

OMNIVISION Group

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

I. INTRODUCTION

Will Semiconductor Co., Ltd. Shanghai together with its subsidiaries (hereafter referred to as the “OMNIVISION Group” or the “Company”) upholds a ‘zero tolerance’ principle towards bribery and corruption. OMNIVISION Group never justify any act of corruption or any behavior that is illegal or contrary to our Code of Business Conduct and Ethic.

OMNIVISION Group employees and business partners who interact with or on behalf of the Company are expected to comply with OMNIVISION Group’s Code of Business Conduct and Ethics and this Policy.

The Code of Business Conduct and Ethics and this Policy are leading, but where local laws or regulations are stricter than the Code of Business Conduct and Ethics or this Policy, they prevail.

II. DEFINITION OF CORRUPTION AND BRIBERY

Essentially, corruption is an abuse of entrusted power for private and/or economic gain. Corruption can manifest itself in bribery and/or undesirable (appearance of a) conflict of interest.

Bribery is best described as follows: the offering, giving, promising, receiving, accepting, authorizing or soliciting of any financial or other advantage to, by or for a person or entity in order to obtain or retain a business or other improper advantage. Bribery often includes (i) kicking back a portion of a contract payment to another party, so called ‘illegal kickbacks’, and/or (ii) using intermediaries such as agents, subcontractors or other third parties to channel payments to another party.

OMNIVISION Group strictly prohibits bribery and corruption in all its forms. This means, amongst others, that OMNIVISION Group does not allow Employees to:

(i) solicit, arrange or accept bribes intended for personal benefit or that of the respective person’s family, friends or acquaintances or act on behalf of the Company to cooperate in the payment or receipt of facilitation payments;

(ii) offer or receive gifts, hospitality or entertainment that are not reasonable, appropriate and proportionate, and/or whenever this could affect or be perceived to improperly influence the outcome of business transactions;

(iii) hold outside positions if fulfilling them may lead to a conflict of interest or enter into an agreement on behalf of the Company with business partners if that could be perceived as a conflict of interest.

III. AVOID CONFLICT OF INTEREST

Each of us has a responsibility to OMNIVISION Group, our stockholders and each other. Although this duty does not prevent us from engaging in personal transactions and investments, it does demand that we avoid situations where a conflict of interest might occur or appear to occur. OMNIVISION Group is subject to scrutiny from many different individuals and organizations. We should always strive to avoid even the appearance of impropriety.

A conflict of interest exists where the interests or benefits of one person or entity conflict with the interests or benefits of the Company.

IV. FACILITATION PAYMENT

Facilitation payments are payments that are used to expedite actions to which the payer is in fact already entitled or other payments made to a government official to secure or speed up actions. Employees are in principle not allowed to accept or provide facilitation payments unless a potential health and/or safety risk is involved. In addition, when a government official or third party can provide a formal receipt of written confirmation of a payment's legality, this is not considered a facilitation payment.

Under no circumstances may employees, agents or contractors accept any offer, payment, promise to pay, or authorization to pay any money, gift, or anything of value from customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to influence any business decision, any act or failure to act, any commitment of fraud, or opportunity for the commission of any fraud. Inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive or create an appearance of impropriety, do not violate this policy. Questions regarding whether a particular payment or gift violates this policy are to be directed to the Chief Financial Officer.

Gifts given by OMNIVISION Group to suppliers or customers or received from suppliers or customers should always be appropriate to the circumstances and should never be of a kind that could create an appearance of impropriety. The nature and cost must always be accurately recorded in the OMNIVISION Group's books and records.

V. MANAGEMENT RESPONSIBILITIES

Management of the Company shall develop, implement, monitor and maintain a system of internal controls to facilitate compliance with this Policy, as well as to foster a culture of integrity and maintain high ethical standards throughout OMNIVISION Group.

VI. ORGANIZATIONAL MEASURES

OMNIVISION Group has general and specific control measures in place to prevent, detect and disclose potential bribery and corruption issues. These measures are grouped in the following categories, including but not limited to:

A. Policy review and anti-corruption risk assessment

OMNIVISION Group reviews this policy periodically. The policy review is a result of a risk assessment of relevant focus areas related to anti-bribery and anti-corruption. This assessment identifies and takes into account risks that may be present from an anti-bribery and anti-corruption perspective, which controls have been put into place, what the remaining risks are, and if it has been decided to do so, which measures will be taken in order to mitigate any remaining risk.

B. Training and awareness

OMNIVISION Group has embedded anti-bribery and anti-corruption training in its compliance and ethics training program. Trainings are tailored to relevant functions and possible risks, such as geographical risks. Awareness of relevant topics and issues relating to anti-bribery and anti-corruption is also promoted by periodic communications

C. Document processing and retention

OMNIVISION Group has robust document processing and record retention policies in place to ensure OMNIVISION Group maintains and retains accurate records which properly and fairly document relevant transactions and activities. In line with these policies, documents and records are readily available, demonstrable and retrievable for any (internal or external) audit and/or investigation.

The Audit Department will supervise the follow-up actions and report to the Audit and Related Party Transactions Committee. The Audit Department includes relevant outcomes of corruption or bribery complaints in the yearly evaluation of the ethics program to ensure continuous improvement.