



## Code of Business Conduct and Ethics

(adopted March 1, 2011)

This Code of Business Conduct and Ethics explains the general principles to be followed by everyone who works for Rambus or serves on our Board of Directors in carrying out their responsibilities for Rambus.

**We Conduct Our Business With Uncompromising Integrity.** Ethical business conduct is critical to our success. All of Rambus' business activities, including relationships with our stockholders, employees, consultants, customers, suppliers and other business partners, competitors, the government and the public, must be conducted in an honest and ethical manner, and in compliance with all applicable laws and Rambus policies and procedures.

Your conduct must follow the language and spirit of this Code and seek to avoid even the appearance of improper behavior. You must not do anything – directly or indirectly – to seek to achieve objectives that are unethical, illegal or prohibited by this Code. Always ensure you understand the consequences of your behavior. Even actions taken with no wrongdoing in mind may result in negative consequences for Rambus and for the individuals involved.

Many of the practices outlined here reflect legal requirements. Violations of laws and regulations can lead to substantial penalties, including possible fines, imprisonment, civil liability and damages, for you, Rambus, our directors and officers, and other employees. If you violate the law, this Code or other Rambus policies and procedures, you will be subject to discipline by Rambus up to and including termination of employment or service with the company.

This Code is only a summary of certain key policies and procedures, and is not intended to be a comprehensive rulebook or to address every situation you may face. If you are faced with a difficult decision that is not addressed in this Code, ask yourself the following questions:

- Is it honest and fair?
- Is it legal?
- Is it in the best interests of Rambus?
- Would I feel comfortable if my actions were published on the front page of my local newspaper?

If your answer to any one of these questions is "no", don't do it. If you aren't sure about the answers to these questions, or have any doubts about whether the proposed decision is consistent with this Code, seek help by discussing the situation with your manager, your group's Human Resources representative or an attorney in the Legal Department.

**The Code Applies to All of Us, Everywhere.** Our Code applies to all directors, officers, employees and any individual contractors and consultants performing services for Rambus and its subsidiaries. These standards apply worldwide while working on our premises, at offsite locations where our business is being conducted, at Rambus-sponsored business and social events, or anywhere else where you are acting as a Rambus representative.

If you are a manager, you have a responsibility to lead and set a good example for our employees, encouraging open and honest communication, and taking action when ethical issues are brought to your attention. You must seek to ensure that those who report to you understand the Code, and support employees who, in good faith, raise questions or concerns. You are responsible for taking action to address conduct that violates the Code, and for seeking help from the General Counsel, the Vice President of Human Resources or their staffs if you have any questions or need assistance in handling a possible violation of the Code.

**Always Report Violations of the Code.** Part of your job and ethical responsibility is to help enforce this Code. Watch for potential violations and report them promptly, whether they occur inside Rambus or through external dealings with customers, suppliers or other persons, businesses or governments. If you believe a Rambus manager is asking you to do something that seems wrong, always report the matter. No one has authority to make you engage in behavior that violates the Code, and any attempt by a manager to do so is unacceptable.

The section below called "How to Report Potential Violations of the Code" explains the different ways you can report potential violations, including anonymously. We will not tolerate any threats or retaliation against any person who has in good faith reported a suspected violation of law, this Code or other Rambus policies, or against any person who assists in any investigation or process with respect to such a violation.

**You Must Comply with All Laws.** You must comply with all applicable laws, regulations and government agency or court orders. If you are located or conducting Rambus business outside of the US, you must comply with applicable local country laws and regulations, as well as US laws and regulations that apply to activities outside of the US, such as the Foreign Corrupt Practices Act, laws governing trading in US securities and US export laws.

Make sure you have sufficient knowledge of the legal requirements that apply to your duties so that you can recognize potential dangers and know when to seek advice from the Legal Department on what to do. Please read Rambus' policies and procedures, take all applicable required or voluntary Rambus trainings, and discuss any questions you have about legal requirements with your manager and the Legal Department. If you violate the law or a government agency or court order while conducting Rambus business, you may face criminal or civil liability and possible imprisonment, and will be subject to discipline by Rambus, up to and including termination of employment or service with the company. Such violations may also subject Rambus to criminal or civil liability, injure our reputation and lead to the loss of business. We may seek recovery of those losses against the individuals responsible.

No one has authority to direct another employee or any other person to violate any law on behalf of Rambus. An employee may not justify an illegal or unethical act by claiming that higher management ordered it.

**You Must Not Commit Fraud or Behave Unethically or Dishonestly.** Our Code prohibits fraud or dishonest acts of any kind, including embezzlement, forgery or alteration of documents, misappropriation of assets of Rambus or others (e.g. customers or suppliers), theft, misuse or conversion to personal use of cash, securities, supplies or other assets of Rambus, unauthorized handling or reporting of transactions, and falsification of records or financial statements.

