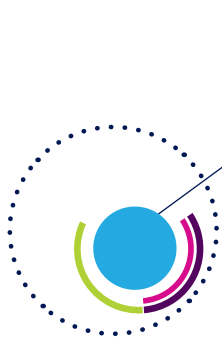




# Code of Conduct

© 2015 - STMicroelectronics

All rights reserved. Reproduction in whole or in part is prohibited without the prior written consent of the copyright owner. This document, the information and management principles contained therein are not intended to constitute a contractual commitment of ST and may be changed without notice.



# Table of contents

Introduction by our President and CEO ..... 4

Integrity ..... 6

Conflicts of Interest ..... 6

Anti-Bribery and Corruption ..... 7

Protection of Assets and Information ..... 7

Accounting Practices ..... 8

Competitive Behavior ..... 8

Insider Trading ..... 9

Political and Charitable Contributions ..... 9

People ..... 10

Respect for the Individual ..... 10

Health, Safety and Security ..... 11

Human Rights ..... 11

Privacy of Personal Data ..... 11

Responsible Social Media Use ..... 12

Excellence ..... 13

Customers ..... 13

Business Partners ..... 13

Shareholders ..... 13

Environment ..... 14

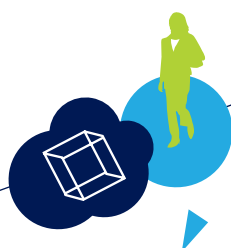
Governments and Communities ..... 14

Speak up ..... 15

How to Report Possible Misconduct ..... 15



# Introduction by our President and CEO



4

As one of the world's leaders in semiconductors, we have a special responsibility to lead by example. Our vision speaks for itself: we want to be everywhere microelectronics brings a positive contribution to people's lives. This must be reflected in everything we do.

Our Code of Conduct is all about our values, which have been part of the DNA of ST for more than two decades. Commonly held values and principles are shared throughout the organization and reflect the distinctive characteristics that can lift our company to great heights. They represent our corporate culture, the continuity of our history, and guide each of us in facing our future challenges and opportunities:

**Integrity:** we conduct our business with the highest ethical standards, honor our commitments, deliver on our promises, are loyal and fair and stand up for what is right.

**People:** we behave with openness, trust and simplicity; we are ready to share our knowledge, encourage everyone's contribution, develop our people through empowerment, teamwork and training; each one of us is committed and personally involved in the continuous improvement process.

**Excellence:** we strive for quality and customer satisfaction and create value for all our partners; we are flexible, encourage innovation, develop our competences, seek responsibility and are accountable for our actions; we act with discipline, base our decisions on facts and focus on the priorities.



The principles contained in our Code of Conduct are the top-level reference for guiding our behavior, decision-making and activities. Business ethics, the respect of human rights and a sense of responsibility to all our stakeholders and to the environment are a matter of personal integrity for each of us. Complying with our Code of Conduct is therefore mandatory. Our Code of Conduct applies to everyone including executives, managers and employees, as we are all responsible for acting ethically.

We respect and follow both the spirit and the letter of the law, everywhere we operate. ST Managers have a special responsibility to lead by example and guide those that they supervise.

Our Code of Conduct has been updated and enhanced with the addition of real-world examples on how to act and behave in various working environments and situations at ST.

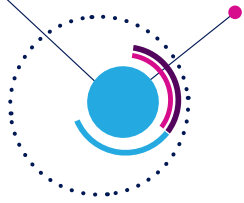
By acting ethically and in line with this Code of Conduct, we are ensuring the future success of our company and each other. Please take the time to read our updated Code of Conduct and if you are ever in doubt about what course of action to take or if you witness any misconduct, please speak up.

I count on all of you to drive ST's success by embracing and complying with our Code of Conduct in everything we do, everywhere and every day.

**Carlo Bozotti**

President and CEO





# Integrity

We conduct our business with the highest ethical standards, honor our commitments, deliver on our promises, are loyal and fair, and stand up for what is right.



