

## **The Altera Code of Conduct and Standards for Doing Business with Integrity**

### ***Introduction***

Altera has a long tradition of conducting business with the highest ethical standards and in full compliance with the law. Every employee, officer, and member of our board of directors has a role to play in making sure that our company continues this tradition.

The Altera Code of Conduct (the “Code”) and Standards for Doing Business with Integrity (the “Standards”) describe the standards of business behavior that are expected of everyone who works for Altera or serves as one of its officers or directors. In simple terms, the Code requires that we do business in compliance with the laws of all of the countries in which we operate and with the highest ethical standards. The Standards provide greater detail on how to comply with the Code in specific situations.

### ***The Altera Code of Conduct***

Every employee, officer, and member of Altera’s board of directors shall:

- (1) Conduct Altera’s business with honesty, integrity, and the highest ethical standards;
- (2) Comply with applicable Altera policies including Altera’s Standards for Doing Business with Integrity;
- (2) Comply with the laws, rules, and regulations of each of the countries in which Altera does business;
- (4) Proactively promote ethical behavior among peers, subordinates, suppliers, and customers;
- (5) Promote responsible use of and control over Altera’s assets and resources;  
and
- (6) Promptly report to Altera’s general counsel and/or the audit committee of the board of directors any violation of this Code or the Standards, a violation of law, any fraud, or any transaction or relationship that reasonably could give rise to a conflict of interest.

## *Standards for Doing Business with Integrity*

### *1. Conflicts of Interest*

You are expected to avoid any activities that create an actual conflict, or even give the appearance of a conflict, between your own interests and those of Altera in dealing with suppliers, customers, fellow employees, and all other individuals doing business with Altera. A conflict of interest exists when your loyalties are divided between Altera's interests and those of yourself or another, such as a competitor, supplier, customer, fellow employee, family member, friend or acquaintance.

In order to avoid actual or potential conflicts of interest while you are an employee, officer, or member of the board of directors of Altera you may not:

- Be employed by an Altera competitor, or engage in business with or as a competitor of Altera;
- Acquire real estate, other property, or an investment, or engage another business opportunity that is of interest to Altera;
- Be a supplier or service provider to Altera other than as an Altera employee unless you have written approval from Altera's president or, in the case of a member of the board of directors, the approval of disinterested members of the board of directors;
- Hold a directorship in any of Altera's competitors;
- Hold a directorship in any of Altera's suppliers, customers, or partners unless you have written approval from Altera's president, or, in the case of a member of the board of directors, the approval of disinterested members of the board of directors;
- Have a financial interest, including an investment, in any of Altera's competitors, suppliers, or customers if (1) you are in a position to influence Altera's decisions relating to those companies and (2) those decisions could directly affect your financial interests unless you have written approval from Altera's president, or, in the case of a member of the board of directors, the approval of disinterested members of the board of directors;
- Use Altera assets or labor for personal use;
- Engage in any business, secondary employment, or other activities that interfere with your ability to perform your obligations to Altera or that may improperly influence or appear to influence your judgment, decisions, or actions on behalf of Altera; or
- Develop a personal, intimate relationship with a subordinate, another employee of Altera, or employee of a competitor, supplier, partner, or customer of Altera if that relationship might interfere with your ability to make impartial judgments in decisions affecting Altera or an Altera employee.

This list is not intended to cover all possible situations where an actual or apparent conflict of interest may arise: you are expected to avoid any situation where your personal interests and those of Altera may conflict. You are responsible for using your best judgment to evaluate a potential conflict of interest; if you are in doubt about a situation, you should ask your manager, any other member of management, Altera's general counsel, or the audit committee of Altera's board of directors.

## ***2. Trading in Securities Based on Inside Information***

You are required to comply with federal and state securities laws governing trading in Altera and other companies' securities. Altera's Insider Trading Policy, which is located on the AlteraNet Stock Administration page and is also available from the legal department, prohibits trading in any securities based on inside information. You should familiarize yourself with this policy, which prohibits you from disclosing to someone else information or trading in securities based on information that is (1) **material** (i.e., information pertaining to Altera's revenues, earnings, or any other topic that would be important to Altera's stockholders) and (2) **non-public** (i.e., information that has not previously been disclosed to the general public and is otherwise not available to the general public). You are also prohibited from discussing Altera information with securities analysts. Any inquiries from a securities analyst should be referred to the Vice President of Investor Relations.

