



QUICKLOGIC CORPORATION

CODE OF CONDUCT AND ETHICS

SCOPE:

This Code applies to all QuickLogic employees and members of the QuickLogic Board of Directors.

PURPOSE:

This Code establishes guidelines and standards for employee conduct at QuickLogic.

GENERAL:

As a condition of continuing employment, all employees will be required on a periodic basis to acknowledge on-line or in writing their receipt of and compliance with this Code, and their understanding of the Code as it pertains to QuickLogic's business.

QuickLogic conducts its business with the highest degree of integrity and honesty. Consistent ethical conduct is a major factor in QuickLogic's success as a highly respected industry leader. QuickLogic's credibility and reputation are dependent on the actions of all employees. Thus, in every business decision and employee interaction with other employees, customers, contractors, suppliers and others, all employees are required to abide by the values, policies and laws that govern QuickLogic's business.

Please keep in mind that this Code does not, and indeed cannot, specifically address every circumstance. No code or policy can be a substitute for your good judgment. In every situation, QuickLogic relies on its employees to observe the spirit of this Code and other policies and observe the highest ethical standards when at work or engaged in work activities.

Managers are expected to follow and implement this Code, especially but not exclusively in their respective departments, including ensuring that their group is informed of, understands and follows the principles set out in the Code. By the example of their own conduct, managers should demonstrate the exercise of sound and mature judgment in all business relationships. Because employee actions during and outside work hours reflect on the reputation of QuickLogic, each employee is expected to refrain from any action or association that might embarrass or discredit QuickLogic.

It is expected that every QuickLogic employee will adhere to this standard of conduct, using their best judgment and seeking advice from managers, the Human Resources Department, the Legal Department, the Chief Financial Officer, or other appropriate sources to assist in decisions when the course of action may be unclear. Violations may subject employees to disciplinary action. Disciplinary action, as used throughout this Code, includes possible termination.

INTERPRETATION:

The expectations described in this Code are both fundamental and important. QuickLogic is committed to providing employees the necessary resources to understand and comply with the terms of

the laws and policies applicable to our business. All terms in this Code should be construed in tandem with QuickLogic's policies, procedures and other guidelines, and in conjunction with any applicable laws, rules or regulations. Any employee who is uncertain as to the meaning, interpretation or application of this Code to a specific situation should seek guidance from his or her department manager, the Human Resources Department, the Legal Department, or the Chief Financial Officer. QuickLogic expressly retains all rights to operate its business according to its judgment, including but not limited to the right to determine the size and nature of the work force; to determine qualifications of employees; to be the sole judge of competence and performance of employees; to set, and from time to time, change its employment policies, including wages and salaries paid, benefits provided and holidays recognized; and to direct, supervise, control, discipline or terminate its employees.

AT-WILL EMPLOYMENT:

Nothing in this Code is intended to create a contract of employment. Unless otherwise agreed to in a contract signed by you and QuickLogic's Chief Executive Officer, Chief Financial Officer or Vice President, Human Resources and Development, employment with QuickLogic is at will, meaning that either party may terminate the employment at any time for any reason or no reason. Notwithstanding the foregoing, any employee terminations will be subject to applicable laws in the jurisdiction of employment.

REPORTING/NO RETALIATION:

Ethics is everyone's business at QuickLogic. Each employee is expected to promote ethical behavior in the work environment. Legal compliance is equally of critical importance to QuickLogic. Any employee having information, knowledge or suspicion of any actual or contemplated action or omission which is, or appears to be, in violation of this Code, QuickLogic policies, or any applicable law or regulation is required to report the matter promptly. Financial integrity matters, such as questionable accounting, internal controls or auditing matters, or the reporting of fraudulent financial information, should be directly reported to the Company's Compliance Hotline according to the Company's Financial Information Integrity Policy. Other matters should be reported to your manager, the Human Resources Department, the Legal Department, the Chief Financial Officer or the QuickLogic Compliance Hotline. Failure to report such violations of this Code, law or Company policy may result in disciplinary action. If an employee makes a report to his or her manager concerning questionable accounting, internal controls or auditing matters or the reporting of fraudulent financial information, the manager shall promptly report the matter to the QuickLogic Compliance Hotline. Other items should be reported to the Human Resources Department, the Legal Department, the Chief Financial Officer or the QuickLogic Compliance Hotline. In cases involving any suspected improper conduct by officers of the company, employees may report issues to the Audit Committee of the Board of Directors by calling the QuickLogic Compliance Hotline and indicating the nature of the issue.