6

## CONFLICTS OF INTEREST

A conflict of interest exists when an employee's private interests may possibly influence his or her judgment or action when doing work for our company. We should show loyalty to the interests of ST and avoid even the appearance of a conflict of interest. A conflict of interest can create a situation where an employee acts in his/her own interests instead of the best interests of ST. Many situations may appear to be a conflict of interest; here are a few examples:

- Hiring a family member
- Giving or accepting a gift from a customer, vendor or supplier which is greater than a nominal value
- Having an investment in or job with an ST competitor

There are many other situations that could create a conflict but these are some of the more common ones we could face. Be careful to avoid even the appearance of a conflict of interest because outsiders could view your actions without knowing your intent. We expect you to report any situation that could be a conflict of interest and urge you to seek guidance from the Human Resources, Legal or Compliance departments when faced with a [potential] conflict of interest.



### Integrity in Action

**Question:** You are working to find a new supplier of office supplies for ST. You realize that your sister-in-law just started her own company selling these office supplies. You know that you can get a good price from her and have heard that her business is struggling. It seems like a win-win situation where ST will get good products at a fair price and you can help your sister-in-law at the same time. Is it okay for you to hire your sister's company without looking at other companies?

**Answer:** No, it would not be okay. While your intentions might be well placed, it would not be appropriate for you to hire your sister-in-law without going through the standard procurement process, disclosing the family relationship and even removing yourself from the decision making process. The situation of hiring your family member would otherwise create a conflict of interest.

When potential conflicts of interest cannot be avoided, the situation must be reported to the appropriate management level, which will ensure that all decisions potentially affected by a conflict are made in the best interests of the company. We can also refer to our [Conflicts of Interest Statement](#) and [Conflicts of Interest policy](#) for more information on this topic or consult with the Human Resources, Legal or Compliance departments.

## ANTI-BRIBERY AND CORRUPTION

Our commitment to Integrity means that we avoid all acts of bribery and corruption. We do not receive, offer, accept or give money, services, favors or gifts to gain an improper business advantage to or from anyone in the government or another company. A government official can be difficult to define but includes: government officers or employees of a government-owned company, a government department, and members of a political party or political candidates among others. We comply with all applicable laws related to bribery and corruption, including the U.S. Foreign Corrupt Practices Act (FCPA) and the U.K. Bribery Act and other similar laws for the countries that we operate in.

These laws and our policies may allow for gifts of nominal value, entertainment or social invitations (depending on local customs) when in keeping with good business ethics and appropriate approval is given. No cash or cash equivalents (such as, for example, vouchers) must ever be accepted or offered. We should communicate our policy against corruption and bribery to our business partners.



### Integrity in Action

**Question:** While working in China, you are trying to secure a new facility for ST's semiconductor fabrication plant. There are many forms and regulations to comply with to gain the appropriate licenses and permits. You are dealing with one clerk at a government-owned electricity company that says "You know... my brother could really use a job at this new plant. If you can help him out with a job interview, I can make sure you get everything you need very quickly. Deal?" What should you do?

**Answer:** You should make it clear that you do not agree and report the incident. The clerk is asking for a bribe and we never give or accept bribes. Even though the clerk is not asking for money, a job at a new plant is something of value in exchange for a business advantage (securing permits and services). We will find a way to get what the company needs while acting ethically.

7

We should be careful when making personal political donations or charitable contributions as often times these can be a way to give a bribe through concealing its true purpose. Bribes aren't always cash in envelopes; they can also be gifts, entertainment, favors, jobs or anything else of value. We must not pay bribes because they harm the communities we operate in by contributing to corrupt government practices.

If you suspect or become aware of acts of bribery or corruption, please report it to your Manager, the Human Resources, Legal or Compliance departments. More information about bribery and corruption can be found in our [Anti-Bribery and Corruption policy](#).

## PROTECTION OF ASSETS AND INFORMATION

We must use ST assets and funds to serve the company's best interests. The confidential information that is created by our highly talented and experienced employees is some of our most valuable assets. Working to protect this important information and computers which store and process it, is critical and something we can all help with by securing documents, maintaining confidentiality, doing acceptable use of computers and only sharing information when appropriate. We keep our information secure by following our [Principles of Classification and Protection of Company Information](#).