**Our Public Disclosure and Accounting Practices Must be Above Reproach.** We have a responsibility to communicate effectively and accurately with our stockholders and potential investors so that they are provided with all information that is material to Rambus' business, financial condition and results of operations. Our public communications and our reports and documents filed with or submitted to the US Securities and Exchange Commission ("SEC") (or any other governmental agency throughout the world) must include full, fair, accurate, timely and understandable disclosure in every instance.

Rambus' responsibilities to its stockholders and others who transact business with the company require that all transactions be fully and accurately recorded in Rambus' books and records. False or misleading entries, unrecorded funds or assets, or payments without appropriate supporting documentation and approval are strictly prohibited and violate Rambus policy and the law. Additionally, all documentation supporting a transaction must fully and accurately describe the nature of the transaction and be processed in a timely fashion. These fundamental principles apply to literally every transaction we do – from the company's largest contracts to our employees' and contractors' smallest expense and time reports.

You must cooperate fully with and answer honestly all inquiries by the company's independent accountants and internal auditors. No one must ever take any action to fraudulently influence, coerce, manipulate or mislead any external accountant or internal auditor engaged to perform an audit of Rambus' records and/or financial statements.

If you become aware of or suspect any improper transaction, accounting or auditing practice within Rambus, or if you believe that Rambus' internal accounting and disclosure controls are deficient or Rambus is not providing full, fair, accurate, timely and understandable disclosures in its SEC filings or other public communications, report the matter immediately to the Chief Financial Officer, the General Counsel, the Vice President, Corporate Counsel, the Director of Internal Audit or the Chair of the Audit Committee. You may also always use the anonymous reporting methods described later in this Code.

**Speaking Externally About Our Business.** Our External Communications Policy governs who may communicate information to the press, investors and the financial analyst community, and only authorized spokespeople are permitted to do so. Rambus maintains a written list of authorized spokespeople, and you may contact the Chief Financial Officer, General Counsel, Vice President, Corporate Counsel, Vice President, Marketing or Director of Corporate Communications if you have questions about the policy or the spokesperson list. If you are invited to speak at a tradeshow, conference or other similar events, obtain approval from your manager who will coordinate, as appropriate, with the Chief Financial Officer and the Marketing Department. You must not disclose Rambus confidential information at these events, and must not comment on sensitive matters such as Rambus financial results or litigation developments unless you have been designated as an authorized spokesperson on such topics.

Rambus' External Communications Policy extends to Internet communications, such as postings to blogs (whether or not company-sponsored), wikis, bookmark sites, photo or video sharing sites, forums, mailing lists, discussion groups, chat rooms, message boards, virtual worlds and professional and social networking sites. You must not discuss Rambus business in these venues unless you are an authorized spokesperson and no one must ever disclose Rambus confidential information in this manner. Any communication or post is equally forbidden if made or posted through another person, or anonymously, or under an alias or screen name.

**Handling Conflicts of Interest.** A conflict of interest occurs when your personal or family interests interfere – or even appear

to interfere – with your ability to make sound business decisions for Rambus and put Rambus' interests first. You must not put yourself in situations where your loyalties are divided and you could be tempted to put personal needs ahead of Rambus' interests.

A conflict of interest may arise without any willful action on your part, or changes in circumstances may create a new conflict or appearance of a conflict that did not exist before. If you become aware of a possible conflict of interest, you must disclose the situation fully and immediately to your manager. It is not possible to describe every situation in which a potential conflict may arise, so if a proposed transaction or situation raises any questions or doubts in your mind, disclose it to your manager. Your manager will determine, in consultation with the Human Resources and Legal Departments, and the Chief Financial Officer as needed, whether a conflict of interest exists and what needs to be done to resolve it.

The following are some examples of situations involving actual or potential conflicts of interest:

- **Transactions With Relatives or Significant Others.** There is likely to be a conflict if you participate in or influence any Rambus decision that may result in a direct or indirect benefit or gain for you personally, or for any family member or someone with whom you have a close personal relationship. Employees are not permitted to conduct personal business with, or as a competitor to, Rambus. As a general rule, you must also avoid conducting Rambus business with a relative or significant other, or with a business in which a relative or significant other has any significant role. If a situation like this arises, first discuss it with your manager to see if it can be avoided. If you and your manager view the situation as unavoidable, you must fully disclose the situation to the Chief Financial Officer and the General Counsel and obtain written approval to proceed.

*Example:* Your sister is a major stockholder and officer of a business that provides a unique service you feel could offer a significant benefit to Rambus. You would first discuss this situation with your manager (and if it is unrelated to your job, with a manager in the business unit you think might possibly be interested in the type of service). If the appropriate manager determined that Rambus should pursue a supply relationship with your sister's company, the Chief Financial Officer and General Counsel would be asked to approve it in writing. You must completely stay out of the discussions between Rambus and the other company regarding a potential relationship, and definitely must not provide your sister or her company with any information or other assistance that would provide an advantage in the negotiations with Rambus.

