



CODE OF BUSINESS CONDUCT

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MESSAGE FROM MANAGEMENT

Our industry is one of great challenges and great opportunities, both of which require us to make difficult business decisions, often on a daily basis. As you make those decisions, it is vitally important that you always act in compliance with all laws and regulations. This Code of Business Conduct is intended to assist you in that endeavor by helping you make informed business decisions and avoid inadvertent violations of law and corporate policy that could result in fines, legal liability, and diminution of earnings and stockholder value.

We each have a personal responsibility to fulfill the Company's commitment to the highest ethical and compliance standards. We believe this commitment requires more than compliance with the laws and regulations that govern our business. It is the conduct of our employees – their integrity and commitment to setting the highest standards in their personal and professional lives – that establishes the foundation for the Company's commitment.

Working together, we can enrich the quality of our business decisions and consistently behave in ways that foster the unique qualities and attributes that make this Company a great employer, a great business partner, a great corporate citizen, and a great place to work.

Best Regards,

SpanSion Management

INTRODUCTION

This Code of Business Conduct supports the Company's commitment to high ethical standards and compliance with laws, regulations, and Company policies. It outlines guidelines on a broad range of ethics, policy, and compliance issues; it also references additional resources for more information on specific topics. This Code of Business Conduct applies to all employees, officers and directors of the Company.

Keep in mind that no guidelines can cover every instance, and the absence of a guideline on a situation does not relieve you from operating with the highest ethical standards of business conduct. Where there is no specific guideline, you should seek guidance and use your own good judgment. Although responsibility for communicating and administering this Code on an ongoing basis resides with the Company's executives, each employee is responsible for acting appropriately at all times.

In addition to this Code, there are specific Company policies and procedures published on Spansion's corporate and site intranets worldwide that must also be followed. You are responsible for familiarizing yourself with the policies and procedures for your location. Also, a line of business or department may have policies, and more importantly, each country location may have laws and regulations, that are more stringent than those described in this Code. In all such cases, the more stringent policies, laws and regulations will apply. Therefore, you should be familiar with any particular policies of your department and, at least generally, with local laws that apply to your work.

In line with our commitment to compliance and ethics, remember that YOU are the key. In this regard, you are responsible for:

- Accurately recording and reporting financial information in a timely manner;
- Adhering to Company safety standards;
- Avoiding situations where personal interests are, or appear to be, in conflict with the Company's interests;
- Conducting Company business in compliance with applicable laws;
- Demonstrating respect for and protection of the environment;
- Keeping accurate records;
- Maintaining confidentiality of Company "insider" information, and not acting on such information; and
- Safeguarding and properly using Company proprietary information, assets, and resources, and such information of other organizations that is entrusted to the Company.

Questions

You should consult this Code and other applicable Company policies when you have a question about any ethical situation, appropriate conduct, or legal compliance. The Code is published on the Spansion corporate Intranet and certain local site intranets worldwide. It is published on the Spansion corporate Intranet at http://spansionweb/legal/code_of_business_conduct.pdf. Where there is a department referenced in a particular section of the Code, you should feel free to address inquiries to that department, and you can always address inquiries to the Spansion Law Department. Additional guidance may also be available from your management and Human Resources.

Reporting Concerns

If you have a good faith concern regarding this Code, including what you believe to be a violation, you should immediately bring it to the attention of your management, Human Resources, the Security Department, and/or the Law Department; or if you prefer, you can report your concern using the

Spancion AlertLine®. Please refer to the “Reporting Concerns” section of this Code.

DECISION-MAKING CHECKLIST

This page sets forth a handy mental checklist you should use to determine the best approach for making ethical and compliance-related business decisions.

Be sure you:

- Follow the guidelines in this Code;
- Comply with related Company policies; and
- Use your own good judgment.

In addition, ask yourself the following questions:

- Will I feel comfortable with my decision?
- How would it look in a newspaper?
- Have I made a decision that is fair and just?
- Have I verified the significant facts?
- Is the approach legal?
- If I can’t answer the above questions, have I asked the appropriate department for help?

COMPANY VALUES

The Company's core values are:

■ **RESPECT FOR PEOPLE**

We treat all people inside and outside the Company with fairness and dignity. We conduct our business with a spirit of empathy, compassion, and cooperation. We listen with respect and value differences. Our actions demonstrate sincere concern for the interests of all people who come in touch with SpanSion.

