



◆ Code of Business
Conduct and Ethics



INTEGRITY

doing what is right

Ask Before Acting

- Is it legal?
- Is it right?
- How would it look?

Consider what our customers, our shareholders, the newspapers, other team members and the people in our communities would think.

Remember These Rules

- Know the legal and Company standards that apply to your job.
- Follow these standards – always.
- Ask if you are ever unsure what the legal or right thing to do is.
- Keep asking until you get the answer.



MESSAGE

from the CEO

At Micron we pursue our business objectives with integrity and in strict compliance with the law. This is the right thing to do and it makes good business sense. By acting with integrity, we earn the trust of our customers, shareholders, coworkers, regulators, suppliers and the communities in which we live and work – those whose trust we need to be successful.

This Code of Business Conduct and Ethics is a key resource in our commitment to compliance and ethics. Today's laws and standards of business conduct are complex. The Code explains in a practical, easy-to-understand way many of the basic rules that apply to our business. It also explains our personal responsibilities, as a part of Micron, to speak up if we see something that does not seem right.

Review the Code carefully and ask questions as needed. This will help you make sure that your actions never fall short of Micron's commitment to do the right thing. To underscore our commitment to compliance and ethics, web-based training on the Code is required for all Micron team members.

Nothing is more important than our commitment to integrity. Our commitment to integrity must always come first. In short, the quality of our reputation is just as important as the quality of our products.

Together, by following the letter and spirit of this Code, we can help ensure that working for Micron is a source of great pride.



D. Mark Durcan
CEO



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What you should know about the

MICRON CODE OF BUSINESS CONDUCT AND ETHICS

! Micron's core business philosophy is to conduct business with uncompromising integrity and professionalism. In August 2008, Micron joined the Electronics Industry Citizenship Coalition (EICC). The EICC is comprised of leading electronics industry companies that have joined together to promote responsible working conditions, ethical business practices, and environmental stewardship globally throughout the electronics industry supply chain. EICC members adhere to a common EICC Code of Conduct, which addresses supply chain performance expectations for labor, health and safety, environmental practices, ethics and management systems.

We believe that our suppliers' compliance with the EICC code supports this philosophy. Micron and its subsidiaries expect suppliers to comply with the EICC code regardless of local business practices or social customs, and as may be requested by Micron, to demonstrate adherence to those codes.

For more information on the EICC and to view the EICC Code of Conduct, visit <http://www.eicc.info/>.



What Is The Code For?

Micron is firmly committed to conducting business in an ethical manner and in full compliance with the letter and spirit of the law.

The laws and standards for business conduct are more demanding than ever. Failing to meet these standards potentially exposes Micron to very serious harm. Moreover, illegal and unethical conduct is simply wrong. The Company and all team members are expected to comply with the applicable laws, rules and regulations of the United States and those of all other countries, states, provinces, counties, cities and other jurisdictions in which the Company conducts its business and to which the Company or team members are subject.

The Micron Code of Business Conduct and Ethics provides an introduction to important laws and policies that apply to everyone working for or associated with Micron. The Code is designed to help each of us:

- Understand and apply the basic compliance and integrity rules that apply to our jobs;
- Know when to ask for advice; and
- Identify resources we can call on for guidance.

The Code organizes, outlines and summarizes Company policies. As explained below, it is a starting point – other Company policies supplement the Code and may apply to your job. The Code does not alter the terms and conditions of your employment and does not replace the Team Member Handbook. Rather, it helps each of us know what is expected to make sure we always act with integrity.

Who Must Follow This Code?

Team members (employees, officers and directors), temporary workers, vendors, agents, and consultants worldwide who work for or are associated with Micron are expected to adhere to the standards contained in this Code and should consult the Code often for guidance.

Your Personal Pledge To Do The Right Thing

This Code represents a commitment to doing what is right. By being a team member, you are agreeing to uphold this commitment. You must understand the standards of the Code and the policies that apply to your position or function – and always follow them. Those who fail to follow these standards put themselves, their coworkers, and Micron at risk. Team members who violate the Code are also subject to disciplinary action, up to and including termination of employment with Micron.

What About Those Who Supervise Others?

Those who supervise others have additional responsibilities under the Code to:

- Set an example – show what it means to act with integrity;
- Ensure that those who report to them have adequate knowledge and resources to follow the Code's standards;
- Monitor compliance of the people they supervise;
- Enforce the standards of this Code; and
- Support team members who raise questions or concerns about compliance and integrity.

What If The Policies Of My Department Are Different From The Code?

The Code does not displace any other Company policy, procedure or guideline, including the policies and procedures set forth in the Team Member Handbook. Many departments, groups or sites have developed policies that relate to their specific areas. If your department or site has policies that are more stringent than those contained in the Code, you are required to follow those policies. Conversely, if the Code provides for a standard that is higher or more restrictive, then the standard in the Code will govern.

Does The Code Explain All The Standards I Need To Know?

The Code is the cornerstone of our commitment to integrity. But the Code is not intended to describe every law or policy that may apply to you. The Company has policies and procedures to further implement the standards in the Code. Make sure you know all the rules that apply to you.

To learn more about laws and policies that apply to you, see the additional resources identified throughout the Code with the ! symbol, visit the [Compliance & Ethics Center](#) on the MERC, ask your Department Manager, or contact the [Legal Department](#) or the Company's Compliance Officer.

What About Different Laws In Different Countries?

Micron does business all over the world, and that means team members are subject to the laws of many different countries and organizations. Each of us is personally responsible to know and follow the laws that apply to us where we work. Additionally, Micron is a corporation organized in the United States. For this reason and others, U.S. law can apply to team members and business activities outside the U.S. That means that sometimes Micron team members in one country need to comply with the law of both their country and the law of another country (e.g., Micron subsidiaries outside the U.S. must comply with the export control laws of their own country and those of the U.S.). Other countries apply their laws outside their boundaries too.

Because Micron performs its activities on a worldwide basis, Micron is subject to the specific constraints of local laws for the performance of its activities locally. Accordingly, no provision of the Code shall have force in any jurisdiction where such provision would contradict or violate any applicable law, regulation or collective agreement applicable to the Company's team members.

Does The Code Create Any Rights?

Nothing in this Code, in any Company policy or procedure, or in any other related communication (verbal or written) creates or implies an employment contract or term of employment or modifies a team member's employment-at-will status. Nothing in this Code creates any rights for any team member or any other person.

No Retaliation. It is the Company's policy not to tolerate retaliation against any team member who, in good faith, reports or complains of a violation of the Code. Team members found to be engaging in retaliatory behavior will be disciplined.



ASKING QUESTIONS AND RAISING CONCERN

WHERE TO GO FOR HELP



Discipline. The matters covered in this Code are of the utmost importance to the Company, its shareholders and business partners and are essential to the Company's ability to conduct its business in accordance with its stated values. The Company expects all of its team members to adhere to the rules of this Code in carrying out their duties or responsibilities for the Company. Accordingly, the Company will take appropriate action against team members whose actions violate these rules or any policy of the Company applicable to such persons. Disciplinary action may include up to immediate termination of employment (or of the business relationship), at the Company's sole discretion. Violations by members of the Board of Directors may result in discipline up to and including a recommendation that such director not stand for re-election, as determined by the Board, in its sole discretion. Nothing in this Code restricts or limits the Company's ability or rights to pursue any and all remedies, serially or cumulatively, at law or in equity, against the responsible or participating persons. Where laws have been violated, the Company will cooperate fully with applicable authorities.

Waiver. Any waiver of the Code for executive officers or directors may be made only by the Board or a Board committee and must be promptly disclosed to the public.

Your Duty To Speak Up

Micron cannot live up to its commitment to act with integrity if we, as individuals, do not speak up when we should. That is why, in addition to knowing the legal and ethical responsibilities that apply to your job, you must speak up if:

- You are ever unsure about the proper course of action and need advice; or
- You believe that someone associated with or acting on behalf of Micron is doing – or may be about to do – something that violates the law or Micron's standards of conduct as set forth in the Code.

Whom Should I Contact For Help?

If you have a question or concern about ethical or legal standards, what should you do? We work hard to foster an environment of open, honest communication. So if you have a concern about ethical standards or a legal or business conduct issue, you have several options. The most important thing is that you use one of these options to ask the question or raise the concern. Your supervisor is usually a good place to start with concerns surrounding ethical standards or a legal or business conduct issue. You may also get help or advice from:

- Your Department Manager;
- An officer of the Company;
- A department with special expertise (e.g., Safety, Human Resources, Security);
- The **Legal Department**; or
- Micron's Compliance Officer.