- **Transactions in Which Rambus Executive Officers or Directors Have an Interest.** Written approval of the Chief Financial Officer and General Counsel is required before Rambus may conduct any business with a person or company that is affiliated in any way with a director or executive officer (as defined under the US securities laws). Special rules apply to these types of situations, and the Chief Financial Officer and General Counsel will review the situation to determine whether advance written approval of the Audit Committee is also required under its charter, applicable laws, regulations, Nasdaq listing standards or Rambus guidelines before this type of situation may proceed.
- **Outside Employment.** Employees are expected to devote full attention to Rambus' business interests, and must not conduct other business that interferes with the proper performance of their roles at Rambus. You must not conduct non-Rambus business during working hours, or use Rambus' proprietary information, premises, property or equipment except for Rambus business purposes. We do not permit employees to accept simultaneous employment with a Rambus customer, developer, competitor, licensee or other business partner, or take part in any activity that enhances or supports a competitor's position. You must disclose to your manager any other concurrent employment relationship, whether paid or unpaid, including temporary or permanent academic positions, and your manager will decide whether you may proceed, or whether further approval is required from the General Counsel and the Vice President of Human Resources due to the potential for a conflict of interest.
- **Personal Financial Investments in Business Partners or Competitors.** Generally, you must not have a financial investment in other companies that do business with or compete with Rambus, except for routine, open market investments you may make in securities of publicly traded companies. You may find yourself in a position to invest in a company that is (or is reasonably likely to be) a Rambus customer, supplier, other business partner, competitor or candidate for acquisition by Rambus. You must review this type of investment opportunity with your manager, who may need to consult with the Chief Financial Officer and General Counsel prior to deciding whether you may proceed with the investment. You should not expect to be able to make the investment if you are in a position to influence Rambus' decisions relating to those companies in a way that might directly affect your financial or other personal interests.
- **Outside Directorships.** Serving on the board of directors or advisory board of any company that competes with Rambus presents a conflict of interest, and is prohibited. Before you may serve as a director or advisory board member of a Rambus customer, supplier or other business partner, or take on any other director position that may present a conflict of interest, you must first obtain approval from the General Counsel. If there is any doubt about the potential for a conflict of interest, fully disclose and discuss the situation with your manager to determine if further approval is required by the General Counsel. Senior Vice Presidents and above must obtain the approval of the Corporate Governance and Nominating Committee prior to accepting any outside directorship, except where the likelihood of a Rambus conflict of interest is low, such as a board position on a local philanthropic organization. Any such exception would require consultation with, and approval from the General Counsel. Any compensation you receive as a director must be

appropriate for your responsibilities (not excessive), and will belong to you unless you are serving as a director of another company at the request of Rambus.

- **Working with Relatives or Significant Others.** Rambus 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 (for example, an auditing or control relationship, or a supervisor/subordinate relationship). You may not hire or retain as a contractor or consultant any relative, significant other or other person with whom you have a close personal relationship without first disclosing the relationship to your manager and obtaining your manager's approval. Your manager will consult with the General Counsel and the Vice President of Human Resources, and if you are allowed to proceed, you may need to follow prescribed procedures to address the potential conflicts involved in such a situation.

*Example:* You work in the IT Department and know that a consultant will be retained to help with some special projects. Your brother-in-law is an independent contractor in the IT field and has the requisite experience to perform the work. Before retaining your brother-in-law, you would need to discuss the situation with your manager. If it was absolutely necessary for you to be the person who supervised this project, it would most likely be inappropriate for your brother-in-law to be retained, since your objectivity in evaluating his performance could be compromised. However, if your manager determined that someone else could manage the project and that, among available candidates interviewed, your brother-in-law was the most qualified person to perform the work, it could possibly be acceptable for Rambus to retain him. All of the relevant facts and circumstances would need to be disclosed to and reviewed by your manager so he or she could make the appropriate decision.

- **Exploiting Rambus Opportunities or Property for Personal Gain.** You must not use company property, information or position for personal gain or compete with Rambus. You must not exploit or take advantage of opportunities that you discover through conducting Rambus business or having access to Rambus confidential information, for your own personal gain, without the written consent of the Chief Financial Officer and General Counsel. In some cases, the Board of Directors or a Board committee may also need to approve the situation. For example, you may not personally pursue without prior consent opportunities Rambus may have for acquiring or leasing real estate, entering into technology licenses, providing consulting services, setting up new businesses or acquiring businesses.

**Protecting and Preserving Rambus' Confidential Information and Technology.** We all know that Rambus' intellectual property is not just a valuable asset, but the company's life blood. Our technology is our product, and preserving our confidential information and intellectual property assets must be the mission of every Rambus employee, director, contractor or consultant. Inappropriate use or disclosure of our confidential information may give competitors an advantage over us, or would otherwise be harmful to our or our customers' interests.