■ **INTEGRITY**

We operate with uncompromising integrity. We follow through on our promises and commitments. We value honorable, ethical, and principled actions.

■ **INITIATIVE**

We value creative problem-solving and entrepreneurial energy. We know the right thing to do without being told and we're empowered to do it within the scope of our responsibility and authority. Our focus and purpose free us to take action, challenge the status quo and generate momentum toward success.

■ **DETERMINATION**

We are decisive, focused and relentless in our determination to make a difference for our customers. We bring a courageous spirit of conviction, tenacity, and urgency to our work. We overcome obstacles and work toward resolution with optimism and positive energy.

■ **RESULTS**

We know what is relevant to our customers. And we strive to produce results that are not defined by us, but are defined by our customers. We achieve these relevant results in order to exceed our customers' expectations, in big and small ways. We are committed to continuous improvement and unwilling to take any shortcuts. We know that Flash memory leadership is defined only by relevant results.

WORK ENVIRONMENT PRINCIPLES

Your conduct on the job has a major impact on the Company's ability to achieve its business objectives. Remember, fellow employees, customers, and stockholders are counting on you to comply with this Code and with Company policies.

1. Alcohol, Drugs, and Controlled Substances

The Company strives to provide a safe and productive work environment. To that end, employees in the work place (which includes all work sites, Company vehicles, and Company premises) shall not (1) manufacture, sell, or otherwise distribute drugs or controlled substances or inhalants, (2) use or possess alcohol or illegal drugs or controlled substances, or (3) illegally use drugs or controlled substances, including prescription drugs. Also, employees may not be in the workplace while under the influence of alcohol, illegal drugs, or controlled substances.

Certain work locations provide drug counseling and referral services. You may check with your management as to whether your work location has such a service.

2. Environment, Health, and Safety

The Company's values commit us, as individuals and as employees, to actions that protect the safety and health of employees and the communities in which we do business. The Company's Environmental, Health, and Safety ("EHS") program reflects that commitment. We have one set of universal standards that governs our practices worldwide, helping to ensure compliance with Company policies and applicable laws. EHS standards, programs and related information are available on the Spansion corporate Intranet.

Make sure your work-related decisions reflect the Company's commitment to environmental protection and compliance. Learn and understand the environmental programs that apply to your work. Protecting the environment shows respect for the communities and customers we serve.

We aim to have an injury- and illness-free work environment for the benefit of all employees, customers, and the general public. To this end, perform your work in a way that will protect yourself, others and the environment. Comply at all times with all health and safety rules and procedures. Where you can safely do so, correct unsafe conditions, and immediately report unsafe conditions that you cannot safely correct to your supervisor, or call the EHS Department.

We encourage community involvement through Spansion programs developed to help foster environmental stewardship and social and economic development. You can find information on how you can become involved on the Spansion Intranet.

3. Equal Employment Opportunity

The Company is committed to providing all employees with the same opportunities for success regardless of age, ancestry, color, marital status, medical condition, mental or physical disability, national origin, race, religion, sex, sexual orientation, or veteran status. Therefore, you are prohibited from making employment-related decisions based on any of these factors. The Company emphasizes a workplace where all employees have the opportunity to contribute fully to the Company's success based on their skills and interests.

If you reasonably believe someone is using any of the above factors to make employment-related decisions, you must immediately report the situation to the Company. You should report your concern to your supervisor, Human Resources, or Employee Relations, or you can report your concern to the Company via the Spansion AlertLine[®]. The Company will investigate such reports as appropriate.

4. Monitoring Company Premises and Equipment

The Company has the right to monitor, in accordance with applicable laws, all of its assets, including its electronic information systems, and review information on them. While the Company respects the privacy of its employees, it monitors its assets to promote safety, prevent criminal activity, investigate alleged misconduct and security violations, manage information systems, and for other business reasons.

Work time is for work. Accordingly, most activities performed by employees while at work will not be considered private. When you are at work, you should not have the same expectations of privacy you might have in other places, such as your home.

The Company also has the right, in accordance with applicable laws, to conduct searches or inspections of employees' personal property (including lockers, lunch boxes, purses, briefcases, baggage, and vehicles located on Company premises or work sites) in various situations. As with monitoring, these searches are generally made to promote safety, investigate alleged misconduct, and prevent criminal activity and security violations. Your entry onto Company premises constitutes your consent to such searches or inspections. Because security personnel may inspect on-site lockers, only Company-owned locks may be put on these lockers.