Immediately notifying QuickLogic of any conduct that violates the Code is essential, since we cannot resolve a problem unless we know about it. All reports of violations or potential violations of this Code will be treated with as much confidentiality as is reasonable, consistent with the need to conduct an adequate investigation. Reports of financial impropriety may be made anonymously by contacting the Compliance Hotline as stated in the QuickLogic Financial Information Integrity Policy.

No employee will be disciplined for making a good-faith report of conduct contrary to this Code. Additionally, any attempt by another employee at retaliation or reprisal against an employee who makes a good-faith report of conduct implicated by this Code will result in disciplinary action.

QuickLogic will investigate all reports of violations or potential violations of this Code as

promptly as possible under the circumstances and employees are required to cooperate in any internal or external investigation. QuickLogic prohibits employees from interfering with, or in any way hindering, QuickLogic's enforcement of this Code.

BUSINESS PRACTICES:

You should be fair, honest, and forthright in all dealings with other employees and third parties, including customers and suppliers. Every QuickLogic business transaction should comply with both the letter and spirit of applicable laws and regulations.

ACCURACY OF RECORDS; COMPLIANCE WITH REVENUE RECOGNITION POLICIES:

QuickLogic's internal records and public disclosures must be accurate and complete, and all employees are responsible for ensuring that this responsibility is met. Each employee is responsible for complying with the QuickLogic Revenue Recognition Policy, to the extent this policy pertains to their role in the Company. Employees should promptly report any potential or actual violation of the Revenue Recognition Policy, complaints concerning questionable accounting, internal controls or auditing matters, or the reporting of fraudulent financial information by telephoning the QuickLogic Compliance Hotline under the reporting guidelines set out in QuickLogic's Financial Information Integrity Policy.

In the course of conducting QuickLogic's business, every employee records, maintains or submits data and other information within QuickLogic. Recording or reporting false, misleading or dishonest information, both inside and outside QuickLogic, violates QuickLogic policy and, in certain circumstances, may lead to civil or even criminal liability. Employees are required to record or report information accurately in all QuickLogic documents and records, including, but not limited to:

- financial records;
- expense reports;
- time records (including time worked and time away from work);
- product-testing results;
- service reports;
- product orders or shipment reports.

Forging, backdating or improperly altering any document in the course of conducting QuickLogic business is strictly prohibited.

RECORDING AND REPORTING FINANCIAL INFORMATION:

QuickLogic requires ethical and professional conduct in the practice of financial management worldwide. In addition to the responsibilities contained elsewhere in this Code, individuals in the finance department and other individuals that provide information to QuickLogic's Chief Executive Officer, Chief Financial Officer or independent auditors shall adhere to the following professional and ethical conduct:

- act in good faith and exercise due care, competence and diligence in all matters;

- ensure that all accounting practices are performed in accordance with QuickLogic financial policies;
- financial managers are responsible for ensuring that all accounting practices are performed in accordance with Generally Accepted Accounting Principles and local accounting regulations;
- act to provide full, fair, accurate, timely and understandable disclosures in reports and documents filed with the Securities and Exchange Commission and in other public communications, avoiding omissions or misrepresentations of material facts;
- share knowledge and maintain skills important and relevant to QuickLogic's needs;
- act with honesty and integrity, avoiding actual or apparent conflicts of interest in personal and professional relationships, and disclose to the Audit Committee, or through other reporting channels designated by QuickLogic for such reports, any material transaction or relationship that reasonably could be expected to give rise to such conflict.