Some common examples of proprietary information include design specifications, engineering drawings, software code, product and technology plans and road maps, acquisition plans, research and development projects, undisclosed patent applications, customer or employee lists, customer pricing information, employee compensation data and cost or other financial information. This list is by no means exhaustive. Our proprietary information may be protected by patent, trademark, copyright and trade secret laws. All employees and consultants sign an agreement to protect and hold confidential Rambus' proprietary information, which remains in effect after you cease working for Rambus. You must return all of Rambus' confidential information in your possession upon ceasing to be an employee or contractor.

Confidential information must be used for Rambus business purposes only, and must only be disclosed internally to persons who need access to the information to perform their job responsibilities. Our confidential information may be disclosed to third parties to further our business interests. However, such disclosure should not be done without carefully considering the potential benefits and risks, and you must always ensure that an appropriate written nondisclosure agreement is signed prior to the disclosure. Please contact the Legal Department for further information regarding non-disclosure agreement requirements.

**Protecting and Respecting the Confidential Information and Intellectual Property Rights of Others.** Engaging in conduct that violates the intellectual property laws or infringes the patent, copyright, trademark, trade secret or other intellectual property rights of others may expose you and Rambus to potential civil and criminal liability, and will be subject to discipline by Rambus up to and including termination of employment or service with the company.

You must handle the confidential information of others responsibly. We are obligated to protect confidential information we receive from customers, suppliers, business partners and others under non-disclosure agreements, and comply with all terms of the agreements, including possible limitations on the use of such information outside of certain purposes.

You are required to comply with the terms of applicable license agreements covering technology and intellectual property rights of others, including standard licensing terms distributed with products, and "click to accept" licenses on the Internet, as well as negotiated licenses Rambus may enter into with technology owners. You are not allowed to use any intellectual property or confidential information belonging to former employers in conducting Rambus business or to disclose it to Rambus employees. You must not incorporate intellectual property or confidential information belonging to others into Rambus products or use it in

the development of Rambus products, except pursuant to licenses that have been reviewed by the Legal Department to confirm their terms are appropriate for the company.

All software you use to conduct Rambus business must be appropriately licensed. Do not 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 trade secret theft and/or copyright infringement.

Rambus subscribes to many newsletters, magazines, books, online reference services and other publications that help us do our jobs better. Copyright law generally protects these publications, and unauthorized copying and distribution may constitute copyright infringement. You must not exceed the number of authorized users for online reference services. Make sure you understand the terms and conditions of use for third party material, and when in doubt about whether you may copy or distribute a publication, consult with the Legal Department.

**Protecting the Reasonable Privacy Expectations of Our Employees and Others With Whom We Do Business.**

Rambus seeks to maintain and protect employees' and other individuals' privacy and the security of their personally identifiable information collected by Rambus. Generally speaking, personally identifiable information is information that can be used to identify, contact or locate an individual.

If your job responsibilities involve collecting or working with personally identifiable information about Rambus employees or other individuals – for example, vendors, consumers or employees of customers or suppliers -- you must ensure that you comply with privacy and information security requirements under applicable laws and our policies and procedures, including our online [Privacy Policy](#). These requirements apply when you collect, store, use, share or dispose of any personally identifiable information.

If your job requires you to keep or work with personally identifiable information about Rambus employees, you must keep their information secure. Do not leave this type of information in the open on your desk or in unsecured files. Do not disclose employment data internally to any person who does not have the requisite authority and a business need to know. Do not disclose employment data such as salaries or performance reviews externally to third parties except to authorized vendors or with the Human Resources Department's approval.

**Limitations on Privacy Expectations for Rambus Workspaces or Equipment.** You should not expect to have any right to privacy with respect to information or items created or stored in Rambus workspaces (including your desk or file drawers), or information transmitted over, received by, created or stored in any electronic communications devices operated in whole or in part by or on behalf of Rambus, except in those jurisdictions where applicable law demands otherwise. All communications and information transmitted by, received from, created or stored in Rambus workspaces or electronic communications devices are company records and property of Rambus. Electronic communications devices include computers, PDAs, email, instant messaging, connections to the Internet, intranet and extranet and any other public or private networks, voice mail, video conferencing, facsimiles and telephones. To the extent permitted by applicable law, Rambus retains the right to gain access to Rambus workspaces and to any information received or transmitted by or stored in any such electronic communications device without needing your consent.

**Complying with Applicable Law and Rambus Policies When Trading in Securities.** It is illegal to trade in securities (stocks, put or call options or other derivatives, i.e. securities that derive their value from changes in a stock's price) while in possession of material information that is not publicly available, or to provide anyone with a trading "tip" based on such non-public information. Determining what information is considered material to a company is a judgment call based on whether investors would be reasonably likely to consider the information important in making a decision to buy or sell the securities.

You are prohibited from buying and selling Rambus securities when in possession of material, nonpublic information. You also may not "tip" others; that is, passing along information to friends, family or business colleagues under circumstances suggesting that you were trying to help someone make a profit or avoid a loss. Besides being considered a form of insider trading, tipping is also a serious breach of corporate confidentiality. For this reason, you should be very careful to avoid discussion of sensitive information anywhere where others may hear it, such as on public transportation, in elevators or even in our lobbies, corridors or cafes.

