

OMNIVISION Group

CODE OF BUSINESS CONDUCT AND ETHICS

I. INTRODUCTION

Will Semiconductor Co.,Ltd. Shanghai together with its subsidiaries (hereafter referred to as the “OMNIVISION Group” or the “Company”) is committed to ethical business practices, and to full compliance with all applicable laws and regulations. This Code of Business Conduct and Ethics helps ensure compliance with legal requirements and our standards of business conduct. All Company employees are expected to read and understand this Code of Business Conduct and Ethics, uphold these standards in day-to-day activities, comply with this and all other applicable policies and procedures, and ensure that all agents and contractors are aware of, understand and adhere to these standards.

Because the principles described in this Code of Business Conduct and Ethics are general in nature, you should also review all applicable Company policies and procedures for more specific instruction, and contact the Human Resources Department if you have any questions.

Nothing in this Code of Business Conduct and Ethics, in any Company policies and procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment.

We are committed to continuously reviewing and updating our policies and procedures. Therefore, this Code of Business Conduct and Ethics is subject to modification. This Code of Business Conduct and Ethics supersedes all other such codes, policies, procedures, instructions, practices, rules or written or verbal representations to the extent they are inconsistent.

Please sign the acknowledgment form at the end of this Code of Business Conduct and Ethics and return the form to the Human Resources Department indicating that you have received, read, understand and agree to comply with the Code of Business Conduct and Ethics. The signed acknowledgment form will be placed in your personnel file.

II. COMPLIANCE IS EVERYONE'S BUSINESS

Ethical business conduct is critical to our business. As an employee, your responsibility is to respect and adhere to these practices. Many of these practices reflect legal or regulatory requirements. Violations of these laws and regulations can create significant liability for you, OMNIVISION Group, its directors, officers, and other employees.

Part of your job and ethical responsibility is to help enforce this Code of Business Conduct and Ethics. You should be alert to possible violations and report possible violations to the Human Resources Department. You must cooperate in any internal or external investigations of possible violations. Reprisal, threats, retribution or retaliation against any person who has in good faith reported a violation or a suspected violation of law, of this Code of Business Conduct and Ethics or of any other Company policy, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

Violations of law, this Code of Business Conduct and Ethics, or other Company policies or procedures should be reported to the Human Resources Department.

Violations of law, this Code of Business Conduct and Ethics or other Company policies or procedures by Company employees can lead to disciplinary action up to and including termination.

III. YOUR RESPONSIBILITIES

A. General Standards of Conduct

OMNIVISION Group expects all employees, agents and contractors to exercise good judgment to ensure the safety and welfare of employees, agents and contractors and to maintain a cooperative, efficient, positive, harmonious and productive work environment and business organization. These standards apply while working on our premises, at offsite locations where our business is being conducted, at Company-sponsored business and social events, or at any other place where you are a representative of OMNIVISION Group. Employees, agents or contractors who engage in misconduct or whose performance is unsatisfactory may be subject to corrective action, up to and including termination. You should review our employment handbook for more detailed information.

In trying to determine whether any given action is appropriate, use the following test. Imagine that the words you are using or the action you are taking is going to be fully disclosed in the media with all the details, including your photo. If you are uncomfortable with the idea of this information being made public, perhaps you should think again about your words or your course of action.

In all cases, if you are unsure about the appropriateness of an event or action, please seek assistance in interpreting the requirements of these practices by contacting the Human Resources Department.

B. Applicable Laws

All Company employees, agents and contractors must comply with all applicable laws, regulations, rules and regulatory orders. Each employee, agent and contractor must acquire appropriate knowledge of the requirements relating to his or her duties sufficient to enable him or her to recognize potential dangers and to know when to seek advice from the Human Resources Department or the appropriate executive officer on specific Company policies and procedures. Violations of laws, regulations, rules and orders may subject the employee, agent or contractor to individual criminal or civil liability, as well as to discipline by OMNIVISION Group. Such individual violations may also subject OMNIVISION Group to civil or criminal liability or the loss of business.

C. Conflicts 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 OMNIVISION Group. Examples include:

(i) **Employment/Outside Employment.** In consideration of your employment with OMNIVISION Group, you are expected to devote your full attention to the business interests of OMNIVISION Group. You are prohibited from engaging in any activity that interferes with your performance or responsibilities to OMNIVISION Group or is otherwise in conflict with or prejudicial to OMNIVISION Group. Our policies prohibit any employee from accepting simultaneous employment with a Company supplier, customer, developer or

competitor, or from taking part in any activity that enhances or supports a competitor's position. Additionally, you must disclose to OMNIVISION Group any interest that you have that may conflict with the business of OMNIVISION Group. If you have any questions on this requirement, you should contact your supervisor or the Human Resources Department.

