

CODE OF BUSINESS CONDUCT AND ETHICS

Our Responsibility as Freescale Employees

Act With Integrity

Communicate Openly and Honestly

Treat Everyone With Respect and Fairness

INTRODUCTION

Times will change. Our products will change. Our people will change. Our customers will change. What will not change is our commitment to Impeccable Ethics and always doing the right thing.

Impeccable Ethics

The Freescale Fundamental of Impeccable Ethics serves as the foundation for how we conduct business. All employees are expected to follow our Code of Business Conduct and Ethics, to act with integrity, to communicate openly and honestly, and to treat everyone with respect and fairness. Freescale expects its managers to create an environment that supports these values. We will meet the needs of our customers, our fellow employees and the communities where we operate by maintaining the highest standards of business conduct and ethics.

The Code of Business Conduct and Ethics is a Guide

This Code of Business Conduct and Ethics (the “Code”) is a guide to help Freescale employees live up to Freescale’s standard of Impeccable Ethics. It summarizes many of the laws that govern Freescale and its employees. The Code goes beyond the minimum legal requirements, however, by describing the ethical values we share as Freescale employees.

This Code is not a contract, nor does it cover every situation that Freescale employees might encounter in their work for the company. Instead, it is a guide that highlights key issues and identifies resources to help Freescale employees reach decisions that will ensure our success as a company and maintain our integrity in the global community.

Responsibility and Accountability

As Freescale **employees**, each of us has the personal responsibility to read the Code and to make sure that our actions abide by this Code and the laws that apply to our work. If you have any questions or concerns about whether an action is illegal or unethical, check with your management, Human Resources, the Law Department or contact the Freescale ETHICSline. Keep in mind that failure to abide by this Code or the law will lead to disciplinary measures appropriate to the violation, up to and including termination from employment.

In addition, Freescale expects its **managers** to lead by example consistent with the Freescale Fundamental of Impeccable Ethics. Managers are responsible for promoting open and honest two-way communications. Managers must be positive activists and role models who show respect and consideration for each of our employees, customers and business partners. Managers must be diligent in looking for indications that unethical or illegal conduct has occurred. If a manager has a concern about whether an activity is unethical or illegal, he or she is expected to review the situation with his or her manager, Human Resources, the Law Department or the ETHICSline, and to take appropriate action to correct the situation.

Doing the right thing is part of the Freescale culture and is expected of each employee. No document can guarantee ethical behavior—only we can do that.

WHEN YOU NEED HELP

If you have questions about the Code, the first place to turn is your manager. If you are not comfortable discussing the issue with your manager, you should talk to another member of management, Human Resources, the Law Department or the Freescale ETHICSline.

If you observe possible unethical or illegal conduct, we count on you to raise your concerns. Any employee may submit a good faith concern regarding any matter, including questionable accounting, auditing or internal controls matters, without fear of dismissal or retaliation of any kind. Freescale will not tolerate retaliation against any employee who honestly raises a concern about illegal or unethical conduct. Conversely, it is inconsistent with our standard of Impeccable Ethics and, therefore, unacceptable for any employee to make a report or raise a concern knowing that the information is false.

ETHICSline

The Freescale ETHICSline is available worldwide to communicate directly and confidentially, without retaliation, with Freescale’s Office of Business Conduct and Ethics, and the Audit and Legal Committee of Freescale’s Board of Directors. The ETHICSline is available to answer questions or raise your concerns regarding compliance with this Code, or the laws, regulations or contract provisions that govern Freescale’s business. The ETHICSline also provides access for

any interested party to report a concern about Freescale's accounting, internal controls or audit matters to the Audit and Legal Committee of the Board of Directors of Freescale Semiconductor, Inc.

You may use the ETHICSline to discuss any concern or problem. It is not just for emergencies. The ETHICSline strives to make sure that all questions or concerns are handled fairly, discreetly and thoroughly.

The ETHICSline can be reached:

By phone at: 1-877-575-5777 or 1-480-413-5777
(International toll-free calling instructions appear at the end of this Code)

By fax at: 1-480-4134881

By e-mail at: ethicsline@freescale.com

By regular mail at: Freescale ETHICSline
P. O. Box 10818
Tempe, Arizona 85284-0014
U.S.A.

Our responsibility to

FREESCALE EMPLOYEES

We respect the dignity of each and every Freescale employee.

Respect and Fairness

We treat one another with respect and fairness at all times, just as we wish to be treated ourselves. We value diversity and inclusion, and respect the culture and customs of our employees, business partners and customers around the world. Employment decisions are based on business reasons such as qualifications, talents and achievements, and comply with local and national employment laws.