5. Open Communications

The Company encourages employees to communicate openly with management to resolve workplace concerns and prohibits retaliation of any kind based on such good faith communications.

6. Privacy of Employee Records

The Company respects the privacy rights of employees with respect to certain personal and personnel information. Thus, employee personnel files and certain other employee records are confidential and may not be disclosed except to certain Company personnel on a need-to-know basis, or when required by law.

7. Prohibition Against Harassment And Discrimination

The Company has a zero-tolerance policy against illegal harassment and discrimination. The Company also prohibits employees from retaliating against an individual who reports what he or she believes in good faith to be such harassment or discrimination in the work place.

In addition to Company policy, certain applicable federal, state, and local laws and ordinances may prohibit harassment and discrimination in employment.

If you believe there has been an instance of illegal harassment, discrimination, or retaliation at work, you must immediately report it to the Company. You should report your concern to your supervisor, Human Resources, or Employee Relations. The Company will investigate such reports as appropriate.

8. Protecting Company Property

Each employee is responsible for protecting Company property (e.g., materials, equipment, tools, real property, funds, etc.). This means you should use Company property only for legal and ethical activities, in compliance with Company policies, and for legitimate business purposes, and that you should protect it from damage, waste, loss, misuse, or theft. Additionally, you should dispose of Company property only with appropriate written approval. Our goal is to obtain fair market value for all Company assets that no longer are needed, unless they are donated or recycled with appropriate approval.

You may bring in, remove, or transfer Company property only in compliance with the Property Control Policy, available on Spansion's corporate Intranet. Corporate assets such as computers, telephones

and cell phones, fax machines, copy machines, vehicles, and similar property are intended primarily for Company business use.


9. Professionalism

Each employee is responsible to act in a professional manner towards other employees, contractors, vendors and customers that reflects positively on the Company. Unprofessional behavior is considered misconduct and is unacceptable. Examples of such unacceptable conduct include, for example, insubordination, unsafe conduct, discourtesy and disrespect, and failure to cooperate with good faith Company investigations.

BUSINESS PRACTICE PRINCIPLES

1. Brandmark, Logos, Colors, and Branding

Use of the SpanSion brandmark, logo, and colors must be in compliance with Company Marketing and Trademark Guidelines, including specific logo and trademark usage guidelines, and with Company Branding Guidelines, which are published on the SpanSion corporate Intranet.

If you see use of , or other SpanSion logos, or Company colors by those not authorized to represent SpanSion, or their respective product lines, you should report such use to the Law Department.

2. Business Expenses

Use Company funds for Company business expenses only, whether paying by credit card, petty cash, or other method. When on Company business, use good judgment and keep business expenses reasonable. You are expected to comply with the Company's and your organization's requirements for incurring and reporting business expenses. Report all expenses promptly and accurately.

The Company should pay for travel of its employees in connection with providing services to customers vendors, media, stockholders or other third-party business relationships.

3. Company Contracts

The Company permits certain key business units and departments to enter into agreements that bind the Company. SpanSion's corporate Finance policies regarding signature authority state which employees are authorized to sign certain written agreements on behalf of the Company and, with limited exceptions, requires Law Department review of certain contracts, contract amendments, letters of intent and memoranda of understanding. Employees are prohibited from entering into "side agreements." A "side agreement" is any oral or written agreement on behalf of the Company, whether signed only on behalf of the Company or fully executed by all parties, that requires, but does not have, approval by the Law Department or that is signed by someone who does not have authority to sign the agreement under the appropriate Finance policies. For further information, see the signature authority policies available on SpanSion's corporate Intranet at the Finance Department website.

4. Endorsements

The Company does not endorse products or services, or the firms or individuals who supply them except, in certain instances, as part of an approved marketing strategy or activity. Therefore, you should not imply such endorsement by giving testimonials or endorsements of the Company's use of any materials, supplies, equipment, or service, or by the use of the Company's name in advertising, publicity, or catalogs absent approvals by the Vice President of your business organization, the Law Department and the corporate communications organization.

Endorsements of political candidates or ballot measures by using the Company's name, or the name of one of its subsidiaries, must be approved in advance by the General Counsel of SpanSion or the Chief Operating Officer.