(ii) **Business Interests.** If you are considering investing in our customer, supplier, developer or competitor, you must first take great care to ensure that these investments do not compromise your responsibilities to OMNIVISION Group. Many factors should be considered in determining whether a conflict exists, including the size and nature of the investment; your ability to influence OMNIVISION Group's decisions; your access to confidential information of OMNIVISION Group or of the other company; and the nature of the relationship between OMNIVISION Group and the other company.

(iii) **Related Parties.** As a general rule, you should avoid conducting Company business with a relative or significant other, or with a business in which a relative or significant other is associated in any significant role. Relatives include spouse, sister, brother, daughter, son, mother, father, grandparents, aunts, uncles, nieces, nephews, cousins, step relationships, and in-laws. Significant others include persons living in a spousal (including same sex) or familial fashion with an employee.

If such a related party transaction is unavoidable, you must fully disclose the nature of the related party transaction to OMNIVISION Group. All related party transactions, including those involving OMNIVISION Group's directors or executive officers, must be reviewed and approved in writing in advance by Audit and Related Party Transaction Control Committee. OMNIVISION Group must report all such material related party transactions under applicable laws and regulations. Any dealings with a related party must be conducted in such a way that no preferential treatment is given to the other party.

OMNIVISION Group discourages the employment of relatives and significant others in positions or assignments within the same department and prohibits the employment of such individuals in positions that have a financial dependence or influence (e.g., an auditing or control relationship, or a supervisor/subordinate relationship). The purpose of this policy is to prevent the organizational impairment and conflicts that are a likely outcome of the employment of relatives or significant others, especially in a supervisor/subordinate relationship. If a question arises about whether a relationship is covered by this policy, the Human Resources Department is responsible for determining whether an applicant's or transferee's

acknowledged relationship is covered by this policy. The Human Resources Department shall advise all affected applicants and transferees of this policy. Willful withholding of information regarding a prohibited relationship/reporting arrangement may subject an employee to corrective action, up to and including termination. If a prohibited relationship exists or develops between two employees, the employee in the senior position must bring this to the attention of his/her supervisor. OMNIVISION Group retains the prerogative to separate the individuals at the earliest possible time, either by reassignment or by termination, if necessary.

(iv) **Non-Recruitment.** Given that employees are OMNIVISION Group's most valuable assets, it is a violation of Company policy to use OMNIVISION Group's confidential information to solicit, induce, or encourage any of OMNIVISION Group's employees to leave their employment while you are employed and following the termination of your employment, unless permitted by local law.

(vi) **Other Situations.** Because other conflicts of interest may arise, it would be impractical to attempt to list all possible situations. If a proposed transaction or situation raises any questions or doubts in your mind you should consult the Human Resources Department.

D. Corporate Opportunities

Employees, officers and directors may not exploit for their own personal gain opportunities that are discovered through the use of corporate property, information or position unless the opportunity is disclosed fully in writing to the Board of Directors and the Board of Directors declines to pursue such opportunity.

E. Protecting Confidential Information

OMNIVISION Group's confidential information is a valuable asset. OMNIVISION Group's confidential information includes product architectures; source codes; product plans and road maps; names and lists of customers, dealers, and employees; and financial information. This information is the property of OMNIVISION Group and may be protected by patent, trademark, copyright and trade secret laws. **ALL CONFIDENTIAL INFORMATION MUST BE USED FOR COMPANY BUSINESS PURPOSES ONLY, AND MAY NOT BE DISCLOSED WITHOUT AUTHORIZATION.** Every employee, agent and contractor must safeguard it. **THIS RESPONSIBILITY PROHIBITS EMPLOYEES FROM UNAUTHORIZED DISCLOSURE OF OMNIVISION GROUP'S CONFIDENTIAL INFORMATION, SUCH AS INFORMATION**

REGARDING OMNIVISION GROUP'S PRODUCTS, STOCK, TECHNOLOGY, CUSTOMERS, OR BUSINESS, OVER THE INTERNET OR OTHERWISE. You are also responsible for properly labeling any and all documentation shared with or correspondence sent to OMNIVISION Group's in-house or outside counsel as "Attorney-Client Privileged" as appropriate. This responsibility includes the safeguarding, securing and proper disposal of confidential information in accordance with OMNIVISION Group's policy on Maintaining and Managing Records set forth in Section III.H of this Code of Business Conduct and Ethics. This obligation extends to confidential information of third parties, which OMNIVISION Group has rightfully received under Non-Disclosure Agreements. See OMNIVISION Group's policy dealing with Handling Confidential Information of Others set forth in Section IV.D of this Code of Business Conduct and Ethics. Nothing in this policy is intended to interfere with, restrain, or prevent employee communications regarding wages, hours, or other terms and conditions of employment.