Harassment

Abusive, harassing or offensive conduct is unacceptable, whether verbal, physical or visual. Examples include derogatory comments or harassment based on gender, racial or ethnic characteristics, sexual orientation, or religion. Threats, acts of violence and physical intimidation are prohibited. Everyone is encouraged to speak out when a coworker's conduct makes us or others uncomfortable, and to report harassment when it occurs.

Safety and Health

Freescale is committed to keeping its workplaces free from hazards. We are all responsible for maintaining a safe workplace by following safety and health rules and practices. We are responsible for immediately reporting accidents, injuries and unsafe equipment, practices or conditions to a supervisor or other designated person.

In order to protect the safety of all employees, each of us must report to work free from the influence of any substance that could prevent us from conducting work activities safely and effectively.

Fair Labor Practices

Freescale does not require employees to work more than the maximum hours of daily labor set by local law. Employees are paid at least the minimum legal wage or, where no wage law exists, the local industry standard wage.

Freescale employees have the right to join associations of their own choosing or to refrain from joining them, in accordance with local law. Freescale prohibits retaliation against any employee for communicating openly with management regarding conditions of employment.

Freescale's hiring practices conform to the International Labor Organization conventions for minimum age and child labor. Freescale ensures that terms of employment are voluntary, and does not use forced or indentured labor.

Our responsibility to

CUSTOMERS AND CONSUMERS

Customer loyalty and satisfaction are essential to our success.

Product Quality and Safety

To maintain Freescale's valuable reputation, compliance with our quality processes and safety requirements is essential. We will damage our good name if we ship products or deliver services that fail to live up to Freescale standards.

Sales and Marketing

We build long-term relationships with our customers by demonstrating and maintaining the highest standards of honesty and integrity. All of our marketing and advertising practices are accurate and truthful. Deliberately misleading messages, omissions of important facts or false claims about our competitors' offerings are never acceptable. We only obtain business legally and ethically. Bribes or kickbacks are not acceptable. Guidance concerning customer gifts, travel and entertainment is found below in the *Conflict of Interest* section of this Code.

Customer Information

We must protect customer information that is sensitive, private or confidential just as carefully as we protect our own information. Only those individuals who have a need to know should have access to confidential information.

Government Customers

We must take special care to comply with all legal and contractual obligations when dealing with governments. National and local governments around the world have specific and varied procurement laws and regulations that have been established to protect the public interest. These laws generally prohibit or put strict limits on gifts, entertainment and travel offered to government officials. They also often apply to hiring current or recently retired officials and their family members, and to any conduct that may be viewed as improperly influencing objective decision making. Many other laws strictly govern accounting and billing practices applied to the fulfillment of government contracts and subcontracts. These laws apply to Freescale and all Freescale employees worldwide. When Freescale uses suppliers or subcontractors to fulfill its commitments, we may also be responsible for communicating these unique governmental requirements to them. Freescale employees who deal with government officials and contracts are responsible for knowing and complying with applicable laws and regulations.

Our responsibility to

BUSINESS PARTNERS

Building quality relationships with business partners gives Freescale a competitive advantage.

Doing Business with Others

We avoid doing business with others who intentionally violate laws such as local environmental laws, employment laws or safety and anti-corruption statutes. All arrangements with third parties must comply with Freescale policy and the law. We do not use third parties to perform any act prohibited by law or this Code.

Agents and Consultants

Commission rates or fees paid to dealers, distributors, agents, finders or consultants must be reasonable in relation to the value of the product or work that is actually performed. We do not pay commissions or fees that we have reason to believe may become bribes.

Subcontractors

Subcontractors play a vital role in the fulfillment of many of our business activities. In some cases, the subcontractor is highly visible to our customers. It is therefore very important to select subcontractors that share our commitment to the highest standard of business conduct and ethics.

Joint Ventures and Alliances

Freescale strives to partner with companies that share our commitment to the highest standard of business conduct and ethics. We also work to make the standards of our joint ventures compatible with our own.

Purchasing Practices

Purchasing decisions must be based solely on Freescale's best interests. Suppliers win Freescale business based on product or service suitability, price, delivery and quality. We document all purchasing agreements and clearly identify the services or products to be provided, the basis for earning payment and the applicable rate or fee. The amount of payment must be commensurate with the services or products provided.

Our responsibility to

OWNERS

We treat the investment of our owners with the care we give to our own investments.

