Code of Business Conduct and Ethics (MCHP-690)

1.0 INTRODUCTION:

This Code of Business Conduct and Ethics helps ensure compliance with legal requirements and our standards of business conduct. All directors, officers, employees, and contractors of Microchip Technology Incorporated or any of its subsidiaries (Microchip Technology Incorporated and its subsidiaries together, the "Company") (hereafter, “Covered Persons”) are expected to read and understand this Code of Business Conduct and Ethics, uphold these standards in day-to-day activities, and comply with all applicable policies and procedures.

Because the principles described in this Code of Business Conduct and Ethics are general in nature, you should also review all applicable Company policies and procedures for more specific instruction, and contact the Human Resources Department or the Legal Department if you have any questions. If you are unsure about any provision of this policy or any other related policy, discuss the matter with your supervisor, the General Counsel, or the Vice President of Human Resources.

Nothing in this Code of Business Conduct and Ethics, in any Company policies and procedures, or in other related communications (verbal or written) creates or implies an employment contract or term of employment. To be valid and binding on the Company, an employment contract, or promise of a specified term of employment, must be in writing and signed by the Company’s Chief Executive Officer and Vice President of Human Resources.

2.0 PURPOSE:

The purpose of this Code of Business Conduct and Ethics is to deter wrongdoing and to promote:

- Honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- Full, fair, accurate, timely, and understandable disclosure of reports and documents that Microchip Technology Incorporated files with, or submits to, the SEC and in other public communications made by the Company;
- Compliance with applicable governmental laws, rules, and regulations;
- Prompt internal reporting to an appropriate person or persons of violations of this Code of Business Conduct and Ethics; and
- Accountability for adherence to this Code of Business Conduct and Ethics.

This policy is not the exclusive source of guidance and information regarding the conduct of our business. You should consult other applicable policies and procedures in specific areas as they apply. This policy is intended to supplement, not replace, the Company’s employee handbook and other policies and procedures.

3.0 POLICY:

Ethical business conduct is critical to our business. As a director, officer, or employee of the Company, your responsibility is to respect and adhere to this Code of Business Conduct and Ethics (inclusive of the Company’s Guiding Values and applicable policies and procedures listed above). Many of these policies reflect legal or regulatory requirements. Violations of these laws and regulations can create significant liability for you and for the Company and its directors, officers, and other employees.

Part of your job and ethical responsibility is to help enforce this Code of Business Conduct and Ethics. You should be alert to possible violations of this policy and report possible violations of any Company policy to the Vice President of the Human Resources Department, the General

Counsel, or the Chief Financial Officer, as appropriate. You must cooperate in any internal or external investigations of possible violations. Reprisal, threats, retribution, or retaliation against any person who has in good faith reported a violation or a suspected violation of law, this Code of Business Conduct and Ethics, or other Company policies, or against any person who is assisting in any investigation or process with respect to such a violation, is prohibited.

3.1 Waivers - Any waiver of any provision of this Code of Business Conduct and Ethics for a member of the Company's Board of Directors or an executive officer or other persons designated as the Company's principal executive officer, principal financial officer, principal accounting officer or controller (or persons performing similar functions) must be approved in writing by the Company's Board of Directors and promptly disclosed as required by applicable SEC and NASDAQ rules. The Company's General Counsel must approve any waiver of any provision of this Code of Business Conduct and Ethics with respect to any other Covered Person in writing.

3.2 Disciplinary Actions - The matters covered in this Code of Business Conduct and Ethics are of the utmost importance to the Company, its stockholders, and its business partners, and are essential to the Company's ability to conduct its business in accordance with its stated values. We expect all Covered Persons to adhere to these rules in carrying out their duties for the Company.

The Company will take appropriate action against any Covered Person whose actions are found to violate these policies of the Company. Disciplinary actions may include immediate termination of any employment or business relationship at the Company's sole discretion. Where the Company has suffered a loss, it may pursue its remedies against the individuals or entities responsible. Where laws have been violated, the Company will cooperate fully with the appropriate authorities. You should review the Company's policies and procedures for more detailed information.

3.3 Reporting Suspected Non-Compliance - As part of your commitment to ethical and legal conduct, the Company expects you to report suspected violations of this policy or of any applicable law, by any Covered Person. Suspected violations should be brought to the attention of your supervisor, the Chief Financial Officer, the Vice President of the Human Resources Department at HRConfidential@Microchip.com, or the General Counsel. An anonymous complaint may be submitted to Microchip Technology Incorporated, P.O. Box 7163, Chandler, AZ 85246-7163, U.S.

With regard to suspected violations of accounting or auditing policies or requirements, violations of federal or state securities laws or bribery of foreign officials, please see the Reporting Legal Non-Compliance Policy (MCHP-675). You are required to come forward with any such information about suspected violations of this Code of Business Conduct and Ethics without regard to the identity or position of the suspected offender. The Company will treat the information in a confidential manner (except as necessary to conduct the investigation and take any remedial action, and in accordance with applicable law) and will seek to ensure that no acts of retribution or retaliation will be taken against anyone for making a report.

Because failure to report criminal activity can itself be understood to condone the crime, we emphasize the importance of reporting. Failure to report knowledge of wrong-doing may result in disciplinary action, civil or criminal liability, or a combination of all against those who fail to report.

3.4 Complaint Procedure:

3.4.1 Notification of Complaint – Information about known or suspected violations by any Covered Person should be reported promptly. Whenever practical, such information should be submitted in writing, providing sufficient detail of the violation to assist in the review and evaluation of the actions required.

3.4.2 Investigation – Reports of violations will be investigated by the appropriate division of the Company, such as Human Resources, Finance, Legal, or the Board of Directors. Covered Persons are expected to cooperate in the investigation of reported violations.

3.4.3 Confidentiality – To the extent practical and appropriate under the circumstances to protect the privacy of the persons involved, the identity of anyone who reports a suspected violation or who participates in the investigation will not be disclosed. You should be aware that the individual or individuals conducting an investigation, and those assisting him or her, are obligated to act in the best interests of the Company and do not act as personal representatives or lawyers for Covered Persons.

3.4.4 Protection Against Retaliation – Retaliation in any form against an individual who reports a violation of this Code of Business Conduct and Ethics or of the law, even if the report is mistaken, or who assists in the investigation of a reported violation, is itself a serious violation of this policy and applicable law. Acts of retaliation should be reported immediately. The Company will investigate reports of retaliation, and will discipline individuals suspected of retaliating up to and including termination, as appropriate.

4.0 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.

5.0 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.

6.0 REFERENCE DOCUMENTS:

6.1 SPI-50313 - Confidentiality – MCHP-600

6.2 SPI-50314 - Insider Trading – MCHP-630

6.3 SPI-50315 - Reporting Legal Non-Compliance – MCHP-675

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

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