

# MACOM TECHNOLOGY SOLUTIONS HOLDINGS, INC.

## CODE OF BUSINESS CONDUCT AND ETHICS

Adopted by the Board of Directors  
on April 20, 2011

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### Introduction

This Code of Business Conduct and Ethics covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide all employees of MACOM Technology Solutions Holdings, Inc. and its subsidiaries (collectively, the “Company”). All employees must conduct themselves accordingly and seek to avoid even the appearance of improper behavior. While for convenience this Code refers to persons covered by it as “employees,” the Code also applies to Company officers and directors.

If a law conflicts with a policy in this Code, you must comply with the law. If you have any questions about these conflicts, you should ask your supervisor how to handle the situation.

Those who violate the standards in this Code will be subject to disciplinary action, up to and including termination of employment. *If you are in a situation that you believe may violate or lead to a violation of this Code, follow the guidelines described in Section 16 of this Code.*

### 1. Compliance with Laws, Rules and Regulations

Obeying the law, both in letter and in spirit, is the foundation on which this Company’s ethical standards are built. All employees must respect and obey the laws of the cities, states and countries in which we operate. Although not all employees are expected to know the details of these laws, it is important to know enough to determine when to seek advice from supervisors, managers or other appropriate personnel. If you are uncertain about applicable law, ask your supervisor or the Company’s Legal Department.

### 2. Conflicts of Interest

A “conflict of interest” exists when a person’s private interest interferes in any way with the interests of the Company. A conflict situation can arise when an employee, officer or director takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest may also arise when an employee, officer or director, or members of his or her family, receives improper personal benefits as a result of his or her position in the Company. Loans to, or guarantees of obligations of, employees and their family members may create conflicts of interest.

An actual or apparent conflict of interest may also arise where a Company employee works simultaneously for a competitor, customer or supplier, whether as an employee, consultant or board member. The best policy is to avoid any direct or indirect business connection with Company customers, suppliers or competitors, except when acting on the Company's behalf. Conflicts of interest are prohibited as a matter of Company policy, except where disclosed to and approved by the Company's Legal Department (in the case of a non-officer employee) or the Board of Directors or one of its committees (in the case of an officer or director). Conflicts of interest may not always be clear-cut, so if you have a question, you should consult with higher levels of management or the Company's Legal Department. Any employee, officer or director who becomes aware of a conflict or potential conflict should bring it to the attention of a supervisor, manager or other appropriate personnel or consult the procedures described in Section 16 of this Code.

***Examples of potential conflicts of interest and how to deal with them appropriately:***

- **Potential Conflict:** You are interested in starting an outside business based on a product you developed on your own time.

**Appropriate Handling:** This new business could raise a conflict of interest if, for example, it keeps you from properly performing your job at the Company, if the product competes with a Company product, or if the product relates to the Company's current or planned business. Before proceeding you should inform the Company's Legal Department of your plans and clear any conflicts that they may raise.

- **Potential Conflict:** A Company vendor offers you a valuable gift, such as a set of golf clubs.

**Appropriate Handling:** Whether or not this gift would influence the level of purchases the Company would make from the vendor in the future, the gift raises the potential appearance of impropriety. Decline the offer, noting that Company policy prohibits such gifts.

### **3. Insider Trading**

Employees who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of Company business. All non-public information about the Company should be considered confidential information. To use non-public information for personal financial benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. In order to assist with compliance with laws against insider trading, the Company has adopted or will adopt a specific policy governing employees' trading in securities of the Company, to be made available to all employees. If you have any questions, please consult the Company's Legal Department.

#### **4. Corporate Opportunities**

Employees, officers and directors are prohibited from taking for themselves personally opportunities that are discovered through the use of corporate property, information or position without the consent of the Board of Directors. No employee may use corporate property, information, or position for improper personal gain, and no employee may compete with the Company directly or indirectly. Employees, officers and directors owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

#### **5. Competition and Fair Dealing**

The Company seeks to outperform the competition fairly and honestly, in compliance with all applicable antitrust laws. Stealing proprietary information, possessing trade secret information that was obtained without the owner's consent or inducing such disclosures by past or present employees of other companies is prohibited. Each employee should endeavor to respect the rights of and deal fairly with the Company's customers, suppliers, competitors and employees. No employee should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair-dealing practice.

