



LITTELFUSE
CODE OF
CONDUCT



Expertise Applied | Answers Delivered

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A Message from Dave Heinzmann, President and Chief Executive Officer

Dear Associates:

For 90 years, integrity has been the foundation on which Littelfuse has built our reputation as the Global Leader in Circuit Protection, and we remain committed to maintaining the highest standards of conduct and business ethics. However, we understand that in today's business environment with the complexity of the worldwide laws and regulations governing our business operations, it is not always easy to know the right thing to do. The Littelfuse Code of Conduct establishes those ethical and legal standards to which we hold ourselves and each other accountable.

Please read the Code of Conduct, make sure you understand it, and do not hesitate to ask questions about it.

If you believe at any time that your conduct or that of another colleague could be viewed as a violation of the Littelfuse Code of Conduct, it is important that you immediately advise your supervisor, your local human resources representative or another Company manager. If you would feel more comfortable raising the concern anonymously, you are encouraged to call the Littelfuse Global Compliance and Ethics Helpline—*You will find detailed instructions on how to submit a complaint on pages 7-9 of this booklet.* The Helpline is toll-free anywhere in the world, is provided expressly for this purpose and is answered by professional call administrators 7 days a week, 24 hours a day. Interpreters are available to assist with language translations. You may also contact the Littelfuse General Counsel or the Corporate Human Resources Department.

We expect our Code of Conduct to be followed by our associates in all activities conducted on behalf of or concerning Littelfuse. We have a zero tolerance policy for ethical violations; our dedication to a principled workplace, where we respect one another, our customers, investors and business partners is critical to our continued success.

We are very proud of our reputation as a global company that maintains the highest ethical standards, and with your help we look forward to continuing this tradition in the years ahead.

Sincerely,

A handwritten signature in black ink, appearing to read "Dave Heinzmann". The signature is fluid and cursive, with a long horizontal stroke extending to the right.

Dave Heinzmann



LITTELFUSE CODE OF CONDUCT

INTRODUCTION

Littelfuse, Inc. (the “Company”) is committed to conducting its business with integrity, providing quality products and services to its customers and suppliers, and serving the mutual interests of its associates, shareholders, and the communities in which the Company does business. This Code of Conduct (the “Code”) does not include all possible situations, issues, or ethical dilemmas that you may encounter, but is intended as a guide to the Company’s core ethics and standards and as an overview of areas where problems may arise. If you have any questions about the Code, its content, or its application, please contact a supervisor, the Human Resources Department, the General Counsel, or the Littelfuse Global Compliance and Ethics Helpline.

Because Littelfuse does business all over the world, our operations are subject to the laws of many different countries, governments and agencies. Each of us is responsible for knowing and following the laws that apply where we work. If you have any questions about the prevailing laws that apply to your activities, you should always contact the General Counsel.

We are all responsible for the Company’s reputation. The Company expects all of its directors, officers, and associates to conduct business applying accepted professional standards of conduct, strictly observing all laws and following only the highest business and ethical practices in any area of the world in which the Company conducts business. We expect similar conduct from our suppliers, consultants and contract representatives. Major suppliers, representatives, and consultants should be furnished with a copy of this Code and encouraged to comply with its applicable provisions.

ACKNOWLEDGEMENT

Upon initial hire by the Company, and subsequently on an annual basis, you may be required to acknowledge that you have read and understand this Code as a condition of employment. This acknowledgement will require associates to confirm that they have complied with, and are not aware of, any violations of this Code.

AMENDMENTS

The Board of Directors reserves the right to amend any provisions of the Code.



LITTELFUSE CODE OF CONDUCT

CONDUCTING BUSINESS WITH INTEGRITY

BUSINESS CONDUCT

All directors, officers, and associates must respect the laws, customs, and traditions of each country in which we operate. If the laws in a country where the Company operates are more permissive than the Code, then directors, officers, and associates must follow the Code. You should be aware that U.S. regulations may apply even for business activities that are conducted outside the United States. For example, all of Littelfuse's worldwide operations are subject to U.S. Generally Accepted Accounting Principles (GAAP) for financial reporting and disclosure. It is important that you become familiar with the laws that apply to your responsibilities.