(i) **Proprietary Information and Invention Agreement.** When you joined OMNIVISION Group, you signed an agreement to protect and hold confidential OMNIVISION Group's proprietary information. This agreement remains in effect for as long as you work for OMNIVISION Group and after you leave OMNIVISION Group. Under this agreement, you may not disclose OMNIVISION Group's confidential information to anyone or use it to benefit anyone other than OMNIVISION Group without the prior consent of an authorized Company officer.

(ii) **Disclosure of Company Confidential Information.** As a general matter, employees must not share or discuss Company confidential information with anyone outside OMNIVISION Group (including former employees) without express authorization. To further OMNIVISION Group's business, from time to time our confidential information may be disclosed to potential business partners. However, such disclosure should never be done without carefully considering its potential benefits and risks. If you determine in consultation with your manager and other appropriate Company management that disclosure of confidential information is necessary, you must then contact the Legal Department to ensure that an appropriate written nondisclosure agreement is signed prior to the disclosure. OMNIVISION Group has standard nondisclosure agreements suitable for most disclosures. You must not sign a third party's nondisclosure agreement or accept changes to OMNIVISION Group's standard nondisclosure agreements without review and approval by the Legal Department. In addition, all Company materials that contain Company confidential information, including presentations, must be reviewed and

approved by the appropriate Company officers. Furthermore, any employee publication or publicly made statement that might be perceived or construed as attributable to OMNIVISION Group, made outside the scope of his or her employment with OMNIVISION Group, must be reviewed and approved in writing in advance by appropriate Company authorities (including the Legal Department) and must include OMNIVISION Group's standard disclaimer that the publication or statement represents the views of the specific author and not of OMNIVISION Group.

Where applicable laws provide certain protections to individuals who disclose a trade secret to their attorney, a court, or a government official in certain, confidential circumstances, employees with questions concerning the coverage of this policy should contact Human Resources.

(iii) **Requests by Regulatory Authorities.** OMNIVISION Group and its employees, agents and contractors must cooperate with appropriate government inquiries and investigations. In this context, however, it is important to protect the legal rights of OMNIVISION Group with respect to its confidential information. All government requests for information, documents or investigative interviews must be referred to the Legal Department. No financial information may be disclosed without the prior approval of the Chief Financial Officer.

(iv) **Company Spokespeople.** Specific policies have been established regarding who may communicate information to the press and the financial analyst community. All inquiries or calls from the press should be referred to the Marcom Manager and financial analysts should be referred to the Chief Financial Officer. If an employee receives any inquiries from any other person or entity concerning OMNIVISION Group's business, the employee should not comment and should immediately notify his or her supervisor and the Legal Department. OMNIVISION Group has designated its Chief Executive Officer and Chief Financial Officer as official Company spokespeople for financial matters. These individuals are the only people who may communicate with the press on behalf of OMNIVISION Group. Please refer to OMNIVISION Group's Investor Relations Policy for further information, and do not make any public statements or comments or publicly disclose any confidential information without express authorization from appropriate Company authorities.

(v) **Social Media.** It is the strict policy of OMNIVISION Group that no employee, contractor or other party related to OMNIVISION Group may discuss confidential Company related information in internet forums, chat rooms, or social media sites. Examples of such forums include but are not limited to

Yahoo! Finance, Silicon Investor, Facebook, Twitter, LinkedIn, WeChat, Weibo and Motley Fool. This prohibition includes public recommendations or endorsements of current or former Company employees, as well as non-public recommendations or endorsements of current or former Company employees that disclose confidential Company information. Employees also must exercise good judgment in discussion even of non-confidential information, and must remain mindful that they are not authorized to speak on behalf of OMNIVISION Group, and must not purport to do so. Any post that is made by an employee, or information supplied by an employee for someone else to post, that improperly reveals confidential information pertaining to OMNIVISION Group or its business, or that purports to speak on behalf of OMNIVISION Group will be treated as a violation of Company policy and prosecuted accordingly.

