

CODE OF BUSINESS CONDUCT

Integrity is one of the six core values of MediaTek. Upholding integrity and performing our duties with integrity to maintain MediaTek's reputation for fairness and integrity has always been and will always be an important core value and asset of MediaTek.

The Company has a **ZERO TOLERANCE POLICY** toward violations of this Code of Business Conduct ("Code"), including and especially with respect to corruption, bribery, unfair competition, leaking of confidential information, and insider trading. MediaTek's policies, work rules, and commitment documents all clearly require strict compliance with the ethical principles of integrity and honesty. As such, **all Company personnel are required to do the right thing in the right way** and to adhere strictly to the principles listed below when carrying out any and all activities or duties of Company personnel, especially those involving transactions with Counterparties:

1. Strict prohibition against bribery, corruption, extortion and embezzlement

Company personnel are prohibited from engaging in, or instructing other to engage in, bribery, corruption (including illegal kickbacks), extortion, embezzling funds or property, misappropriating assets, theft, falsely reporting expenses, and/or other illegal or unethical acts.

2. Strict prohibition against providing or accepting inappropriate gifts or other improper interests

Company personnel are prohibited from providing or accepting benefits, gifts, or interests not in accordance with normal social etiquette.

3. Strict prohibition against conduct harmful to competition, the environment, workers, or society

Company personnel must strictly comply with competition laws, antitrust laws, uphold the rights of employees, protect the environment, and fulfill responsibilities to society.

4. Respect for intellectual property rights and adherence to confidentiality obligations

Company personnel must respect all laws and regulations protecting intellectual property rights, internal operating procedures, and relevant agreements, and must not leak Company secrets.

5. Strict prohibition against insider trading

Company personnel must not use non-public information obtained by any means that may significantly affect the prices of the Company's securities to engage in insider trading.

6. Refrain from dealing with Counterparties whose conduct does not conform to this Code.

The Company only deals with Counterparties whose conduct and operations are consistent with this Code.

7. Prevention of Conflicts of Interest

The Company requires employees to avoid any conduct that may conflict with the interests of the Company.

8. Protection of Privacy and Personal Information

The Company's internal regulations regarding personal information and privacy must be strictly observed by Company personnel.

All Company personnel must read and comply with this Code. If there are any questions concerning this Code, the questions should be directed to the Company's Legal Department or Human Resources Department. If you become aware of any violation of this Code, you should immediately report such incident pursuant to this Code.

ARTICLE 1 PURPOSE

MediaTek Inc. and its subsidiaries (together "MediaTek") hold six core values – Integrity, Customer Focus, Innovation, Conviction Inspired by Deep Thinking, Inclusiveness and Constant Renewal – as the highest business principles. The success of the Company depends upon adherence to these core values. As such, this Code is established under the **Company's Code of Business Integrity**. The Company expects all Company personnel to carry out duties and tasks in accordance with this Code and to treat Counterparties with fairness and equity. All Company personnel must carefully read and comply with every provision under this Code.

ARTICLE 2 SCOPE AND APPLICABILITY

This Code is applicable to all Company personnel. This Code is subject to local Company policy and local laws that may apply.

ARTICLE 3 DEFINITION

The terms and definitions of this Code are listed below:

- (1) “Interest” refers to money, gifts, and any other tangible or intangible interest, including but not limited to meals, performances or shows, travel, etc.
- (2) “Bribery” refers to any direct or indirect acceptance or provision, by any person or entity, of any gifts, money, loans, fees, remuneration, or other interests sufficient to influence or affect the performance of duties by a company’s personnel.
- (3) “Counterparty” refers to a business partner, customer, vendor, etc. Under this Code, “Counterparty” includes natural person(s) and/or juristic person(s).

ARTICLE 4 GENERAL PRINCIPLES**4.1**

Company personnel shall at all times conscientiously serve the Company in whatever lawful capacity it may deem fit to place them and readily comply with all lawful orders and directions of the regulators and shall take all necessary measures to conduct themselves appropriately in order to maintain the good reputation of the Company.

4.2

Company personnel shall not do anything inconsistent with the principle of integrity or harmful to the integrity of the Company, shall exercise due care in performing their duties to improve performance, and shall endeavor to promote the Company’s interests.

4.3

Company personnel should avoid engaging in any conduct conflicting with the Company’s interests. Unless otherwise permitted by the Company, Company personnel shall refrain from engaging in employment outside the Company, in order to avoid obstructing the Company personnel’s work for the Company. Company personnel shall avoid situations where the Company’s reputation may be harmed or a conflict with the Company’s interest may arise.