Additional Responsibilities for the CEO, CFO And Financial Controllers:

The Chief Executive Officer, Chief Financial Officer and financial controllers are bound by the provisions set forth in this Code relating to ethical conduct, conflicts of interest and compliance with law. In addition, the CEO, CFO and controllers are subject to the following additional specific policies:

- The CEO, CFO and controllers are responsible for ensuring that all accounting practices are performed in accordance with QuickLogic's financial policies, Generally Accepted Accounting Principles and local accounting regulations;
- The CEO, CFO and controllers are responsible for ensuring full, fair, accurate, timely and understandable disclosure in the periodic reports required to be filed by the Company with the Securities and Exchange Commission. Accordingly, it is the responsibility of the CEO, CFO and controllers promptly to bring to the attention of the Disclosure Committee any material information of which he or she may become aware that affects the disclosures made by the Company in its public filings or otherwise assist the Disclosure Committee in fulfilling its responsibilities;
- The CEO, CFO and controllers shall promptly bring to the attention of the Disclosure Committee and the Audit Committee any information he or she has concerning (a) significant deficiencies in the design or operation of internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's financial reporting, disclosures or internal control.

SPENDING/SIGNATURE AUTHORITY:

All contracts must be reviewed in advance by the Legal Department in consultation with the Chief Financial Officer or the Corporate Controller. All original signed contracts must be provided to the Legal Department. For more information regarding the contract approval process see the Contract Review Policy. For Company spending guidelines, see QuickLogic's Signature Authority Policy. These policies are available in the Finance and Purchasing Departments, respectively. QuickLogic's internal resources are to be used for purposes that benefit QuickLogic and its stockholders, and may not be used for unlawful or unethical reasons. All expenses incurred or for which an employee requests

reimbursement must be appropriate.

Similarly, signing any document or entering into any agreement on behalf of QuickLogic without the appropriate authority or prior approval is strictly prohibited. Any side letter or agreement that modifies the terms of a contract or purchase order must be pre-approved according to the contract guidelines noted above.

CONTRACT COMPLIANCE:

In order that QuickLogic meets its contractual commitments, you should know, understand, and comply with the terms of those obligations. While it's often hard to predict the evolution of our technologies, do your best to develop the greatest possible understanding of our technologies and be sure to promise only what we will be able to deliver. Employees developing our products should accurately describe the capabilities of those products, and promptly inform QuickLogic management of problems or defects.

MARKETING/ADVERTISING:

QuickLogic's advertising must be fair and honest. Claims made about QuickLogic products or comparisons of QuickLogic products to the products of our competitors, should be accurate, objective and verifiable.

RECORDS RETENTION:

QuickLogic employees are required to keep relevant paper and electronic records that are necessary to conduct their work for an appropriate time period. Drafts, rough notes, certain emails and other short-term records that are needed only for temporary back up or are interim work product should be deleted or placed in shredding bins as soon as they are no longer needed, unless an employee is otherwise directed by QuickLogic. Most final records, particularly those that are relevant to QuickLogic's financial results or ongoing business matters, are subject to a specific retention period. Additionally, certain records may be designated for specific retention periods as a result of litigation or government requirements. Please refer to the QuickLogic Record Retention Guidelines for suggested retention periods. Destruction of records for inappropriate reasons or after receiving a directive not to destroy records is unethical and is a violation of this Code.

Employees should contact the Legal Department or the Chief Financial Officer if they have any questions about retaining records.

ELECTRONIC RECORDS:

Because email is often prepared in draft form, it often contains inaccurate or misleading statements, which may cause significant problems when viewed out of the context in which it was created. Accordingly, please delete your email (whether it resides on your hard drive or on QuickLogic servers) as soon as it is no longer immediately relevant to a current matter. If you need to retain email or have been directed by QuickLogic to retain certain communications, please save it to a file, where it is subject to the general retention policies outlined above.

CONFLICTS OF INTEREST:

QuickLogic employees are prohibited from engaging in any behavior or enterprise that conflicts with QuickLogic's interest. Thus, employees should be free from any interest, influence or relationship

that creates a conflict, or appearance of a conflict, with the best interests of QuickLogic or the effectiveness of their job performance. Actual or potential conflicts may arise in a variety of contexts. By way of example, employees should avoid any direct investment or association that interferes, or creates the appearance of interfering, with their best judgment in the performance of their job duties and other actions affecting QuickLogic.