F. Obligations Under Securities Laws - "Insider" Trading

In the normal course of business, officers, directors, employees, agents, contractors and consultants of OMNIVISION Group may come into possession of significant, sensitive information, including confidential information concerning other companies that may be publicly traded. **You may not profit from such nonpublic information in trading any securities, whether by buying or selling securities yourself, or passing on the information to others to enable them to profit or for them to profit on your behalf.** The purpose of this policy is both to inform you of your legal responsibilities and to make clear to you that the misuse of sensitive information is contrary to Company policy and relevant securities laws.

Thus, it is important both to you and OMNIVISION Group that insider-trading violations not occur. You should be aware that stock market surveillance techniques are becoming increasingly sophisticated, and the chance that the regulatory authorities will detect and prosecute even small-level trading is significant. Insider trading rules are strictly enforced, even in instances when the financial transactions seem small. Employees, agents and contractors of OMNIVISION Group who violate this Policy may also be subject to disciplinary action by OMNIVISION Group, which may include termination of employment or of business relationship. All questions regarding OMNIVISION Group's Insider Trading Compliance Program should be directed to OMNIVISION Group's Chief Financial Officer.

G. Use of Company's Assets

(i) **General.** Protecting OMNIVISION Group's assets is a key fiduciary responsibility of every employee, agent and contractor. Care should be taken

to ensure that assets are not misappropriated, loaned to others, or sold or donated, without appropriate authorization. All Company employees, agents and contractors are responsible for the proper use of Company assets, and must safeguard such assets against loss, damage, misuse or theft. Employees, agents or contractors who violate any aspect of this policy or who demonstrate poor judgment in the manner in which they use any Company asset may be subject to disciplinary action, up to and including termination of employment or business relationship at OMNIVISION Group's sole discretion. Company equipment and assets are to be used for Company business purposes only. Employees, agents and contractors may not use Company assets for personal use, nor may they allow any other person to use Company assets. Employees who have any questions regarding this policy should bring them to the attention of OMNIVISION Group's Human Resources Department.

(ii) **Physical Access Control.** OMNIVISION Group has developed and will continue to develop procedures covering physical access control to ensure privacy of communications, maintenance of the security of Company communication equipment, and safeguard Company assets from theft, misuse and destruction. You are personally responsible for complying with the level of access control that has been implemented in the facility where you work on a permanent or temporary basis. You must not defeat or cause to be defeated the purpose for which the access control was implemented.

(iii) **Company Funds.** Every Company employee is personally responsible for all Company funds over which he or she exercises control. Company agents and contractors should not be allowed to exercise control over Company funds. Company funds must be used only for Company business purposes. Every Company employee, agent and contractor must take reasonable steps to ensure that OMNIVISION Group receives good value for Company funds spent, and must maintain accurate and timely records of each and every expenditure. Expense reports must be accurate and submitted in a timely manner. Company employees, agents and contractors must not use Company funds for any personal purpose.

(iv) **Computers and Other Equipment.** OMNIVISION Group strives to furnish employees with the equipment necessary to efficiently and effectively do their jobs. You must care for that equipment and to use it responsibly only for Company business purposes. If you use Company equipment at your home or off site, take precautions to protect it from theft or damage, just as if it were your own. If OMNIVISION Group no longer employs you, you must immediately return all Company equipment. While computers and other electronic devices are made accessible to employees to assist them to perform their jobs and to

promote Company's interests, all such computers and electronic devices, whether used entirely or partially on OMNIVISION Group's premises or with the aid of OMNIVISION Group's equipment or resources, must remain fully accessible to OMNIVISION Group and, to the maximum extent permitted by law, will remain the sole and exclusive property of OMNIVISION Group. Company data should be stored only on Company-provided systems. Employees may access this information only via the network or VPN, or (provided that an employee first obtains approval from his or her VP,) on wireless devices approved for use by OMNIVISION Group. Personal computers or data storage devices may not otherwise be used for Company purposes or for storage of Company-related information, and copying or transmitting Company files to personal email accounts (such as Yahoo! Mail, Gmail, Hotmail, etc) or to other non-Company systems is prohibited; email to such addresses requires VP approval following review of the proposed transmission.

Employees, agents and contractors should not maintain any expectation of privacy with respect to information transmitted over, received by, or stored in any electronic communications device owned, leased, or operated in whole or in part by or on behalf of OMNIVISION Group. To the extent permitted by applicable law, OMNIVISION Group retains the right to gain access to any information received by, transmitted by, or stored in any such electronic communications device, by and through its employees, agents, contractors, or representatives, at any time, either with or without an employee's or third party's knowledge, consent or approval.