COMPANY FUNDS

Each director, officer, and associate is personally accountable for any Company funds that have been committed to him or her. Before any expense report, invoice, or other payment mechanism is approved, a sufficient review should be made to establish a good faith belief that the purchases and amounts are proper, that they accurately reflect the products sold or services rendered, and that they are in strict compliance with the purchase order or other agreement between the parties. No director, officer, or associate may use Company funds or assets for any unauthorized or unlawful purpose. In addition, no director, officer or associate may make any direct or indirect political contributions on the Company's behalf without the Chief Executive Officer's prior written consent.

COMPANY RECORDS

All directors, officers, and associates must maintain any and all Company records so that they accurately reflect the underlying transactions. Each director, officer and associate, as appropriate, must provide full, fair, accurate, timely and understandable information in all reports and documents required to be filed with, or submitted to, the United States Securities and Exchange Commission or any other governmental entity and in any other public communication made by the Company.



LITTELFUSE CODE OF CONDUCT



CONFLICTS OF INTEREST

All directors, officers, and associates must act with honesty and integrity, avoiding any situations that may involve an actual or perceived conflict between their personal interests and the Company's interest. Every director, officer and associate has a responsibility to avoid any activity or relationship that may interfere with, or appear to interfere with, their independent judgment and objectivity on the Company's behalf.

A "conflict of interest" occurs when an individual's private interest interferes in any way—or even appears to interfere—with the interests of the Company as a whole. A conflict situation can arise when a director, officer or associate takes actions or has interests that may make it difficult to perform his or her Company work objectively and effectively. Conflicts of interest also arise when a director, officer or associate, or a member of his or her family, receives improper personal benefits as a result of his or her position in the Company.

All directors, officers and associates owe a duty to the Company to advance Littelfuse's legitimate interests when the opportunity to do so arises. All opportunities that are discovered through the use of Littelfuse's property, information or position belong to Littelfuse, and not to any individual director, officer or associate.

EMPLOYMENT

The Company is committed to maintaining fair employment practices and to providing a safe and healthy work environment for our associates. This includes making all employment decisions on the basis of job qualifications and performance only, preventing any kind of discriminatory hiring decisions. This also includes providing a work environment that does not allow hostile behaviors, including harassment, derogatory comments based on racial or ethnic characteristics and unwelcome sexual advances. Finally, the Company strives to provide a safe and injury-free workplace. Ensuring a respectful and supportive work environment is part of everyone's job, regardless of position.

FAIR COMPETITION

The Company strongly supports principles of fair competition and is committed to compliance with trade and antitrust laws everywhere we do business. Any kind of agreement with competitors or customers to control or fix prices or to boycott customers or suppliers is prohibited. Any arrangement with competitors to allocate territories, markets, or products, or to control the flow of products, is prohibited. No director, officer or associate may use any illegal or unethical method to gather competitive information, including obtaining proprietary information through illegal means or inducing disclosures of past or present associates of other companies.



LITTELFUSE CODE OF CONDUCT

FOREIGN SALES

All directors, officers, and associates will follow the export control regulations of the United States and other countries where we do business. These regulations may prohibit certain shipments and can change frequently. Anyone involved with such shipments must maintain a current understanding of the regulations and consult the General Counsel with any doubts or concerns, since penalties can be severe.

GIFTS AND GRATUITIES

Business gifts, favors, and entertainment can interfere with the conduct of a sound and objective business relationship, and therefore need to be approached with caution. The circumstances under which a gift is given may dictate whether it is permissible. Directors, officers and associates of the Company may pay for meals and refreshments for others in connection with business discussions, and also may provide reasonable entertainment and modest hospitality. Similar meals, entertainment, and hospitality may be accepted. In some instances, business gifts that are neither lavish nor extravagant may be appropriate to the situation. All such expenditures must be authorized and documented in accordance with the Company's policies.

