



# *Personnel Policy*

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Policy: **Code of Conduct**

Policy Number: 024

Original Approval Date: 07-16-03

Approved By: Eric Balzer

**Page 1 of 9**

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Title: CEO

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**Purpose:**

The purpose of this policy is to establish a standard code of conduct for all employees, officers, and directors (“Associates”) of Ramtron International Corporation (“Ramtron”) and any affiliate subsidiary (collectively, the “Company”).

**Policy:**

The Company will operate its business according to the highest standards of ethical conduct and integrity. This policy sets forth the basic standards and rules to provide Associates, suppliers and the general public with an official statement on how the Company and its controlled subsidiaries will conduct themselves in the marketplace. This code of conduct is not an express or implied contract, but rather an announcement of our desire to promote exemplary ethical behavior by our Associates. Nothing in this policy alters the at-will status of employment. The Company retains the right to change the provisions of the code of conduct by a revision of this policy. The code of conduct applies to all Associates of the Company, and an executed acknowledgement of this code of conduct by all Associates is required annually as a condition of employment or board membership.

**Practice:**

**1. Business Ethics/Employee Conduct/Work Rules**

- a. The successful business operation and reputation of the Company is built upon the principles of fair dealing and ethical conduct of our Associates. To ensure orderly operations and provide the best possible work environment, the Company expects Associates to follow rules of conduct that will protect the interests and safety of all Associates and the organization.
- b. The success of the Company is dependent upon our customers’ trust and we are dedicated to preserving that trust. Associates owe a duty to the Company, its customers, and shareholders to act in a way that will merit continued trust and confidence of the public.
- c. Our reputation for integrity and excellence requires careful observance of the spirit and letter of all applicable laws and regulations, as well as a commitment to the highest standards of conduct and personal integrity. The Company will comply with all applicable laws and regulations and expects its Associates to conduct business in accordance with the letter, spirit and intent of all relevant laws and regulations and to refrain from any illegal, dishonest, or unethical conduct.

- d. The use of good judgment, based on high ethical principles, should guide you with respect to lines of acceptable conduct. This not only involves sincere respect for the rights and feelings of others, but also demands that you refrain from any behavior that might be harmful to you, your co-workers, and the Company, or that might be viewed unfavorably by current or potential customers or by the public. If a situation arises where it is difficult to determine the proper course of action, the matter should be discussed openly with your immediate supervisor, department manager, executive management or human resources for advice and consultation.
- e. The protection of confidential business information and trade secrets is vital to the interests and the success of the Company. Confidential material to which Associates may have access must be guarded at all times. Employees are required to sign the Invention and Non-Disclosure Agreement on their first day of employment (see Ramtron Policy #1).
- f. Confidential information or trade secrets of a former employer will not be disclosed, nor will an employee bring on to Company property any document containing confidential information that belongs to a former employer without their written consent.
- g. Federal securities laws impose important restrictions on insiders of public companies with respect to their securities transactions. An insider is considered to be all Associates of the Company. The principle restriction on insiders is that they may not buy or sell securities on the basis of information known to them but not known to the public, and they may not provide tips to others concerning such information. Violation of these restrictions can carry criminal as well as civil damages and penalties, and Securities and Exchange Commission enforcement of these restrictions is especially vigorous. Associates are required to sign the Certification of the Company's Policy Statement on Securities Trade by Company Personnel document on their first day of employment (see Ramtron Policy #31).
- h. The Securities Exchange Commission also enforces rules regarding the disclosure of material corporate information to investors, analysts and the press. Employees are required to sign the Certification of the Company's Policy Statement on Disclosure of Material Corporate Information document on their first day of employment (see Ramtron Policy #32).
- i. Employees are required to return documents, records, notebooks and other similar material containing confidential or proprietary information upon termination, resignation, or internal transfer to a position in which such information is no longer necessary in performance of their job.
- j. Compliance with this policy is the responsibility of every Associate. Associates that disregard or fail to comply with the policy may result in disciplinary action, up to and including termination of employment and/or board membership. It is not possible to list all forms of behavior considered unacceptable in the workplace. Associates should recognize that the following are examples of infractions of rules of conduct:

- Theft or inappropriate removal or possession of Company or employee owned property
- Falsification or destruction of timekeeping records, Company documents, or employment documents
- Working under the influence of alcohol or illegal drugs
- Distribution, sale, transfer, or use of alcohol or illegal drugs in the workplace or while operating Company owned vehicles or equipment
- Display or possession of dangerous or unauthorized materials, such as explosives, weapons or firearms in the workplace or on Company property
- Fighting or threatening violence in the workplace
- Disorderly, boisterous or disruptive activity in the workplace
- Disrespectful conduct (such as abusive, disrespectful or threatening language to any employee, supervisor, customer, or authorized visitor)
- Harassing, intimidating, threatening, abusive and other bullying-type conduct
- Negligence or improper conduct leading to damage of Company or customer owned property
- Unauthorized use of telephones, mail system, or other Company owned equipment
- Failure to follow safety procedures, causing or failing to avert an accident through neglect or carelessness
- Smoking in prohibited areas
- Sexual or other unlawful or unwelcome harassment, including that based on race, color, religion, sex, age, national origin, sexual preference, ancestry, disability, marital status, or any protected category under state and federal law
- Downloading, transmitting or distributing obscene or pornographic materials via the Internet or internal Company communication systems, including but not limited to desktop or laptop computers, iPhones, iPads, cameras, etc.
- Excessive absenteeism and tardiness, or any absence without notice
- Performance below acceptable standards
- Insubordination, refusing to do a job assignment or follow instructions from a supervisor or manager, or disregard of proper authority
- Unauthorized disclosure of confidential or proprietary business information or trade secrets
- Violation of any established Company policy

## **2. Conflicts of Interest**

- a. It is the policy of the Company that no Associate, nor any member of the Associate's immediate family, shall have any direct or indirect interest in, render any service to, or represent any outside concern that might create an actual or potential conflict of interest unless the interest, service or representation is disclosed and approved by executive management and/or board of directors.
- b. It is essential at all times to avoid a conflict of interest or the appearance of a conflict of interest with any outside party. Associates are expected to accept certain responsibilities, adhere to acceptable business principles in matters of personal conduct, and exhibit a high degree of personal integrity at all times. These guidelines

provide general direction so Associates can seek further clarification on issues related to the subject of acceptable standards of operation. Questions regarding conflict of interest can be addressed with the Board of Directors, Executive Management or Human Resources.

- c. Transactions with outside firms must be conducted within a framework established and controlled by Executive Management. Business dealings with outside firms should not result in unusual gains for those firms. Unusual gain refers to bribes, product bonuses, special fringe benefits, unusual price breaks, substantial gift, kickbacks and other windfalls designed to benefit the Associate or the Company. Promotional plans that could be interpreted to involve unusual gain require specific Executive Management approval.
- d. An actual or potential conflict of interest occurs when an Associate is in a position to influence a decision that may result in a personal gain for that Associate or a relative as a result of the Company's business dealings.
- e. Associates may not receive any income or material gain from individuals outside the Company for materials produced or services rendered while performing their Company job.
- f. The hiring of relatives is prohibited if the employment of such an individual would result in the creation of a supervisor/subordinate relationship between a relative and an employee. If a direct supervisory or managerial relationship would be established, relatives of a currently employed worker cannot be considered as applicants for an open position. This is to avoid any actual or perceived conflict of interest in terms of selection, promotion, performance evaluation, training, salary administration, discipline, or the perception of favoritism. The term relative includes the following: spouse, parent/grandparent, child/grandchild, sibling, in-laws, aunt, uncle, cousin, step relatives, or any individual with whom an employee has a close personal relationship, such as domestic partner, co-habitant, or significant other. All questions and issues relating to employment of relatives should be addressed to Human Resources. Employees who become subject to this policy's provisions due to marriage or commencement of a close personal relationship must inform Human Resources. All decisions and personnel actions taken as a result of this policy will be reviewed and approved by Human Resources and Executive Management.

### **3. Gifts and Gratuities**

- a. Business decisions should not be based on the business courtesies offered to Associates, nor should the acceptance of business courtesies create the appearance that those business decisions are being influenced. Business decisions should be made on the basis of quality, service, price and similar competitive factors.
- b. A business courtesy is a gift or favor for which fair market value is not paid by the recipient. A business courtesy representing a conflict of interest may be a tangible or intangible benefit and includes, but is not limited to, such items as non-monetary gifts, meals, drinks, entertainment, all forms of hospitality, recreation, pleasure trips,

transportation, discounts, tickets, and passes. Token gifts, such as advertising or promotional materials having a value of less than \$25 may be accepted on an infrequent basis. There should be a business purpose for a dinner or other event and employees should use common sense and judgment and avoid overly extravagant or frequent business entertainment.

- c. In order to avoid any possible appearance of impropriety, the Company discourages Associates from accepting inappropriate or excessive gifts from people who do business with the Company. Any gift or favor, which is of a value as to imply more than the cultivation of goodwill would create a conflict of interest and should be declined.
- d. Associates who fail to comply with the policy on acceptance of gifts and gratuities may be subject to disciplinary action up to and including termination of employment and/or board membership.