We are committed to protecting our proprietary information. Proprietary information such as products designs, manufacturing techniques, strategies, marketing plans and technical know-how, is what makes ST successful. When this information is kept confidential, we can achieve our full potential and create new, exciting products that improve people's lives. All our information and records must be accurate, secure and managed systematically to protect the interests of ST and the rights of the individuals.

If we learn about improper use of our confidential or proprietary information or ST's computers, we need to speak up so we can fix it.

We respect the intellectual property of our business partners and competitors just as we expect our own intellectual property to be respected. We should always be forthcoming and honest when trying to obtain competitive information and only use legal and ethical ways to examine the marketplace and our competition.

Company's assets, such as equipment, tools and computers should only be used for our jobs at ST. While some limited personal use of ST's assets may be authorized, it should be done in a way that won't interfere with our jobs or harm Company's assets. If you are ever unsure about whether something is appropriate, please ask your manager before acting or seek guidance from the Human Resources, Legal or Compliance departments.

## ACCOUNTING PRACTICES

Our accounts and financial reporting must provide a complete, accurate and representative portrayal of our financial position. They must comply with all applicable accounting rules and meet our high standards for quality, completeness, and transparency.

We have effective disclosure controls and procedures, and we promptly communicate all financial transactions so that they can be properly recorded and reported. As a public company, we have a duty to our shareholders, stakeholders, and each other to provide accurate and timely records of our financial standing. Unrecorded funds, assets or liabilities will not be established for any purpose. Payments on behalf of ST will only be made with approved business transactions.



### Integrity in Action

**Question:** You work in sales and had a great month, far exceeding your quota for sales. Another big contract just got signed and you were thinking that it would be a good idea to not process it until next week so it would count towards next month's sales quota. You think this is okay because the company is still getting the business and you shouldn't be penalized for getting new business early. Is this okay?

**Answer:** No. All of our transactions need to be properly recorded in a timely fashion. you should process the contract in the normal way and not delay it until next week. We succeed based on the accuracy and timeliness of information and we all need to contribute to proper accounting practices.

Financial reporting and accounting practices are important areas to all of us and we must be diligent in keeping our records organized. Some financial records need to be kept for months or even years after they are created. Please check with your manager or consult our [Corporate Accounting Manual](#) for information on what to keep and for how long.

## COMPETITIVE BEHAVIOR

We compete fairly, honestly and vigorously to protect customers, consumers, shareholders and each other. We should always work within the law and our policies to retain and gain the trust of new and existing customers. Some ways for companies to engage in antitrust or anticompetitive behaviors are price fixing, market sharing or bid-rigging. We do not engage in these actions to win or retain business.

Anti-competitive agreements damage our long term success and the markets that we operate in. No short term gain will ever be worth damaging our reputation or the trust our customers place with us. We respect the marketplace by not colluding with competitors to set prices, allocating markets or agreeing to overcharge customers for products or services. Similarly, when working with our customers, vendors and



distributors, we fairly set prices and support all of our partners in doing business and competing the right way.

If we are working or communicating with competitors, we need to avoid even the appearance of engaging in anti-competitive behaviors. If a conversation turns to a topic that you are not comfortable with, stop the discussion, make it clear that we only engage in legal and ethical business practices and then report it to the Legal or Compliance department. We are always free to walk away from discussions that could lead to anti-competitive actions.

Acting in accordance with anti-competition laws can be confusing at times, so please refer to our [Antitrust and Fair Competition policy](#) for more detailed information on this subject or consult with the Legal or Compliance department.

## INSIDER TRADING

While doing work for ST, we can sometimes learn about information that could have an impact on the price of ST's stock or the stock of another company. We should keep this information confidential and not buy or sell shares of stock based on this information to make money or avoid losses. Doing this is called "insider trading" and it is illegal, unethical and not in line with our values. Equally, information should not be shared with others as this would be a violation of trust with our confidential information in addition to insider trading. The penalties for engaging in insider trading can be severe including fines and even jail time.

