



# XILINX, INC. DIRECTORS' CODE OF ETHICS (Effective June 2004)

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## **1. INTRODUCTION**

The Board of Directors (the "Board") of Xilinx, Inc. (the "Company") has adopted the following Code of Ethics (the "Code ") for members of the board of directors of the Company. This Code is intended to provide guidance to directors to deal with ethical issues, to provide mechanisms to report possible unethical conduct, and to foster a culture of honesty and accountability. Each director is expected to comply not only with the terms of this Code but also with its intent. Directors are expected to use common sense, good judgment, high ethical standards and integrity in all their business dealings.

No code or policy can anticipate every situation that may arise. Directors are encouraged to bring questions about particular circumstances that may implicate one or more of the provisions of this Code to the attention of the Chair of the Nominating and Governance Committee, who may consult with legal counsel as appropriate.

Directors who serve as officers of the Company must also comply with this Code.

## 2. XILINX CODE OF CONDUCT

The Board has adopted a Code of Conduct applicable to all employees of the Company. To the extent that any director is acting for or on behalf of the Company, the provisions of the Code of Conduct will apply to the director, except that as an acknowledgment that the duties owed by directors to the Company are different than the duties owed by employees of the Company, the following Conflicts of Interest policies will apply to the directors in lieu of the policies set forth in the Code of Conduct.

## 3. CONFLICT OF INTEREST

Each director must avoid a conflict of interest with the Company. Any situation that involves, or may reasonably be expected to involve, a conflict of interest with the Company should be disclosed promptly to the Chair of the Nominating and Governance Committee.

A conflict of interest can occur when a director's personal or other non-Company business interest interferes in any way—or even appears to interfere with—the interests of the Company as a whole. A conflict can arise when a director takes actions or has interests that may make it difficult to perform his or her duties objectively and effectively. Conflicts of interest also arise when a director, or a member of his or her immediate family, receives improper personal benefits as a result of his or her position as a director of the Company. "Immediate family" includes a person's spouse, parents, children, siblings, mothers-in-law and fathers-in-law, sons and daughters-in-law, brothers and sisters-in-law, and anyone (other than employees) who shares such person's home.

This Code does not attempt to describe all possible conflicts of interest that could develop. Some of the more common conflicts from which directors must refrain, however, are set out below.

**a. Relationship of Company with Third Parties.** Directors may not engage in any conduct or activities that are inconsistent with the Company's best interests or that disrupt or impair the Company's relationship with any person or entity with which the Company has or proposes to enter into a business or contractual relationship.

**b. Compensation from Non-Company Sources.** Directors may not accept compensation (in any form) for services performed for the Company from any source other than the Company.

**c. Gifts.** Directors and members of their immediate families may not accept a gift from persons or entities who deal with the Company (i) in those cases where the gift would be illegal or result in a violation of law, (ii) is part of an agreement to do anything in return for the gift, (iii) has a value beyond what is normal and customary in the Company's business, (iv) is being made to influence the director's actions as a member of the Board, or (v) could create the appearance of a conflict of interest.

**d. Corporate Opportunities.** Directors are prohibited from: (i) taking for themselves personally opportunities related to the Company's business; (ii) using the Company's property, information, or position for personal gain; or (iii) competing with the Company for business opportunities, provided, however, if the Company's disinterested directors determine that the Company will not pursue an opportunity that relates to the Company's business, a director may do so.

No director shall use Company property, services, equipment or business for personal gain or benefit.

Directors may not act on behalf of, or conduct business on behalf of, the Company with any company or firm in which the director or a family member has a substantial interest or affiliation.

Directors should not create the appearance that they are personally benefiting in any outside endeavor as a result of their affiliation with the Company, or that the Company is benefiting by reason of their outside interests. Any director who is not sure whether a proposed action would present a conflict of interest or appear unethical should consult with the Chair of the Nominating and Governance Committee.

#### **4. CONFIDENTIALITY**

Directors shall maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company that comes to them, except when disclosure is duly authorized or legally mandated. For purposes of this Code, "confidential information" includes all nonpublic and proprietary information relating to the Company.

#### **5. COMPLIANCE WITH LAWS, RULES & REGULATIONS**

Directors shall comply and oversee compliance by employees, officers and other directors with the laws, rules and regulations applicable to them and to the Company. Nothing in this Code is intended to abrogate, derogate from or conflict with any duty or obligation of a director that may arise under any applicable law or under any other applicable Company policy.

#### **6. COMPLIANCE PROCEDURES**

Directors should communicate any suspected violations of this Code promptly to the Chair of the Nominating and Governance Committee who shall be responsible for taking the appropriate action and for making a report to the Board thereof.

## **7. STOCK TRADING COMPLIANCE & PUBLIC STATEMENTS**

The directors are also subject to Stock Trading Compliance Policies separately adopted by the Board of Directors, and published on the Company's internal web site.