You should also avoid the receipt of personal gifts or favors that might influence (or appear to influence) that judgment. Neither you nor any member of your family may accept any gift associated with doing business for QuickLogic that: (1) goes beyond common courtesies; (2) obligates you to the giver; (3) creates the appearance of a conflict of interest; or (4) could prove embarrassing to QuickLogic. Receipt of equity interests (such as “friends and family” stock) or other items whose value is difficult to assess but potentially significant must be approved by your manager and QuickLogic’s Legal Department. Finally, you may not solicit gifts from QuickLogic vendors for yourself or others.

You should also ensure that those with whom you have a family or close personal relationship are reasonably separated from your scope of supervision and from your influence in work assignments, appraisals, promotions, contracting, and compensation decisions. To further limit the chance of any conflict of interest, you should promptly notify your manager of any family or close personal relationship with another employee of QuickLogic or of our competitors or vendors. Neither you nor any member of your family may supply goods or services to QuickLogic without the knowledge and approval of your supervisor and the manager responsible for purchasing the goods or services. In certain circumstances, and in the sole discretion of QuickLogic, it may be necessary to reassign an employee to prevent the working together of family members in the same group or department.

The following are additional examples of unacceptable business practices that may create a conflict or appearance of a conflict or other ethical breach:

- use of a QuickLogic position, or resources or confidential information gained as a result of such position, for personal gain;
- unauthorized outside employment or consulting which in any way affects or impacts QuickLogic’s interests, including without limitation serving as a director of a company that could potentially become a competitor, directly competes with QuickLogic, or is likely to become a competitor;
- other than payments authorized in the FCPA section below, offering any type of payments or business courtesy of significant value (*e.g.*, entertainment, meals, transportation or lodging) directly or indirectly to foreign officials governmental business entity, a candidate for elected office, or a political party), for the purpose of unduly influencing any government to obtain business or any other benefit.

Conflict of interest issues should be anticipated and resolved by informing the supervising manager, Human Resources and/or the Legal Department of the potential conflict and obtaining a written authorization to proceed whenever required.

FOREIGN CORRUPT PRACTICES ACT (FCPA):

The following briefly highlights key points from QuickLogic’s Foreign Corrupt Practices Act Compliance Policy. This policy can be obtained from the Finance or Legal Departments. Because the FCPA contains a number of complex and technical provisions, you should carefully review the QuickLogic policy for complying with the FCPA and consult with the Legal Department if you have any

reason to believe that the FCPA may apply to a given situation.

Prohibition of improper payments and the requirement for accurate reporting. The FCPA prohibits improper payments including bribes, gifts, or promises to give anything of value for improper purposes — given directly or indirectly to foreign officials (including an officer or employee of a foreign government or quasi-governmental business entity, a candidate for elected office, or a political party) to obtain business or any other benefit. The FCPA also prohibits the inaccurate reporting of *any* payments to these individuals or parties.

Expediting and goodwill payments. In certain countries it is customary and necessary to make expediting payments to ensure routine administrative actions by government employees to which QuickLogic is lawfully entitled. It is also customary in certain countries to make payments or give gifts to individuals in order to maintain the goodwill of the recipient toward QuickLogic. Such expediting and goodwill payments and gifts are permitted provided that they are pre-approved in accordance with our FCPA Compliance Policy.

PROTECTING QUICKLOGIC ASSETS:

QuickLogic employees are responsible for protection of QuickLogic's assets, which include both physical property and proprietary information. QuickLogic's proprietary information includes without limitation intellectual property, internal databases, customer lists, confidential technical data, organization charts, employee directories, non-public financial information, compensation information and other trade secrets. Employees are not authorized to disclose proprietary information verbally, in writing, electronically (*i.e.*, via the Internet), or any other manner, unless specifically authorized by a properly executed, written nondisclosure agreement.

Similarly, employees are responsible to guard against inadvertent loss of QuickLogic property and information. Thus, for example, employees should be careful during casual conversation to avoid inadvertent disclosure of QuickLogic financial, product development and other trade secrets. Employees must also ensure that confidential discussions are not overheard by others or disclosed by careless transmission of electronic mail. Any documents containing proprietary information should be appropriately marked and, when disposed of, they should be shredded.