If you suspect others might be trading stock based on inside information, inform the Chief Compliance Officer or feel free to use our Misconduct Reporting Hotline. More information about insider trading can be found in our policy, [Trading in Securities by ST Insiders](#).



### Integrity in Action

**Question:** A big order just came in for voltage regulators and you, in production, ask about the company that placed the order. Your manager tells you, "it turns out that Company X is about to launch a new electrical system in their cars that is going to be a big game changer. I bet they are going to make a ton of money when these hit the market next quarter." you watch the stock market and were thinking about buying some stock in Company X anyhow. Since you won't be trading in ST's stock, is it acceptable for you to buy some Company X stock?

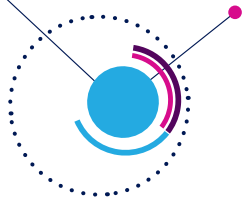
**Answer:** No, as this would be considered insider trading. As a part of our jobs at ST, we can come into contact with inside information of other companies. Although you wouldn't be trading in ST's stock you would still be in violation of the insider trading laws and our Code of Conduct.

## POLITICAL AND CHARITABLE CONTRIBUTIONS

ST remains neutral in the political process by not contributing company funds, resources or time for political purposes. While employees are free to express their own political views, we should remember that the views we express should be our own and not those of ST or its management. The company should remain separate when employees engage in political activities. These activities can include sending emails, letters or contributing time, money or resources to political causes and candidates.

Laws limit the interactions that corporations can have with any political process. When ST makes contributions to a charitable organization, proper approval should be obtained. We support legitimate charities, humanitarian efforts and philanthropic donations as it supports local communities. However, we must be careful when making charitable contributions in the Company's name as sometimes what we think is a legitimate charity can actually be related to political causes.

Further information and guidance on this topic can be found in our [Anti-Bribery and Corruption policy](#).



# People

We behave with openness, trust and simplicity; we share our knowledge, encourage everyone's contribution, develop our people through empowerment, teamwork and training; each one of us will be committed and personally involved in the continuous improvement process.



## RESPECT FOR THE INDIVIDUAL

We maintain a culture free of discrimination, where individuals are treated with respect and dignity, independent of religion, race, gender, nationality, political opinion, sexual orientation, physical challenges or other characteristics. Our diversity is one of our biggest strengths and something we benefit from every day. We show appropriate consideration and respect for each other, and enforce a zero-tolerance approach to incidents of discrimination or harassment of any kind.

We value and encourage teamwork and empower each other to contribute to ST's overall performance. The freedom of decision-making that empowerment brings must be accompanied by adequate levels of accountability for behavior and action. Recruitment, remuneration, opportunities for development and promotion are based on a fair assessment of ability and performance at every level.



### Integrity in Action

**Question:** You have been working in a research and development team at ST for a few months. A new employee just joined the team and has been working on some projects. The new employee has been doing good work but makes a habit of telling "jokes" that you find offensive regarding race, politics and religion. You have asked the new employee to stop but he hasn't. He has even started sending emails to the group that are also offensive. What should you do?

**Answer:** You should speak up and talk to your manager, the Human Resources, Legal or Compliance departments. The new employee is creating a work environment where other employees are being made uncomfortable and it needs to stop. While the new employee considers these "jokes" to be just harmless fun, he is not being respectful of his co-workers and not acting in line with our Code of Conduct. When you speak up, you are protected against any acts of retaliation.

Harassment can take many forms, such as sexual harassment, bullying, "jokes" or intimidation. Sexual harassment can consist of unwelcome sexual advances, requests for sexual favors as a condition of an individual's employment or the basis for employment decisions. Sexual harassment can occur through not only physical interaction, but also words and gestures. All types of harassment are against our values, our policies and our Code of Conduct.

If you see or are a victim of harassment, speak up so that we can do something about it. Harassment has no place at our company. If you speak up, you will be protected against acts of retaliation such as intimidation or further harassment. Speaking up against harassment is the right thing to do and helps to create a work environment where we can all reach our full potential. More information about harassment and discrimination can be found in our [Human Resources policy](#).