(v) **Software.** All software used by employees to conduct Company business must be appropriately licensed. Never make or use illegal or unauthorized copies of any software, whether in the office, at home, or on the road, since doing so may constitute copyright infringement and may expose you and OMNIVISION Group to potential civil and criminal liability. In addition, use of illegal or unauthorized copies of software may subject the employee to disciplinary action, up to and including termination. OMNIVISION Group's IT Department will inspect Company computers periodically to verify that only approved and licensed software has been installed. Any non-licensed/supported software will be removed.

(vi) **Electronic Usage.** OMNIVISION Group provides a number of electronic resources for employee use, and has an Electronic Communications Resources Use And Privacy Policy in place to govern such usage. The purpose of this policy is to make certain that employees utilize electronic communication devices in a legal, ethical, and appropriate manner. This policy addresses OMNIVISION Group's responsibilities and concerns regarding the fair and

proper use of all electronic communications devices within the organization, including computers, e-mail, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles, and telephones. Posting or discussing information concerning OMNIVISION Group's products or business on the Internet without the prior written consent of OMNIVISION Group's Chief Financial Officer or the Legal Department is prohibited. Any other form of electronic communication used by employees currently or in the future is also intended to be encompassed under this policy. It is not possible to identify every standard and rule applicable to the use of electronic communications devices. Employees are therefore encouraged to use sound judgment whenever using any feature of our communications systems. The complete set of policies relating to electronic usage of OMNIVISION Group's assets is available through the Human Resources Department or the Chief Financial Officer. You are expected to review, understand and follow such policies and procedures.

H. Maintaining and Managing Records

The purpose of this policy is to set forth and convey OMNIVISION Group's business and legal requirements in managing records, including all recorded information regardless of medium or characteristics. Records include paper documents, CDs, computer hard disks, email, floppy disks, microfiche, microfilm or all other media. OMNIVISION Group is required by local, national, regional, international or other applicable laws, rules and regulations to retain certain records and to follow specific guidelines in managing its records. Civil and criminal penalties for failure to comply with such guidelines can be severe for employees, agents, contractors and OMNIVISION Group, and failure to comply with such guidelines may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship at OMNIVISION Group's sole discretion.

I. Records on Legal Hold

A legal hold suspends all document destruction procedures in order to preserve appropriate records under special circumstances, such as litigation or government investigations. Company counsel determines and identifies what types of Company records or documents are required to be placed under a legal hold. Every Company employee, agent and contractor must comply with this policy. Failure to comply with this policy may subject the employee, agent or contractor to disciplinary action, up to and including termination of employment or business relationship at OMNIVISION Group's sole discretion.

OMNIVISION Group's Legal Department will notify you if a legal hold is placed on records for which you are responsible. You then must preserve and protect the necessary records in accordance with instructions from the Legal Department. **RECORDS OR SUPPORTING DOCUMENTS THAT HAVE BEEN PLACED UNDER A LEGAL HOLD MUST NOT BE DESTROYED, ALTERED OR MODIFIED UNDER ANY CIRCUMSTANCES.** A legal hold remains effective until it is officially released in writing by the Legal Department. If you are unsure whether a document has been placed under a legal hold, you should preserve and protect that document while you check with the Legal Department.

If you have any questions about this policy you should contact the Legal Department.

J. Payment Practices

(i) **Accounting Practices.** OMNIVISION Group's responsibilities to its stockholders and the investing public require that all transactions be fully and accurately recorded in OMNIVISION Group's books and records in compliance with all applicable laws. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Company policy and the law. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction and be processed in a timely fashion.

(ii) **Political Contributions.** OMNIVISION Group reserves the right to communicate its position on important issues to elected representatives and other government officials. It is OMNIVISION Group's policy to comply fully with all applicable laws, rules and regulations regarding political contributions. OMNIVISION Group's funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of OMNIVISION Group's Chief Financial Officer and, if required, the Board of Directors.

(iii) **Prohibition of Inducements.** Under no circumstances may employees, agents or contractors offer to pay, make payment, promise to pay, or issue authorization to pay any money, gift, or anything of value to customers, vendors, consultants, etc. that is perceived as intended, directly or indirectly, to improperly 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 should be directed to the Chief Financial Officer.

K. Anti-Money Laundering

OMNIVISION Group accurately records and reports Company's finances, transactions and assets. OMNIVISION Group complies with the laws that govern Company's financial records, accounting principles, tax obligations and financial disclosures. OMNIVISION Group further complies with laws against money laundering and is vigilant about suspicious financial transactions that may be intended to disguise the proceeds of criminal activity. OMNIVISION Group protects property, assets and data from improper or unauthorized use and exercise care to avoid their loss, theft or damage. OMNIVISION Group uses Company's assets for legitimate business purposes.