## ***3. Confidential Information***

While working with Altera, you may have access to confidential information concerning Altera customers, employees, technology, business systems, future plans, financial and business forecasts, research and development data, financial results, and new discoveries or other information that is considered confidential.

Maintaining confidentiality is important to Altera's competitive position and, ultimately, to our ability to achieve financial success. You are required to protect confidential information, safeguard it when in use, file it properly when not in use, and discuss it only with those who have a legitimate need to know. Copies of confidential documents should be disposed of in the shredder bins located throughout Altera's facilities.

As a condition of employment, all employees are asked to sign an Employment, Confidential Information & Invention Assignment Agreement. The agreement includes a provision that limits the type of information you may communicate to individuals outside of Altera. The agreement also prohibits employees from disclosing to Altera personnel or bringing onto Altera property any confidential information belonging to a former employer.

## ***4. Competition and Fair Dealing***

We expect employees to compete fairly and ethically for all business opportunities. If you participate in contract negotiations or other business dealings, Altera expects you to ensure that all statements, communications and representations to customers, suppliers, and partners are accurate and truthful. Additionally, obtaining proprietary information or trade secrets regarding our competitors through unethical or illegal means, including requesting such information from former employees of our competitors, is prohibited.

## ***5. Record Keeping***

Altera requires honest and accurate recording and reporting of information in order to make informed business decisions and comply with laws and rules regarding the integrity of our financial statements and the disclosure of financial information to our stockholders. Employees of the finance department and other employees who have a direct role in preparing reports and other documents that are relied upon by Altera to prepare financial statements and to comply with financial disclosure obligations have special responsibilities with regards to record keeping. However, all employees, officers, and members of our board of directors are responsible for ensuring the accuracy of any document or record that they create and that is relied upon by Altera for any purpose.

## ***6. Business Gifts***

You may not provide or accept gifts, meals, or entertainment from a customer, supplier, or partner if doing so would influence your decisions on behalf of Altera or if it would create the appearance of a conflict of interest. Generally, gifts, meals or entertainment of a nominal value are permissible if they help further a legitimate business relationship for Altera and if the frequency or timing of their receipt does not create an actual or apparent conflict of interest. Otherwise, you should gracefully decline them. If you are unsure whether you may give or accept a proposed gift, entertainment, or meal, you should discuss it with your manager or with Altera's general counsel.

## ***7. Bribes and Kickbacks***

You may not use bribes or kickbacks in conducting Altera's business. The U.S. Foreign Corrupt Practices Act prohibits you from making a payment or gift to a government official outside of the U.S. for the purpose of obtaining or retaining business. A violation of this statute could subject Altera and you to severe penalties.

## ***Enforcement and Waivers***

If you violate the Code, you may be subject to disciplinary action up to and including termination of employment. In addition, in the case of a violation of law, you and Altera may be subject to substantial penalties including fines and possible imprisonment.

Any waivers to the Code for executive officers and members of the board of directors must be approved by disinterested members of the board of directors and must then be disclosed to shareholders. A waiver for any other employee must be approved by Altera's president.

## ***Reporting Violations***

If you become aware of a potentially unethical or illegal situation involving Altera, you are encouraged to report the situation to a member of management, to the legal

department, to the human resources department, or to the audit committee of Altera's board of directors. No employee will ever be retaliated against for raising a good faith concern regarding a potentially unethical or illegal situation involving Altera. You can report any concerns on an anonymous basis by calling the Altera Compliance Line, a toll-free, anonymous telephone hotline operated by an independent organization. If you are located outside of the United States and Canada you will be able to make a toll-free call to the Compliance Line using the AT&T access code for the country from which you are calling. Please see the Altera intranet for further information about the Compliance Line.