## HEALTH, SAFETY AND SECURITY

We recognize the duty to provide safety, security and overall physical and psychological well-being to everyone who works for ST. We must ensure that all reasonable steps are taken to maintain security of employees and eliminate potential causes of all workplace accidents or injuries.

No pressure to “just get the job done” is worth sacrificing the health and safety of each other. If something seems wrong, everyone has the authority to stop work and fix it.

The Occupational Health & Safety management system is based on the OHSAS 18001 standard. Please refer to our [Health and Safety policy](#) for information on workplace safety and health.



### Integrity in Action

**Question:** Our team is pushing hard to meet a deadline for a client’s order. While everyone is working hard, you, a production manager, notice that a piece of safety equipment has been disabled. Stopping to fix the issue would mean temporarily halting production and possibly missing the client’s deadline. You decide to stop the production to fix the issue. Did you do the right thing?

**Answer:** Yes, you absolutely did the right thing. We need to make safety a top priority. Meeting an order or deadline is never worth sacrificing our health or risking an accident. Also, as a manager, you have a special responsibility to ensure a safe work environment.

## HUMAN RIGHTS

Human rights reflect the inherent dignity of every human being and the standard of treatment to which each of us is entitled. We must all respect and promote human rights. Our beliefs on human rights are based on accepted international laws and practices, such as the United Nations Declaration of Human Rights, the conventions of the International Labor Organization and the United Nations’ Global Compact. These principles promote fair wages and working conditions, reasonable working hours, freedom of association, minimum age requirements and prohibition on forced labor. We also expect from our business partners, suppliers and distributors that their business practices and individual behavior are in alignment with these principles. We only partner and work with organizations that share our beliefs on promoting human rights. More information about human rights and freedom of association can be found in our [Human Resources policy](#).

## PRIVACY OF PERSONAL DATA

As part of our commitment to people we must take care of personal data of each other, our business partners, customers and those that we work with. Personal data can include such items as contact information, health and medical information, birthdates, and other similar information. We protect this information by only sharing it with others who are authorized and have a legitimate business need to know it. We also protect this information by having security safeguards in place to prevent others from illegally accessing it. Individuals are provided with reasonable access to their personal files and, when applicable, have the opportunity to review and correct them.

ST respects your privacy but we must all remember that most of our activity while on the job is not private in nature. If necessary and within the limits of the law, the Company can access records on its systems and networks through searches or continuous monitoring. The conditions under which these searches and monitoring can be conducted are described in our [Management and Reporting of Internal Investigations policy](#).

## RESPONSIBLE SOCIAL MEDIA USE

Social media such as Twitter, Facebook, LinkedIn and other sites are a big part of how we communicate today. These powerful tools are a great way to interact with others but we must use them responsibly. Remember that anything you post online can create a permanent record. When something is posted it can be very difficult if not impossible to remove. The standards we have set about confidential information apply to communications on social media as well. Be sure never to post company's confidential or proprietary information on message boards or on social media sites. Be respectful of those that you communicate with and never express yourself on behalf of ST without prior authorization.

Use of social media raises complex issues and for that reason we have drafted a policy on how to use it responsibly. Please check out our [Social Media policy](#) for more details.



### Integrity in Action

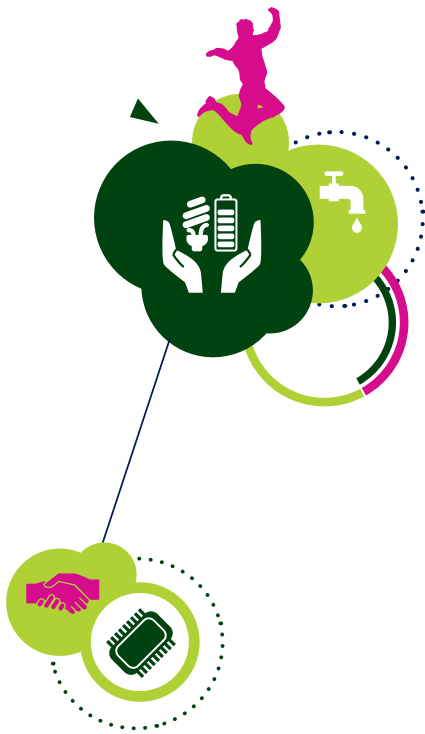
**Question:** You, a member of the ST sales team, are looking at an investment message board after work and you notice there is a large discussion about ST's products. In the discussion, there is some misinformation about the capabilities of our products and even some criticism of people that you work with. Can you, as an ST employee, correct the misinformation about our products and tell some stories about the great work that ST's people are doing?