The laws of the countries in which we operate may sometimes have differing standards or practices relating to payments to government officials. Even though it may be local practice or custom to allow certain payments, it is

the Company's policy to prohibit unauthorized payments to anyone, anywhere in the world, for any reason. Under no circumstances may an expenditure or payment be made which could reasonably be construed as an improper inducement to the recipient to corruptly perform some governmental or business act for the benefit of the Company. The Company strictly prohibits offering, giving, requesting, or receiving any form of bribe or kickback or using one's position in the Company to do so.

INSIDER TRADING

No director, officer, or associate may buy or sell any Company securities or securities of another company with which the Company does business when he or she has material, non-public information about the Company or such other company. Disclosing such information to anyone, other than in accordance with the Company's Insider Trading Policy, is also prohibited. The Company has specific policies regarding trading in the Company's securities and imposes "blackout periods" for certain directors, officers and associates when trading is prohibited. All directors, officers and associates are expected to be aware of and comply with the Company Insider Trading Policy.

INVESTOR RELATIONS

Member of the investing community (a term which includes stockholders, securities analysts, creditors and others), depend on us for providing reliable information about our business operations, performance and outlook. It is essential that we not provide "special" or favored treatment to some. Littelfuse's policies require that we provide all members of the public equal access to material information.

Material information includes all information that a reasonable investor would consider important in deciding whether to buy, sell, or hold Littelfuse stock. Information that is likely to affect the trading price of our stock is almost always material. The only Littelfuse personnel authorized to communicate with the investment community are the Chief Executive Officer, the Chief Financial Officer and the General Counsel. All other officers and associates must avoid discussions with the investment community except when participating with the above authorized individuals. If any associate other than the Chief Executive Officer, Chief Financial Officer or General Counsel is contacted by a member of the investment community, he or she should refuse comment and report the contact to the Chief Financial Officer.

PROPRIETARY AND CONFIDENTIAL INFORMATION

No director, officer or associate may disclose proprietary or confidential information of the Company or of suppliers and customers, including, but not limited to, associate data, pricing, inventions, financial data, trade secrets and know-how, acquisition and divestiture opportunities, marketing and sales programs, research and development information, and customer and supplier information, to anyone within or outside the Company unless the recipient will generally need this information to carry out his or her assigned responsibilities as an associate of the Company, or as an outsider who has been properly authorized by management to receive such information. The obligation not to disclose the Company's confidential and proprietary information continues after employment with or service to the Company terminates.

PROTECTION AND PROPER USE OF COMPANY PROPERTY

All directors, officers, and associates have a responsibility to protect the Company's property from loss, damage, misuse, waste, or theft. Company property should be properly maintained and only used for business purposes and other purposes approved in advance by management. Company property may never be used for illegal or unauthorized purposes. Similarly, it may never be used for personal benefit. This includes Company-issued credit cards and computer software.

REPORTING AND ENFORCEMENT

Any violations or concerns about this Code should be promptly reported to any supervisor, the Human Resources Department, any officer of the Company, the General Counsel, the Chairman of the Audit Committee of the Board of Directors, or the Littelfuse Global Compliance and Ethics Helpline. Adherence to this Code is a condition of continued employment. Violations of this Code may subject a person to disciplinary action ranging from a reprimand to dismissal and possible criminal prosecution.

As directors, officers, and associates, we must all do our part to maintain a workplace with integrity. Although not all situations can be foreseen, you should always speak up if you are unsure about a situation and need advice, if you truly believe someone is doing or about to do something that would violate the law or the Code, or if you believe you may have been involved in misconduct.

You may always call the Littelfuse Global Compliance and Ethics Helpline. Phone numbers for the Helpline are posted in Company facilities and on the Company's intranet, and can also be obtained from your local Human Resources department. Any retaliation against any director, officer, or associate who reports any suspected misconduct in good faith is strictly prohibited.

WAIVERS

The Chief Executive Officer of the Company may grant waivers of any of the provisions of this Code, if he deems such a waiver to be appropriate under the circumstances; provided, however, that any waiver of this Code for any director or executive officer of the Company must be approved by the Board of Directors.