In addition to storing information in documents, QuickLogic stores a great deal of information on computer drives and electronic media. Each employee is responsible for maintaining the security and atmosphere of our electronic infrastructure. All employees are required to take all necessary steps to safeguard user identities and passwords (*e.g.*, using challenging passwords, concealing identities or passwords, and using password-protected screensavers or password-protected digital signatures). Employees should be aware that using a digital certificate or otherwise indicating authorship of an electronic communication may be equivalent to signing a document. No employee may send an electronic communication that appears to come from another person; capture other users' user identification or passwords; access unauthorized files; or otherwise compromise network trust or security. Finally, do not disable or circumvent security mechanisms on your system (such as virus-checking software) or any place on the network (such as secure dial-up, firewall policies, *etc.*).

Employees must report the loss of any QuickLogic documents, computer drives or electronic media immediately to their manager and to Human Resources.

You may not use, reproduce or distribute third-party intellectual property without permission, or beyond the extent permitted by the scope of a non-disclosure agreement or contract. The Legal Department can help you determine the scope of the rights associated with the use of any third-party

intellectual property and may be able to help you obtain rights, if needed.

STOCK TRADING:

QuickLogic grants stock options so that our employees can share in QuickLogic's success. However, this benefit carries with it the responsibility of adhering to the applicable laws and QuickLogic policies governing stock trading, including without limitation QuickLogic's Insider Trading Compliance Program which can be obtained from the Human Resources Department, the Legal Department or the Finance Department.

As explained in more detail in the Insider Trading Compliance Program, employees may not conduct stock transactions on the basis of material, non-public information and are absolutely restricted from trading during particular times. Federal securities laws prohibit anyone from buying or selling stock on the open market where such person has access to material, non-public information. Examples of such information include but are not limited to: Financial announcements; management changes; major litigation; purchase or sale of significant assets; significant customer relationships; anticipated mergers, acquisitions, partnerships or divestitures; business restructurings; significant inventions; new product introductions and other business-critical events.

Employees and board members, members of their families and members of their households, are prohibited from trading during certain "blackout" periods (as described below). Any employee on the payroll as of the third Monday before the end of our fiscal quarter is presumed to have access to material and non-public information and therefore must wait to trade QuickLogic stock until at least two full trading days after QuickLogic releases its quarterly financial results to the public. Employees who leave QuickLogic should consider trading-window restrictions that are in effect within four weeks of their termination. No individual may conduct stock transactions on the basis of material, non-public information.

No director, officer or other employee of QuickLogic shall: margin, or make any offer to margin, any of the Company's securities as collateral to purchase the Company's securities or the securities of any other issuer; directly or indirectly sell any security of QuickLogic if he/she does not own the security sold, or owns the security but does not mail it to the buyer within five days or deliver it within twenty days (a transaction known as a "short sale"); or trade derivative securities relating to QuickLogic's securities, such as warrants or listed or unlisted options to purchase ("call") or sell ("put") QuickLogic's securities, whether or not issued by QuickLogic. QuickLogic may, however, from time to time grant options to you under employee benefit plans or agreements adopted by the Board of Directors and you may exercise such options at any time, although sales of the associated stock must comply with blackout periods.

Any questions regarding this complex and important subject should be referred to the Legal or Finance Departments.

COMMUNICATION OF FINANCIAL INFORMATION:

The disclosure of material information regarding QuickLogic to non-employees is subject to the QuickLogic Communication Policy. Use of QuickLogic non-public information in a manner outside of the Communication Policy may be a violation of this Code.

The Communication Policy includes, but is not limited to, the following points:

- As a general rule, communication with stockholders, the media, and market analysts shall be restricted to the Company's Chief Executive Officer, Chief Financial Officer, Manager of

Investor Relations (with respect to releases that contain financial information) and the Director of Corporate Communications (with respect to releases that do not contain financial information). The Chief Executive Officer and Chief Financial Officer may, however, designate other officers or employees to respond to inquiries regarding specific areas of interest and involve the Disclosure Committee on an as-needed basis.