#### **4. Kickbacks**

- a. To avoid the reality or appearance of improper relations with individuals, suppliers and/or customers seeking to do business with the Company, Associates must not solicit or accept any money, fee, commission, credit, gift, gratuity, item of value, or compensation of any kind, directly or indirectly, which might influence or be reasonably suspected of influencing their business judgment in business relationships. Acceptance of a kickback from any employee, supplier, contractor or subcontractor is grounds for immediate termination and possible criminal prosecution. Employees who become aware of kickbacks or attempted kickbacks should immediately report it to executive management or Human Resources.

#### **5. Outside Employment**

- a. Employees may hold outside jobs as long as the employee effectively meets the performance standards of their Company job. Outside employment will not be considered an excuse for poor performance, absenteeism, tardiness, or refusal to work overtime.
- b. Employment with a direct competitor, supplier or customer, or where the employment creates an actual or perceived conflict of interest, is prohibited.
- c. Employees may serve as a Board of Director member for an outside company with prior approval from executive management, provided that the outside company is not a direct competitor, supplier or customer, or where the membership to a board creates an actual or perceived conflict of interest.
- d. Using the Company name, property, equipment or facilities for personal gain is not allowed.

- e. Any situation which you feel might be construed as not being in the Company's best interest should be immediately resolved through early disclosure and discussion with your supervisor, department manager or executive management.
- f. Failure to disclose actual or potential conflicts of interest as a result of outside employment may result in disciplinary action or termination of employment.

## **6. Directorships**

- a. Ramtron Board of Directors Members may serve as a member of the Board of Directors of an outside company, provided that Ramtron's Board of Directors does not determine, after receiving the information required to be provided by the Member pursuant to the next following sentence, that (i) the outside company is a direct competitor, material supplier, material customer or material creditor of Ramtron, and (ii) the membership on the outside company's board does create an actual or perceived conflict of interest. Ramtron Board of Directors Members shall provide Ramtron information about each outside company's board on which they serve, (a) at the time of their initial nomination for election to Ramtron's Board of Directors, (b) upon nomination, and prior to election, to be a director of an outside company, and (c) annually thereafter as Ramtron may request.
- b. Failure to disclose actual or potential conflicts of interest as a result of outside directorship service may result in disciplinary action or termination of directorship.

## **7. Company Resources**

- a. Company assets include real property, furniture, telephones, inventory, equipment, supplies, computer data, technology and concepts, strategies and plans, time and skills of employees during work hours, and/or any confidential information about our business.
- b. Until formally released to the public, information should not be disclosed to fellow employees who do not have a business need to know, or to non-employees for any reason, except in accordance with established Company procedures. Confidential information includes information and data pertaining to products, business strategies, customer negotiations, corporate manuals, processes, systems, procedures, engineering, research and development, or finances.
- c. Associates receiving any Company funds, credit cards, or property are expected to use them only for the business purpose intended and not for personal benefit. Associates must return or account for Company resources when the business need is expired or when employment ends.

## **8. Reporting Integrity**

- a. The Company has established accounting control standards and procedures to ensure that assets are protected and properly used and that financial records and reports are accurate and reliable. All financial reports, accounting records, sales reports, expense

accounts, and other documents must accurately and clearly represent the relevant facts and true nature of a transaction.

- b. False or artificial entries shall not be made by any Associate in the books or records of the Company for any reason. To do so is contrary to Company policy and may result in criminal and/or civil penalties to the Company and/or the Associate.
- c. Associates share the responsibility for maintaining and complying with required internal controls. No Associate may engage in an arrangement that in any way may be interpreted or construed as misstating or otherwise concealing the nature or purpose of any entries in the books and records of the Company.
- d. No payment or receipt on behalf of the Company may be approved or made with the intention or understanding that any part of the payment or receipt is to be used for a purpose other than that described in the supporting documents of the transaction.
- e. Travel and entertainment should be consistent with the needs of the business. Associates are expected to spend the Company's money as carefully as they would their own. Associates who submit travel and entertainment expense reports are responsible for the propriety and reasonableness of travel and expenditures, for ensuring that expense reports are submitted promptly, and that receipts and explanations properly support reported expenses.

## **9. Competitive Practices**

- a. The Company will not engage in illegal or improper acts to acquire a competitor's trade secrets, customer lists, financial data, company facilities, technical developments or operations.
- b. The Company will not hire competitor's employees for the purpose of obtaining confidential information or urge competitive personnel or customers to disclose confidential information.
- c. Agreements with agents, sales representatives, distributors and consultants must be in writing and must clearly and accurately set forth the services to be performed, the basis for earning the commission or fee involved, and the applicable rate or fee.
- d. Sales may not be billed at prices exceeding the established price for the product in question.
- e. No payment of money, gifts, services, entertainment or anything of value may be offered or made available in any amount, directly or indirectly, to any government official or employee in any country where such payments are illegal under the laws of that country.