Obligations under the US securities laws apply to everyone, and most countries have their own laws governing insider trading. These laws don't just apply to trading in Rambus securities—you must not ever trade or tip anyone else who then trades in any securities when you possess material, non-public information that was obtained during your work for Rambus or in other circumstances where you had a duty to keep it confidential.

You are required to familiarize yourself with Rambus' Insider Trading Policy. Contact the Chief Financial Officer or the Legal Department if you have any questions regarding the policy or what may constitute material information.

To ensure that our employees' and directors' interests remain aligned with maximizing value for our stockholders, we do not permit employees and directors to engage in short sales or similar transactions (for example, buying a put option) whereby you

may profit or otherwise benefit from a decline in Rambus' stock price.

**Providing a Safe Workplace, Free of Unlawful Discrimination or Harassment.** We want to ensure that each individual working at Rambus is treated with respect and dignity and as a valued member of our team. Rambus supports and is committed to the principle of equal employment opportunity. Each individual should be permitted to work in a business-like atmosphere that promotes equal employment opportunities and prohibits discriminatory practices, including harassment. Employment decisions are to be based on job qualifications (e.g., education, prior experience) and merit, including skills, performance, values, leadership and other job-related criteria. We prohibit conduct that singles out an employee or group of employees in a negative way because of their race, ethnicity, religion, gender, age, national origin, marital status, disability, veteran status, sexual orientation, or any other characteristic protected by state or federal law. In recruiting, hiring, developing, and promoting employees—all employment processes—decisions must be made without regard to these factors.

Harassment can take many forms, including offensive remarks, unwelcome advances, requests for sexual favors, jokes, and ethnic, racist or sexual slurs. Sexual harassment or any other form of illegal harassment is a violation of our philosophy and policies. If you believe that you have been the subject of harassment (i.e. that unwanted behavior has continued despite requests that it cease) or have witnessed harassment, you should report the matter to your manager or the Human Resources Department immediately. You may also report these matters anonymously, according to the instructions described later in this Code.

Employees are not permitted to use, possess, sell, transfer, manufacture, distribute, or be under the influence of illegal drugs while on Rambus-owned or leased property, during working hours, while on company business, or while using company property. In addition, no employee may report for work or go on or remain on duty while impaired by alcohol, illegal drugs or substances, or the illegal use of prescription drugs. Employees, however, may make appropriate use of legally prescribed medication.

We want to foster the kind of environment where people feel safe and are treated with courtesy and professionalism at all times. Employees must be familiar with and follow all safety guidelines and report any unsafe conditions or accidents. Any acts or threats of violence toward another person or company property must also be reported immediately.

**Appropriately Using and Safeguarding Rambus Assets.** Protecting Rambus' assets against loss, damage, misuse or theft is a key responsibility for all of us. Care must be taken to ensure that our assets are not misappropriated, or loaned, sold or donated to others without appropriate authorization.

Rambus funds must be used only for Rambus business purposes. Generally, non-employees are not allowed to exercise control over any Rambus funds and exceptions require appropriate management approval. You should take care to ensure that Rambus receives good value for Rambus 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.

Rambus strives to furnish you with the equipment necessary to efficiently and effectively do your job. Rambus equipment and physical assets are to be used responsibly, for Rambus business purposes only, and not for personal use, except that limited and incidental personal use of PDAs, computers and telephones is permitted according to the applicable IT usage policies. Rambus' policies against discrimination and harassment apply fully to use of Rambus equipment, including electronic communications devices, and any violation of those policies is grounds for discipline up to and including termination. Company policies prohibit using Rambus equipment, including electronic communications devices, to send or receive messages or files that are illegal, sexually explicit, abusive, offensive or profane. Rambus equipment, including electronic communications devices, may not be used to solicit for religious or political causes, commercial enterprises, outside organizations, or other activities not related to an employee's services to the company.

Rambus has physical access control procedures to ensure privacy of communications, and maintenance of the security of Rambus' communications equipment. You must comply with the level of access control implemented in the facility where you work, and must not take any action to defeat or circumvent the purposes for which access controls were implemented.

If you use Rambus equipment at your home or off site, take precautions to protect it from theft or damage, just as if it were your own. When your employment or service with Rambus ends, you must immediately return all Rambus equipment. If you are a contractor or consultant who has been provided with access to Rambus computers or other electronic devices to perform your work, all such computers and electronic devices must remain fully accessible to Rambus and will remain the sole and exclusive property of Rambus.

Electronic communication devices, including computers, PDAs, email, instant messaging, connections to the Internet, intranet, extranet and any other public or private networks, voice mail, video conferencing, facsimiles and telephones, must be used in a legal, ethical and appropriate manner. It is not possible to identify every standard and rule applicable to using these devices, so you are encouraged to use sound judgment whenever using any feature of our communications systems and discuss questions with your manager.