The purpose of business entertainment and gifts in a commercial setting is to create good will and sound working relationships, not to gain unfair advantage with customers. No gift or entertainment should ever be offered, given, provided or accepted by any Company employee, family member of an employee or agent unless it: (1) is not a cash gift, (2) is consistent with customary business practices, (3) is not excessive in value, (4) cannot be construed as a bribe or payoff and (5) does not violate any laws or regulations. Please discuss with your supervisor any gifts or proposed gifts which you are not certain are appropriate.

#### **6. Discrimination and Harassment**

The diversity of the Company's employees is a tremendous asset. We are firmly committed to providing equal opportunity in all aspects of employment and will not tolerate discrimination or harassment of any kind. Examples include derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Employees are encouraged to consult the Company's employee handbook, available on the Company intranet, for more detailed information on these topics.

#### **7. Health and Safety**

The Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following safety and health rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Violence and threatening behavior are not permitted. Employees should report to work in suitable condition to perform their duties, free from the influence of illegal drugs or alcohol. The use of illegal drugs in the workplace will not be tolerated.

## **8. Record-Keeping**

The Company requires honest and accurate recording and reporting of information in order to make responsible business decisions. For example, only the true and actual number of hours worked should be reported.

Any business expense accounts in use must be documented and recorded accurately. If you are not sure whether a certain expense is legitimate, ask your supervisor or your controller.

All of the Company's books, records, accounts and financial statements must be maintained in reasonable detail, must appropriately reflect the Company's transactions and must conform both to applicable legal requirements and to the Company's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless permitted by applicable law or regulation.

Business records and communications often become public, and we should avoid exaggeration, derogatory remarks, guesswork, or inappropriate characterizations of people and companies that can be misunderstood. This applies equally to e-mail, internal memos, and formal reports. Records should always be retained or destroyed according to the Company's policies and applicable law, including any "litigation holds" or document preservation memoranda issued by the Company's Legal Department.

## **9. Confidentiality**

Employees must maintain the confidentiality of confidential information entrusted to them by the Company or third parties under a non-disclosure agreement, except when disclosure is authorized by the Legal Department or required by laws or regulations. Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. It also includes information that suppliers and customers have entrusted to us. The obligation to preserve confidential information continues even after employment ends.

## **10. Protection and Proper Use of Company Assets**

All employees should endeavor to protect the Company's assets and ensure their efficient use. Theft, carelessness, and waste have a direct impact on the Company's profitability. Any suspected incident of fraud or theft should be immediately reported for investigation. Company equipment should not be used for non-Company business, though incidental personal use may be permitted.

The obligation of employees to protect the Company's assets includes its proprietary information. Proprietary information includes intellectual property such as trade secrets, patents, trademarks, and copyrights, as well as business, marketing and service plans, engineering and manufacturing ideas, designs, databases, records, salary information and any unpublished financial data and reports. Unauthorized use or distribution of this information would violate Company policy. It could also be illegal and result in civil or even criminal penalties.

## **11. Payments to Government Officials**

The U.S. Foreign Corrupt Practices Act prohibits giving anything of value, directly or indirectly, to officials of foreign governments or foreign political candidates in order to obtain or retain business. It is strictly prohibited to make illegal payments to government officials of any country.

In addition, the U.S. government has a number of laws and regulations regarding business gratuities which may be accepted by U.S. government personnel. The promise, offer or delivery to an official or employee of the U.S. government of a gift, favor or other gratuity in violation of these rules would not only violate Company policy but could also be a criminal offense. State and local governments, as well as foreign governments, may have similar rules. The Company's Legal Department can provide guidance to you in this area.