**Answer:** You should not make statements on behalf of ST unless you have prior authorization to do so. While on social media, we need to make sure that we use it appropriately. Please refer to our policy on social media for more information and help.



# Excellence

We strive for quality and customer satisfaction and create value for all our stakeholders including employees, customers and communities; we are flexible, encourage innovation, develop our competences, seek responsibility and are accountable for our actions; we are honest and transparent in our communication with stakeholders and engage them in creating business value; we act with discipline, base our decisions on facts and focus on the priorities.



## CUSTOMERS

Product quality and customer satisfaction are cornerstones of ST's values and business strategies. We are committed to sustaining a high level of product innovation. We will listen to our customers and strive to anticipate and fulfill their needs and expectations. When making decisions related to product quality, our first consideration will be the protection of our customers and the safety of consumers through open, timely and factual disclosure to appropriate parties.

## BUSINESS PARTNERS

In all our commercial relationships with customers, suppliers and other business partners we develop mutually beneficial cooperations in a way that supports our obligations to shareholders while allowing us to fulfill the long-term expectations of our other stakeholders. When entering into business relationships we must work to ensure that all our partners respect and support our values and have adopted similar standards of business conduct.



### Integrity in Action

**Question:** As one of ST's procurement managers, you just received a proposal from a new supplier for wiring and transistors. You are surprised to see that the proposed price is far below what ST is paying now. You follow up with the supplier to learn more about their operations. When asking them about their working conditions and ethical standards, the supplier replies, "We offer the best prices and to do that we have to find ways to save money on labor costs. Beyond that, ST probably doesn't want to know much else". What should you do?

**Answer:** This answer should raise some red flags about the supplier. You should ask more questions to determine if this is a business partner that we should be working with. Our business partners need to share our same commitment to doing business the right way. The answer provided by the supplier is suspicious and you should find out more about their operations before entering into a business relationship.

## SHAREHOLDERS

As a corporation, our primary obligation is to create sustainable economic value for our stakeholders, including shareholders. Profit is necessary to provide security and future opportunities for each of us. We will achieve this through sound growth of our profitable business, careful management of our resources, tight control of our expenses and excellent execution of our projects.

## ENVIRONMENT

Environment is an area of importance to us and our stakeholders and ST aims to work actively towards minimizing its environmental footprint. We ensure that the appropriate culture, management processes, resources and employee engagement are in place to continuously improve our environmental performance.

The company's main environmental goal is to reduce the energy consumption of its products, reduce our consumption of natural resources, to limit our waste and our emissions in order to reduce our environmental footprint and to offer our customers the most environmental friendly products on the market.

It is the responsibility of everyone to treat environmental issues in a professional way and also to help ST to develop and implement the inherent business opportunities that our energy-lean industry sector can offer to help create a more sustainable society.

The environmental management system is based on the ISO 14001 standard. More information about environmental compliance can be found in our [Corporate Environmental policy](#).



### Integrity in Action

**Question:** You have been working on packaging and shipping ST's microcontrollers. After several months of examining the products and the packaging process you believe you have a new and better way to reduce the amount of packaging materials that go into each shipment. You believe your new method will be more environmentally friendly and save the company money on material costs. What should you do?

**Answer:** You should let your manager know about this new idea. You have a unique set of skills and experiences that allow you to recognize how our packaging can be improved. We can all contribute to reducing waste, increasing efficiency and optimal utilization of resources.