Protecting Freescale Assets

We have a responsibility to protect the assets entrusted to us from loss, damage, misuse or theft. We use Freescale assets, such as funds, products or computers, only for business purposes and other purposes approved by management. Freescale assets may never be used for purposes that violate law or company policy.

Confidential Information

We safeguard all confidential information by labeling it, keeping it secure and limiting access to those who have a need to know in order to do their jobs. Confidential information includes any information that is not generally known to the public and is either helpful to Freescale or would be helpful to competitors. It also includes confidential information that employees, suppliers, customers and others have entrusted to us. Each employee's obligation to preserve confidential information continues even after employment ends.

Inside Information and Securities Trading

Freescale employees are not allowed to trade in securities or any other kind of property based on knowledge that comes from their jobs if that information is material and hasn't been publicly reported. It is against the laws of many countries, including the United States, to trade or to "tip" others who might make an investment decision based on material non-public information obtained through Freescale job responsibilities. For example, using material non-public information to buy or sell the stock of a Freescale supplier or customer is prohibited.

Accuracy of Company Records

We require honest and accurate recording and reporting of information in order to make responsible business decisions. This includes such data as quality, safety and personnel records, as well as all financial records. All financial books, records and accounts must accurately reflect transactions and events, and conform both to required accounting principles and to Freescale's system of internal controls and policies. Freescale does not permit false or artificial financial entries. When a payment is made, it can only be used for the purpose stated in the supporting document.

Recording and Retaining Business Communications

All business records and communications should be clear, truthful and accurate. We avoid exaggeration, colorful language, guesswork, legal conclusions and derogatory remarks or characterizations of people and companies. This standard applies to written and verbal communications and documentation in any form. Records should always be retained and destroyed according to Freescale's record management policies.

Our responsibility to

COMPETITORS

We compete aggressively and with integrity.

Competitive Information

Freescale prohibits the use of any illegal or unethical methods to gather competitive information. Stealing confidential information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. We will consult with our management, the Office of Business Conduct and Ethics or the Law Department if information that may constitute a trade secret or confidential information of another business is obtained by mistake or we have questions about the legality of the methods used to gather information.

Fair Competition and Antitrust

Freescale and all of our employees are required to comply with the antitrust and unfair competition laws of the many countries in which we do business. These laws are complex and vary considerably from country to country. They generally concern:

- Agreements with competitors that harm customers, including price fixing and allocations of customers or contracts;
- Agreements that unduly limit a customer's ability to sell a product, including establishing the resale price of a product or service or conditioning the sale of products on an agreement to buy other Freescale products and services; or
- Attempts to monopolize, including pricing a product below cost in order to eliminate competition.

Questions regarding any action which may violate competition laws should be directed to the Law Department.

Confidentiality

Employees must not disclose confidential information entrusted to them by Freescale or its customers, suppliers, vendors or other business partners, except when disclosure is authorized by the Law Department or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to Freescale or its business partners, if disclosed.

Our responsibility to

COMMUNITIES

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

Community Support

We serve society by providing life-enhancing products and services at a fair price, and by actively supporting the communities where we operate.

Personal Community Activities

Freescale employees are free to support community, charitable and political organizations and causes of their choice as long as they make clear that their views and actions are not those of Freescale. We must ensure that our outside activities do not interfere with our job performance.

No Freescale employee may pressure another employee to express a view that is contrary to a personal belief, or to contribute to or support political, religious or charitable causes.

Environment

We respect the environment by complying with all applicable environmental laws in all countries in which we conduct operations. Freescale is committed to the protection of the environment by minimizing the environmental impact of our operations and operating our business in ways that foster a sustainable use of the world's natural resources. Freescale employees are expected to support this commitment by complying with Freescale's environmental policies and programs. Each Freescale employee is responsible for notifying management if hazardous materials come into contact with the environment or are improperly handled or discarded.

Communicating with External Audiences

Freescale provides fair, accurate and timely information to the public. To ensure professional and consistent communication, requests from the media must be forwarded to Corporate Communications. Freescale employees are expected to cooperate with reasonable requests for information from government agencies and regulators, and to consult with the Law Department before responding to any non-routine requests. Freescale employees are required to fully cooperate with all audits and investigations as requested by the company. All information provided must be truthful and accurate. We will not conceal, alter or destroy documents or records in response to an investigation or other lawful request.

Our responsibility to

GOVERNMENTS

As a responsible citizen, it is our obligation to obey the law.

Compliance with the Law

Freescale expects its employees around the world to comply with all applicable laws and regulations wherever we do business. Perceived pressure by management or business conditions does not excuse violation of the law. When we have a question or concern about the legality of an action, we are responsible for checking with management, the Law Department or the ETHICSline.