5. Fair Dealing

You should endeavor to deal fairly with the Company's customers, suppliers, competitors, and employees. You should not take unfair advantage of anyone through manipulation, concealment,

abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

6. Media, Analyst, and Investor Inquiries

Information and opinions attributed to the Company must accurately reflect the Company's positions. You may at some time receive an inquiry from online, print, or broadcast media – possibly even from industry or financial analysts – seeking information about the Company. If that occurs, you should refer the media inquiries to Spansion's Corporate Communications Department, and the stockholder and financial analyst inquiries to Spansion's Investor Relations Department. You should not respond to such inquiries on behalf of the Company without the permission of the Corporate Communications Department or the Investor Relations Department. The only people authorized to speak to security analysts on behalf of Spansion are Spansion's Chairman, Chief Executive Officer, and Chief Financial Officer, and Spansion Investor Relations personnel. Contact information for the Corporate Communications and Investor Relations Departments is available on the Spansion corporate Intranet.

7. Political Activities and Contributions

The Company neither encourages nor discourages its employees from engaging in political activities, including making political contributions, on their own time and at their own expense. However, such involvement must in no way indicate Company endorsement of such activities.

No employee may make any contributions or payments to political parties, candidates, or initiative or referendum campaigns on behalf of the Company, unless such payments are clearly permitted by law and approved by Spansion's General Counsel and Chief Operating Officer. This restriction is not intended to discourage employees from making contributions to, or being involved with, candidates, political parties, initiatives, referenda, or political committees of their choice as private individuals.

Employees may participate in trade associations that support our industry through lobbying efforts and politically related activities.

Address questions you may have on this issue to Spansion's Law Department.

8. Procurement

Company procurement decisions, including selection of and communications with suppliers, must be in conjunction with Spansion's Corporate Supply Management Department and must comply with the Company's established procurement policies. The Corporate Supply Management Department alone has the authority to issue requests for quotations and to make procurement-related financial commitments on behalf of the Company. Such financial commitments include, but are not limited to, placing orders and signing procurement and certain other agreements that bind the Company. Exceptions to this policy may be made only with the written approval of a Company Officer.

9. Protecting Company Confidential Information

During the course of your employment, you may have access to Company confidential information. Any information that is not public about the business of the Company is Company confidential information. Such information includes technology, ideas, product plans, employee personnel information, including information about an employee's compensation and special skills and preferences, and all other non-public information that is entrusted to you by the Company or its customers. Never disclose Company confidential information without appropriate approval(s) (and in the event that such disclosure is legally mandated, you must obtain the written consent of the Law Department prior to such disclosure), and never use it for personal gain or advantage. Company policies, including non-disclosure agreements, strictly safeguard the Company's confidential information. The Policy on Protection of Confidential Information describes the type of information that

we consider confidential and your obligations to keep such information confidential. All employees worldwide are responsible for being familiar with and following this policy, which is published on the Spansion corporate Intranet. In addition, you may ask your supervisor to explain what parts of your work are considered confidential.

Additional important points to remember about confidential information and non-disclosure agreements:

- Employees may disclose secret, confidential, or private information about the Company only to authorized persons and only when an approved non-disclosure agreement is in place. If you are uncertain as to whether a particular disclosure requires a non-disclosure agreement, please consult with the Law Department.
- Employees shall not disclose confidential information of any Company supplier, customer, or affiliate without the written consent of the Law Department and/or a Company Vice President.
- Employees shall not disclose to the Company or use to benefit the Company any confidential information of another business entity that was obtained outside the Company, except as permitted by the terms of an applicable non-disclosure agreement.
- All Company documents, records, memoranda, and other written materials are solely the Company's property and must be returned to the Company upon termination of employment.

10. Publishing Articles

If you wish to author an article for publication or present a paper at a conference and you plan to identify yourself as an employee of the Company, you must get authorization from your Director or Vice President, the Law Department and the Corporate Communications Department. You and the approvers must ensure all Company confidential information is properly protected. In addition, all approved publication materials for release outside of the Company must be submitted for review and approval by Spansion's Corporate Communications and Law Departments before release.

11. Recordkeeping

Accurate and reliable records are of critical importance to the Company in meeting legal, financial, regulatory, and management obligations. You must ensure that all records, including without limitation accounting statements, financial reports, invoices, timesheets, and correspondence, are accurate. Never hide, alter, falsify, or disguise the true nature of any transaction.

