
AMI Semiconductor

Code of Ethics

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AMI Semiconductor

Code of Ethics

Dear AMIS Employee:

AMIS' success is in large measure a function of how well we conduct and execute our business plans and procedures. AMIS operates its business according to the highest standards of ethical conduct, integrity, and accountability. We are proud of our reputation as a responsible and ethical company, and we intend to maintain it.

We must at all times conduct our business activities with honesty, integrity and in full compliance with the laws, rules, and regulations of the countries in which we do business. Our commitment applies to relationships with customers, suppliers, vendors, competitors, auditors and public and government bodies. Most importantly, it applies to each of us -- including employees, officers, and directors.

As an AMIS employee each of us must be aware of the company's business ethics. That is why we have prepared this "Code of Ethics." It sets forth the basic standards and rules to which our company adheres. It is also designed to provide guidance in areas of business conduct where the appropriate course of action may be uncertain. Because laws and regulations change frequently, we are placing this Code of Ethics on line at <http://hotline.amis.com> and we will update it as appropriate. Please carefully read the Code of Ethics and become familiar with its contents. Each of us must abide by it.

If you have any questions about any aspects of the Code of Ethics, please contact your manager, Human Resources, or AMIS' Legal Department. It is the responsibility of each and every AMIS employee to comply with the Code of Ethics. A violation can result in disciplinary action, up to and including termination.

Thank you very much for your attention, and for your cooperation in complying with the Code of Ethics.

Chris King

I. INTRODUCTION

Who's Covered

The Code applies globally to all directors, officers and employees of AMIS.

As an employee, director or officer of AMIS you must comply with the Code of Ethics. Further, if you know or hear of any unethical, dishonest or illegal activity by any AMIS employee, you should promptly report what you know or have heard. You can report it to your manager, your local site management, or to AMIS' Controller, Vice President of Human Resources, or the AMIS Legal Department, or anonymously through the AMIS Anonymous Hotline (<http://hotline.amis.com>). AMIS will promptly review your report and will not tolerate any retaliation or threat of retaliation against you for making the report. Failure to report a violation of the Code of Ethics is itself a violation.

A violation of this Code can be the basis for disciplinary action, up to and including termination.

This Code will be applied equally to everyone. AMIS' General Counsel will have primary responsibility for enforcing this Code, under the supervision the Board of Directors. You should direct any questions you have about the Code to the General Counsel.

II. GENERAL BEHAVIORAL REQUIREMENTS

General Conduct

AMIS' reputation for honesty and integrity is a valuable asset, in which you should take great pride. Continuing this reputation is essential to AMIS' success and must never be taken for granted. Furthermore, it is completely within your hands. Inappropriate behavior on the part of even one employee can have a dramatic impact on AMIS as a whole. As a result, it is essential that you adhere to this Code of Ethics. You must act:

- Honestly
- With Integrity
- Lawfully, and
- Respectfully

both inside AMIS and when dealing with third parties. Further, you must hold yourself and those with whom you work accountable for acting in this manner.

Dealing with Others

AMIS is comprised of and works with people from many countries, cultures, and backgrounds who have different nationalities, religions, races,

preferences, disabilities and other traits. Each of them deserves to be dealt with professionally and with respect. AMIS will not tolerate any violence against (or threats of violence against) any person, or the harassment for any reason of any employee by any other employee, manager or any other person. Acts or threats of violence, and harassment for any discriminatory reason such as age, race, sex, national origin, disability, military status or religion, are violations of various state and/or federal laws. Accordingly, no acts or threats of violence, and no harassing remarks, slurs, jokes or behavior, will be tolerated.

Use of Corporate Funds and Assets

The assets of AMIS include its physical plants, equipment, corporate funds and office supplies. They also include technologies and concepts, trademarks, strategies and plans, and business information. While incidental and occasional personal uses of assets like your work telephone and computer are permitted, generally AMIS' assets should be used only for AMIS business activities unless you have permission from AMIS. However, any such use that is inappropriate and/or excessive constitutes a violation of AMIS' Rules of Conduct, and may result in disciplinary action, up to and including termination. There is no expectation of privacy with respect to any use of the assets of AMIS.