OMNIVISION Group is subject to various laws that prohibit money laundering. OMNIVISION Group expects all personnel to conduct Company business in a fair, ethical and legal manner. This includes being alert for possible money laundering or suspicious activity and ensuring that OMNIVISION Group conducts its operations in a manner that allows its employees, facilities, and sales activities to be used only for legitimate business purposes.

OMNIVISION Group and all Company personnel, including officers, directors, employees, contractors, agents and consultants acting on behalf of the OMNIVISION Group are subject to all applicable laws that criminalize money laundering activities. It is a crime for any person to engage knowingly (or to assist) in a financial transaction that involves the proceeds of a significant number of specified crimes or illicit activities. These laws impose severe criminal penalties and fines, and any property or assets involved in such illegal activity are subject to forfeiture.

All Company personnel shall promptly report any information about an actual, attempted or proposed transaction that indicates or involves possible money laundering or terrorist financing, or is otherwise suspicious to Chief Financial Officer. The Legal Department shall investigate the matter and conduct further due diligence, as appropriate, to clarify the facts, and recommend the action to be taken (including, where applicable, reporting to governmental or regulatory authorities, creating and maintaining appropriate records, and devising and taking the necessary corrective actions).

L. Anti-corruption and Bribery

OMNIVISION Group take a zero-tolerance stance on corruption and bribery and ensure that our business activities comply with all applicable international conventions, the laws and regulations of relevant countries and regions. Related policies are also discussed within the OMNIVISION Group's Anti-Bribery and Anti-Corruption Policy.

M. Export Controls

A number of countries maintain controls on the destinations to which products or software may be exported. OMNIVISION Group is committed to maintaining an effective system of export control compliance. All employees in the Company business must comply with all applicable laws and regulations when importing and exporting products, services and information, and shall act at all times in accordance with the Code of Conduct and Ethics. The Legal Department can provide you with guidance on which countries are prohibited destinations for Company products or whether a proposed technical presentation to foreign nationals may require a prior license approval.

IV. RESPONSIBILITIES TO OUR CUSTOMERS AND OUR SUPPLIERS

A. Customer Relationships

If your job puts you in contact with any Company customers or potential customers, it is critical for you to remember that you represent OMNIVISION Group to the people with whom you are dealing. Act in a manner that creates value for our customers and helps to build a relationship based upon trust. OMNIVISION Group and its employees have provided products and services for many years and have built up significant goodwill over that time. This goodwill is one of our most important assets, and OMNIVISION Group employees, agents and contractors must act to preserve and enhance our reputation.

B. Payments or Gifts from Others

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 OMNIVISION Group's books and records.

C. Publications of Others

OMNIVISION Group subscribes to many publications that help employees do their jobs better. These include newsletters, reference works, online reference services, magazines, books, and other digital and printed works. Copyright law generally protects these works, and their unauthorized copying and distribution constitute copyright infringement. You must first obtain the consent of the publisher of a publication before copying publications or significant parts of them. When in doubt about whether you may copy a publication, consult the Legal Department.

D. Handling the Confidential Information of Others

OMNIVISION Group has many kinds of business relationships with many companies and individuals. Sometimes, they will volunteer confidential information about their products or business plans to induce OMNIVISION Group to enter into a business relationship. At other times, we may request that a third party provide confidential information to permit OMNIVISION Group to evaluate a potential business relationship with that party. Whatever the situation, we must take special care to handle the confidential information of others responsibly. We handle such confidential information in accordance with our agreements with such third parties. Please see also OMNIVISION Group's policy on Maintaining and Managing Records in Section III.H of this Code of Business Conduct and Ethics.

(i) **Appropriate Nondisclosure Agreements.** Confidential information may take many forms. An oral presentation about a company's product development plans may contain protected trade secrets. A customer list or employee list may be a protected trade secret. A demo of an alpha version of a company's new software may contain information protected by trade secret and copyright laws.