- Company employees, consultants, and directors shall not disclose internal information about the Company that has not previously been made public to anyone outside the Company, except non-material information that is required to be disclosed in the performance of regular duties for the Company.
- The Company will issue press releases from time to time to disclose information that management believes is important or of use to the public, whether or not the information is material. All press releases and other similar public announcements will be reviewed and approved by the Chief Executive Officer and the Legal Department or their designees. All financial press releases and other similar public announcements must be reviewed and approved by the Company's Chief Financial Officer and the Legal Department, or their designees.

Any questions regarding this important subject should be referred to the Legal or Finance Departments.

EMPLOYEE RELATIONS AND NON-DISCRIMINATION:

As explained in detail in QuickLogic's Equal Opportunity Policy and Policy Against Harassment, employees are important contributors to QuickLogic's success. Employees work as a team to produce quality products and services that meet or exceed quality commitments and the reasonable expectations of QuickLogic's customers. In so doing, QuickLogic is committed to hiring, promoting and compensating employees based on their qualifications and demonstrated ability to perform job responsibilities. QuickLogic is also committed to providing a workplace free of harassment, including sexual harassment. As an Equal Opportunity Employer, QuickLogic treats all employees fairly, without regard to age, race, national origin, religion, sex, condition of pregnancy, marital status, disability, veteran status and sexual orientation. QuickLogic seeks a high-quality, diverse workforce to maintain its competitive advantage.

COMPLIANCE WITH ANTITRUST LAWS:

All QuickLogic employees are required to comply with applicable antitrust laws and are prohibited from engaging in business practices that interfere with free and open competition among companies. Many business decisions raise antitrust issues, and even informal, unwritten business arrangements with competitors, suppliers, distributors or customers may unintentionally implicate anti-trust laws. Additionally, violations of antitrust laws may result in severe civil and criminal consequences. Consequently, if there is any possibility that an employee is aware of or engaged in a behavior or enterprise that may implicate anti-trust laws, it is that employee's responsibility to notify the Legal Department.

COMPLIANCE WITH OTHER APPLICABLE LAWS:

Of course, all QuickLogic employees must comply with the applicable rules and regulations of federal, state, provincial and local governments, and other appropriate private and public regulatory agencies. Beyond legal compliance, employees are required to conform their work conduct to the spirit of all applicable federal, state and local rules and regulations.

There are numerous laws which govern conduct in almost all aspects of QuickLogic's business. The following is a list of areas to which specific laws apply and every employee is required to consult the appropriate QuickLogic personnel to ensure compliance with these laws:

Antitrust, taxation, employment, securities trading, health and safety, environmental matters, government contracting, foreign corrupt practices, anti-boycott, import/export matters, political activity, intellectual property (patents/copyright/trademark), mergers and acquisitions, domestic and international trade.

Any questions concerning the application of this Code, QuickLogic policies or a particular law to a specific situation should be discussed with an employee's immediate manager or the Legal Department. Any such questions may be referred to higher levels of management when necessary. Whenever there exists a potential violation of law or possible ethical breach of a legal requirement, every employee has an obligation to avoid or to promptly correct the situation as necessary.

DRUG-FREE WORKPLACE:

As detailed in QuickLogic's Substance Abuse Policy, QuickLogic maintains all of its facilities as drug-free workplaces. All employees are prohibited to possess, use, be under the influence of or distribute illegal drugs or any controlled substance, without an authorized prescription, on QuickLogic premises or while performing work for QuickLogic.

WEAPONS:

QuickLogic facilities are weapons free. Weapons, for purposes of this Code, include without limitation, firearms (any caliber handgun, shotgun, rifle, BB, or pellet gun and any models, facsimiles, look-alikes or replicas of the same) and any other object when used in a threatening manner or in an attempt to harm another. Unless an individual is officially contracted by QuickLogic or required by law to carry a weapon or is a law enforcement personnel acting within the scope of his or her duties, no one is permitted to possess or use a weapon on QuickLogic premises or while conducting QuickLogic business.

CONCLUSION:

QuickLogic is committed to providing employees the resources necessary to understand and comply with this Code, the related policies and applicable law. Any employee who is uncertain as to the meaning, interpretation or application of this Code to a specific situation should seek guidance from his or her department manager, Human Resources, the Legal Department or the Chief Financial Officer.