Freescale intends for this Code to comply with all applicable laws and regulations, including those laws related to data protection and privacy. Where necessary, implementation and application of provisions of this Code will be modified to ensure compliance with specific local requirements.

Freescale Political Activities

No Freescale employee may, except with prior approval from Freescale's Chief Financial Officer and General Counsel, make any political contribution on behalf of Freescale or use Freescale's name, funds, property, equipment or services for the support of any political party, initiative, committee or candidate. This includes any contribution of value. Additionally, lobbying activities or government contacts on behalf of Freescale, other than sales activities, must be coordinated first with the Law Department or the Government Relations Office.

Anti-Corruption Laws

Freescale complies with the anti-corruption laws of the countries in which it does business, including the U.S. Foreign Corrupt Practices Act, which applies to its global business activities. Freescale prohibits any employee from directly or indirectly offering or making a corrupt payment to any government official, including employees of state-owned enterprises. These requirements apply both to Freescale employees and agents, no matter where they do business. Any employee who is authorized to engage an agent must make sure that the agent is reputable and require the agent to agree in writing to Freescale's expectations in this area.

Crossing National Borders

When importing or exporting products, services, information or technology, Freescale complies with applicable U.S. and other national laws, regulations and restrictions. In addition, when we travel internationally on company business we are subject to laws governing what we import and export. Freescale employees are responsible for knowing the laws that pertain to them, and for checking with their import/export compliance manager when in doubt.

CONFLICT OF INTEREST

We make business decisions based on the best interests of Freescale.

General Guidance

Business decisions and actions must be based on the best interests of Freescale, and must not be motivated by personal considerations or relationships. Relationships with prospective or existing suppliers, contractors, customers, competitors or regulators must not affect our independent and sound judgment on behalf of Freescale. General guidelines are listed below to help Freescale employees better understand several of the most common examples of situations that may cause a conflict of interest.

Outside Employment

Freescale employees may not work for or receive payments for services from any competitor, customer, distributor or supplier of Freescale without prior written approval of local management. Any outside activity must be strictly separated from Freescale employment and should not interfere with job performance at Freescale. Each employee must make sure that the skills learned and used at Freescale are not used in such a way that could hurt the business of Freescale.

Board Memberships

Serving on a Board of Directors or a similar body for an outside company, technical advisory council, or government agency requires the advance approval of local management. In addition, the Chief Executive Officer ("CEO") of Freescale and any officer reporting directly to the CEO must first obtain the approval of the Compensation and Leadership Committee of the Board of Directors before accepting a position of membership on the Board of Directors of any publicly traded company. Helping the community by serving on boards of community or charitable organizations that have no business relationship with Freescale is encouraged, and does not require prior approval.

Investments

Freescale employees may not allow their personal financial investments to influence, or appear to influence, their independent judgment on behalf of Freescale. This could happen in many ways, but it is most likely to create the appearance of a conflict of interest if a Freescale employee has an investment in a competitor, supplier, customer or distributor and his decisions may have an impact on the outside party's relationship with Freescale. If there is any doubt about how an investment might be perceived, it should be disclosed to management. Freescale employees are prohibited from directly or indirectly acquiring rights to any property or materials when they know that Freescale may be interested in pursuing such an opportunity.

Reporting Relationships

A conflict of interest may also exist where a Freescale employee approves payments, reports to or exercises authority with respect to hiring, promotion or compensation related decisions for a relative, spouse or other person with whom the employee has a relationship. As used in this Code the term relationship includes, but is not limited to, situations involving co-residency, romantic attachment, legal dependency, business partnerships or dealings involving a financial interest.

Corporate Opportunities

Employees, officers and directors are prohibited from taking opportunities for themselves that are discovered through the use of corporate property, information or position without the consent of their management. No employee may use corporate property, information or position for improper personal gain and no employee may compete with Freescale directly or indirectly. Employees, officers and directors owe a primary duty to Freescale to advance its legitimate interests whenever the opportunity arises.

Gifts

Gifts are anything of value that is given or received for which the recipient does not pay fair market value. Gifts are not always physical objects--they might also be services, favors or other items of value. Gift-giving customs vary among the cultures of the world.

Gifts to Freescale employees

Freescale employees don't accept kickbacks, lavish gifts or gratuities. Employees can accept items of nominal value, such as small promotional items bearing another company's name. Employees do not accept anything that might make it appear that their independent judgment for Freescale would be compromised. If you believe it would be impractical or harmful to refuse or return a gift of more than nominal value, you must discuss the situation with your management or the Office of Business Conduct and Ethics.