You should never accept information offered by a third party that is represented as confidential, or which appears from the context or circumstances to be confidential, unless an appropriate nondisclosure agreement has been signed with the party offering the information. **THE LEGAL DEPARTMENT CAN PROVIDE NONDISCLOSURE AGREEMENTS TO FIT ANY PARTICULAR SITUATION, AND WILL COORDINATE APPROPRIATE EXECUTION OF SUCH AGREEMENTS ON BEHALF OF OMNIVISION GROUP.** Even after a nondisclosure agreement is in place, you should accept only the information necessary to accomplish the purpose of receiving it, such as a decision on whether to proceed to negotiate a deal. If more detailed or extensive confidential information is offered and it is not necessary for your immediate purposes, it should be refused.

(ii) **Need-to-Know.** Once a third party's confidential information has been disclosed to OMNIVISION Group, we have an obligation to abide by the terms of the relevant nondisclosure agreement and limit its use to the specific purpose for which it was disclosed and to disseminate it only to other Company employees with a need to know the information. Every employee, agent and contractor involved in a potential business relationship with a third party must understand and strictly observe the restrictions on the use and handling of confidential information.

(iii) **Notes and Reports.** When reviewing the confidential information of a third party under a nondisclosure agreement, it is natural to take notes or prepare reports summarizing the results of the review and, based partly on those notes or reports, to draw conclusions about the suitability of a business relationship. Notes or reports, however, can include confidential information disclosed by the other party and so generally should be retained only long enough to complete the evaluation of the potential business relationship, subject to OMNIVISION Group's Document Retention Policy. They should be treated just as any other disclosure of confidential information is treated: marked as confidential and distributed only to those Company employees with a need to know.

(iv) **Competitive Information.** You should never attempt to obtain a competitor's confidential information by improper means, and you should especially never contact a competitor regarding their confidential information. OMNIVISION Group will not utilize any information obtained by improper means, and reserves the right to take action against any employee who obtains, discloses, or otherwise utilizes such information while employed by OMNIVISION Group. While OMNIVISION Group may, and does, employ former employees of competitors, we recognize and respect the obligations of those employees not to use or disclose the confidential information of their former

employers, and require that each of our employees honor such obligations in full.

E. Selecting Suppliers

OMNIVISION Group's suppliers make significant contributions to our success. To create an environment where our suppliers have an incentive to work with OMNIVISION Group, they must be confident that they will be treated lawfully and in an ethical manner. OMNIVISION Group's policy is to purchase supplies based on need, quality, service, price and terms and conditions. OMNIVISION Group's policy is to select significant suppliers or enter into significant supplier agreements through a competitive bid process where possible. Under no circumstances should any Company employee, agent or contractor attempt to coerce suppliers in any way. The confidential information of a supplier is entitled to the same protection as that of any other third party and must not be received before an appropriate nondisclosure agreement has been signed. A supplier's performance should never be discussed with anyone outside OMNIVISION Group. A supplier to OMNIVISION Group is generally free to sell its products or services to any other party, including competitors of OMNIVISION Group. In some cases where the products or services have been designed, fabricated, or developed to OMNIVISION Group's specifications the agreement between the parties may contain restrictions on sales.

F. Government Relations

It is OMNIVISION Group's policy to comply fully with all applicable laws and regulations governing contact and dealings with government employees and public officials, and to adhere to high ethical, moral and legal standards of business conduct. This policy includes strict compliance with all local, national, regional, international and other applicable laws, rules and regulations. If you have any questions concerning government relations you should contact the Legal Department.

G. Lobbying

Employees, agents or contractors whose work requires lobbying communication with any member or employee of a legislative body or with any government official or employee in the formulation of legislation must have prior written approval of such activity from OMNIVISION Group's Chief Financial Officer. Activity covered by this policy includes meetings with legislators or members of their staffs or with senior executive branch officials. Preparation, research, and other background activities that are done in support of lobbying

communication are also covered by this policy even if the communication ultimately is not made.

H. Government Contracts

It is OMNIVISION Group's policy to comply fully with all applicable laws and regulations that apply to government contracting. It is also necessary to strictly adhere to all terms and conditions of any contract with local, national, foreign or other applicable governments. The Legal Department must review and approve all contracts with any government entity.

I. Free and Fair Competition

Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. OMNIVISION Group is committed to obeying both the letter and spirit of these laws.

These laws often regulate OMNIVISION Group's relationships with its distributors, resellers, sales representatives, and customers. Competition laws generally address the following areas: pricing practices (including price discrimination), discounting, terms of sale, credit terms, promotional allowances, secret rebates, exclusive dealerships or distributorships, product bundling, restrictions on carrying competing products, termination, and many other practices.