AMIS Information

As part of your job, you may have access to information about AMIS, its customers, suppliers and competitors. Until formally released to the public by AMIS, the customer or the supplier, you should not disclose this information to fellow employees who do not have a business need to know it, or to non-employees for any reason, except in accordance with established AMIS procedures. Information of this sort includes information and data pertaining to products, business strategies, customer negotiations, corporate manuals, processes, systems, procedures, engineering, research and development, finances, etc. These obligations apply even if you developed the information and they continue even after you stop working for AMIS.

Beware of situations in which you might inadvertently disclose AMIS information to those not authorized to receive it. Avoid discussing AMIS information in public areas where it might be overheard by others. This is especially a concern when you are talking on a mobile phone or working on an airplane or in another public place.

Information From Others

Other companies and individuals also have information that is proprietary and valuable to

them. You may not accept such "proprietary" or confidential information from a third party without first having an agreement in place to set forth the terms under which AMIS accepts the information. This agreement must be approved by AMIS' legal department. More importantly, there must be an important business reason for accepting the information and the risks to AMIS that accompany it. Once received, you must take appropriate steps to ensure that the information is handled appropriately and in compliance with the terms of the agreement under which it was received.

Third Party Software

While performing your job, you may need to use software belonging to others. This software is a valuable asset to the owner and must be used appropriately and in strict accordance with the license agreement governing its use. You should not accept software or access software without prior management approval and without an appropriate license agreement approved by AMIS' legal department.

Inquiries from the Press

Do not speak to a reporter or publication on behalf of AMIS without proper authorization. The primary spokespeople for the company are the CEO, the Director of Public Affairs & Communication; the Marketing Communications Manager; and the European Communications Manager. In addition, the CFO and the Investor Relations department is AMIS' primary contact with the financial and investment community. If you are contacted by the press or the financial community regarding AMIS, please contact one of these individuals.

Legal Inquiries

If you receive a request for information about AMIS from an attorney or law enforcement or other governmental official, you should refer the request to AMIS' Legal Department.

Other Requests for Information

If you receive other requests for information from sources outside of AMIS, you should talk to your manager before responding.

Insider Information

As an employee of AMIS you may receive nonpublic information about the plans, prospects or operations and operating results of AMIS or its customers, business partners, subcontractors or suppliers. You must not use this information in making decisions about whether to buy or sell securities or disclose this information to others who might do so (even without your knowledge).

U.S. law makes it unlawful for anyone who has nonpublic “material” information about a company to trade the securities of the company or to disclose the information to someone else who might trade the securities. Other countries may have similar laws. Violations of these laws, even inadvertently, may result in substantial fines and/or jail sentences.

“Material Information” generally means:

- information that is likely to affect the market price of a company’s securities;
- information that an investor could consider significant in making a decision to buy, sell or hold a company’s securities;
- information that, when publicly disclosed, would be expected to significantly alter the total mix of information in the marketplace about a company.

If you believe you may have any inside information, do not disclose it to anyone except AMIS employees with a need to know it for AMIS business purposes and consult AMIS’ Legal Department before making any sales or purchases of securities. For more information, you can also refer to AMIS’ Corporate Policy and Procedure on Insider Trading.

Conflict of Interest

You must avoid situations where your personal interests could conflict or appear to conflict with the interest of AMIS or its affiliated companies. Conflicts of interest may arise when your position or responsibilities with AMIS present an opportunity for personal gain apart from the normal compensation provided to you through your employment.

Competing with AMIS

You may not work for a company that competes in any way with AMIS; nor may you market products or services that compete with those offered by AMIS.

Personal Gain

You should avoid any outside financial or other interests that might influence your AMIS-related decisions or actions. These outside interests might include, among other things:

- having a personal, family, or financial interest in a company or a person that does business with AMIS if you have any influence over

decisions made by AMIS with respect to the company or person, or if you manage the department within AMIS that the company or person does business with.

- having an investment in a company that competes with AMIS.

There are exceptions to these rules. For instance, if the investment or interest you have in the supplier or competitor is not a significant part of your total investments, there would be no conflict of interest. If you feel you may have a conflict of interest, contact AMIS’ General Counsel.