The Compliance Hotline

The Company's **Compliance Hotline** is also available as a valuable resource for team members seeking help or advice about the topics covered by the Code. The **Compliance Hotline** is operated by EthicsPoint, an independent company that helps businesses respond to concerns about ethics and compliance. The hotline is both telephone and web-based and gives team members the option of making anonymous reports. The **Compliance Hotline** is accessible 24 hours a day, 7 days a week.

Additional information about the **Compliance Hotline**, including phone numbers and instructions for submitting concerns online, is available at the **Compliance & Ethics Center** on the MERC.

Q I think my supervisor is doing something that the Code says is wrong. I know I should tell someone at Micron, but I'm afraid that my supervisor will make my job more difficult for me if I do. What should I do?

A If you do not feel comfortable talking to your supervisor or other appropriate resources within the Company about it directly, you can use the **Compliance Hotline**. After your information is received, we will review your concerns carefully and respond appropriately. Micron will not tolerate retaliation against you for raising a good faith concern under the Code, and will discipline any team member found so retaliating. The right thing to do is report your concerns immediately.

Micron's Compliance and Ethics Program

– WHAT DOES IT DO?



What Happens If I Make a Report? Can I Report Anonymously?

If you contact the **Compliance Hotline**, an EthicsPoint representative will make a detailed summary of your report and forward it to the appropriate individual at Micron to look into the matter.

If you wish, your report can be made anonymously. The **Compliance Hotline** assigns tracking numbers so that team members who do not want to give their name can still check back to receive a response or provide more information. Of course, giving your name can often help us look into the matter, and as explained below, Micron has a firm policy against retaliation for raising a good faith concern about ethics and compliance issues.

Every effort will be made to give a quick response to your report or inquiry, especially when circumstances make that important. If an investigation is undertaken, we will look into the issue promptly and, whenever called for, see that corrective action is taken.

Retaliation Will Not Be Tolerated

Any team member, who, in good faith, seeks advice, raises a concern or reports misconduct is following this Code – and doing the right thing. Micron will not allow retaliation against that person. Individuals engaging in retaliatory conduct will be subject to disciplinary action, up to and including termination. If you suspect that you or someone you know has been retaliated against for raising a compliance or ethics issue, immediately contact the **Compliance Hotline** or the Compliance Officer.

Micron takes claims of retaliation seriously. Allegations of retaliation will be reviewed carefully and where appropriate investigated with appropriate action taken.

Compliance Officer

The Code is more than just a description of our standards. It is the centerpiece of a Company-wide compliance and ethics program supported by the Board of Directors and Company officers.

The compliance and ethics program at Micron is administered by Micron's Compliance Officer. The Compliance Officer is accountable to the Audit Committee of Micron's Board of Directors. The Compliance Officer meets regularly with Micron officers to review Company policies, procedures, and programs for adherence to the Code consistent with Micron's commitment to an effective program.

Together, the Compliance Officer and the Company's management monitor Micron's compliance program. This responsibility includes:

- Assigning roles and responsibilities for the program;
- Overseeing compliance training and communications;
- Overseeing compliance auditing and monitoring;
- Overseeing internal investigation processes;
- Reviewing disciplinary procedures for Code violations; and
- Monitoring the operation of the **Compliance Hotline**.

Additional information is available at the **Compliance & Ethics Center** on the MERC. You may also contact the **Compliance & Ethics Center** via email at complianceðics@micron.com

CONDUCTING BUSINESS

What We Aim For

In all our business dealings, Micron strives to be honest and fair. We will vigorously compete, but at all times fairly compete, complying with all laws protecting competition and the integrity of the marketplace.

Competition And Antitrust Laws

We strictly adhere to “competition” laws and “antitrust” laws – laws that protect competition around the world. Competition laws prohibit anticompetitive agreements, such as price-fixing conspiracies, and other conduct, such as predatory efforts to eliminate competitors. If you have any dealings with customers or suppliers, you need to know and follow these laws.

Facts About Competition Laws:

Competition laws exist around the world. Many countries, the European Union (“E.U.”) and individual states in the U.S. have laws prohibiting anticompetitive behavior.

Competition laws can cover conduct outside the country. Some competition laws – such as the U.S. antitrust laws – can apply even when the conduct occurred outside the country’s borders.

Penalties are severe. In the U.S., individuals convicted of price-fixing often receive stiff fines and prison sentences, and companies have received fines of hundreds of millions of dollars. In the E.U., fines for anticompetitive behavior can be ten percent of global sales. In the U.S., customers and competitors can sue for three times the actual harm caused.

Careless conduct can violate the law. What might seem to be ordinary business contacts, such as a lunch discussion with a competitor’s sales representative or a gripe session at an industry trade association, can easily lead to competition law violations.

Basic Rules to Know:

Certain agreements are criminal violations in the U.S. and are almost universally prohibited around the world. Unless you have prior approval of the **Legal Department**, never talk with, make agreements with, or exchange information with competitors about:

- Fixing prices – this can include setting minimum or maximum prices or “stabilizing” prices;
- Fixing terms related to price, pricing formulas, credit terms, etc.;
- Dividing up markets, customers or territories;
- Limiting production;
- Rigging a competitive bidding process, including arrangements to submit sham bids;
- Boycotting a supplier, customer or distributor; or
- Boycotting others in the marketplace – competitors, suppliers or customers.

Because of the risk, do not even discuss competitive matters with competitors – at any time or any place – unless your Department Manager or the **Legal Department** approve it.



! If you have questions or concerns about your responsibilities under the competition laws, consult **“The Antitrust Compliance Manual”** on the MERC or contact your Department Manager or the **Legal Department**.

Q I have just been hired from another company. I have a box of materials from my former employer that would be very helpful in developing marketing plans for Micron. May I bring this with me?

A No. You should not bring materials to Micron from a prior job at another company that may contain confidential information. Just as it would be wrong for someone to take our confidential information out of Micron, we should not use the confidential information of others.



Other activities may raise competition issues. Always consult with your Department Manager or the **Legal Department** before:

- Entering into joint ventures, mergers, acquisitions and marketing, purchasing or similar collaborative arrangements with competitors;
- Establishing exclusive dealings arrangements (e.g., contracts that require a company to buy only from Micron);
- Tying or bundling together different products or services (e.g., contracts that require a buyer who wants one product to also buy a second “tied” product);
- Entering into “requirements contracts” (contracts where it is agreed products, services or materials will be exclusively provided);
- Participating in activities involving trade associations or setting industry standards;
- Serving as a director or officer in a company that competes with Micron; or
- Setting resale prices with resellers.

Monopolizing, trying to monopolize markets or abusing a dominant position are illegal:

U.S. antitrust laws make it illegal to monopolize or attempt to monopolize a market, and other countries’ laws regulate the conduct of companies that obtain a “dominant position.” A dominant company should not try to prevent others from entering the market, or to eliminate competition, for example, through predatory practices. Usually, competitors set prices to cover their costs – below-cost pricing may appear to be “predatory.” If there is a reason to price below cost, this should be reviewed with the **Legal Department** to assure that it is not predatory or in violation of any relevant law.

Charging different prices to customers who are competitors may be illegal:

In the U.S., a complex law called the “Robinson-Patman Act” in some cases prohibits charging different prices on sales of goods to customers who compete with one another. There are a number of exceptions and defenses to this law. Team members with authority to set prices in the U.S. need to learn the requirements of this law and consult the **Legal Department** on pricing practices.

Information About Competitors:

To compete in the marketplace, it is necessary and legal to gather competitive information fairly. But some forms of information gathering are wrong and can even violate the law. In the U.S., one such law that covers this is the Economic Espionage Act. At Micron, we are committed to avoiding improper information gathering, so know what you can do and what you must be careful about.

Legitimate sources of competitive information include:

- Newspapers and press accounts;
- Public filings;
- Talking with customers – but not to obtain confidential information;
- Information that is observable on the street;
- Customers giving you a competitor’s proposal, but only if it is not confidential. If it is a government bid, always consult the Legal Department first;
- Trade shows (but not confidential information from competitors – see Competition and Antitrust Laws in this Code);
- Information publicly available on the Internet; and
- Industry surveys by reputable consultants.

! If you need further information on trade restrictions or export controls, contact the [Logistics/Traffic Department](#) or the [Legal Department](#). Check the Trade site on the MERC for a current list of countries subject to trade restrictions.



Never use the following without approval of the Legal Department:

- A competitor's confidential information;
- Papers or computer records brought by new hires from prior employers;
- Information marked "confidential," or something similar, belonging to anyone else even if the information just shows up on your desk;
- Marketing or other business information exchanged with competitors;
- Confidential information about a competitor's bid if you are involved in bidding, especially on government contracts. If you come into possession of such information, call the [Legal Department](#);
- Confidential information on a competitor that someone has offered to sell; or
- Anything else that feels wrong.