12. Records Retention

Many areas of our business are subject to records retention requirements pursuant to Company policies and/or government regulatory requirements for specific periods of time. In order to comply with these policies and requirements, the Company has record retention schedules for each department. You should be familiar with the documentation requirements that apply to you. If you are not, ask your supervisor or contact the Company's Records Management Department or Law Department.

13. Regulatory or Legal Inquiries

You should immediately refer all inquiries from federal, state, or local governmental officials to the Spansion Law Department. Refer any requests for information from law enforcement agencies to Spansion's Security Department.

14. Selling Practices

Competing aggressively is never an excuse for making statements about the Company or its products that are untruthful or inaccurate. Those employees who sell Company products and services should do so on the merits of the product or service. Employees should not make claims about Company

products or services that are not accurate or that cannot be substantiated; nor should they make claims about a competitor's products or services that are not based on current published materials or other factual data approved by the Company for selling purposes.

CONFLICTS OF INTEREST PRINCIPLES

You are expected to do your job for the best interests of the Company. A “conflict of interest” can occur when your private interest interferes, or appears to interfere, with the interests of the Company as a whole. You should avoid any private interest that influences your ability to act in the interests of the Company or that makes it difficult to perform your work objectively and effectively.

1. Favored Treatment of Family and Friends

Do not use your position to give or obtain favored treatment for family members or others with whom you have a close relationship. This applies to hiring, promoting, selecting contractors or vendors, and any other business matter.

- No employee may conduct outside business on behalf of the Company with a person with whom he or she is related by blood or marriage, including making loans to or guaranteeing the obligations of such person on behalf of the Company.
- No employee may conduct Company business with an outside organization that the employee knows employs (i) someone related to him or her by blood or marriage or (ii) someone who has a significant association to him or her, or to another Company employee, without first obtaining the approval of an Executive Vice President of the Company.

2. Financial Interests in Other Businesses

Employees should not have any direct or indirect financial interest with a present Company customer, competitor, or supplier that could cause divided loyalty or the appearance of divided loyalty. This prohibition does not include passive investments of not more than one percent of the total outstanding shares of any company.

3. Giving or Accepting Gifts and Other Gratuities

Giving or accepting a gift or gratuity in a business setting can create a sense of obligation, or the appearance of obligation, as well as the appearance of, or an actual, conflict of interest. A gift can be anything of value, including such items as a ticket to a sporting event or play, a non-business meal, a bottle of wine, a coffee cup, a free service, a special discount, or an all-expense paid trip to a conference or trade show. If a gift or gratuity could be viewed as being given or accepted to gain an unfair business advantage or as creating the appearance of, or an actual, conflict of interest in connection with your employment, it violates this policy against conflicts of interest.

- No employee or any member of his or her household shall accept money, gifts or gratuities of significant value or other favored treatment from any person associated with a present or prospective customer, competitor, or supplier of the Company. Though each situation might present particular considerations, generally speaking, things like inexpensive coffee cups and key chains, and items of like value, would not be considered a gift of significant value. On the other hand, an item that has a value of a hundred dollars or more may create a sense of obligation or a conflict, or the appearance of an obligation or conflict, in which case an employee should not accept the item. This is the general principle that employees should keep in mind when determining whether it would be appropriate to accept a gift from anyone associated with a present or prospective customer, competitor, or supplier of the Company.
- Similarly, no employee shall give money, gifts or gratuities of significant value or other favored treatment to any person associated with a present or prospective customer, competitor, or supplier, where the act could be reasonably viewed as being done to gain an unfair business advantage.

- In addition to the restrictions on gifts, money, and favored treatment, you and members of your family must never give or accept a loan or payment from any person associated with a present or prospective customer, competitor, or supplier of the Company.

Special rules apply to gifts given to candidates or political figures. For more information, see the Political Activities and Contributions section of this Code. Also, U.S. federal law governs gift-giving for U.S. employees when working outside the U.S. or with a representative of a foreign government. For more information, review the Foreign Corrupt Practices Act section of this Code. Employees of non-U.S. Spansion locations should be familiar with their local laws on this subject. In the absence of or in the case of less restrictive practices, Company guidelines should always be followed.

4. Holding an Elected or Appointed Office

If you hold an elected or appointed office while employed by the Company, you must excuse yourself from involvement with any issue or decision that could create or appear to create a conflict of interest. Seek advice from your civic organization's legal counsel and from the Law Department. Also, avoid performing civic responsibilities on Company time. You must get approval from your Director or Vice President for any exceptions to this general rule.