Outside Activities

You should avoid outside employment or activities that may have a negative impact on your job performance with AMIS, or that may conflict with your obligations to AMIS. If you perform any work for a person or company other than AMIS, you must promptly disclose to your manager both the outside interest and the nature of the work being done. You should never perform work for another company on AMIS work time.

III. DEALING WITH SUPPLIERS AND CUSTOMERS

Conducting business with suppliers and customers can pose ethical or even legal problems, especially in international activities where there are differing local laws, customs and market practices. The following guidelines are intended to help you make the right decision and avoid even the appearance of impropriety in potentially difficult or confusing situations.

Reciprocity, Influence and Relationships

In some instances, AMIS may purchase goods and/or services from a supplier who also buys products or services from AMIS. This practice is normal and acceptable. However, any form of required “reciprocity” for supplier purchases is not. That is, suppliers may not be asked to buy AMIS’ products and services in exchange for becoming or continuing to be a supplier to AMIS.

In addition, it is critical to AMIS’ success that all supplier-related decisions made by and on behalf of AMIS be made solely on the basis of what is in AMIS’ best interests. Therefore, if you are involved in making decisions with respect to suppliers, you should remain free from other influences. In addition, you should make sure that you do not exert inappropriate influences over the suppliers you work with on AMIS’ behalf. As a result, if you work with a supplier on AMIS’ behalf, or manage any department that does so,

you should not attempt to influence the supplier's hiring decisions, and you should notify AMIS' Purchasing Manager if you are related to, or have a financial relationship with, anyone associated with a supplier.

"Kickbacks" and Rebates

Neither you, your family, nor anyone else on your behalf may receive kickbacks, rebates or other payments (whether in money, property, services or favors), as a result of AMIS' purchases or sales of products and services.

Gifts, Loans, Favors and Entertainment

To avoid both the reality and the appearance of improper relations with suppliers and/or customers, the following standards apply to gifts, loans, favors and entertainment:

Gifts, Loans and Favors:

You may not accept or request money or loans for you or your family from anyone doing business with AMIS (or seeking to do business with AMIS). This includes money that might be received indirectly, for example by a payment made to a creditor on behalf of you or a family member.

Similarly, you may not request non-monetary gifts or favors for you or your family from anyone doing business with AMIS (or seeking to do so). However, you may offer and you or a member of your family may accept unsolicited non-monetary gifts if the gifts (i) consist of common advertising, promotional or holiday items (for example, T-shirts, caps, coffee mugs, key chains, candy, etc.), (ii) do not occur frequently or routinely, and (iii) are of nominal value (worth less than \$50.00).

You may accept non-monetary gifts of more than nominal value only if protocol, courtesy or other special circumstances genuinely require that you accept. However, you must immediately report all such gifts to AMIS' Legal Department, who will determine if the gift can be kept, must be returned, or should be handled in some other way. Should you believe that protocol, courtesy, or other special circumstances require that you give a nonmonetary gift of more than nominal value to someone you are doing business with on behalf of AMIS, you should contact AMIS' legal department prior to giving the gift.

Entertainment:

You may not encourage or solicit entertainment of any kind for yourself or your family from anyone doing or seeking to do business with AMIS. From time to time, however, you may offer entertainment or

accept unsolicited entertainment, but only if the entertainment is reasonable, does not occur frequently, coincides with business-related meetings or contacts, is of the type that is customarily offered in the industry, and does not involve lavish expenditures. If you are considering offering or accepting entertainment, you should obtain management approval prior to doing so.

Special rules apply to providing gifts or entertainment to government employees. Please see Section VII below for rules on dealing with governmental employees.

IV. BOOKS AND RECORDS

Quality of Public Disclosures

AMIS has a responsibility to provide shareholders and others with full and accurate information about the AMIS' financial condition, results of operations, and other matters. As a result, it is critical that our books and records contain accurate and complete information. Therefore, you may not make any false or artificial entries in the books or records of AMIS for any reason; to do so may result in criminal and/or civil penalties to the company and/or to you. You may not 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 AMIS.