Unfair Business Practices

Micron competes vigorously for business, but some conduct in the name of competition is not consistent with the law or Micron's commitment to integrity.

Never compete by using unfair practices, such as:

- Disparaging or making false statements about competitors or their services;
- Stealing or misusing competitors' trade secrets;
- Intentionally cutting off a competitor's sources of supply;
- Illegally inducing customers to break contracts with competitors;
- Unlawfully requiring someone to buy from Micron before we will buy from them; or
- Paying bribes to help the Company obtain or retains business or to hurt a competitor.

If you have questions about unfair business practices, contact the [Legal Department](#).

Trade Restrictions, Export Controls And Boycott Laws

The United Nations, the E.U., Switzerland, the U.S., and a number of other jurisdictions periodically impose prohibitions or other restrictions on export and trade dealings with certain countries, entities and individuals. Trade restrictions take many forms, including bans on:

- Exports to a sanctioned country;
- Imports from, or dealings in property originating in, a sanctioned country;
- Travel to or from a sanctioned country;
- New investments in a sanctioned country; and
- Financial transactions and dealings involving a sanctioned country or designated individuals and entities.

Licensing Requirements

Trade restrictions also impose licensing requirements on the export of certain products or technology.

The reach of these types of laws varies. They can restrict the activities of citizens or residents (including companies) with regard to certain countries, or governments, financial institutions, firms or individuals resident in or identified with such countries. Trade restrictions are, or have been, in force with respect to: Cuba; Iran; Iraq; Libya; Myanmar (Burma); North Korea; Sudan and Syria. You should not engage in any trade or commercial transactions with any of these countries without the approval of the [Logistics/Traffic Department](#) or the [Legal Department](#). When dealing with a new country, customer or supplier, you always should check to determine if any restrictions apply. You should also check export requirements regarding transfers of any technology or shipping of any products to another country.

Q I want to send certain products to a country on the restricted list. Is it OK if I arrange to transfer them to a company in a country without these restrictions who will then sell them to the restricted country?

A No. As is true with many laws, what might seem like a clever way around the law is also illegal.



Transfer of Restricted Information

An “export” is not only the transfer of a physical commodity, but can also include the transfer of restricted information to a person who is a national of another country (e.g., persons who are not entitled to a U.S. passport, even when such persons are Company team members) by:

- E-mail;
- Face-to-face discussions; or
- Visits to a Micron facility.

In all international dealings, be sure you know and comply with all export controls and trade restrictions.

U.S. Antiboycott Act

Under U.S. law, Micron is required to report to the U.S. Government, and not to cooperate with, any request concerning boycotts or related restrictive trade practices. Team members may not take any action, furnish any information or make any declaration that could be viewed as participation in an illegal foreign boycott. Such laws were originally designed to respond to the boycott of Israel by certain Middle Eastern countries, but they apply to any boycott of countries friendly to the U.S. There are severe penalties for violation of these laws.

According to the U.S. Government, the following countries may require cooperating with an international boycott:

- Bahrain
- Bangladesh
- Syria
- Republic of Yemen
- Qatar
- Kuwait
- Libya
- Iran
- Oman
- Pakistan
- United Arab Emirates
- Lebanon
- Saudi Arabia

You should notify the **Legal Department** immediately, and before taking any action, if you receive any boycott-related requests for information or compliance, whether oral or written. This includes requests that are part of an actual order and those that do not concern a specific transaction.

Customs

As a general rule, importation is subject to various customs, fiscal laws and regulations. In particular, physical importation of products into a country must usually comply with either:

- Regulations that specify the import duties, value added tax, excise tax, and the like that may be payable in relation to our products; or
- Tax, bonding, or other similar regulations that govern “tax or duty free” shipments.

You must be sure that all imports comply with these requirements, and that any information provided to customs and tax officials is accurate and truthful.

Q I was told that I could hire a consultant to take care of getting all the permits we need from a foreign government. He requested a \$40,000 retainer and said that he would use the money to “help move the process along.” Since we do not really know where the money is going, do we have to worry about it?

A Yes, you must worry about it. You must know where that money is going and for what purpose it is being used. Moreover, the Company is required to take steps to ensure that this money is not used as a bribe. You must seek the advice of the [Legal Department](#).

! If you need further information on international bribery laws, contact your Department Manager or the [Legal Department](#). In addition, as a general matter, if you are involved in international business, contact the [Legal Department](#) to make sure you understand the standards that may apply to your business activities.



International Bribery And Corruption

The U.S. Foreign Corrupt Practices Act and other anti-bribery laws around the world prohibit bribes to foreign government and other officials (such as political candidates, political parties and their officials, employees of government-owned businesses, U.N. officials, etc.) as well as giving and receiving commercial sector bribes. A violation is a serious criminal offense for both companies and individuals and can result in fines, loss of export privileges, and imprisonment for individuals.

Bribery and Corruption Laws:

Apply to all Micron team members worldwide (including Micron’s agents and representatives and, in some instances, suppliers).

Forbid:

- Offering or giving anything of value to a foreign official or representative of a commercial entity for the purpose of obtaining or retaining business, or for any improper purpose. Foreign officials include officers or employees of a foreign government; foreign political party officials; and candidates for foreign political office;
- Improper payments to foreign officials or representatives of commercial entities made by third parties associated with Micron can also result in liability for Micron, in some instances even if Micron is unaware of the improper payment. Micron team members must be diligent in selecting agents representatives and suppliers.

Require:

That companies keep accurate books and records so that payments are honestly described and not used for unlawful purposes.

The Company prohibits bribes to anyone, anywhere in the world, for any reason. Remember that it is your responsibility to avoid these prohibited actions and to comply with this policy.

Never:

- Make an unauthorized payment or authorize an improper payment (cash or otherwise) to a foreign official or representative of a commercial entity;
- Induce a foreign official to do something illegal;
- Ignore or fail to report any indication of improper payments made by a team member, agent, supplier or other representative associated with Micron;
- Establish an unrecorded fund for any purpose;
- Make a false or misleading entry in Company books; or
- Do anything to induce someone else to violate these rules, or look the other way when there might be a violation

For additional information, see [Micron’s Anti-Corruption Compliance Manual](#), located in the [Compliance and Ethics Center](#).

CONFLICTS OF INTEREST

gifts & entertainment, participation in outside organizations

Q Are regulations regarding government employee interaction with private contractors, such as Micron, the same for all government agencies?

A No. Regulations vary depending on the government agency. Because these regulations vary so greatly, seek advice from the Micron [Legal Department](#) if you are uncertain about the applicable regulations.



Government Contracting and Financial Assistance Agreements

Micron strictly observes the laws, rules, and regulations that govern the acquisition of goods and services by any governmental entity and the performance of government contracts and government financial assistance agreements (e.g., grants and cooperative agreements). Activities that may be appropriate when dealing with non-government customers may be improper and even illegal when dealing with government agencies and employees. The penalties of failing to adhere to these laws are severe and include substantial civil and criminal fines and imprisonment. In addition, Micron could be prohibited from doing business and receiving any assistance funding from the government. Micron employees who deal with any governmental agency, including international government agencies and organizations, are responsible for learning and complying with all rules that apply to government contracting and financial assistance agreements, as well as the associated interactions with government officials and employees. If you have questions about specific government contracts and financial assistance agreements, contact the [Legal Department](#).

Conflicts of Interest

Micron team members have many activities in their lives outside the Company. A conflict of interest arises when a team member's private or personal activities, investments or associations interfere with (or potentially interfere with):

- His or her loyalty or objectivity to the Company;
- His or her work performance; or
- The interests of the Company.

For purposes of evaluating conflicts of interest, a "supplier," "customer" or "competitor" includes both actual and potential suppliers, customers and competitors. Conflicts of interest, whether actual or perceived, may cloud or interfere with a team member's judgment and can be harmful to the Company. Accordingly, team members must avoid conflicts of interest except as provided in this Code. Described below are some ways that conflicts of interest can arise.

Outside Employment and Affiliations

If you engage in part-time or other employment, including consulting arrangements, with a competitor, customer or supplier of the Company, you may have a conflict of interest with the Company. Any such relationships with competitors, customers or suppliers are not permitted without approval as described below.

Competition

It is never appropriate to compete, or to prepare to compete, with the Company while a team member.

Close Relatives and Friends

The work activities of close relatives and friends also can create conflicts of interest (for these purposes, "close relatives" include a spouse, parents, stepparents, children, stepchildren, siblings, step siblings, nephews, nieces, aunts, uncles, grandparents, grandchildren and in-laws). Conflicts of interest with close relatives or friends arise when a team member's loyalty becomes divided (or may appear to be divided) between loyalty to the close relative or friend, who has one set of interests, and loyalty to Micron, which may have different interests.