5. Influencing Business Decisions for Personal Gain

When you represent the Company, you must avoid any real or apparent conflict between your interests and those of the Company. Without approval from a Company Vice President, you must not participate in or attempt to influence a decision or transaction that would enhance a significant "financial interest" held by you. If you have any doubt about potential conflicts, disclose the financial interest to your Director or Vice President, so that your organization can evaluate whether you should continue to participate in a particular decision-making process. A decision to include or exclude an employee from the process must be documented.

6. Outside Employment

The Company expects you to devote your full work time to your commitment to the Company. Therefore, all employees are discouraged from maintaining outside employment.

- Employees shall not engage in outside work or services for a customer, competitor, or supplier of the Company under any circumstance.
- Employees shall not engage in other outside work if such work lessens efficiency, alertness, interest, or productivity at the Company.
- If an employee wishes to engage in outside business activities **other** than the restricted ones noted in the first two bullets above, the employee is required to get approval from his or her Director or Vice President.

7. Corporate Opportunities

You are prohibited from (a) taking for yourself, personally, opportunities that are discovered through the use of corporate property, information, or position; (b) using corporate property, information, or position for personal gain; and (c) competing with the Company. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises.

If you have any concerns regarding an actual or potential conflict of interest, you should seek guidance from your supervisor or the Law Department.

ADDITIONAL KEY COMPLIANCE PRINCIPLES
1. Antitrust

The antitrust laws are designed to promote competition among businesses and prohibit acts in restraint of trade. Activities that limit competition, restrict trade, or otherwise dominate a market may violate federal or state antitrust laws. Such violations can expose the Company and individual employees to criminal penalties, large fines, and civil lawsuits.

To avoid antitrust problems, follow these guidelines:

- Do not fix prices or divide markets with competitors.
- When attending meetings or social events with competitors or potential competitors, avoid discussing any of the following information if it is not publicly available:
 - prices, pricing policy, contract terms, or conditions;
 - costs, inventories, marketing and service plans, market surveys, and studies;
 - capacity plans and capabilities, territorial agreements; or
 - any other proprietary or confidential information.
- Do not suggest or imply to any vendor that it must purchase services from the Company in order to sell products or services to the Company.
- Be careful that any negative or critical comments you make about a competitor are accurate.
- Do not use the Company's size to intimidate or threaten any individual or organization.

The following prohibitions, although not all-inclusive, represent practices that are contrary to the policies of the Company and therefore prohibited for Company employees:

- Arrangements or understandings with competitors or potential competitors concerning prices of products or production levels, or other competitively-sensitive policies or practices, and discussions regarding such arrangements or understandings between any employee and a Company competitor.
- Arrangements or understandings with competitors or potential competitors to allocate markets.
- Arrangements or understandings with customers or distributors concerning the price at which the customer or distributor may resell Company products.
- Discussions in connection with any joint ventures or projects with competitive organizations not limited to the specific transactions involved. (A Spansion lawyer must be advised before any such discussions are initiated.)
- Participation in trade associations, seminars or other groups that is, or even appears to be, an occasion for any discussion of competitive policies or practices, or for the exchange of competitively-sensitive information.
- Arrangements or understandings with a competitor or customer not to deal with a particular customer or supplier.

Before taking any actions that may have potential antitrust implications, you should consult your supervisor and the Law Department.

2. Business and Accounting Practices

Company employees and agents shall adhere to the legal, business, and accounting practice requirements of each country in which the Company conducts business and shall employ the highest ethical standards. No undisclosed or unrecorded Company fund or asset shall be established for any purpose, and no false or misleading entries shall be made in the Company's books or records. No payment on behalf of the Company shall be made without adequate support documentation or for any purpose other than as described in the documents. Company personnel shall comply with generally accepted accounting rules and Company internal control policies as established in their respective locations.

3. Compliance with Copyright Laws

Copyrighted works include, but are not limited to, newsletters, magazine articles, newspapers, books, videotapes, drawings, musical recordings, and software. Such works are protected by copyright law even if they do not include a copyright notice. If you would like to copy material for distribution at work, make sure you have permission from the copyright holder before making copies.

Computer software is covered by licensing agreements that typically prohibit unauthorized use or copying. Never make unauthorized copies of software that is licensed to the Company. Also, never load unlicensed software onto Company computer equipment or download unauthorized software from the Internet.

You may refer specific questions on copyright compliance to the Law Department.

