

The Altera Code of Conduct

The Altera Values

Altera's values—integrity, teamwork, winning mindset, accountability, and innovation—provide each of us with a framework for how we should work as individuals, as part of a team, and as employees or directors of a global company. These values are also the foundation for the positive reputation we have cultivated over many years with our customers, employees, suppliers, partners, shareholders, and the communities in which we work.

Our reputation for doing business with integrity and in compliance with both the letter and the spirit of all applicable laws is an important part of our success in attracting and retaining customers, employees, and shareholders. Treating others fairly and with respect helps foster better teamwork. Having a winning mindset means competing honestly and doing what's right, not necessarily what's easy. Being accountable requires that we accept responsibility for our actions. And protecting our innovations and respecting the innovations of others preserves the investment we are making in the future. Every employee, officer, and member of our board of directors has a role to play in making sure that we continue to exhibit each of the Altera values in both our words and actions.

The Altera Code of Conduct (the "Code") and Standards for Doing Business with Integrity (the "Standards") describe the standards of business behavior that are expected of everyone who works for Altera or serves as one of its officers or directors. In simple terms, the Code requires that we do business in compliance with the law and with honesty and integrity. The Standards provide greater detail on how to comply with the Code in specific situations. Because a single document can never cover every situation you may encounter, anchoring your decision-making on Altera's values will help guide you in complying with the Code. When in doubt about what the Code requires, just ask a manager or a representative of the legal department.

The Altera Code of Conduct

As an employee, officer, or member of Altera's board of directors you are expected to:

- (1) conduct Altera's business with honesty and integrity;
- (2) comply with Altera policies including the Code of Conduct and the Standards for Doing Business with Integrity;

(3) comply with both the letter and the spirit of the laws applicable to Altera's business;

(4) promote ethical behavior in your interactions with others and never retaliate against someone for reporting a violation of the law or the Code of Conduct;

(5) protect and promote the responsible use of Altera's assets and resources; and

(6) promptly report any violation of the law or the Code of Conduct to the legal department, the audit committee of the board of directors, the internal audit department, or, on an anonymous basis, to Altera's compliance hotline (see "Reporting Violations" below for further information on anonymous reporting).

Standards for Doing Business with Integrity

1. Avoid Actual and Apparent Conflicts of Interest

You are expected to avoid any activities that create an actual conflict, or even give the appearance of a conflict, between your own interests and those of Altera in dealing with suppliers, customers, fellow employees, and all other individuals doing business with Altera. A conflict of interest exists when your loyalties are divided between Altera's interests and those of yourself or another, such as a competitor, supplier, customer, fellow employee, family member, friend, or acquaintance.

In order to avoid actual or potential conflicts of interest while you are an employee, officer, or board member of Altera you may not:

- be employed by an Altera competitor, or engage in business as a competitor of Altera;
- acquire real estate, other property or an investment, or engage another business opportunity that is of interest to Altera;
- be a supplier or service provider to Altera other than as an Altera employee unless you have written approval from Altera's president or, in the case of a member of the board of directors, you follow the approval requirements of Altera's Corporate Governance Guidelines;
- hold a directorship in any of Altera's competitors;
- hold a directorship in any of Altera's suppliers, customers, or partners unless you have written approval from Altera's president, or, in the case of a member of the board of directors, you follow the approval requirements of Altera's Corporate Governance Guidelines;
- have a financial interest, including an investment, in any of Altera's competitors, suppliers, or customers if (1) you are in a position to influence Altera's decisions relating to those companies, (2) your decisions could directly affect your financial interests, and (3) your financial interest is in conflict with Altera's interests unless you have written approval from Altera's president, or, in the case of a member of the board of directors, the approval of disinterested members of the board of directors;
- engage in any business, secondary employment, or other activities that interfere with your ability to perform your obligations to Altera or that may improperly influence or appear to influence your judgment, decisions, or actions on behalf of Altera;
- accept gifts, meals, or entertainment from a customer, supplier, or partner if doing so would influence your decisions on behalf of Altera or if it would create the appearance of a conflict of interest; or
- develop a personal, intimate relationship with a subordinate, another employee of Altera, or employee of a competitor, supplier, partner, or customer of Altera if that relationship might interfere with your ability to make impartial judgments in decisions affecting Altera or an Altera employee.

This list is not intended to cover all possible situations where an actual or apparent conflict of interest may arise: you are expected to avoid situations where your personal interests and those of Altera may conflict. Use your best judgment to evaluate whether an actual or potential conflict of interest exists, and if you are in doubt, you should ask a manager or a representative of the legal department.