! Since conflicts of interest may not always be clearly identifiable, team members should consult with their Department Managers, Vice President (or Site Manager), the Human Resources Department or the Compliance Officer, as appropriate.

Except as described in the section on “Obtaining Approval When A Conflict Of Interest Is Involved”:

- A team member should not cause the Company to engage in business transactions with close relatives or friends or with organizations whose officers or board members include close relatives or friends;
- A team member’s close relatives or friends should not have any business dealings with the team member, with anyone working in the team member’s department, or with anyone who reports to the team member; and
- Team members must not disclose any confidential business information to close relatives or friends.

For potential conflict issues, team members are not responsible for learning about the activities of friends or the activities of family members who do not reside with that team member. Team members need only be concerned with circumstances that they actually know about.

Investments

Team members and their close relatives and friends need to be careful that their investments do not create conflicts of interest, impairing the team member’s ability to make objective decisions on behalf of Micron. Any “substantial interest” in a competitor, supplier or customer requires prior approval as described in the section on “Obtaining Approval When A Conflict Of Interest Is Involved.” A “substantial interest” means any economic interest that might influence or appear to influence a team member’s judgment. Publicly-traded mutual funds, index funds, and similar poolings of securities, when the individual investor has no say in which investments are included, usually do not present conflicts.

Some investments are always wrong:

- Never invest in a supplier if you have any involvement in the selection or assessment of, or negotiations with, the supplier, or if you supervise anyone who has such responsibility; and
- Never invest in a customer if you are responsible for dealings with, or are involve in negotiations with, that customer or supervise anyone with such responsibility.

Usually, however, whether an investment creates a conflict of interest is a matter of good judgment. When deciding whether an investment might create a conflict, ask yourself these questions:

- Would the investment potentially affect any decisions I make for the Company?
- How would the investment appear to others inside the Company, such as my coworkers (i.e., would they think it might affect how I do my job)?
- How would the investment look to someone outside the Company, such as a customer, shareholder or even the newspaper?

Obtaining Approval When A Conflict of Interest Is Involved

Conflicts of interest are prohibited as a matter of Company policy unless approved in advance. Any team member aware of, or involved with, a potential conflict of interest is expected to:



Q A supplier's sales representative offers to take you to dinner at your favorite restaurant, but there is a catch to the offer. He says he will only take you if you help him make his case to the rest of the procurement team. Since the dinner is probably of reasonable value, can you accept it?

A No, because there is a "quid pro quo" – a Latin expression meaning "something for something." The sales representative will only take you to dinner if he gets something in return. Even though this may seem like a small matter, these quid pro quo arrangements are on the list of conflicts that are "always wrong."

- Disclose the nature and details of the potential conflict of interest to his or her Department Manager, Vice President (or Site Manager), the Human Resources Department or the Compliance Officer; and
- Obtain prior approval from his or her Department Manager, Vice President (or Site Manager) or the Compliance Officer.

Company officers are subject to the same policy but should disclose information regarding the conflict of interest directly to the Chief Executive Officer for his review and approval. Directors are subject to certain laws, rules and regulations of the U.S. Securities and Exchange Commission and are affected by listing standards of the New York Stock Exchange governing related-party transactions and dependence. As a result, directors are expected to disclose all conflicts of interests in advance and receive approval prior to engaging in a transaction involving a conflict of interest from either the Company's Board of Directors or a committee thereof. The Compliance Officer will meet periodically with Company officers, Site Managers and Department Managers to discuss conflicts of interest issues and actions taken pursuant to the policy.

Receiving Gifts And Entertainment

Business gifts and entertainment can build goodwill, but they can also make it harder to be objective about the person or entity providing them. In effect, gifts and entertainment can create their own "conflicts of interest."

Some departments and business units have more restrictive standards on gifts and entertainment. Team members must be careful not to accept any gift or entertainment that violates such standards. For example, the Purchasing & Materials Department has established more stringent conflicts of interest and gift policies for team members dealing with Company suppliers. More information on the **Purchasing & Materials Department** policies is available on the MERC.

"Gifts and Entertainment" means anything of value, including discounts, loans, cash, favorable terms on any product or service, services, prizes, transportation, use of another person's or company's vehicles or vacation facilities, stocks or other securities, participation in stock offerings, home improvements, tickets or gift certificates. The potential list is endless and these are just a few examples.

The following should guide you and your close relatives in the area of gifts and entertainment. Gifts and entertainment offered to Micron team members and their close relatives fall into three categories: "Usually OK," "Always Wrong," and "Always Ask."

USUALLY OK

Some gifts and entertainment are insignificant enough in value that they do not require approval. At Micron, gifts or entertainment of reasonable value may be accepted (as long as they do not fall into the "Always Wrong" category). For example, the following items from a supplier, customer or other business partner typically would not require approval provided such items are of reasonable value:

- Meals;
 - Sports, theatre and other cultural events; or
 - Other reasonable and customary gifts and entertainment.
- Similarly, accepting promotional items of nominal value (such as pens, calendars, coffee mugs, etc.) generally does not require approval.



! If you have questions or concerns about gifts and entertainment policies, contact your Department Manager or the Compliance Officer. The business unit or department you work in may have additional requirements. Make sure you know and follow them.



ALWAYS WRONG

Other types of gifts and entertainment are simply wrong, either in fact or in appearance, and are never permissible. Accordingly, no one can approve these. Team members may never:

- Accept any gift or entertainment that would be illegal or result in a violation of law;
- Accept any gift of cash or cash equivalent (such as gift certificates, loans, stock, stock options);
- Accept or request anything as a “quid pro quo,” or as part of an agreement to do something in return for the gift or entertainment;
- Ask for any gift or entertainment;
- Participate in any entertainment that is unsavory, sexually oriented, involves excessive use of alcohol or otherwise violates the Company’s commitment to mutual respect; or
- Participate in any activity that you know would cause the person giving the gift or entertainment to violate his or her own employer’s standards.

ALWAYS ASK

For anything that does not fit cleanly into the “Usually OK” or “Always Wrong” categories, it may or may not be permissible to proceed and you must first get approval from your Department Manager or the Compliance Officer. Examples in this category include the following:

- Special events (e.g., a World Series baseball game or other elite sporting event, an exclusive concert or theatre production, etc.); or
- Travel or entertainment lasting more than a day.

In determining whether to approve something in the “Always Ask” category, Department Managers and the Compliance Officer will use reasonable judgment and consider such issues as:

- Whether the gift or entertainment would be likely to influence your objectivity;
- Whether there is a business purpose (e.g., whether business will be discussed as part of the event in question);
- What kind of precedent it would set for other team members; and
- How it would appear to other team members or people outside the Company.

Other Considerations On Gifts and Entertainment

Suppliers. Micron has many suppliers, and suppliers are vital to our success. That is why relationships with suppliers must be based entirely on sound business decisions and fair dealing. Accordingly, the Purchasing & Materials Department has established more stringent conflicts of interest and gift policies for team members dealing with Company suppliers. More information on the **Purchasing & Materials Department** policies is available on the MERC.

Notifying suppliers. You should inform all persons with whom you have contact who are doing or seeking to do business with the Company of this Gifts and Entertainment policy.

What to do if you receive an impermissible gift. You must immediately return any gift of cash or cash equivalent (such as a bank check, money order, investment securities or negotiable instrument) that you receive. For other types of gifts that may be deemed inappropriate, if the Compliance Officer determines that returning the gifts is impractical or undesirable, you should turn the gifts over to Micron for Company use, sale or donation. If appropriate, a letter should be sent to the donor explaining Micron’s policy with respect to gifts.

Q I want to give one of our best customers a special gift to say thanks. I have tickets to a Broadway show that I know he would appreciate, but I think it is against his company's policy for him to accept them. If he doesn't care about the policy, can I give him the tickets?

A No. If you know that giving a gift will violate the policy of the recipient's company, you may not give the gift. Just as we want others to respect our standards, we will respect theirs.

! If you would like additional guidance on offering gifts and entertainment to non-governmental individuals or entities, contact the **Legal Department**. There are special rules that apply to dealings with governmental authorities. For more information on gifts and entertainment to or from governmental officials, contact the **Legal Department**.



Offering Gifts And Entertainment

Just as we have strict rules for receiving gifts and entertainment (see "Receiving Gifts and Entertainment"), we must be careful in how we offer them, too. Offering social amenities or business courtesies of a nominal value such as modest gifts, meals and entertainment is common in the commercial world and is meant to create goodwill and enhance business relationships.

