles

Cypress believes in the fundamental dignity of every human being and in respecting individual rights.

- We respect employees' lawful freedom of association.
- We compensate our employees fairly to help ensure that basic needs may be met and provide our employees with opportunities to develop their knowledge, skills, and abilities.
- We hire, compensate, promote, discipline, and provide other conditions of employment based solely on an individual's qualifications and performance. We do not discriminate, at any level of the company, on the basis of race, gender, age, religious beliefs, or any other legally protected characteristic(s).
- We provide a safe and healthy work environment.
- We work to continuously improve our environmental performance by establishing goals that reduce the environmental impact of our business activities.

Administration, Waiver, and Amendment

The Cypress Board of Directors has established the standards of business conduct contained in this Code and, directly or through its committees, oversees compliance with the Code. The company's Chief Legal Officer has been given the responsibility of ensuring adherence to the Code and, while serving in this capacity, reports directly to the Board of Directors and its committees. Cypress is committed to continuously reviewing and updating our policies and procedures. Therefore, this Code is subject to amendment by the Board of Directors or its delegates. Any waiver of any provision of this Code must be approved in writing by the Chief Legal Officer or, with respect to directors and executive officers, the Audit Committee of the Board of Directors, and will be promptly communicated.

I, _____, do hereby certify that:

(Print Name Above)

1. I have received and carefully read the Code of Business Conduct and Ethics of Cypress Semiconductor Corporation.
2. I understand the Code of Business Conduct and Ethics.
3. I will comply with the terms of the Code of Business Conduct and Ethics.

Date: _____

(Signature)