4. Compliance With Specific Labor Laws

The Company complies with all applicable laws, including specifically but without limitation, laws governing hours of work and required days off, child labor and minimum age work restrictions, minimum and overtime pay requirements, and legally mandated employee benefits.

All work performed for the Company is voluntary, and employees are free to terminate their employment at any time, though reasonable notice of termination is requested.

5. Financial Reporting

Employees and agents of the Company shall adhere to the financial reporting requirements set forth in the laws and regulations of each locale in which they do business for the Company. In this respect, appropriate personnel shall prepare accurate financial statements and disclosures of Company operations, financial conditions, and cash flows, and file periodic reports in a timely manner, and shall, as may be required, prepare statements certifying the appropriateness and accuracy of the statements and disclosures in the periodic reports. In addition, appropriate personnel shall ensure, as may be required, that all material transactions and relationships that may have a material current or future effect on the Company's financial condition are disclosed on a timely basis.

6. Foreign Corrupt Practices Act

U.S. companies doing business outside the U.S. must comply with the provisions of the Foreign Corrupt Practices Act (FCPA). In order to ensure compliance with the FCPA, employees must comply with the following guidelines:

- With the exception of certain regulatory fees set by the government and "facilitating payments," employees are prohibited from making any payments, promises to pay, and offers of payment of anything of value to any foreign official, candidate, or political party, or any official, family member, or friend of such person(s), from either Company or private funds in furtherance of Company business, in order to influence such person(s). Permitted payments must be properly documented and recorded on the Company's books. The FCPA imposes civil

and criminal liability on both the Company and individual employees who do not comply with its restrictions. Contact the Law Department before providing any gift, payment, or entertainment to a foreign government official. Also, keep in mind that simple business courtesies, such as meals, entertainment, or travel, may be illegal under the FCPA or the laws of the host country.

- Adhere to the legal requirements of each country and locale in which the Company conducts business. If you do business in a foreign country on the Company's behalf, you should become familiar with that country's applicable laws. You should also always maintain detailed records of transactions involving the Company.

For specific advice on any FCPA issues, call the Law Department.

7. Government Contracts

Like all customers, government entities should be dealt with fairly and honestly, and all contractual requirements must be met. Government contracts may have special provisions and reporting requirements, so you should be aware of such provisions that may apply to work you are doing.

The U.S. federal Anti-Kickback Act prohibits kickbacks in connection with government contracts. The term "kickback" means any money, fee, commission, credit, gift, gratuity, thing of value, or compensation of any kind that is provided, directly or indirectly, to a contractor, contractor's employee, subcontractor, or subcontractor's employee for the purpose of improperly obtaining or rewarding favorable treatment in connection with a contract.

Fraudulent or dishonest acts in fulfilling a government contract can trigger severe penalties, including fines and imprisonment.

8. Immigration/Export Controls

The Company complies with all laws with respect to ensuring that its employees have the legal right to work at any particular Company location. This means, in part, that each newly hired employee must provide proper employment documentation and verification, and that there are no export regulations that would prohibit the Company from employing that individual in the position he or she wishes to work.

9. Insider Trading

U.S. federal and state securities laws prohibit any trading (purchase or sale) of securities by a person while in possession of material, non-public information (information not publicly announced that could be expected to be important to a person making a decision to trade in such securities). Additionally, any employee who communicates such non-public information to another person who bases a trade on such information is liable for private damages as well as penalties by government regulatory authorities. Also, when an employee benefits from a diminution of Spansion's stock value, his or her motivation for achieving corporate goals also decreases. To avoid serious civil and criminal liability, all employees shall comply with the following rules:

- An employee in possession of material, non-public information regarding the Company or any other publicly traded company may not trade or recommend a purchase or sale of securities of that publicly traded company until such information has been publicly disclosed or unless such trade is made pursuant to an approved 10b5-1 plan.
- An employee who is considering a transaction involving Spansion or any other publicly traded securities and who feels that he or she may have "material" inside information should check with the Law Department before executing such a transaction.
- All employees shall keep confidential all non-public information that they possess regarding the Company or any publicly traded company prior to its public disclosure.

- Net short sales of Spansion stock by an employee or members of the employee's household are strictly prohibited. The purchase of sell options or "puts" on Spansion stock by an employee or members of the employee's household are prohibited. Purchase or "call" options on Spansion stock are also prohibited. The Company recommends that employees not trade in Spansion stock on a short-term basis or purchase Spansion stock on margin, because these activities might suggest improper speculation in Spansion stock.
- All employees must comply with Spansion's Insider Trading Policy, available on Spansion's corporate Intranet.