Using good judgment and moderation, occasionally exchanging entertainment or gifts of nominal value with a non-governmental individual or entity is appropriate unless the recipient's employer forbids the practice. Any courtesy gift should always comply with the policies of the recipient's organization.

ALWAYS WRONG

Some conduct is always off-limits with no exceptions. Never offer or provide a gift, entertainment or anything of value if it is:

- Illegal;
- Known to be in violation of the rules of the recipient's organization (make sure you ask);
- Cash;
- Unsavory, sexually oriented, involves excessive use of alcohol or otherwise violates the Company's commitment to mutual respect and integrity;
- A quid pro quo (offered for something in return); or
- Not properly recorded on Company books.

Gifts and Entertainment to governmental officials raise special risks

Federal government officials, including members of the Executive Branch and Members, officers, and employees of Congress, are subject to various laws and rules governing the types and amounts of gifts they may accept. The following principles apply to all government officials:

- Federal criminal law prohibits any public official from receiving gifts or anything of value in return for being influenced in the performance of official duties.
- Federal law also prohibits government officials from receiving anything of value as a reward or "thank you" for any official act.
- Federal law prohibits government officials from "soliciting" gifts other than campaign contributions.

In addition to these rules, the House Senate, and Executive Branch each have their own gift rules which significantly limit the gifts that government officials and employees may accept from Company team members.

Never offer or provide gifts, gratuities or entertainment to government officials or employees without prior approval of the Legal Department or Compliance Officer. Your department may have additional policies on interacting with government officials. Make sure you know and follow these policies.

Corporate Opportunities

Team members owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. Accordingly, team members are prohibited from:

- Taking for themselves opportunities that properly belong to Micron or are discovered through the use of Company property, information or position;
- Using Company property, information, or position for personal gain; or
- Competing with the Company.

DEALING WITH CUSTOMERS

! Every day, Micron's reputation for quality is in the hands of team members. If you learn of a product quality issue or problem, report it immediately to your the Department Manager, the **Quality & Reliability Assurance Department** or the **Compliance Hotline**.



Fair Dealing

Team members are expected to deal fairly with the Company's customers, suppliers, competitors and other team members, in accordance with applicable laws, rules and regulations and Company policies. Team members are expected to avoid taking unfair advantage of the Company's customers, suppliers, competitors and other team members through manipulation, concealment, abuse of privileged or confidential information, misrepresentation of material facts or other unfair practices.

Participation In Outside Organizations

Team members who participate in community groups, schools, non-profit boards, or on the board of directors of other organizations outside of their Micron job duties should understand that, in this role, they do not represent the Company nor do they have the ability to bind the Company to any obligation with the organization, unless previously approved in writing by an officer of the Company. Team members should relay this information to the outside organization to avoid confusion and misunderstanding where appropriate. If an outside organization wishes to receive Micron resources, support, or other Company involvement beyond the team member's participation, that organization or the team member should e-mail the **Micron Foundation** at mtf@micron.com with those requests.

In the event a team member is asked to serve on a board of directors of an outside organization, and the request for participation arises primarily as a result of the team member's service with the Company, compensation paid to the team member for such service should be disclosed to the Compliance Officer and may be required to be forfeited to the Company. Any board seat of a publicly-held company or a customer or supplier of Micron offered to a Micron team member must be reviewed and approved by the Company's Chief Executive Officer before acceptance. Team members should follow the Company's time away from work policies for time served on boards on a personal basis.

What We Aim For

To be successful, Micron must consistently strive to treat customers fairly and honestly. Product quality and responsible marketing practices are critical parts of what Micron is expected to do.

Product Quality

Maintaining the high quality of products is critical to the success of Micron because it is what customers have come to expect from us. So that we consistently meet these expectations, and so that we meet or exceed all governmental safety and Company quality standards for products produced, team members must act in accordance with these Company quality and safety commitments.

Micron will consistently work to:

- Follow all government requirements and all Company standards on product quality and content;
- Strictly adhere to Company production and quality control procedures;
- Strictly follow all government requirements and all Company standards for the storage, handling, labeling and shipping of products;
- Assure that any new product has satisfied all applicable standards for quality before being offered for sale; and
- Ensure that applicable product recall procedures are followed if a product fails to meet these standards.

! Team members involved in advertising or marketing must know and follow applicable rules. Make sure you check with the [Legal Department](#) if you need guidance on advertising policies.

! If you have a privacy-related question, contact the [Legal Department](#).

TREATMENT OF TEAM MEMBERS

! Micron's equal opportunity standards are described in more detail in the Team Member Handbook available on the MERC. If you have further questions on equal employment, contact your local or regional Human Resources representative or the Legal Department.



Advertising And Promotion Of Products

The reputation of Micron is one of our most important assets. To maintain the ongoing trust of customers, our marketing, advertising and sales activities must describe Company products fairly, honestly and legally. When we make a claim about a product, we must be able to substantiate it.

It is extremely important that advertising and promotion standards be adhered to at all times. There are specific procedures in place to comply with applicable standards. All advertising and promotions should be approved in advance by the Legal Department.

Privacy

Micron strives to protect the personal information of our team members, customers and other partners with appropriate administrative, technical and physical safeguards. Team members who have access to personal information must act with discretion and professionalism and follow all applicable Company policies and security protocols. Personal information is subject to the terms of your confidentiality agreement with the Company and the Company's rules regarding confidential information as described in this Code and elsewhere. Other applicable Company policies include our Privacy Policies posted at www.Micron.com, www.Crucial.com and www.Lexar.com, which apply to personal information gathered from our external websites. Specific policies and procedures for personal information are also available at the Department level (for example, Human Resources Department procedures cover employee information).

All requests from outside of Micron for team member personal information should be referred to the Human Resources Department.

You should consult with the [Legal Department](#) before sending personal information outside of Micron to new third party service providers or if you have any questions or concerns about the handling of personal information by Micron.

What We Aim For

Micron is committed to fostering a workplace that is safe, professional and that promotes teamwork, merit, diversity and trust. Hostility, harassment, unwelcome sexual advances and other unprofessional conduct are wrong and undermine the Company's [Core Values](#).

Equal Employment Opportunity And Diversity

We recruit, hire, train, promote, discipline and provide other conditions of employment without regard to a person's race, color, ethnicity, religion, gender, age, national origin, disability, veteran's status, sexual orientation, marital status or other classifications protected under law or Company policy. This includes providing reasonable accommodation for team members' disabilities or religious beliefs and practices.

In some countries, such as the U.S., violations of these standards can violate the law. In any case, these standards represent the values of our Company.

Harassment Policy

Federal and state laws prohibit harassment in the workplace. Harassment or discriminatory behavior can be based on race, color, religion, gender, sexual orientation, age, national origin, disability, or other classes protected by law or

Q A co-worker of mine frequently makes comments to a particular female team member about her appearance. It seems to be making her uncomfortable but he will not stop. What can I do about it?

A You can – and should – contact your Department Manager, the Human Resources Department, any Company officer or call the [Compliance Hotline](#).

! Additional information on the Company's safety policies, including Micron's [Global Safety Policy](#), can be found at the [Safety Department's](#) website on the MERC.



Company policy. Micron absolutely forbids harassment or discriminatory behavior by supervisors, fellow team members, or others doing business with the Company. A violation of this policy will result in disciplinary action or termination.

Harassment is unwelcome offensive behavior related to a protected class, which affects employment decisions, makes the job environment hostile, or unreasonably interferes with performance. This includes but is not limited to: unwanted sexual advances, requests for sexual favors, innuendoes, inappropriate joking, slurs, offensive visual images or printed materials, such as screen savers or calendars and other verbal or physical conduct of a harassing or discriminatory nature. If any such form of harassment is encountered:

- Do not ignore the behavior. Say no to the offender. Make it clear that the behavior in question is not acceptable. Tell the offender that any repetition will be reported.
- If you do not feel comfortable confronting the offender or if the action is of a severe nature, notify someone in authority immediately. Team members can report complaints to their supervisor, their Department Manager, Employee Relations, a site Human Resources Manager, any Company officer or they can contact the **Compliance Hotline**.
- Complaints will be kept confidential, to the extent possible, and will be thoroughly and promptly investigated. Policy violations will be addressed with appropriate action.
- Micron policy prohibits any retaliation or reprisal against a team member who makes a complaint about harassment or a team member who provides assistance with another team member's complaint.

Micron is committed to keeping the work environment free of harassment because it is disruptive, counterproductive, and not in keeping with Micron's high professional standards. Team members are expected to keep such behaviors out of the work environment and to report such activities if they occur.

Problem Resolution Guidelines

The Company believes that team members should make every effort to resolve problems on their own. However, if a team member is unable to resolve problems on his or her own, team members should feel free to bring issues to the attention of management at any time. For problems relating to harassment, refer to the **Harassment Policy**.