Competition laws also govern, usually quite strictly, relationships between OMNIVISION Group and its competitors. As a general rule, contacts with competitors should be limited and should always avoid subjects such as prices or other terms and conditions of sale, customers, and suppliers. Employees, agents or contractors of OMNIVISION Group may not knowingly make false or misleading statements regarding its competitors or the products of its competitors, customers or suppliers. Participating with competitors in a trade association or in a standards creation body is acceptable when the association has been properly established, has a legitimate purpose, and has limited its activities to that purpose.

No employee, agent or contractor shall at any time or under any circumstances enter into an agreement or understanding, written or oral, express or implied, with any competitor concerning prices, discounts, other terms or conditions of sale, profits or profit margins, costs, allocation of product or geographic markets, allocation of customers, limitations on production, boycotts of customers or suppliers, or bids or the intent to bid or even discuss or exchange information

on these subjects. In some cases, legitimate joint ventures with competitors may permit exceptions to these rules as may bona fide purchases from or sales to competitors on non-competitive products, but the Legal Department must review all such proposed ventures in advance. These prohibitions are absolute and strict observance is required. Collusion among competitors is illegal, and the consequences of a violation are severe.

Although the spirit of these laws, known as "antitrust," "competition," or "consumer protection" or unfair competition laws, is straightforward, their application to particular situations can be quite complex. To ensure that OMNIVISION Group complies fully with these laws, each of us should have a basic knowledge of them and should involve our Legal Department early on when questionable situations arise.

J. Industrial Espionage

It is OMNIVISION Group's policy to lawfully compete in the marketplace. This commitment to fairness includes respecting the rights of our competitors and abiding by all applicable laws in the course of competing. The purpose of this policy is to maintain OMNIVISION Group's reputation as a lawful competitor and to help ensure the integrity of the competitive marketplace. OMNIVISION Group expects its competitors to respect our rights to compete lawfully in the marketplace, and we must respect their rights equally. Company employees, agents and contractors may not steal or unlawfully use the information, material, products, intellectual property, or proprietary or confidential information of anyone including suppliers, customers, business partners or competitors.

V. WAIVERS

Any waiver of any provision of this Code of Business Conduct and Ethics for a member of the Board of Directors or an executive officer must be approved in writing by the Board of Directors and promptly disclosed. Any waiver of any provision of this Code of Business Conduct and Ethics with respect to any other employee, agent or contractor must be approved in writing by the Legal Department.

VI. PROCEDURE FOR REPORTING AND INVESTIGATING COMPLAINTS.

At OMNIVISION Group, we are committed to conducting business with fairness, integrity and respect for the law and our values. OMNIVISION Group promotes an open culture of trust and honest communication where violations of the Code of Business Conduct and Ethics are not tolerated.

OMNIVISION Group will take reported violations of the Code seriously and investigate accordingly. Appropriate action will be taken if a violation is confirmed, which could include disciplinary measures (up to and including termination of employment) and improvement measures to prevent recurrence.

The Audit and Related Party Transaction Control Committee is responsible for overseeing the business conduct and ethics of OMNIVISION Group. If you are aware that anyone has engaged in conduct that may violate this Code of Business Conduct and Ethics you should make a complaint to the committee. After a complaint is made to the committee, the committee will either appoint an investigator from a pool of trained OMNIVISION Group's employees (often in the Legal Department, the Audit Department or the Human Resources Department) or appoint an external investigator. The selected investigator will have the necessary expertise and training and be free of conflict of interest regarding the complaint. The investigator will conduct a thorough and objective investigation of any complaint and appropriate disciplinary action will be taken against anyone found to have violated this Code of Business Conduct and Ethics. OMNIVISION Group will endeavor to protect the privacy and confidentiality of all parties involved to the extent possible consistent with a thorough investigation.

Any person who makes a complaint or who assists or participates in any manner in any investigation is protected from retaliation. If a report of retaliation is substantiated, appropriate disciplinary action will be taken, up to and including termination.

VII. DISCIPLINARY ACTIONS

The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to OMNIVISION Group, its stockholders and its business partners, and are essential to OMNIVISION Group's ability to conduct its business in accordance with its stated values. We expect all of our employees, agents, contractors and consultants to adhere to these rules in carrying out their duties for OMNIVISION Group.

OMNIVISION Group will take appropriate action against any employee, agent, contractor or consultant whose actions are found to violate these policies or any other policies of OMNIVISION Group. Disciplinary actions may include immediate termination of employment or business relationship at OMNIVISION Group's sole discretion. Where OMNIVISION Group has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, OMNIVISION Group will cooperate fully with the appropriate authorities. You should review OMNIVISION Group's policies and procedures at its Human Resources Department for more detailed information.