4.4

When engaging in activities in a personal capacity, Company personnel should ensure that their conduct is not associated with the Company. Subject to applicable law, when participating in such activities, Company personnel should avoid any conduct that may lead

to a conflict with the interests of the Company or with the Company personnel's duties to the Company.

4.5

Other than the spokesperson or the acting spokesperson of the Company, any Company personnel must immediately re-direct media inquiries to the spokesperson or acting spokesperson of the Company for response.

4.6

When accepting invitations for writing articles or making speeches externally, if the subject matter relates to the Company, Company personnel should obtain, in advance, the approval of the supervising general manager or of an even more senior manager.

4.7

When engaging in any activities for business or executing duties, Company personnel shall treat the Counterparty with fairness, honesty, and respect. Company personnel are strictly prohibited from engaging in any bribery, corruption (including illegal kickbacks), extortion, embezzling funds or property, misappropriating assets, theft, falsely reporting expenses, and/or other illegal or unethical acts.

4.8

Absent the Company's approval, Company personnel should refuse any gifts, entertainment, or interests inconsistent with this Code.

4.9

Company personnel may only accept gifts and entertainment that conform to commercial etiquette, social customs, local Company policy and applicable law, and that were given spontaneously and not actively sought after by the Company personnel. Absent the Company's approval, Company personnel must not accept any cash or any cash equivalents (such as gift vouchers, checks, stocks).

4.10

Company personnel should adhere to customary commercial etiquette, local Company policy, when providing Counterparties with gifts or entertainments to maintain good commercial relations.

4.11

Company personnel and the close relatives of Company personnel must not obtain, accept, or retain any personal interests from any Counterparty.

4.12

Company personnel must strictly comply with the Company's policies regarding intellectual property rights.

4.13

No Company personnel (whether currently or previously employed by Company) may leak or use confidential information of the Company or use his or her position at the Company for personal gain.

4.14

All Company personnel must comply with laws and Company policies relating to fair trade, advertising, or competition, etc.

4.15

Company personnel must not engage in insider trading, and must comply with the Company's policies to prevent insider trading.

4.16

Company personnel must comply with applicable laws and Company policies relating to labor and labor standards.

4.17

Company personnel must comply with applicable laws and Company policies relating to environmental protection.



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4.18

Before establishing commercial or transactional relations with a Counterparty, Company personnel must assess, in addition to the legality, the Counterparty’s track-record and policy regarding integrity and lawful conduct, and must require the Counterparty to conduct itself in a manner consistent with this Code. Company personnel must not deal with Counterparties that lack integrity or that conduct themselves in a manner inconsistent with this Code. In the event of a material breach of this Code by a Counterparty, Company personnel must take appropriate measures based on the circumstances, including but not limited to the termination or voiding of agreements.

4.19

When Company personnel, in the course of performing their duties, deal with the personal data or privacy of others, the Company personnel should protect the privacy of others and comply with laws and Company policies relating to personal data.

ARTICLE 5 SPEAKING UP

5.1

Any Company personnel who discovers or suspects violations of this Code should report such discovery or suspicion either to his or her direct supervisor or through the method described below:

Report by phone: (886)-3-6030011, manager of MediaTek’s audit division head

Report by email: ethics.reporting@mediatek.com (automatically forwarded to MediaTek’s audit division head)

Report by letter: No. 1 Dusing 1st Rd., Hsinchu City

Attention MediaTek’s audit division head

5.2

After receiving such report, the Company shall contact the reporting party to inform him of the follow-up investigative procedures. During the investigative process, the reporting party’s assistance may be needed. Information included in such report and personal information provided by the reporting party shall be kept confidential by the Company subject to applicable law, and appropriate confidentiality measures shall be taken in accordance with the law.

5.3



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Company personnel must not knowingly provide false reports or falsify reports.

ARTICLE 6 DISCIPLINE

If evidence shows that a violation of this Code has occurred, such violation shall be dealt with in accordance with relevant Company rules and local law.

ARTICLE 7 RESPONSIBLE DEPARTMENTS

This Code is effective upon the Chairman’s approval. The Human Resources Department and Legal and IP Department shall be the responsible departments for this Code and shall periodically review, amend, or provide interpretation of, this Code.

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REVISION LOG:

Version	Effective Date	Description
1 st Version	2013/7/1	
2 nd Version	2014/9/16	Amendment for the update of company's core value
3 rd Version	2015/12/1	Amendment for the alignment of HR compliance website
4 th Version	2018/5/31	Amendment for the EICC alignment and Responsible Department