LITTELFUSE CODE OF CONDUCT

HOW TO SUBMIT A COMPLAINT

LITTELFUSE WHISTLEBLOWER PROCEDURES AND HELPLINE

The Company's management and Board of Directors wish to ensure that every reasonable effort is made to assure the Company maintains the highest standards of conduct. As part of this effort, the Audit Committee of the Board of Directors has adopted the following procedures for associates and other interested parties to submit complaints or concerns (a "Complaint") regarding the accuracy of the Company's financial statements, press releases or other public disclosures, accounting, internal accounting controls or auditing matters or to report perceived violations of the Company's Code of Conduct. To facilitate what are known as Whistleblower Complaints, the Company has appointed the Chief Legal Officer as the Complaint Supervisor. To assure an independent assessment of any Complaints that might directly or indirectly involve management, the Audit Committee will automatically be informed of all Complaints and will have the ultimate authority in addressing them. The details of how a Complaint can be made and how it will be handled is set forth below.

If you have any questions about any of the following procedures, please feel free to contact the Chief Legal Officer at (773) 628-0880.

A. How to Submit a Complaint

There are five ways to submit a Complaint.

- 1. Letter**—Mail a description of the Complaint to the following address:
Chief Legal Officer
Littelfuse, Inc.
8755 W. Higgins Road
Suite 500
Chicago, Illinois 60631
- 2. E-Mail**—Send the Complaint to the following E-mail address: Helpline@Littelfuse.com
- 3. Website**—Report a concern by entering the web address <https://littelfusehelpline.alertline.com>.

4. **Telephone**—Call the Littelfuse Global Compliance and Ethics Helpline to speak with a professional call administrator to describe the Complaint. The number to dial from the United States is 1-800-803-4135. A complete list of the Global Compliance and Ethics Helpline phone numbers are listed on Helpline posters and can be obtained from your local HR.
5. **In Person**—Report the Complaint in person to your supervisor.

B. Receipt and Retention of Submissions

1. The Complaint Supervisor or an individual designated by the Complaint Supervisor will monitor the above-mentioned incoming mail, e-mail address and incoming calls on a regular basis and review all submissions.
2. Complaints submitted by phone or in person will be summarized by the Complaint Supervisor and retained along with all written submissions in confidential files. Access to these files shall be restricted to the Complaint Supervisor and any individuals designated to monitor the incoming Complaints, the Audit Committee and members of management specifically provided access by the Audit Committee. Information pertaining to Complaints will be retained for a minimum of seven (7) years from date of receipt.

C. Treatment of and Response to Submissions

1. The Complaint Supervisor will review all submissions and submit a report summarizing them to the Audit Committee in executive session no less than quarterly. The Complaint Supervisor will have the authority, in his or her discretion, to bring immediately any Complaint to the attention of the Chairman of the Audit Committee. The Audit Committee will determine how to address all matters raised in a Complaint and may delegate the task to an appropriate member of management (so long as that member of management has no involvement with the issue raised) or take any other action it deems appropriate including retaining outside counsel or other advisors.
2. The Complaint Supervisor is the designated contact person for anyone wishing to follow up on their submission. If, after discussion with the Complaint Supervisor, the person submitting the Complaint does not believe that appropriate action is being taken, he or she may report the matter directly to any member of the Audit Committee.
3. Receipt of all Complaints will be acknowledged promptly orally or in writing unless they are anonymous or the Complaint specifically requests otherwise. The Complaint Supervisor will maintain a record of these acknowledgements, including their date and any other actions taken. Such records will be maintained in the confidential Complaint files.

