

THE SPANSION INC. CODE OF ETHICS FOR THE CHIEF EXECUTIVE OFFICER, THE CHIEF FINANCIAL OFFICER, THE CORPORATE CONTROLLER AND ALL OTHER SENIOR FINANCE EXECUTIVES

This Code of Ethics ("Code") supports the commitment of the Corporate Officers and senior finance executives of Spansion Inc. ("Spansion") and its related entities (including Spansion LLC) (collectively, the "Company") to the highest ethical standards and compliance with laws, regulations and Company policies applicable to corporate financial transactions, reporting and disclosure. The Chief Executive Officer, the Chief Financial Officer, the Corporate Controller and the Company's other senior finance executives (collectively, the "Executives") hold an important and elevated role in corporate governance – they are vested with responsibility to protect, balance and preserve the interests of the Company's stakeholders, including stockholders, customers, creditors, suppliers and employees, as well as citizens of the communities in which the Company does business. The Executives fulfill this responsibility, in part, by prescribing and enforcing appropriate policies and procedures for the Company's finance division (the "Finance Organization") and by enforcing and adhering to the principles set forth in this Code. In addition to complying with this Code, the Executives, like all Company employees, must also conduct Company business in accordance with the principles set forth in Spansion's Code of Business Conduct.

Business and Accounting and Financial Reporting Principles

The Executives will maintain Company transaction and reporting systems and procedures to ensure:

- The Company adheres to the legal business and accounting practice requirements of each country and location in which it conducts business.
- No undisclosed or unrecorded Company fund or asset is established for any purpose.
- The Company's books and records contain no false or misleading entries.
- No payment is made on the Company's behalf without adequate support documentation or for any purpose other than as described in the documents.
- Business transactions are properly authorized and completely and accurately recorded in accordance with Generally Accepted Accounting Principles (GAAP) and pertinent Company policies.
- Adherence to financial reporting requirements set forth in the laws and regulations that govern the Company's business. In this regard, Executives will ensure that accurate financial statements and disclosures of Company operations, financial conditions and cash flows are prepared, and that periodic financial reports are filed in a timely manner and in a manner that facilitates the highest degree of clarity of content and meaning.
- Preparation of documents, as may be required, certifying the appropriateness and accuracy of the statements and disclosures in periodic Company financial reports.
- Disclosure on a timely basis, as may be required, of all material transactions and relationships that may have a material current or future effect on the Company's business, financial condition and/or results of operations.

Conflicts of Interest Principles

The Executives will work for the best interests of the Company, and in this respect they will work to ensure that:

- No employee in the Finance Organization gives or obtains favored treatment to or for family members or others with whom he or she has close relationships.
- No employee in the Finance Organization conducts business on behalf of the Company with persons related by blood or marriage, or with another organization that the employee knows, or should know, employs an individual who has a significant association to him or her.
- Employees in the Finance Organization do not have any direct or indirect financial interest with a present Company customer, competitor or supplier that could cause divided loyalty or the appearance of divided loyalty. This prohibition does not include passive investments of not more than one percent of the total outstanding shares of any company.
- Employees in the Finance Organization do not (i) accept gifts or gratuities of significant value or other favored treatment, or give or accept loans or payments, from any person associated with a present or prospective customer, competitor or supplier of the Company, or (ii) give money or gifts of significant value to any person associated with a present or prospective customer, competitor or supplier of the Company, where the act could be reasonably viewed as being done to gain an unfair or unethical business advantage.

Compliance with Applicable Laws, Rules, Regulations and Company Policies

The Executives will maintain mechanisms to:

- Educate members of the Finance Organization regarding federal, state and local laws, rules, regulations and administrative procedures, and Company policies and procedures that affect the operations of the Finance Organization.
- Monitor compliance of the Finance Organization with federal, state and local laws, rules, regulations and administrative procedures, and Company policies and procedures that affect the operations of the Finance Organization.
- Assist in the identification and prompt reporting and correction of all detected deviations by employees from federal, state and local laws, rules, regulations and administrative procedures, and Company policies and procedures that affect the operations of the Finance Organization.
- Educate employees regarding the Company's systems for reporting concerns about non-compliance with federal, state and local laws, rules, regulations and administrative procedures, and Company policies and procedures that affect the operations of the Finance Organization. These systems include the Company's open door complaint and concern policies listed at Spansion Online and on the Spansion Intranet, and the AlertLine[®], which allows anonymous reporting.
- Encourage employees to use the Company's reporting systems.

AlertLine is a registered trademark of Global Compliance Services Inc.

Adherence to this Code of Ethics

The Executives agree that their personal support of the principles described in this Code is critical to general compliance by the Finance Organization with laws, regulations and Company policies regarding corporate financial transactions and reporting and disclosure requirements. Therefore, each of them:

- Agrees to personally exhibit and promote the highest standards of honest and ethical conduct, including personal compliance with the principles in this Code.
- Agrees to promptly report to the Director of Internal Audit any non-compliance he or she detects with federal, state and local laws, rules, regulations or administrative procedures, or Company policies and procedures that affect the operations of the Finance Organization.
- Understands that any waiver granted to him or her of any provision of this Code must be granted by the Spansion Board of Directors and be in writing.
- Understands that his or her non-compliance with the principles of this Code shall result in corrective action up to and including termination of employment, depending on the nature and severity of the conduct.

I acknowledge that I have received a copy of and understand and will comply with the Spansion Code of Ethics for the Chief Executive Officer, the Chief Financial Officer, the Corporate Controller and all other Senior Finance Executives.

Print Name

Signature

Date