Team members should initially discuss the problem with their immediate supervisor. If the matter is unresolved, team members should speak with their Department Manager.

If all of the above steps have been followed and the team member is not satisfied, he or she should discuss the problem with a Vice President, Site Manager or the Compliance Officer. If a team member has questions about how to use the problem resolution process or the appropriate management representative to contact, he or she may contact the Human Resources Department or the site Human Resources representative(s) for assistance.

Health And Safety Of Team Members

Micron is committed to providing its team members with a safe work environment. Each of our facilities has safety and health rules that must be strictly followed. Micron complies with all health and safety laws, as well as Company health and safety policies that may go beyond what the law requires.

! Micron requires prompt reporting of all threats and violent incidents whether or not physical injury has occurred. Team members must contact their site **Security Department** to report any form of threat or violence.

Q I have noticed that my supervisor's breath often smells like alcohol and sometimes he seems impaired. I am afraid that if I confront him or tell anyone, it may cause a scene or he may try to get me fired. What should I do?

A A safe work environment is absolutely critical. If there is enough evidence to believe a problem may exist, speak right away with your Department Manager, a Human Resources representative, or call the **Compliance Hotline**. Micron will not tolerate retaliation against you and will take steps to protect you from any.



Having safety and health rules is not enough. Micron's commitment to maintaining a safe and healthful workplace means each of us must be alert to potential safety and health risks as we go about our jobs so that we can anticipate hazards and prevent injuries and illnesses.

All team members of Micron, and the employees of other companies working on our premises, must know and follow all of the health and safety requirements associated with their jobs. For supervisors, that means:

- Actively analyzing the workplace to anticipate and prevent hazards;
- Encouraging hazard identification and safe work practices;
- Consistently enforcing established policies, procedures and work rules;
- Ensuring team members are adequately trained; and
- Timely responding to reports of potential hazards.

For Micron team members and employees of other companies, this means:

- Promptly reporting potential hazards to your supervisor, host or the **Security Department**;
- Wearing required protective equipment while on the job;
- Exercising care with chemicals and other potentially hazardous materials;
- Operating and maintaining machinery and equipment in accordance with all safety rules and procedures;
- Working in an ergonomically responsible manner;
- Responding appropriately in an emergency; and
- Promptly reporting any job-related injury or illness.

Team members are prohibited from endangering the health and safety of others, through, among other things: possession of a firearm or other dangerous weapons on Company premises (including but not limited to Company parking lots); bringing explosives or dangerous chemicals on Company premises; eating, drinking, or smoking in prohibited areas; or being in restricted areas without permission.

Preventing Workplace Violence

All team members are expected to solve conflicts in a responsible manner. It is not acceptable to threaten violence in any manner or to engage in actions which create an actual or potential hazard for others in the workplace. Team members should contact their supervisors or the site **Security Department** for assistance in solving problems appropriately if they are unable to do so themselves. If threats or violent behavior do occur, team members should report them as described below.

Team members are expected to solve personal issues outside of the workplace. However, if a team member receives threats or suffers violence from non-team members while at Micron, through the phone, voicemail, email, physical trespassing on Micron property or otherwise, it should be reported to the site **Security Department**. Micron may be able to take steps to reduce the other person's ability to contact a team member at work. For matters outside of work, team members should contact law enforcement officials.

Team Member Confidentiality

Micron believes in respecting the confidentiality of our team members' personal information. This means that access to personal records should be limited to Company personnel who have appropriate authorization and a clear business need for that information. Team members who have access to personal information must adhere to the highest standards of confidentiality regarding the use of personal information.

! If you observe that another team member's performance on the job is impaired due to the use of alcohol, drugs or other substances, or that another team member is using alcohol or illegal substances on Company property, notify the **Security Department**, your Department Manager or Vice President, the Human Resources Department, or contact the **Compliance Hotline**.

COMPANY RESOURCES AND INFORMATION

! For more information on Micron's policies regarding the use of Company property, see your supervisor. More information on the use of Company computers is available at the **Information Security** site on the MERC.



Never provide personal team member information to anyone outside of Micron without proper authorization. All inquiries should be referred to the Human Resources Department.

Drug-Free Workplace

Micron is committed to providing a safe and productive work environment and to employing a workforce free from the use of illegal drugs and the abuse of alcohol. Illegal drug use and the abuse of alcohol may affect a team member's job performance, attendance, morale or quality of work.

General Guidelines:

- Team members are required to report to work on time and in appropriate mental and physical condition for work. Any team member who uses drugs or alcohol off duty and reports to work under the influence of drugs or alcohol, smelling of alcohol or in possession of drugs or alcohol may be terminated.
- Team members must advise their supervisor prior to commencing work if taking non-prescription or prescription drugs that will adversely affect his or her ability to safely perform the functions of his or her job.
- The unlawful manufacture, distribution, dispensation, possession or use of a controlled substance, or being under the influence of a controlled substance on Company premises or while conducting Company business off Company premises, is absolutely prohibited.
- **Micron has the right at anytime, and for any reason, to inspect or search any person or all property, personal or otherwise, located on Company premises e.g., offices, lockers, cars, etc.** Any illegal drugs found may be confiscated and turned over to the proper law enforcement agency.
- Team members are required to inform their supervisor of any criminal convictions for drug-related activity within five days of the date of conviction.

What We Aim For

In pursuing our goal to enhance shareholder value, we must be forthright in measuring and reporting our financial performance, protect Company assets and resources and never engage in insider trading.

Company Time

To be successful, every team member must make the best use of his or her time and that of coworkers. All team members at Micron are expected to fulfill their job responsibilities and devote the necessary time to their work. Those required to report their hours worked must do so truthfully and accurately.

Property And Resources

Team members are expected to protect Micron's assets and ensure efficient use. The Company's assets include, but are not limited to, property, inventory, equipment and supplies. They also include computer data and time, confidential information and the time and skills of team members during work hours. Theft, carelessness and waste have a direct impact on Micron's profitability. Company assets must be used only for legitimate business purposes. The unauthorized use of any of Micron's assets is prohibited.

Company Access To Resources And Information

Any communications, records, information or work product created during work, or contained in or created with Company resources or property, are not private and may

Q Fred, one of the engineers in my department, uses expensive software for circuit analysis. The software is loaded on his workstation. Other engineers in our department have indicated an interest in trying the software on their workstations. Fred has offered to allow the engineers to copy the software onto their workstations and to make a copy of the user manual. Is it acceptable to make copies of this software and the user manual for use on a trial basis?

A No. Making copies of software that is licensed for use on only one computer, even if copied for use on a trial basis, would violate copyright law and the license agreement under which the software was purchased. This applies to the user manual as well. The rights to copy software are limited by the license agreement under which Micron purchases the software and by Federal copyright law. If others want to use the software on their workstations on a trial basis, Micron must first enter into a software evaluation agreement with the software supplier. Copying unlicensed software onto your computer or workstation is a violation of this Code and of Federal copyright law.



be accessed, monitored or reviewed by authorized Company personnel at anytime and for any reason. This includes, among other things, e-mail, notes, computer files, Intranet or Internet activity, voicemail, cell phones, paging messages and telephone conversations.

Intellectual Property

In general terms, intellectual property consists of the rights associated with patents (which cover inventions), copyrights (which cover writings, drawings, music, web content, software and the like), trademarks (which cover brand names), and trade secrets (which cover confidential information). Micron's intellectual property is one of its most valuable assets. Just as we do not want others to use Micron's intellectual property without our permission, we should respect the intellectual property rights of others. Consult with someone in the **Technology Licensing Group** of the **Legal Department** if there is any question as to your right to use or access intellectual property not owned by Micron.

For questions regarding patents, contact the **Patent Prosecution Group** of the **Legal Department**. For more information on trade secrets, see the section on "Confidential/Proprietary Information And Trade Secrets."

Some basic rules to follow regarding copyrights and trademarks:

- Remember that U.S. copyright laws protect works even if they are not registered with the U.S. Copyright Office and even if they do not carry the copyright symbol ©. Therefore, you must assume that all writings, drawings, web content, music, software and the like are protected by copyright.
- Do not load or install any unlicensed software on any Micron computer.
- Do not copy information or other materials (e.g., text, drawings, pictures, audio or video) from the Internet or any other source without specific permission from the copyright owner. Consult the **Technology Licensing Group** of the **Legal Department** if in doubt, including whether a "fair use" exception under applicable law may allow the use of brief excerpts.
- Check with the **Technology Licensing Group** of the **Legal Department** before adopting a new trademark or brand name for a Micron product and before using another company's trademark in Micron's advertising or marketing materials.