**Managing Business Records in Compliance with Applicable Laws and Rambus Policies and Procedures.** You must comply with Rambus' records and document retention policies and procedures, and are expected to review them and make sure you understand them. Laws and regulations within and outside the United States require us to retain certain types of records and to follow specific guidelines in managing our records. We are also required to keep and produce documents and records that are relevant to litigation or governmental investigations or proceedings, and no one must ever destroy or hide such documents and records while such matters are pending or in anticipation of the commencement of such matters. These requirements apply to paper or electronic business records wherever located, at work or at home, and whether on your desk, in file drawers, on your work or personal computer drives, on Rambus computer systems, on microfiche or microfilm, or in any other form or location. Discuss any questions you may have about records and document retention with an attorney in the Legal Department.

**Respecting and Valuing Our Relationships with Our Customers, Suppliers and Other Business Partners.** If your job puts you in contact with current or potential customers, suppliers or business partners, it is critical for you to remember that you personally represent Rambus to the people with whom you are dealing. Always seek to act in a manner that helps to build a relationship based upon trust. Rambus has provided excellent products and services for many years and we have built up significant goodwill over that time. This goodwill is one of our most important assets, and we rely on your conduct to preserve and enhance our reputation.

To create an environment where our business partners have an incentive to work with us and contribute to our success, they must be confident that they will be treated lawfully and with honesty and respect. If you participate in contract negotiations or other business dealings, all statements and representations you make must be truthful and accurate. Do not discuss business partners' performance with anyone outside Rambus.

You must never, under any circumstances, attempt improperly to coerce our business partners in any way. You must not pay or otherwise induce any party to commit a fraud on our behalf, or use or accept bribes or kickbacks in conducting Rambus' business with anyone. If a customer, supplier, consultant or other person offers you a seemingly improper payment or gift, politely decline and report the situation to your manager.

Reasonably inexpensive gifts, infrequent business meals, celebratory events and entertainment, provided that they are not excessive and do not create an appearance of impropriety, do not violate this policy, except that gifts of any sort are not to be given to any government employee (other than personal gifts entirely unrelated to Rambus to, for example, a relative) without the prior approval of the Legal Department. Questions regarding whether a particular payment or gift violates this policy should be directed to the Legal Department. The nature and cost of these permitted gifts and activities must always be accurately recorded in Rambus' books and records.

You must not participate with or aid a customer, supplier or other third party who is seeking to commit an unethical or improper act. Examples might include a supplier asking Rambus to purchase excess supplies so the supplier can book and report additional revenue for a quarter, or a customer asking us to structure particular provisions of an agreement to support an improper accounting or tax treatment the customer would like to obtain.

**Competing Fairly.** Rambus expects competitors to respect our rights to compete lawfully in the marketplace, and must accordingly respect theirs. Most countries have well-developed bodies of law designed to encourage and protect free and fair competition. Rambus is committed to obeying both the letter and spirit of these laws. The consequences of not doing so can be severe for all of us.

Although the spirit of these laws, known as "antitrust," "competition," "consumer protection" or "unfair competition" laws, is straightforward, their application to particular situations can be quite complex. You should contact the Legal Department early on when questionable situations arise, or if you are uncertain about the applicability of these types of restrictions to your particular situation or transaction.

Relationships between Rambus and its competitors need to be dealt with carefully. Before causing Rambus to participate in any trade association or standards setting body, you must follow the review and approval process specified in our Policy on Participation in Standard Setting Organizations. You must handle communications with competitors very carefully, as collusion among competitors is illegal, and the consequences of a violation are severe. Examples of collusion include attempts (verbally or in writing) to fix prices or agree on allocating customers or boycotting other businesses. Legitimate and appropriately structured joint ventures with, purchases from or sales to competitors are permissible. The Legal Department must be closely involved in structuring all agreements or arrangements with competitors.

You must not knowingly make false or misleading statements regarding our competitors or their products and services. Engaging in industrial espionage, meaning activities that would be like spying on other companies, is prohibited, as is stealing or otherwise unlawfully or unethically obtaining and using the products, intellectual property or confidential information of anyone, including customers, business partners or competitors. For example, you are not permitted to encourage former employees of any other company to provide us with that company's confidential information.

**Conducting Business and Engaging with the Government.** When doing business with, or otherwise engaging with, governments or government officials, employees or agents at any level and within or outside of the US, you must do so ethically and in compliance with all applicable laws and regulations. Examples of issues that are of particular concern in doing business with the government are as follows:

**No Bribery or Corruption.** We will not tolerate the offer or payment of financial or non-financial bribes or kickbacks to government officials, employees or agents, and you must not directly or indirectly participate in or facilitate corrupt activities of any kind. These types of activities are generally illegal under the US Foreign Corrupt Practices Act and the laws of many other countries, because they allow companies and individuals to gain an unfair advantage and they undermine the rule of law.