Falsification of Records

You may not make, receive, or approve any payment or receipt on behalf of AMIS with the intention or understanding that any part of it is to be used for a purpose other than that described in the documents supporting the transaction. "Slush funds" or similar funds or accounts where no accounting for receipts or expenditures is made on AMIS' books are strictly prohibited.

V. COMPETITIVE PRACTICES

In business, it is inevitable that AMIS and its competitors will meet and talk from time to time. This is neither against the law nor to be avoided. What must be avoided at all costs, however, is collaboration with competitors in violation of the law on such things as pricing, production, marketing, inventories, product development, sales territories and goals, market studies and proprietary or confidential information. Avoid all discussion of these topics with competitors.

Information About Competitors

As a vigorous competitor in the marketplace, AMIS seeks economic knowledge about its

competitors but only through lawful and appropriate means. AMIS will not engage in illegal or improper acts to acquire a competitor's trade secrets, customer lists, financial data, and information about company facilities, technical developments or operations. In addition, AMIS will not hire competitors' employees for the purpose of obtaining confidential information or urge competitive personnel or customers to disclose confidential information.

Competing

AMIS competes vigorously in the marketplace but it does so lawfully and ethically. You may not make false or misleading statements about our competitors. Any comparisons made about our competitors or their products or services must be factual, complete, accurate, and provable. Any advertising that includes a comparison to a competitor's products or services must be reviewed with AMIS' Legal Department.

VI. POLITICAL ACTIVITIES AND CONTRIBUTIONS

Federal law and the statutes of most states in the U.S. prohibit AMIS from contributing to political candidates, political parties or party officials. Therefore, AMIS will not reimburse any political contributions made by AMIS employees. This includes the costs of any tickets to any events in which any portion of the proceeds goes to an election campaign. If you participate in partisan political activities, you should make every effort to ensure that you do not leave the impression that you are speaking or acting on behalf of AMIS. Further, any such activities must not be conducted on AMIS work time, AMIS property or using AMIS equipment.

VII. CONTRACTING WITH THE GOVERNMENT

The laws and regulations governing contracting with a government can impose requirements not traditionally associated with purely commercial business transactions. For example, in the United States, it is a criminal violation -- a felony -- to knowingly make a false claim or false statement to a representative of the U.S. government. Violations of these and other statutes can subject AMIS to damaging publicity, expensive and time-consuming investigation and litigation, reduction of negotiated contract prices, revocation of contracts and suspension and/or debarment from contracts. Further, both AMIS and individual employees could be subject to civil and criminal sanctions, including fines and prison sentences. AMIS is committed to compliance with the letter and spirit of government contracting laws and regulations, both inside and outside of the United States.

Although it is not possible to specify all contract-related dealings with a government that present a risk, the following policies are important to note:

- a. We may be required to submit accounting and other records to the government as a basis for payment on existing contracts and estimates on future contracts. It is our policy to charge all labor and material costs accurately to the appropriate account, regardless of the status of the budget for that account. Improprieties, such as charging labor or material costs improperly or to the wrong account, charging direct contract effort to an overhead or indirect account, and falsification of time cards or other records, will not be tolerated.
- b. We may be required to submit cost or pricing data to the government, and to certify that it is current, accurate and complete. The definition of data that must be disclosed is very broad and includes not only facts but also management decisions, vendor quotations, changes in manufacturing methods and locations, estimates (based on verifiable data) and other information which a reasonable person would expect to affect the negotiations. Our policy is full disclosure of complete and accurate cost and pricing data that is current up to the date of agreement on price.
- c. We may submit to the government proposals for reimbursement of our indirect costs. A company official is required to certify his/her belief that the proposal does not contain any unallowable costs and, in particular, does not contain expressly unallowable costs such as advertising, donations, entertainment, fines and penalties, lobbying, defense of fraud proceedings, membership in clubs, alcoholic beverages, promotional items, goodwill and air travel costs other than standard fare. It is our policy to request reimbursement only for those indirect costs that are reasonable in amount and are clearly allowable, or as to which we have a good faith belief that the costs are allowable.
- d. We often are required to certify compliance with quality control specifications and testing requirements for our products. Our policy is to deliver goods that meet all contract requirements and give the customer the highest degree of confidence in our products. Improprieties such as substitution of inferior or unauthorized products or the failure to conduct required testing, or manipulation of test procedures or data, will not be tolerated.