D. General Questions That You May Have

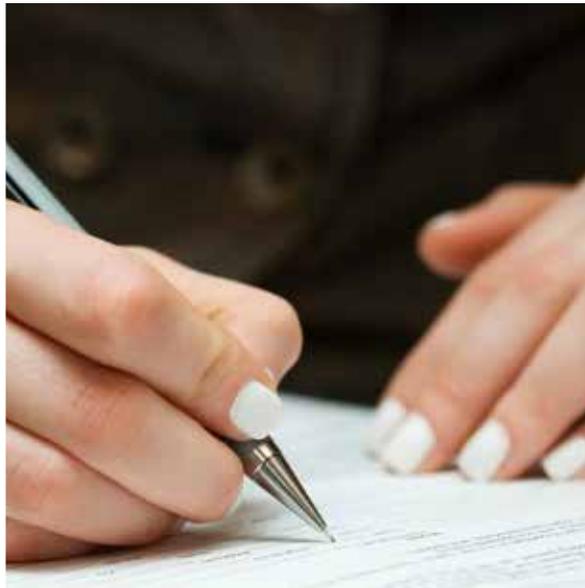
1. ***Can I submit my Complaints anonymously?*** The Company understands that you may be concerned about confidentiality. The Company prefers that Complaints identify the person submitting them. Identification facilitates follow up and helps avoid abuse of the process by someone seeking to harm or embarrass a person who may be entirely innocent of any wrongdoing. However, if you feel it necessary, anonymous submissions will be accepted and will not be traced.
2. ***Will the Complaints be kept confidential?*** Confidentiality in the Complaint process is a priority. All Complaints will be treated confidentially. If you give your name, please be aware that the Complaint Supervisor may need to contact you for additional information. In doing so, the Complaint Supervisor will use his or her best efforts to keep everything to do with a Complaint confidential. However, appropriate members of management may need to become involved and there may be situations where confidentiality cannot be maintained due to legal requirements or instructions of the Audit Committee.
3. ***Who will monitor and review Complaints?*** A record of all Complaints will be kept by the Complaint Supervisor who will review and report all material Complaints to the Audit Committee. All Complaints will be given serious consideration.
4. ***Will anyone respond to my Complaint?*** If you provide your name, the Complaint Supervisor will contact you promptly to let you know that your Complaint was received. If you give your name but do not wish to be contacted, simply indicate that fact in your Complaint.

5. ***How do I follow up on my Complaint?*** Anyone who wishes to follow up on a Complaint may contact the Complaint Supervisor. If, after a follow up discussion with the Complaint Supervisor you do not believe appropriate action is being taken, you may report the matter directly to any member of the Audit Committee.

6. ***How can I be sure there will be no retaliation?*** The Company will not take any adverse action against anyone as a result of their good faith complaint, report or concern pursuant to these procedures and will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based on any lawful actions taken by the employee with respect to good faith reporting of complaints, concerns or other matters regarding the Company or otherwise as specified in Section 806 of the Sarbanes-Oxley Act of 2002. Retaliation by Company employees against anyone who honestly reports a concern about possible violations, including illegal or unethical conduct, will not be tolerated and will be cause for disciplinary action, up to and including termination of employment. Any employee may report retaliation by using the Complaint procedure described above. Similarly, the submission of unfounded allegations, particularly where they may harm the reputation of an employee, is itself a serious offense which will not be tolerated and will be cause for disciplinary action, up to and including termination of employment.



LITTELFUSE CODE OF CONDUCT



ACKNOWLEDGEMENT FORM

Please Read Carefully Before Signing

I acknowledge that I have received a copy of Littelfuse's Code of Conduct, Revision 1 (Jan '09). I have read carefully and understand the Code of Conduct and I agree to abide by all of this Code of Conduct as a condition of my employment and continued employment at Littelfuse. I understand that if I have questions at any time concerning Littelfuse's Code of Conduct I will consult with my immediate supervisor, my local human resources representative, the general manager of my unit, or any other member of senior management. If I am more comfortable speaking with someone outside my business unit, I may send an E-mail to, or call the Littelfuse Global Compliance and Ethics Helpline, provided for this purpose, which is accessible 7 days a week and 24 hours a day from anywhere in the world. I may also contact Littelfuse's Corporate Human Resources Department at (773) 628-1000 or the General Counsel at (773) 628-0880.

First and Last Name *(Please print)*:

Signature:

Date:

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