## **10. Political Activities/Contributions**

- a. The Company encourages Associates to be good citizens and to participate fully in the political process if they so desire. Associates should be aware that federal law and state statutes prohibit the Company from contributing to political candidates, political parties or party officials.
- b. Associates who participate in political activities must make every effort to ensure they do not leave the impression they are speaking or acting on behalf of the Company.

## **11. Application of the Foreign Corrupt Practices Act**

- a. The Foreign Corrupt Practices Act was enacted in 1977 and amended in 1998 to penalize United States companies and their employees, agents, and consultants for bribing or attempting to bribe foreign officials, governments and political parties in order to secure business or any improper advantage. Among other things, it made foreign bribery a crime and mandated accounting control requirements to prevent off-the-book slush fund payments, kickbacks, and other forms of unlawful or improper remuneration.
- b. While certain facilitating payments, where necessary to expedite or secure performance of routine governmental actions outside the United States, are not illegal, prior approval by senior management must be obtained before a facilitating payment may be offered.
- c. Violations of the Foreign Corrupt Practices Act carry criminal and civil penalties. Criminal penalties include fines up to \$2,000,000 per company and \$250,000 per individual, plus a maximum imprisonment of five years. The Company expects strict compliance with this law as well as the other laws of the United States and of any foreign country in which the Company operates or conducts business. Any uncertainties regarding the application of a law, whether domestic or foreign, will be clarified with the Company's General Counsel.

## **12. Responsibilities/Compliance**

- a. The Board of Directors is ultimately responsible for assuring that the business of the Company is conducted in accordance with this Code of Conduct. If the Board of Directors is advised that a willful code of conduct violation has taken place, the Board shall take appropriate steps to ensure that the legal rights of individuals are protected, that the Company's legal obligations are fulfilled, and that proper disciplinary and legal action is taken. The Board will further take appropriate steps to ensure that corrective measures and safeguards are instituted to prevent recurrence of violations.
- b. Management is responsible for maintaining a constant awareness of any conflict of interest problems, reporting any actual or alleged Code of Conduct violations, supporting and providing resources necessary for the application, compliance and enforcement of this policy, leading by example by promoting an atmosphere of high ethical conduct, and ensuring employees understand the policy and laws that apply to

them in the performance of their jobs. It is a serious code violation and a violation of federal and state law for any manager or supervisor to initiate or encourage reprisal action against an employee who in good faith reports known or suspected code violations.

In no event will the Company take or threaten any action against an employee of the Company as a reprisal for making a complaint or disclosing information in good faith. However, if a reporting individual was involved in improper activity, the individual may be appropriately disciplined even if he/she was the one disclosing the matter to the Company. In such case, however, a voluntary disclosure would be given favorable consideration in ensuing decisions with respect to a reporting individual.

- c. The human resource office is responsible for the interpretation, maintenance, and revision of this policy and its implementation, and maintaining records relative to disclosures and disposition of situations covered by this policy.
- d. The Company's outside auditing firm is responsible for promptly reporting any material code violations of which they may become aware.
- e. Associates are expected to become familiar with and comply with the Code of Conduct policy. Failing or refusing to comply with this policy or abide by any decision regarding remedial action may result in disciplinary action, including termination of employment or service. It is important that Associates immediately report any instance of unethical, dishonest or illegal activities by any Associates to the appropriate manager, (unless the supervisor/manager is implicated in the suspect activity), the executive management team, controller, human resources or Chairman of the Board. Reports of code violations may be made in person or in writing. A confidential employee hotline (1-800-269-7817) is established to handle anonymous tips about questionable accounting and auditing practice, irregularity or issue.

### **13. General**

- a. Associates should respect rights and cultural differences of individuals. The Company does not discriminate against any Associate or applicant for employment or board membership because of race, color, national origin, ancestry, age, religion, sex, pregnancy/childbirth, disability, marital status, medical condition, sexual orientation, veteran status, or any other protected classification defined by the law. Unlawful harassment or discrimination based on any illegal criteria of any type will not be tolerated.

ATTACHMENT A

**RAMTRON INTERNATIONAL CORPORATION  
CODE OF CONDUCT COMPLIANCE ACKNOWLEDGEMENT - 2011**

**I have received, read and understand the Ramtron International Corporation Code of Conduct Policy, and I understand that it applies to me. I further understand that if I have questions about any of the provisions in the Code of Conduct Policy, I may address my questions to Executive Management or Human Resources.**

**Associate Name (Printed):** \_\_\_\_\_

**Associate Signature:** \_\_\_\_\_

**Date:** \_\_\_\_\_

**PLEASE RETURN THIS PAGE TO HUMAN RESOURCES. A COPY OF THIS  
ACKNOWLEDGEMENT FORM WILL BE RETAINED IN YOUR PERSONNEL FILE.**