Confidential / Proprietary Information And Trade Secrets

Micron regularly produces valuable, non-public ideas, strategies and other kinds of business and technical information. Because this information is created by Micron, it is considered Micron's "proprietary" information. Such information often gives Micron a competitive advantage over its competitors if it is kept confidential. Proprietary information that provides a competitive advantage by virtue of its secrecy is often referred to as a trade secret and is protected by various state and federal laws.

Some examples of Company confidential/proprietary information are:

- Technical information, such as design or process engineering data, including, for example, such information as schematics, layouts, travelers and training materials;
- Financial information and data, including sales figures, whether actual, forecast or modeled;
- Marketing strategies and plans;
- Information relating to the Company's legal affairs;
- Manufacturing information and data such as product yield and throughput;
- Personnel information and records;
- Research and development information; and
- New product development information.

! If you have questions about intellectual property, contact the [Legal Department](#) or visit the [Technology Licensing Group](#) site on the MERC.

! For more information on Micron's policies and guidelines on confidential/proprietary information, consult the [Technology Licensing](#) website on the MERC or contact the [Legal Department](#).

Q We received certain confidential information from another company under an NDA approved by the Legal Department. Upon reviewing the information we realized that by using the other company's confidential information, we could improve our manufacturing efficiency and reduce cost. Can we use the other company's confidential information for this purpose?

A Probably not. Most NDAs restrict the "use" of confidential information disclosed under the NDA from any purpose that would not benefit the evaluation, establishment or maintenance of a business relationship between the parties to the NDA. Under these circumstances, the information could not be used for Micron's benefit unless such use was contemplated by the business relationship or otherwise allowed under the NDA. You should consult the [Technology Licensing Group](#) or the [Legal Department](#) for a definitive answer.



All team members have an obligation to protect the confidentiality of Company information and trade secrets. In addition, team members must respect the confidential information of others. Unauthorized use or disclosure of someone else's confidential information or trade secrets can result in civil and criminal penalties.

Some basic rules to follow:

- Micron's confidential information should only be shared with other team members on a "need-to-know" basis (i.e., a legitimate business need for such information in order to perform their assigned job duties).
- Team members should consult their Department Manager if they have questions about the confidentiality of particular information, and then should consult the [Technology Licensing Group](#) of the [Legal Department](#) as necessary. The safest approach is to consider all Company information to be confidential. Do not remove Micron confidential information from Micron premises without permission.
- Team members should not read or discuss Micron confidential information, or confidential information legitimately received from others, in public places such as elevators, hallways, airplanes or any other place(s) where such information could be seen or overheard by persons who are not authorized to receive such information.
- Team members should not use or disclose Micron confidential information to anyone for use in trading the Company's stock.
- Documents (whether in hard copy or electronic form) containing Micron confidential information should be marked "Confidential" or with a similar legend.
- Do not bring to Micron, or use, or disclose, any confidential information from prior employers.
- Do not ask a Micron team member or someone being interviewed for a job at Micron to disclose confidential information about his or her former or current employer.
- Do not accept or use anyone else's confidential information except under an agreement approved by the [Technology Licensing Group](#) of the [Legal Department](#).
- Do not disclose Micron's confidential information to anyone outside of Micron without a Nondisclosure Agreement ("NDA") in place that has been approved by the [Technology Licensing Group](#) or as otherwise authorized by the [Legal Department](#).
- Do not disclose someone else's confidential information legitimately received by Micron to a third party, even if Micron has an NDA with the third party. Consult the [Legal Department](#) in this situation.

Computer Use And Network Security

Computer technology – hardware, software, networks and the information that runs on them – are critical to business success. Everyone who uses a computer plays a role in ensuring these resources operate as they should. This means all team members must:

- Use the Company's computer technology responsibly and for legitimate business purposes; and
- Protect the security of computer systems.

Good judgment should guide your use of computers, but these rules can help:

NEVER:

- Engage in electronic communications, or use the Company's computer systems, in away that might be considered offensive, derogatory, defamatory, harassing, obscene or otherwise vulgar;
- Make copies of any software for personal use;
- Use or load software not purchased or developed by Micron on Company computers without prior approval by your Department Manager;

! For more information on the use of computers, see the [Information Security](#) site on the MERC.

For questions on whether a particular kind of information may be sent by e-mail, check with your Accounting Manager. For further information on computer and network security, contact the [Information Systems Department](#).

! Accurate accounting and financial reporting requires compliance with the rules of the U.S. Securities and Exchange Commission, the Financial Accounting Standards Board and other regulatory organizations. If you have questions about accounting and financial reporting standards, contact either the [Finance Department](#) or the [Legal Department](#).



- Use Company computer systems to improperly use, copy, download or disseminate copyrighted or licensed materials; or
- Use Company computer systems to transmit chain letters, advertisements or solicitations (unless authorized).

ALWAYS:

- Protect information used to access Company networks, including IDs and passwords, pass codes and building-access key cards; and
- Protect Company confidential information when accessing Internet sites such as websites, news groups, electronic mail or file transfer facilities.

Computer technology (computer systems, communications networks, e-mail, paging systems and Internet access) is provided to team members to assist them in performing their jobs and for use as business tools to enhance the efficient operation of the Company. The Company strongly discourages any personal use of computer technology. Any personal use must be kept to a minimum and must not interfere with a team member's job performance, responsibilities or productivity. Some departments and business units have more restrictive standards on personal use. If your department or business unit has policies that are more stringent, you are required to follow those policies.

Communications to and from company computer systems are not necessarily private. Any communications (such as e-mails, Internet use, text pages, instant messages, voicemails, etc.) may be accessed, monitored or reviewed to verify that Company policies are being followed. Keep this in mind and exercise care when you use the Company's computers and communications systems. Team members found to be engaging in misuse may have their access revoked or may be terminated.

Accurate And Complete Books; Records and Accounting

A company's credibility is judged in many ways – one very important way is the integrity of its books, records and accounting. In addition to our own commitment to accurately report financial performance, Micron is required by securities laws to report in accordance with generally accepted accounting principles.

Every team member of Micron must help ensure that reporting of business information, computerized, paper or otherwise, is accurate, complete and timely. This includes accurately booking costs, sales, shipments, time sheets, vouchers, bills, payroll and benefits records, regulatory data and other essential Company information.

In addition, all team members of Micron must:

- Follow all laws, accounting principles and Company policies and procedures for reporting and recording financial information;
- Never deliberately make a false or misleading entry in a report or record;
- Never alter or destroy Company records except as authorized by established policies and procedures;
- Ensure the Company's business transactions are properly authorized and completely and accurately recorded and reported in accordance with generally accepted accounting principles and applicable Company policies;
- Ensure that documents the Company files with the Securities and Exchange Commission or other government or regulatory authority, or makes available publicly, contain full, fair, accurate, timely and understandable disclosures relating to the Company;
- Never sell, transfer or dispose of Company assets without proper documentation and authorization;
- Never enter into a commitment, guarantee or obligation on behalf of the Company without proper documentation and authorization.

Q Prior to the end of a quarterly reporting period, I persuaded a customer to purchase a significant volume of product at market prices. The shipment and other terms met the conditions necessary to recognize the revenue upon shipment. As I was finishing up the sale, the customer said to me, “Since we are taking so much product to benefit your quarter end, I will expect no problems when I call you in a couple of weeks to return most of this shipment.” If I do not make this sale, we will not hit our numbers for the quarter. What should I do?

A You should tell the customer that there will not be any special return privileges associated with the sale and that Micron’s standard return policy will apply. Side agreements, such as the one suggested by the customer, are never permitted since they violate generally accepted accounting principles and the Company’s policies for booking sales.

! To reduce the risk of insider trading, the Company has an **Insider Trading Policy** that restricts certain team members’ (each of whom has been notified) ability to engage in transactions involving the Company’s securities during specified periods each quarter. The **Insider Trading Policy** can be found on the MERC. If you have questions or concerns regarding insider trading laws, contact the **Global Stock Department** or the **Legal Department** for further guidance.



- Cooperate with the Company’s internal and external auditors; and
- Contact the **Finance Department** with any questions about the proper recording of financial transactions.

Concerns regarding potential or suspected accounting or auditing irregularities can be reported on the Compliance Hotline.

Stock Trading

In order to protect the investing public, securities laws make it illegal for those with “inside information” to buy or sell securities (e.g., stocks, bonds, options, etc.). “Inside information” is information that

- Is not available to the public; and
- Is “material.”

“Material information” is information that a reasonable investor would likely consider important in deciding whether to buy or sell a security.