## **12. Responsibilities of Senior Financial Management**

In addition to the other provisions of this Code, the Company's Chief Executive Officer, Chief Financial Officer, Controller, Principal Accounting Officer and other employees performing similar functions (the "Senior Financial Management") have particular obligations to promote honest and ethical conduct and to deter wrongdoing.

Any person who has information concerning any violation of any provision of this Section 12 by any member of the Senior Financial Management shall promptly report such information to the attention of the General Counsel of the Company. If the General Counsel determines that a conflict of interest may prohibit the General Counsel from handling the matter, he or she will refer the matter to the Audit Committee of the Board of Directors for resolution. Violations of this Code may subject the employee to appropriate actions, such as censure, suspension or termination. Such actions shall be reasonably designed to deter wrongdoing and to promote accountability for adherence to this Code. The Audit Committee of the Board of Directors shall consider any request for a waiver of this Code and any amendments to this Code and all such waivers or amendments shall be disclosed promptly as required by law or SEC regulation.

All members of the Senior Financial Management shall:

- Act honestly and ethically in the performance of their duties at the Company.
- Avoid actual or apparent conflicts of interest between personal and professional relationships.
- Provide full, fair, accurate, timely and understandable disclosure in reports and documents that the Company files with, or submits to, the SEC or any other state, local, federal or foreign governmental entity, and in other public communications by the Company.
- Comply with rules and regulations of federal, state and local governments and other private and public regulatory agencies that affect the conduct of the Company's business and the Company's financial reporting.

- Act in good faith, responsibly, with due care, competence and diligence, without misrepresenting material facts or allowing the member's independent judgment to be subordinated.
- Respect the confidentiality of information acquired in the course of work, except when authorized or legally obligated to disclose such information.
- Share knowledge and maintain skills relevant to carrying out the member's duties within the Company.
- Proactively promote ethical behavior as a responsible partner among peers and colleagues in the work environment and community.
- Achieve responsible use of and control over all assets and resources of the Company entrusted to the member.
- Promptly bring to the attention of the General Counsel and the Audit Committee any information concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal controls.

### **13. Waivers of the Code of Business Conduct and Ethics**

Any waiver of this Code for executive officers, directors or members of the Senior Financial Management (as defined above) may be made only by the Board or a Board committee and will be promptly disclosed as required by law or stock exchange regulation. Any waivers of this Code for persons other than those specified above may be made by the Company's Chief Executive Officer, the Board or a Board committee.

### **14. Reporting any Illegal or Unethical Behavior**

Employees are encouraged to talk to supervisors, managers or other appropriate personnel about observed illegal or unethical behavior and when in doubt about the best course of action in a particular situation. The Company urges anyone reporting such behavior to do so with care, specificity and enough detail to allow for an effective investigation to be performed. It is the policy of the Company not to allow retaliation for reports of misconduct by others made in good faith by employees. Employees are expected to cooperate in internal investigations of misconduct.

### **15. Complaint Procedures for Financial, Accounting and Audit Matters**

Any employee who has complaints or concerns about the Company's accounting, internal accounting controls or auditing matters, or who becomes aware of questionable accounting or auditing matters, is obligated to report such matters to the Audit Committee of the Company by any or all of the following methods:

- Reporting the matter to their supervisor;
- Reporting the matter to the General Counsel or the Company's Legal Department;
- Contacting the Audit Committee directly; or
- Following the "Whistleblower Procedures" set forth on the Company's intranet.

In order to facilitate a complete investigation, employees should be prepared to provide as many details as possible, including a description of the questionable practice or behavior, the names of any persons involved, the names of possible witnesses, dates, times, places, and any other available details. The Company encourages all employees with complaints or concerns to come forward with information and prohibits retaliation against employees raising concerns. Nonetheless, if an employee feels more comfortable doing so, reports may be made confidentially and/or anonymously in the manner described above.