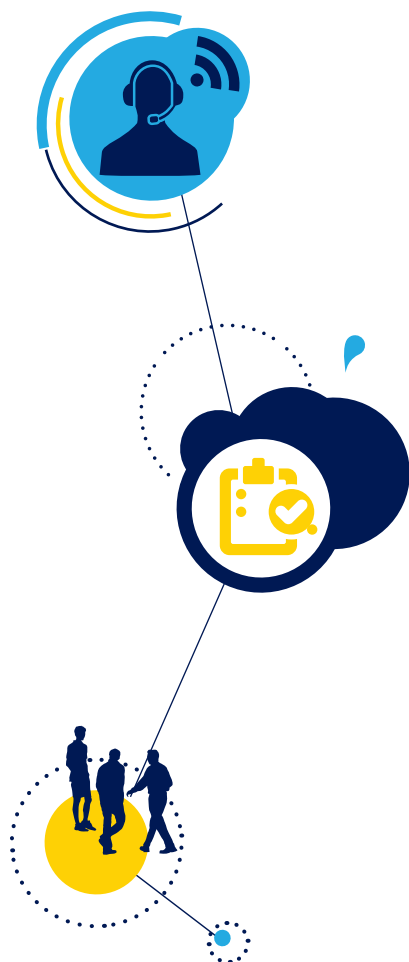
## GOVERNMENTS AND COMMUNITIES

In order to establish trust as well as to protect our reputation and support balanced decision-making, we develop healthy relationships with local governments and communities; our company has an important role in promoting responsible business practices based on integrity, trust and openness. We respect local cultures and customs and, whenever practicable, we will facilitate their integration into our businesses. Part of upholding our values in our communities means that we source our materials responsibly and only work with other partners that also promote these values. By acting in accordance with those principles we are supporting human rights, our values and the communities we operate in.

When doing work with the government, be aware that special rules can apply. Some of the actions we would normally take with other companies aren't allowed when dealing with the government as a customer. We must strictly comply with specifications in contracts and be transparent with our actions. If there are questions about what is appropriate when dealing with the government it will always be wise to discuss with your Manager or with the Legal or Compliance departments before acting.



# Speak up



## HOW TO REPORT POSSIBLE MISCONDUCT

The Company's Management strives for the cultivation of a "speak up" culture among employees, allowing everyone to express, in good faith, any concern they might have that Company executives, managers or employees might not be adhering to the Company's high standards of business ethics expressed in this Code of Conduct and in our policies and procedures framework.

Company employees are invited to share their concerns with someone who can address them properly. In most cases, the employee's manager is the best person to address such a concern. Alternatively, employees can also address their concerns (depending on their nature) to their local Human Resources Manager, local Legal department manager or their Site Manager.

Company officers and managers shall maintain a working atmosphere within their team in which all team members feel comfortable speaking up, asking questions and expressing their concerns freely. All concerns raised in good faith by employees to their supervisor shall be taken seriously. Proper and timely feedback shall be given to the employee who expressed such concerns.

The Company acknowledges that, in some specific situations, employees may feel uncomfortable sharing their concerns with their supervisor or with local HR, local Legal department manager or site management. For these cases, the Company set up a **Misconduct Reporting Hotline**, allowing any Company employee or Interested Third Party, to raise a concern directly at Corporate level.

The Hotline can be reached by e-mail, phone, fax or postal mail, using the contact details posted on the BeST intranet portal, on your local intranet and on [www.st.com](http://www.st.com).

The Company will apply the highest standard of confidentiality in the handling of all reports received (either through local management or through the Hotline) and ensure that no employee who reports a concern in good faith shall suffer retaliation in the form of harassment, adverse employment or career consequences.

Corporate Human Resources is responsible for ensuring no retaliation will take place. Any employee who believes he/she is being retaliated against should inform the local HR department and/or any of the below Company officers:

- **Corporate VP Human Resources**
- **Chief Compliance Officer**
- **Chief Audit & Risk Executive**
- **General Counsel**

# life.augmented



© STMicroelectronics - released October 2015 - All rights reserved  
The STMicroelectronics corporate logo is a registered trademark of the STMicroelectronics group of companies All other names are the property of their respective owners