Many of our team members may have inside information simply by virtue of their positions with the Company. Inside information might include, for example:

- Introduction of an innovative new product;
- Significant new contracts;
- Production data;
- Mergers, acquisitions and joint ventures;
- Major developments in litigation;
- Earnings statements and forecasts;
- Expected governmental actions; or
- Licensing agreements.

If you have knowledge of material information, including any of these kinds of information, and the information is non-public, it is inside information, and you may not buy, sell or otherwise trade securities using it.

No “Tips.” The trading rules also apply to people outside of Micron who get the information from one of our team members (e.g., a team member’s spouse, friends, broker, etc.). This means you must never give someone outside the Company a “tip” regarding non-public inside information. This prohibition includes discussions on Internet “chat rooms.”

Information From Another Company. Inside information can also be information you obtained confidentially during the course of your work about another company (e.g., from a customer or supplier).

Securities law violations are taken very seriously and can be prosecuted even when the amount involved was small or when the “tipper” made no profit at all. Government agencies regularly monitor trading activities through computerized searches.

Investor Relations And The Media

Shareholders, financial analysts, the media, customers, vendors, creditors and others count on Micron to provide reliable information on the Company’s operations, performance and outlook.

To protect the integrity of the information:

- Only those team members specifically authorized to do so may respond to inquiries from members of the media or the investment community (e.g., shareholders, brokers, financial analysts, etc.). All such inquiries must be forwarded promptly to the **Investor Relations Department**.

Q A supplier sold our Company a software system on a trial-run basis. I have heard the trial run was a success and we are going to buy this company's system. The supplier told me that other companies will follow our lead. My sister-in-law invests in technology stocks and knows a lot about them. Can I tell her about this and let her decide whether she thinks this company is good investment?

A No. Information you have about Micron's plans to use the supplier's product is confidential inside information. If you convey it to your sister-in-law, you are violating Micron's policy not to divulge confidential proprietary information. If you or your sister-in-law use the information to invest, you may be violating the securities laws.

! For more information on record retention and management policies, see the [Records Management](#) site on the MERC.

COMMUNITIES AND SOCIETY



- Personnel who are authorized to speak to investors and analysts on behalf of Micron may not provide “special” or favored treatment to some. We must provide all members of the public equal access to the same honest and accurate information.

Records Management

Maintaining documents and other records is essential to the work of our Company, and care must be taken to ensure that all records are managed properly. The following principles should guide team members:

Maintain records specifically required by law or business needs. Some laws have specific record-keeping requirements. Micron maintains a **Records Management** policy to ensure that the Company meets business and legal retention obligations. Under this policy, information is defined by function and assigned the appropriate retention times. We must faithfully maintain all records as required.

Be alert to the need for accuracy – especially when documents are produced for an official purpose. Team members should always try to ensure the accuracy of records, but this becomes especially important when documents and other records or documents are produced for an official purpose, such as litigation, a government inquiry or regulatory review. Providing false or misleading records is wrong under any circumstances. In particular, doing so when records are produced or maintained for official purposes is a serious violation of law and can lead to civil and criminal liability.

Retain any records related to litigation or an investigation. If there is an investigation or litigation, or one is anticipated, it is essential to retain any related records – including all electronic records. Be sure that automatic disposal or deletion systems are stopped as necessary to preserve such records.

Keep only what is required under Company record retention policies. While records must be maintained, every business needs an orderly process for retaining records and documents. The cost of physical and electronic storage increases dramatically over time when records are kept unnecessarily. Consult Company record retention policies for guidance on the proper retention of documents.

What We Aim For

Micron strives to respect society's values and to honor the Company's commitment to address society's expectations of Micron as a business, employer and corporate citizen. This means following responsible environmental practices, avoiding all corrupt business practices, helping to solve social problems and participating in the political process only in lawful ways.

Environmental Compliance And Excellence

Environmental laws are essential to protect the public health and welfare and to preserve the environment. These laws are designed to ensure the air, water and land are healthy and that industrial and other activities do not pose unreasonable risks to people and the environment.

Micron understands that the Company, its team members and the communities in which it operates benefit from environmental laws and the principles they uphold. Accordingly, Micron is committed to strict compliance with these laws worldwide.

Q We use a contractor to recycle cell phones. I know the contractor's crew chief, and I get the feeling that the contractor may not be recycling the cell phones at its facility the right way, at least not according to what the law says. Should I care about this? After all, it is not my facility or company. And, it is just cell phones – not some toxic substance. Plus, they are probably saving everyone money.

A Yes, you should care. What the contractor is doing might make Micron liable. Micron might be potentially liable for any material that leaves the site. Not all substances, material and equipment are equally harmful, but all must be properly managed. Do the right thing. Talk with your supervisor, local environmental or facilities representative, the Corporate Environmental Manager, the [Legal Department](#) or call the [Compliance Hotline](#).



Strict compliance means:

- Obtaining all permits and other authorizations prior to construction or operation as required;
- Operating in compliance with all applicable standards and limitations on release to the air, water and land;
- Using only approved materials according to applicable requirements;
- Performing all required monitoring, record keeping and reporting;
- Minimizing waste;
- Implementing emergency and other contingency plans;
- Responsibly managing all waste, by-products, used equipment and other materials sent off site;
- Ensuring all team members have adequate training commensurate with their roles and responsibilities; and
- Conducting appropriate due diligence for property transactions.

Compliance with environmental laws is only the starting point of Micron's environmental commitment. We are also committed to reducing the environmental impact of our activities while providing quality products that meet the needs of our customers.

Consistent with our environmental policy and principles, every team member is required to:

- Know the environmental responsibilities of his or her job, and conduct all operations and other business in accordance with all applicable environmental laws, regulations, permits, other governmental approvals, requirements and corporate commitments. For many, these are based on local, state and federal environmental laws in the U.S., international standards where we operate abroad, and Company standards for environmental protection. For others, they may relate to a corporate commitment, a business goal or objective, or even some aspects of supply chain management; and
- Strictly follow specified procedures and notify your supervisor, local environmental or facilities representative, the Corporate Environmental Manager, the [Legal Department](#) or the [Compliance Hotline](#) of potential environmental concerns or potential non-compliance, and, where appropriate, offer ideas for continuous performance improvement.

Political Activity

The laws of the U.S. and some other countries set strict limits on contributions by corporations to political parties and candidates. Specifically, federal law prohibits corporations from making political contributions or expenditures in connection with any election to federal office. Violators are subject to serious penalties, so it is important that all team members adhere to Company policy.

Corporate Political Activity. As a corporation, the Company is strictly prohibited from making contributions or expenditures in connection with any election to any federal office. Company team members may not make any direct or indirect political contribution to federal candidates or committees on behalf of the Company. In addition, team members may never identify their own personal political contributions as being made on behalf of the Company. Under no circumstances may team members seek reimbursement for any political contribution.

For purposes of these restrictions, contributions include such things as:

- Buying tickets for a political fundraising event;
- Providing goods or services;

! If you need further information on authorized political activities contact

Government Affairs.

Q I am running for the local school board. I want to use the office copier to make copies of my campaign flyer. Is that OK?

A No. Company property and equipment may not be used for a political purpose. Running for a public office, even the school board, is a political purpose.



- Loaning personnel during working hours for fundraising activities;
- Using Company resources (e.g., telephones, office space, staff support, or other assets) to facilitate or support a candidate's political activities;
- Paying for advertisements and other campaign expenses; or
- Providing air transportation.

Many states also prohibit corporate contributions to state and local candidates. To ensure compliance with these laws, team members may not make any direct or indirect political contribution on behalf of Micron unless authorized by the Company's Compliance Officer and General Counsel (or their designees) in writing. Political contributions or expenditures over \$5,000 also require the written approval of the Chief Executive Officer (or designee).

Personal Political Activity. Micron does not discourage political activity by team members in support of candidates or parties, but team members should only engage in the political process on their own time and with their own resources. Never use Company time, property or equipment for personal political activities.

Lobbying. Lobbying on the federal and state level requires registration and disclosure. Although specific rules apply to different jurisdictions, team members may be engaged in lobbying if their work involves:

- Contacts with legislators or regulators or their staff;
- Government contract sales; or
- Efforts to influence legislative or administrative action.

Team members must discuss these activities with the Compliance Officer or the Company's Director of Government Affairs to determine whether disclosure and other rules apply.

Government Inquiries Or Investigations

As part of an inquiry or investigation, a government agent may contact you and ask for information. Importantly, you are entitled to inform the government agent that before providing any information you need to first contact the Micron **Legal Department**. The **Legal Department** can provide advice as to how to respond and will ensure that all appropriate steps are taken and that the Company's interest are protected. For any government inquiry or investigation, all relevant records (including electronic documents) must be preserved.