2. *Compete Fairly and Ethically*

We expect employees to compete fairly and ethically for all business opportunities. If you participate in contract negotiations or other business dealings, Altera expects you to ensure that all statements, communications and representations to customers, suppliers, and partners are accurate and truthful.

Additionally, obtaining proprietary information or trade secrets regarding our competitors through improper or illegal means, including requesting or obtaining such information from customers or from former employees of our competitors, is prohibited. If you receive such information inadvertently or are otherwise exposed to confidential information from or about a competitor, you should immediately destroy it and not use or disclose it.

Many countries in which Altera does business have competition or antitrust laws that regulate the way companies deal with their competitors, customers, and suppliers. You are responsible for complying with Altera's [Antitrust and Competition Policy](#) as well as with applicable competition laws. Because these laws are often complex, you should consult with the Altera legal department whenever you have questions in this area.

3. *Create and Maintain Honest and Accurate Reports and Records*

Altera requires honest and accurate recording and reporting of information in order to make informed business decisions and comply with laws and rules regarding the integrity of our financial statements and the disclosure of financial information to our stockholders and governments of countries where we do business. Consequently, you are responsible for ensuring the accuracy of any document, report, or record that you create and that is relied upon by Altera for any purpose. Additionally, because we expect every employee, officer, and board member to conduct business in an ethical and transparent way, you should never create or sign a document on behalf of Altera that does not accurately reflect the true business transaction or business relationship -- even if you do not think that document will be used or relied upon by Altera.

Altera is also required to maintain various records for legal and business purposes. Consequently, become familiar with Altera's records management policy and procedures and ask the Records Management department if you have questions on your responsibilities in this area.

4. *Never Use Bribes or Items of Value to Secure or Maintain Business*

Under Altera's [Anti-Bribery and Foreign Corrupt Practices Act Policy](#) you may not give or even offer, directly or through a third party, a bribe or any item of value in order

to secure or maintain business for Altera. You should avoid even the appearance that a gift, entertainment, or payment could be viewed as being given to a customer or government official for the purpose of securing or maintaining business or otherwise influencing someone's decision relating to Altera. In addition to reviewing Altera's Anti-Bribery policy, you should check with your manager if you ever have questions as to whether a gift or entertainment expense is appropriate.

5. *Do Not Make Political Donations on Altera's Behalf Without Legal Department Approval*

Because there are strict laws regarding limits on and reporting of political donations and because political donations may be viewed as a bribe in certain circumstances, you should never make a donation to a political campaign or candidate on Altera's behalf without first checking with a representative of the legal department. And when making personal donations, please be careful to ensure that the donations comply with Altera's Anti-Bribery Policy and are not in any way attributable to Altera.

6. *Do Not Discriminate or Harass*

Good teamwork requires mutual respect. That's why we strictly prohibit any form of discrimination or harassment. It is a violation of Altera policy and may also be against the law to discriminate against or harass an Altera employee, prospective employee, or an employee of a customer, supplier, or partner on the basis of race, color, religion, gender, national origin, ancestry, age, marital status, sexual orientation, disability, medical condition, veteran status or any other status protected by applicable law. Altera welcomes all qualified job applicants and will make reasonable accommodations for disabled job applicants and employees if the person is otherwise qualified to safely perform all of the essential functions of the position.

Any comment or conduct relating or referring to a person's race, religion, color, gender, age, ancestry, national origin, ethnic background, sexual orientation, disability, marital status, or medical condition that fails to respect the dignity and feelings of the individual is not tolerated. Equally important, any comment or conduct of a sexual nature, where such behavior may reasonably threaten or offend a fellow employee, is prohibited.

7. *Never Trade In Securities Based on Inside Information*

You are required to comply with all laws governing trading in Altera and other companies' securities. You should familiarize yourself with Altera's [Insider Trading Policy](#), which prohibits (1) trading in any securities based on material inside information and (2) disclosing material inside information to someone who might trade on that information. Information is considered material if it would be important to a stockholder in deciding to buy or sell the security, and it has not previously been disclosed to the general public. Because you may have knowledge of material inside information regarding our customers, partners, and suppliers, you should be careful to comply with

Altera's insider trading policy when buying and selling those companies' securities as well as Altera securities.

8. Do Not Make Public Statements on Altera's Behalf Unless Authorized to Do So

Because Altera is a publicly traded company, it is important that only authorized employees make statements about Altera to the press, investors, securities analysts, and others. Under Altera's [Disclosure Policy](#), you should direct any inquiries or requests for comments that you might receive from a member of the press, investors, securities analysts, and others to Altera's public relations manager and/or the vice president of investor relations.