- e. AMIS will not offer or give or reimburse expenses for entertainment or gratuities for government officials or employees, including transportation, meals at business meetings, tickets to sporting or other events, or the like, that such officials or employees are prohibited from receiving by applicable government regulations.
- f. Even if applicable government regulations permit their acceptance, AMIS will not offer or give or reimburse expenses for any entertainment or gratuity for any government official or employee who is personally and substantially involved in a procurement or administrative function relating to any contract for the direct or indirect purchase of products or services from AMIS.
- g. Government information that is national-security classified, procurement sensitive or proprietary shall not be accepted from any source, either directly or indirectly, in circumstances where there is reason to believe that the release is unauthorized. Access to such information is restricted to those with a proper government clearance and a "need to know." Unauthorized disclosure of classified information is a violation of federal law.
- h. Our employees shall not prepare any government solicitation, specification or evaluation criteria and anonymously or surreptitiously submit it to the government.
- i. Special restrictions apply to the hiring or retaining as an employee or consultant of any government employee (other than secretarial, clerical or other low government salary grade employees). Clearance must be obtained from AMIS' legal department before even mentioning proposed employment to such a current government employee and before hiring or retaining any such former government employee who left the government within the last three (3) years. In addition, any plans to employ retired military officers of general or flag rank, or civilian officials having the rank of deputy assistant secretary or above, must be approved by the President of AMIS.
- j. AMIS' consultants shall be required to comply not only with the laws and regulations relating to government contracting, but also with the government contracting standards of conduct applicable to employees of AMIS. An AMIS consultant shall be terminated if the consultant violates either the laws or

regulations relating to government contracting or the standards and policies set forth in this Code of Ethics.

VIII. IMPORT AND EXPORT

Acceptance of a shipment of commodities and/or technical data into the United States is considered to be an "import," which is also governed by special laws, regulations and/or license requirements. Other countries also have laws in this area. Our policy is full compliance with all import laws and regulations. Please consult with AMIS' Import Control Manager and/or with AMIS' Legal Department if you have any questions in this area.

Conversely, a shipment of commodities and/or technical data outside of the United States is considered to be an "export," which is governed by special laws, regulations and/or export license requirements. Furthermore, the discussion or disclosure of technical data outside the United States, or even with a foreign national within the United States, also can constitute an "export" which is subject to those same laws, regulations and/or export license requirements. All exports must be authorized by an applicable regulation and/or by an appropriate form of export license. Our policy is full compliance with all Export Administration Regulations promulgated under the Export Administration Act of 1979, and with all International Traffic in Arms Regulations. Other countries have their own laws in this area. Please consult with AMIS' Export Control Manager and/or with AMIS' Legal Department if you have any export-related questions.

IX. THE ENVIRONMENT

Sound environmental management protects our employees, customers, community, and shareholders. We will strive to meet or exceed the letter and spirit of all applicable environmental regulations, and ensure that every employee has an awareness of the environmental impact of resources and training to sustain our commitment to the environment.

X. GENERAL

This Code does not constitute or create, and is not intended to constitute or create, any express or implied contractual obligations of AMIS. AMIS retains the right to change the provisions of the Code at any time, and to implement additional and/or different restrictions and requirements at any time with respect to particular circumstances. This Code of Ethics does not replace any applicable local legislation or regulation.

XI. ACKNOWLEDGMENT BY EMPLOYEE

I acknowledge having received a copy of the "AMI Semiconductor, Inc. Code of Ethics", and I understand that it applies to me. I further understand that if I have questions about any of the provisions of the Code of Ethics, I may address my questions to my manager, or to AMIS' VP of Human Resources and/or to AMIS' Chief Financial Officer or Controller or to AMIS' General Counsel.

Employee's Signature: _____
(Signature)

Print Employee's Name: _____

Date: _____