Gifts Given by Freescale

Gifts given by Freescale must be legal, reasonable and approved by local management. Freescale employees never pay bribes. We do not provide any gift if it is prohibited by law or the policy of the recipient's organization. For example, the employees of most government entities around the world are prohibited from accepting gifts.

Entertainment

Freescale considers "entertainment" to include meals, theatrical, musical, artistic or sporting events or similar activities when both a Freescale employee and a representative of a current or potential business partner attend the event.

Entertainment of Freescale employees

We may accept entertainment that is reasonable in the context of the business and that advances Freescale's interests. For example, accompanying a business associate to a local cultural or sporting event, or to a business meal, would generally be acceptable. Entertainment that is lavish or frequent may appear to influence one's independent judgment on behalf of Freescale. Before accepting entertainment that may appear inappropriate either because of the cost or the nature of the entertainment we must first receive approval from our management.

Entertainment by Freescale

We may provide entertainment that is reasonable in the context of the business. If we have a concern about whether providing entertainment is appropriate, we must first discuss it with management. Entertainment of government officials may be prohibited by law. Before entertaining any government official, we must first obtain approval from our management.

Freescale funds may not be used for any entertainment that would embarrass Freescale if publicly disclosed. Employees are expected to exercise good judgment when offering or accepting entertainment.

Travel

Acceptance of Travel Expenses

Freescale employees may accept transportation and lodging provided by a Freescale supplier or other third party if the trip is for business purposes, will not appear to influence the employee's independent judgment on behalf of Freescale, and is approved in advance by the employee's manager. All accepted travel must be accurately recorded in our travel expense records.

Providing Travel

Unless prohibited by law or the policy of the recipient's organization, Freescale may pay the transportation and lodging expenses incurred by customers, agents or suppliers in connection with a visit to a Freescale facility or product installation. The visit must be for a business purpose, for example, on-site examination of equipment, contract negotiations or training. All travel by government officials which is sponsored or paid for by Freescale must be approved in advance by a Freescale Senior Vice President and the Office of Business Conduct and Ethics.

You can contact the **ETHICSline**:

By phone at: 1-877-575-5777 or 1-480-413-5777

By fax at: 1-480-413-4881

By e-mail at: ethicsline@freescale.com

By regular mail at: Freescale ETHICSline
P. O. Box 10818
Tempe, Arizona 85284-0014
U.S.A.

ETHICSline Toll-Free Calling Instructions

Instructions for Callers in the United States, U.S. Territories and Canada

Callers in the U.S., U.S. territories and Canada may access the **ETHICSline** by dialing 1-877-575-5777.

Instructions for Callers Worldwide

Callers outside the U.S. and U.S. territories may access the **ETHICSline** in the following manner:

- Step 1** Make sure you have an outside line. If using a public phone, make sure it can be used to make international calls.
- Step 2** Enter the Sprint direct access number for the country you are calling from (see below for some common country access numbers)
- Step 3** When you hear the English-language voice prompt or series of tone prompts, dial 1-877-575-5777.
- Step 4** The **ETHICSline** Administrator will answer your call during customary business hours in the United States. If you do not speak English or prefer to have an interpreter assist you in speaking with the ETHICSline Administrator, immediately tell the Administrator which language you speak. The Administrator will then connect with an interpreter. As this happens, you should remain on the line. An interpreter will join your conversation to assist you and the Administrator in completing the call.

If you reach the **ETHICSline** voice mail, you will hear options to leave your message in several languages. When you make your language selection, leave a message after the beep.

Brazil	0800-890-8000	Japan - IDC	0066-55-877
China - Netcom	108-713	Japan - Telecom	0044-11-131
China - Telecom	108-13	Japan - KDD	00539-131
Czech Rep	800-001-187	Korea - Dacom	00309-13
France	0800-99-0087	Malaysia	1-800-80-0016
Germany	0800-888-0013	Mexico	001-800-877-8000
Hong Kong	800-96-1877	Romania	021-800-0877
India	000-137	Russia	8095-747-3324
Ireland	1-800-552-001	Singapore	8000-0-0100-00
Israel - Golden Lines	1-800-920-2010	Taiwan	0080-1140-877
Israel - Bezeq	1-800-949-4102	United Kingdom	0800-890-877
Israel - Barak	1-800-938-7000		

For additional or updated local access numbers visit <http://ethics.freescale.net>.