Common examples of government agents you may deal with in conducting Rambus business might include customs officers, tax agency employees and building or other types of inspectors. However, these examples are by no means exhaustive as laws governing bribery and corruption apply broadly to government officials, employees or agents of any kind and at whatever level of government, including elected representatives, candidates for election, judges, and employees or agents of government agencies, political parties or government-controlled companies (such as public universities or government-controlled telecom service providers).

Also, you must not do indirectly what you cannot do directly. It is not permissible to engage another company or individual who you believe may attempt to offer a bribe or other illegal inducement to a government official, employee or agent while conducting Rambus business. Always think twice and carefully consider any situation in which a third party is telling you he or she can achieve what seems like the impossible. It is possible that the means by which it would be achieved would violate the law and this Code.

Remember that even the most innocently intended gift, meal or other entertainment provided to a government or political party employee or representative may have legal ramifications for Rambus. You must always obtain permission from the General Counsel, the Vice President, Corporate Counsel or another attorney in the Legal Department before offering anything of value, however limited, to government or political party officials.

Rambus has internal controls intended to prevent and detect transactions that violate the prohibitions against corrupt payments. You must not seek to circumvent these controls or hide unlawful payments by any means, including falsification of financial or expense reporting.

You should attend the trainings we offer to ensure you understand our detailed guidance on this topic, and if you are ever presented with any situation that raises questions about the appropriate business conduct, contact the General Counsel, Vice President, Corporate Counsel, Director of Internal Audit or an attorney in the Legal Department for further guidance.

**Lobbying and Political Contributions.** Rambus may communicate with elected representatives and other government officials and employees to discuss Rambus' position on important issues, including the formulation of legislation, regulations and government policy. However, these activities are conducted only through employees or agents who have received prior written approval from the General Counsel to do so. Prior written approval of the General Counsel (and in some cases, the Board of Directors) is also required before any Rambus funds or assets may be used for, or be contributed to, political campaigns or political practices under any circumstances. This includes indirect contributions, for example, to a charity or university favored by an elected representative or government official. Our authorized employees and agents who engage in these activities on our behalf must familiarize themselves with and comply with all applicable laws and regulations in conducting these activities. If you have not received General Counsel authorization, you must not engage in these types of activities.

**Government Contracts.** The Legal Department must review and approve all contracts with any government entity. We will comply with all applicable laws and regulations that apply to government contracting, and adhere to all terms and conditions of any contract with local, state, federal, foreign or other applicable governments.

**Complying with Import and Export Laws.** In the US and in every other country in which we do business, laws and regulations govern imports and exports. These laws and regulations may restrict or prohibit the physical shipment of property or the transfer or electronic transmission of software and technology to certain destinations and foreign persons or entities (including foreign persons who are residing in the US pursuant to immigration visas). In some cases, the law requires an export license or other government approval before an item may be shipped or transferred. In other cases, the shipment or transfer is not permitted at all.

You must clear all goods (for example, laptops, memory drives or other items shipped to an employee, customer or supplier located in another country) through customs, and accurately report customs classification and monetary value in doing so. You must not transfer controlled software and technology unless Rambus has obtained an approved export license or confirmed that no license is required. You must not proceed with any transaction if you know that a violation could occur, as violations, even inadvertent ones, could result in significant fines, penalties and other adverse consequences. Employees who may be engaged in importing and exporting activities must make sure they understand these complex laws and regulations by consulting with the Vice President, Corporate Counsel in the Legal Department and taking any available training offered by

Rambus.

**Rambus Policies and Procedures Offer Further Guidance.** While covering a wide range of business practices, this Code is not a complete list of company guidelines for every situation that may arise in your job. You are responsible for knowing and complying with all relevant Rambus policies and procedures. Our policies and procedures, as well as other compliance-related guidance, are posted on our employee intranet under the tab "Policies and Procedures" and the related hyperlinks, or made available or distributed to the affected persons through email or other means. You are required to take training regarding the Code, and you must attend the other mandatory trainings we offer covering Rambus policies and procedures if you have been identified as a required attendee. We strongly encourage you also to attend the voluntary trainings and presentations we offer on our policies and procedures and compliance topics that may be relevant to your position and function at Rambus. Please contact the Human Resources Department or the Legal Department if you have any questions about available training.

**How to Report Potential Violations of the Code.** Remember that part of your job and ethical responsibility is to help enforce this Code by reporting potential violations promptly. Depending on the situation and individuals involved, violations of laws or regulations, this Code or other Rambus policies or procedures may be reported to your manager or to Rambus' Chief Financial Officer, General Counsel, Vice President, Corporate Counsel, Director of Internal Audit, Vice President of Human Resources, the Board of Directors or a committee of the Board, as appropriate. We will promptly forward any report involving any Rambus officer, senior financial personnel or any member of the Board of Directors directly to a member of the Board, the Audit Committee or the appropriate Board committee.

In some sections of the Code, we ask you to report particular types of violations to particular persons. If your report involves that particular person, you may instead report it to any person listed above or any other senior manager or officer of the company.

