1.0 INTENT:

Microchip Technology Incorporated and its subsidiaries (together, the “Company”) is committed to complying with all applicable laws and regulations regarding the treatment of complaints concerning accounting, internal accounting controls, or auditing matters, federal and state securities laws violations, and bribery of foreign officials ("Complaints") and maintaining a work environment that is free of retaliation for raising such Complaints. The Company is also committed to maintaining an atmosphere of open communication and trust between employees and management. Furthermore, as a public company, the integrity of the Company’s financial information is paramount. The Company’s financial and accounting information guides the decisions of the Board of Directors, and is relied upon by our shareholders and the financial markets. The Company’s policies and practices have been developed as a guide to our legal and ethical responsibilities in order to achieve and maintain the highest business standards.

For these reasons, we must maintain a workplace where employees, who reasonably believe that they are aware of improper conduct concerning accounting, internal accounting controls or auditing matters, federal and state securities laws violations, or bribery of foreign officials can raise these concerns free of any harassment, discrimination, or retaliation. Therefore, it is the policy of the Company to encourage its employees to report those concerns in writing to their supervisor or the General Counsel. All reports will be taken seriously and will be promptly investigated as appropriate. The specific action taken in any particular case depends on the nature and gravity of the conduct or circumstances reported and the quality of the information provided. Where any conduct in violation of the Company’s legal duties has occurred, such matters will be corrected and, if appropriate, the persons responsible will be disciplined.

2.0 REPORTING AND INVESTIGATION:

If you have a good faith Complaint concerning accounting, internal accounting controls, or auditing matters, federal and state securities laws violations, or bribery of foreign officials you should immediately report those facts to your supervisor, or the General Counsel.

You may raise such a Complaint as indicated above or on an anonymous basis by sending a letter to Microchip Technology Incorporated, P.O. Box 7163, Chandler, AZ 85246-7163, U.S. Alternatively, any employee may raise those concerns by voice mail or e-mail to Mari Valenzuela (mari.valenzuela@microchip.com), General Counsel, 480-792-4619 in Chandler, AZ. If the Complaint directly implicates the General Counsel of Microchip Technology Incorporated, then the employee is instructed to send a copy of the Complaint to the Chairperson of the Audit Committee of the Board of Directors, Microchip Technology Incorporated, PO Box #213, 6312 SW Capitol Hwy, Portland, OR 97239-1938. Complaints received orally (or by voice mail) will be summarized and reduced to writing either by the maker of the Complaint or, if the maker declines to do so, by the General Counsel of Microchip Technology Incorporated or the Chairperson of the Audit Committee, as appropriate (employees wishing to remain anonymous should submit Complaints in writing to one of the addresses indicated above).

Supervisors are required to promptly and confidentially forward the written report to the General Counsel of Microchip Technology Incorporated or the Chairperson of the Audit Committee, as appropriate.

All Complaints under this policy will be promptly and thoroughly investigated and all information disclosed during the course of the investigation will remain confidential except as necessary to conduct the investigation and take any remedial action in accordance with applicable law. All employees and supervisors have a duty to cooperate in the investigation of reports of any conduct covered by this policy. In addition, an employee will be subject to disciplinary action, including the termination of his or her employment, if the employee fails to cooperate in an investigation or deliberately provides false information during an investigation. If, at the conclusion of its investigation, the Company determines that a violation of policy or law has occurred, the Company will take remedial action commensurate with the severity of the offense. This action may include disciplinary action against the accused party, up to and including termination. Reasonable and necessary steps will also be taken to prevent any further violations of policy or law.

Information contained in the written report or letter must be sufficient to identify the specific area of the violation, the particulars associated with the specific violation, and the individual(s) associated with the violation.

3.0 DISCRIMINATION, RETALIATION OR HARASSMENT:

The Company strictly prohibits any discrimination, retaliation, or harassment against any person who reports a Complaint based on the person's reasonable belief that such a Complaint is appropriate. The Company also strictly prohibits any discrimination, retaliation, or harassment against any person who participates in an investigation of such Complaints.

Any Complaint alleging that any managers, supervisors, or employees are involved in discrimination, retaliation, or harassment related to the reporting or investigation of any Complaint submitted in accordance with this policy will be promptly and thoroughly investigated in accordance with the Company's investigation procedures. If a complaint of discrimination, retaliation, or harassment is substantiated, appropriate disciplinary action, up to and including termination, will be taken.

If you believe that you have been subject to discrimination, retaliation, or harassment for having made a report under this policy, you must immediately report those facts to your supervisor, the Human Resources Department, or the General Counsel of Microchip Technology Incorporated. If you have reason to believe that any of those individuals are involved in these matters, then you should report those facts to the Chairman of the Audit Committee of the Board of Directors at the following address: Microchip Technology Incorporated, PO Box #213, 6312 SW Capitol Hwy, Portland, OR 97239-1938.

4.0 ADDITIONAL ENFORCEMENT INFORMATION

In addition to the Company's internal complaint procedure, employees should also be aware that certain federal and state law enforcement agencies are authorized to review questionable accounting, internal accounting control, or auditing matters, federal and state securities laws violations, and bribery of foreign officials. The Company's policies and practices have been developed as a guide to our legal and ethical responsibilities to achieve and maintain the highest business standards. Conduct that violates the Company's policies will be viewed as unacceptable under the terms of employment with the Company. Certain violations of the Company's policies and practices could even subject the Company, the individual employee(s) involved, or both, to civil and criminal penalties. Before issues or behavior can rise to that level, employees are encouraged to report questionable accounting, internal accounting control or auditing matters, federal and state securities laws violations, and bribery of foreign officials, as well as discrimination, retaliation, or harassment related to such reports.

5.0 SCOPE

You should note that this policy only applies to complaints concerning accounting, internal accounting controls, or auditing matters, federal and state securities laws violations and bribery of foreign officials. If you have any complaints regarding other matters, you should contact the Human Resources Department with those complaints at HRConfidential@Microchip.com.

6.0 PROTECTED ACTIVITY NOT PROHIBITED

Nothing in this policy or any other Company policy or document limits or prohibits employees from engaging for a lawful purpose in any "Protected Activity." "Protected Activity" means filing a charge, complaint, or report, or otherwise communicating with or participating in any investigation or proceeding that may be conducted by state, federal, local, or other governmental agency, including the Securities and Exchange Commission, the Occupational Safety and Health Administration, the Equal Employment Opportunity Commission, and the National Labor Relations Board ("Government Agencies"). In connection with such Protected Activity, employees are permitted to disclose documents or other information as permitted by law, and without giving notice to, or receiving authorization from, the Company. In making any such disclosures or communications, employees must take all reasonable precautions to prevent any unauthorized use or disclosure of any information that may constitute Company confidential information to any parties other than the relevant Government Agencies. "Protected Activity" does not include the disclosure of any Company attorney-client privileged communications or attorney work product; any such disclosure, without the Company's written consent, violates Company policy.

7.0 MODIFICATION

The Company can modify this policy unilaterally at any time without notice. Modification may be necessary, among other reasons, to maintain compliance with applicable laws and regulations or accommodate organizational changes within the Company.

8.0 REFERENCE DOCUMENTS:

8.1 SPI-50313 - Confidentiality – MCHP-600

8.2 SPI-50314 - Insider Trading – MCHP-630

8.3 SPI-50316 - Compliance with Laws – MCHP-685

8.4 SPI-50317 - Code of Business Conduct and Ethics – MCHP-690

8.5 SPI-50318 – Conflicts of Interest – MCHP-695