9. Take Steps to Protect Confidential Information

While working with Altera, you may have access to confidential information concerning Altera customers, employees, technology, business systems, future plans, financial and business forecasts, research and development data, financial results, and new discoveries or other information that is considered confidential.

Maintaining confidentiality is important to Altera's competitive position and, ultimately, to our ability to achieve financial success. You are required to protect confidential information, safeguard it when in use, file it or otherwise protect it properly when not in use, and discuss it only with those who have a legitimate need to know. For example, use a non-disclosure agreement when disclosing confidential information to third parties and properly dispose of confidential documents in the shredder bins located throughout Altera's facilities. If you work with classified government information, you will have additional responsibilities for safeguarding that information.

As a condition of employment, all employees are asked to sign an Employment, Confidential Information & Invention Assignment Agreement. The agreement includes a provision that limits the type of information you may communicate to individuals outside of Altera. The agreement also prohibits employees from disclosing to Altera personnel or bringing onto Altera property any confidential information belonging to a former employer or anyone else. Please see Altera's [Data Security Policy](#) or speak with a representative of the legal department for further guidance on protecting confidential information belonging to Altera or a third party.

10. Respect Intellectual Property Rights of Others

Altera protects its investment in the creation of intellectual property by, for example, filing patent applications on new inventions. Similarly, Altera respects the intellectual property rights of other companies and individuals. Consequently, you should never copy or use someone else's creative work (e.g., photos or music) without the creator's permission. If you ever have questions about Altera's obligations regarding another party's intellectual property rights, please contact the legal department.

11. Ensure You Comply with Laws Governing Export and Import of Altera Products

Altera is subject to export and import laws in all the countries where we do business. Our [import/export compliance program documents](#) detail what you need to do to comply with those laws. Because a violation of these laws can result in serious penalties up to and including prohibiting Altera from making exports, you are expected to be familiar with these policies.

12. Properly Use and Protect Altera Assets and Resources

Altera's assets and resources include its intellectual property, physical property including equipment and information systems, and personnel. You should not use Altera's assets and resources for anything other than Altera business; a narrow exception is that you may use Altera's information systems (e.g. phones and email) for limited personal use. You should also take precautions to prevent misuse of, damage to, theft of, or loss of Altera's assets and resources. Finally, if you are required to submit a timecard please ensure that the timecard is complete and accurate.

13. Help Create and Maintain a Safe Workplace

Altera is committed to ensuring a safe workplace. You can help by reporting any safety hazards to the facilities department or a manager. Additionally, you should never come to work or operate a vehicle while on company business if you are under the influence of illegal drugs or alcohol or if you are impaired by any prescription drug.

No employee may manufacture, use, possess, distribute, or sell alcohol or any illegal drug while at work, while operating a company owned or leased vehicle, or while on company property. The only exception is at company-sponsored functions or meals where alcohol may be served in moderation.

Enforcement and Waivers

If you violate the Code, you may be subject to disciplinary action up to and including termination of employment. In addition, in the case of a violation of law, you and Altera may be subject to substantial penalties including fines and possible imprisonment.

Any waivers to the Code for executive officers and members of the board of directors must be approved by disinterested members of the board of directors and must then be disclosed to shareholders. A waiver for any other employee must be approved by Altera's president.

Reporting Violations

If you become aware of a potentially unethical or illegal situation involving Altera or have concerns that someone may have violated Altera's Code of Conduct, you should report the situation to a member of management, to the legal department, to the human

resources department, to the internal audit department, or to the audit committee of Altera's board of directors. No employee will ever be retaliated against for raising a good faith concern regarding a potentially unethical or illegal situation involving Altera. If the Company initiates an investigation regarding a violation of the Code of Conduct, any applicable law or Company policy, you are expected to cooperate in that investigation. In conducting an investigation, Altera reserves the right, in compliance with applicable laws, to review documents or other communications made using the Company's information systems.

You can report any concerns you may have on an anonymous basis by calling the Altera Compliance Line, a toll-free, anonymous telephone hotline operated by an independent organization, at 888-475-4360. If you are located outside of the United States and Canada you will be able to make a toll-free call to the Compliance Line using the AT&T access code for the country from which you are calling. Further information about the Compliance Line can be found on the Altera intranet.

Questions?

If you have a question about Altera's Code of Conduct, check the FAQ's first and if you don't find the answer to your question, please contact a representative of the legal department.