We encourage "open door" reporting directly so we can talk to you while conducting our investigation and ensure we fully understand your view of the facts of the situation reported. However, we understand not everyone will always be comfortable reporting a violation this way.

If you do not feel comfortable reporting a suspected violation of the Code "on the record", you may always report the situation on a confidential and anonymous basis by using the MySafeWorkplace.com web site at <http://www.mysafeworkplace.com> or by making a toll-free telephone call to 1-800-461-9330. We want to emphasize that even if this Code directs you to report particular types of violations to particular persons, if you do not feel comfortable doing so, you may always report issues confidentially through the website or by phone. Anonymous reports should provide enough information to allow Rambus to investigate the incident or situation properly.

**How We Handle Investigations.** We thoroughly investigate reports of any misconduct, including violations of this Code. We expect our employees to participate and cooperate in any internal or external investigations of alleged misconduct whenever asked to do so, and failure to cooperate, or giving knowingly false information, in an internal investigation can result in discipline up to and including termination of employment or service. For various reasons, including the need to preserve individuals' privacy under applicable laws, we are not always able to report the outcome of investigations to the persons who reported misconduct.

We seek to preserve confidentiality, including the identity of the reporting person, in our investigations. However, we must always comply with laws or court or government agency orders that require us to disclose information to government officials or in court processes, and there may be circumstances in which it is in Rambus' best interests to disclose information voluntarily to government agencies or officials or in court proceedings.

**Threats or Retaliation are Not Tolerated.** Open communication of issues and concerns without fear of retribution or retaliation is vital to our corporate culture and the successful implementation of this Code. We will not tolerate any threats, retribution, reprisals or retaliation against any person who has in good faith reported a suspected violation of law, this Code or other Rambus policies, or any person who is assisting in any related investigation or process. Anyone who discriminates or retaliates against any person in these contexts will be subject to disciplinary action, up to and including termination of employment or service with the company.

**We Enforce the Code and Misconduct Will Be Subject to Disciplinary Action.** Any person found to have engaged in unethical conduct or violations of law, this Code or other Rambus policies or procedures will be subject to disciplinary action up to and including termination of employment or service with the company. Where Rambus has suffered a loss, it may pursue its remedies against the individuals or entities responsible. We and our employees, contractors and consultants must cooperate with government inquiries and investigations of alleged violations of laws or regulations. All government requests for information, documents or investigative interviews must be referred to the Legal Department.

The Vice President of Human Resources, General Counsel and Chief Financial Officer have primary authority and responsibility for enforcing this Code and determining the appropriate disciplinary action to be taken for violations, subject to supervision by the Board and its committees to the extent required or necessary. The Board of Directors or a Board committee

will supervise all investigations of alleged violations by officers reporting directly to the Chief Executive Officer or by directors, and will determine the disciplinary action to be taken against any such officer or director who is found to have engaged in a violation.

The Code of Conduct reflects general principles to guide employees in making ethical decisions and cannot and is not intended to address every specific situation. As such, nothing in this Code of Conduct prohibits or restricts Rambus from taking any disciplinary action on any matters pertaining to employee conduct, whether or not they are expressly discussed in this document. The Code of Conduct is not intended to create any express or implied contract with any employee, or with or for the benefit of any third party. In particular, nothing in this document creates any employment contract between Rambus and any of its employees, nor alters any at-will employment relationship between the company and any of its employees.

**How We Approve Waivers and Amendments of the Code.** Any waivers of this Code for directors or executive officers (as defined under the US securities laws) must be approved in writing by the Board of Directors. Waivers for any other employee, contractor or consultant must be approved in writing by the Vice President of Human Resources, the General Counsel and the Chief Financial Officer. We disclose waivers publicly to the extent and in the manner required by applicable laws, regulations or stock exchange listing standards. Amendments to this Code must be approved by the Board of Directors or the Corporate Governance and Nominating Committee of the Board, and will be promptly disclosed to the public.

**Confirming Your Commitment to the Code.** We ask employees and certain contractors to formally acknowledge that they will comply with our Code. Employees must uphold the Code's standards in day-to-day activities, comply with all applicable policies and procedures, and inform all contractors and consultants with whom they work that the standards included in this Code apply to them.

#### Code of Business Conduct and Ethics Acknowledgment

I have received and read the Code of Business Conduct and Ethics (the "Code"). I understand the standards and policies contained in the Code and agree to comply with the Code. I further understand that there may be additional policies or laws that apply to my position with Rambus Inc. or any subsidiary.

I also understand that the Code may be revised from time to time by Rambus during my employment, and that I am required to read, understand and comply with all amendments that are communicated to employees generally during my employment.

If I have questions concerning the meaning or application of the Code, any Rambus policies, or the legal and regulatory requirements applicable to my job, I know I can consult with my manager, the Human Resources Department or the Legal Department, as appropriate.

I understand that my employment at Rambus is at will and that nothing in this Code or in any Rambus policies and procedures creates or implies an employment contract or term of employment.