If you have questions about this topic, you should consult the Law Department.

WAIVER OF THE CODE

The Company strongly discourages management from waiving any of the standards in this Code for any employee. Moreover, only the Spansion Board of Directors may waive any standard for executive officers and directors, and any such waiver must be promptly disclosed to stockholders. In addition, all waivers must be in writing.

COMPLIANCE WITH THE CODE AND WITH LAWS, RULES, AND REGULATIONS

The Company monitors compliance with many of the principles and guidelines in the Code through its Corporate Social Responsibility (CSR) Management System, which also helps us work towards continuous improvement in our business and social responsibility commitments.

Irrespective of our compliance mechanisms, all employees and members of the Spansion Board of Directors have a responsibility to understand and follow the standards in this Code, as applicable, and to perform their work with honesty and integrity, including in areas not specifically addressed by the Code. Most employees will act with honesty and integrity, voluntarily and with commitment. However, in the event an employee violates, or fails to comply with, any standard in the Code, or related Company policies and procedures, or any of the laws, rules, and regulations that govern our business, the Company will take immediate and appropriate action.

Depending on the nature, severity, and frequency of an employee's violation of, or failure to comply with, this Code, related Company policies or procedures, or applicable laws, rules, or regulations, the Company will take appropriate corrective actions up to and including termination of employment. Corrective actions will be administered fairly and consistently.

REPORTING CONCERNS – SPANSION ALERTLINE®

The principles in this Code are critical to the Company's success, and the Company expects every employee, officer or director to follow them. If you encounter an activity at work that you believe in good faith is not in accordance with this Code, you should immediately report your concern to the Company. We encourage you to go to your supervisor or a Company department referenced in this Code. When in doubt about the best course of action in a given situation, also talk to your supervisor or the appropriate Company department.

However, employees, officers and directors can also report concerns to the Company using the Spansion AlertLine®, available 24 hours a day, seven days a week. Employees, officers and directors in North America and Asia may use the Alertline® anonymously to report any concern;

employees in Europe may use the Alertline[®] anonymously to report concerns related to accounting, financial matters, auditing, bribery or insider trading.

From the U.S. or Canada, you can call the toll-free number, 1-866-857-5196. If you are calling Spansion AlertLine[®] from outside the U.S. or Canada, you can use AT&T Direct Service to access the toll-free number by first dialing an access number assigned to the location from which you are calling. AT&T publishes access numbers for participating countries on its world travelers Web site (<http://www.usa.att.com/traveler>). You can also download a wallet card listing of access numbers from <http://www.usa.att.com/traveler/tools/wallet.jsp>. In addition to calling the Spansion Alertline[®], you can make a report on-line at <https://www.compliance-helpline.com/welcomePageSpansion.jsp>

No Retaliation. Regardless of the reporting method you choose to use, the Company has a non-retaliation policy with respect to good faith reports of compliance and ethics concerns or violations, which means you will not suffer any adverse employment action as a result of making such a report. Failure to report a suspected violation may be as serious as the suspected violation itself.

AlertLine[®] is a registered trademark of Global Compliance Services Inc.

REFERENCES

1. On-Line Training

The Company has a variety of self-paced and classroom courses on several compliance topics available on the Spansion corporate Intranet through the Law Department's E-Law Center and the Company's Learning and Organizational Development Department. Several of the courses are mandatory for certain groups of employees and many of them include tutorials, self-assessments, Frequently Asked Questions, "Top 10" lists of important and practical issues, and the ability to print reference handbooks. Some of the available courses include:

- a. Code of Business Conduct
- b. Careful Communications
- c. Preventing Workplace Harassment

2. Classes

The Company also has live classes in certain compliance areas. For example, in the U.S., supervisors and managers are required to take, periodically, the Management and Employment Law class and Sexual Harassment Prevention: Training for Supervisors. (Check with the Company's Learning and Organizational Development Department for dates.)

3. Company Policies Published on the Spansion Corporate Intranet

U.S. policies and this Code of Business Conduct in English are published on the Spansion corporate Intranet; the Code in English may also be available on certain Spansion site intranets. Non-U.S. policies and local language translations of the Code of Business Conduct may be published on various Spansion site intranets in locations around the world.