Supervisors and managers who become aware of any questionable accounting or auditing matters, or who receive complaints or concerns from other employees, must immediately report them directly to the Audit Committee in accordance with this policy. Supervisors and managers who receive complaints of questionable accounting or auditing matters must consult with the Audit Committee before undertaking an investigation or other action. The Audit Committee has final responsibility and authority for the investigation and handling of any concerns or complaints relating to accounting and auditing practices. Any supervisor or manager who fails to report allegations of questionable accounting or auditing practices in accordance with this policy or who otherwise fails to deal properly with such allegations may be subject to discipline depending on the facts and circumstances.

### ***Investigation and Response***

The Audit Committee will oversee the receipt and handling of allegations of questionable accounting or auditing matters, including directing an appropriate investigation and response. Based on its investigation, the Audit Committee will direct the Company to take prompt and appropriate corrective action in response to the complaint or concern if necessary to ensure compliance with legal and ethical requirements relating to financial, accounting and audit matters of the Company. If the Audit Committee determines that a particular complaint or concern is not covered by this policy, it will refer the complaint or concern to the General Counsel of the Company for appropriate handling and response.

### ***Confidentiality and Non-retaliation***

Reports of questionable accounting or audit practices will be kept confidential to the extent possible consistent with the Audit Committee's obligation to investigate and correct unlawful or unethical accounting or audit practices. In order to ensure confidentiality, an employee may elect to make a complaint anonymously.

The Company will not retaliate or take any form of reprisal against any person who makes a report pursuant to this policy or who participates in an investigation regarding a violation of the applicable securities laws, rules or regulations, or any provision of other laws

regarding fraud against shareholders. Any such retaliation or reprisal by a Company employee is forbidden. Any employee who retaliates against another employee or a witness as described above will be subject to discipline, up to and including discharge. Employees who believe they have been subject to retaliation because they have made a report or participated in an investigation should report such suspected retaliation to the Audit Committee in the same manner as described above for the reporting of questionable practices.

Questions about this policy should be directed to the Company's General Counsel.

## **16. Compliance Procedures**

We must all work to ensure prompt and consistent action against violations of this Code. However, in some situations it is difficult to know if a violation has occurred. Since no one can anticipate every situation that will arise, it is important that we have a way to approach new questions or problems as they arise. These are the steps to keep in mind:

- Make sure you have all the facts. In order to reach the right solutions, we must be as fully informed as possible.
- Ask yourself: What specifically am I being asked to do? Does it seem unethical or improper? This will enable you to focus on the specific question you are faced with, and the alternatives you have. Use your judgment and common sense; if something seems unethical or improper, it probably is.
- Clarify your responsibility and role. In most situations, there is shared responsibility. Are your colleagues informed? It may help to get others involved and discuss the problem.
- Discuss the problem with your supervisor. This is the basic guidance for all situations. In many cases, your supervisor will be more knowledgeable about the question, and will appreciate being brought into the decision-making process. Remember that it is your supervisor's responsibility to help solve problems.
- Seek help from Company resources. In the rare case where it may not be appropriate to discuss an issue with your supervisor, or where you do not feel comfortable approaching your supervisor with your question, discuss it locally with your office manager or your Human Resources manager.
- You may report ethical violations in confidence and without fear of retaliation. If your situation requires that your identity be kept secret, your anonymity will be protected. The Company does not permit retaliation of any kind against employees for good faith reports of ethical violations.
- Always ask first, act later: If you are unsure of what to do in any situation, seek guidance before you act.

RECEIPT OF CODE OF BUSINESS CONDUCT AND ETHICS

I have received a copy of the MACOM Technology Solutions Holdings, Inc. Code of Business Conduct and Ethics and have read and understand its contents. I understand my obligation to comply with this code and with applicable laws, rules and regulations, as well as my obligation to report to appropriate personnel within the Company any and all suspected violations of this code or of any applicable laws, rules, or regulations. I understand that the Company expressly prohibits any employee from retaliating against any other employee for the good faith reporting of suspected violations of the code or of any applicable laws, rules or regulations.

Signature: \_\_\_\_\_

Printed Name: \_\_\_\_\_

Title: \_\_\_\_\_