



Anti-Bribery and Corruption Policy

2015.07.21 Version 4.00

This policy covers the Company's compliance with the FCPA and its policies for preventing and detecting bribery and corruption. This policy also establishes the Company's accounting responsibility as it relates to the FCPA record-keeping and internal controls requirements.

Key points of the document:

- Silicon Labs representatives are prohibited from paying or offering to pay anything of value to influence the decision of a foreign government official or to obtain an improper business advantage
- Silicon Labs must maintain books and records to accurately and fairly reflect all of the Company's transactions

Purpose

Silicon Laboratories, Inc. (the "Company") is a U.S.-based publicly traded company that operates in foreign locations. As a result, we are subject to the U.S. Foreign Corrupt Practices Act of 1977 (the "**FCPA**"). This Policy sets the expectation and requirements for compliance with those laws. This Policy should be read in conjunction with the Company's Code of Business Conduct and Ethics (the "**Code of Conduct**").

In addition to anti-bribery provisions, the FCPA prohibits the falsification of books and records required to be maintained by public companies and the making of any false or misleading statements or omissions of material facts to accountants or auditors in connection with the preparation of required filings. The FCPA requires Silicon Labs to make and keep books, records, and accounts that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of our assets. Also, Silicon Labs is required to devise and maintain a system of internal accounting controls based upon sound accounting principles.

This Policy is subject to the FCPA and other international laws, and may be amended at any time in order to comply with such laws and/or changes to business conditions.

Scope

This policy applies to all directors, officers, employees, advisors, consultants and contractors of Silicon Labs and all of its subsidiaries. For purposes of this Policy, such directors, officers, employees, advisors, consultants and contractors are referred to as "**Silicon Labs Representatives**."

Policy Overview

Prohibited Payments

In compliance with the FCPA, Silicon Labs Representatives are prohibited from paying, offering to pay, promising to pay, or authorizing the payment of money or anything of value to a foreign official in order to influence any act or decision of the foreign official in his or her official capacity or to secure any other improper advantage in order to obtain or return business.

Recordkeeping/Accounting Requirements

The FCPA requires that Silicon Labs maintain books and records that, in reasonable detail, accurately and fairly reflect all Company transactions and dispositions of Company assets. Accordingly, all transactions must:

- Be executed in accordance with management's authorization;
- Be recorded in a manner that permits the preparation of financial statements in accordance with applicable standards (notably Generally Accepted Accounting Principles);
- Maintain accountability of assets; and
- Be recorded in accounts that are reconciled to underlying detail at reasonable intervals.

Consequences of Violations

Violations of the FCPA can result in severe penalties, including fines and imprisonment, to Silicon Labs, its directors, officers and employees. Violations of the accounting provisions of the FCPA can result in fines of up to \$5,000,000 and up to 20 years imprisonment for individuals, and fines of up to \$25,000,000 for the Company. Violations of the anti-bribery provisions of the FCPA can result in fines of up to \$250,000 and 5 years of imprisonment for individuals, and fines of up to \$2,000,000 per violation for the Company.

Any Silicon Labs Representative who violates the Company's Anti-Bribery and Corruptions Policy will be subject to discipline, including termination of that individual's relationship with the Company.

Responsibilities Related to Prohibited Payments

Employee Responsibilities

All Silicon Labs Representatives are responsible for understanding and complying with the Policy as it relates to their jobs. Every Silicon Labs Representative has an obligation to:

- Be familiar with applicable aspects of the Policy and communicate them to subordinates
- Ask questions if the Policy or action required to take in a particular situation is unclear
- Properly manage and monitor business activities conducted through third-parties
- Be alert to indications or evidence of possible wrongdoing
- Promptly report violations or suspected violations through appropriate channels

The Company's managers have a particular responsibility to ensure that subordinates, including agents, receive proper training, and to monitor for compliance with the Policy.

Additional Guidance

Improper payments to foreign officials include cash bribes, kickbacks, excessive gifts or entertainment, or any other payment made or offered to obtain an undue business advantage. These payments should not be confused with reasonable and limited expenditures for gifts, business entertainment and other legitimate activities directly related to the conduct of Silicon Labs' business.

A foreign official is any person who exercises governmental authority, including their relatives. Foreign officials include elected representatives, government employees, employees of government-owned or controlled enterprises, and private citizens who act in an official capacity.

Additional guidance concerning permissible expenditures is available on [Connect](#) on the Legal page.

Responsibilities Related to Accounting and Recordkeeping

The Company requires that all of its “books and records” and internal controls are implemented and maintained in such a way that FCPA standards are met. The standard imposed by the FCPA for the books and records and internal controls requirements is “reasonableness.” Silicon Labs is required to provide “reasonable detail” in its transaction records, and to maintain a system of internal accounting controls that provides “reasonable assurance” that transactions and the disposition of assets are properly recorded. The terms ‘reasonable assurances’ and ‘reasonable detail’ mean such level of detail and degree of assurance as would satisfy prudent officials in the conduct of their own affairs.

Books and Records

Silicon Labs is required to make and keep books, records, and accounts that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the issuer. This includes ensuring all journal entries and account reconciliations are properly supported and are maintained in accordance with their respective policies. For example:

- Copies of vendor invoices must be maintained in sufficient detail including the name of the vendor, a specific description of the services and/or products (including quantities) provided, and prices charged to the Company.
- Details of all payments to both internal and external parties must be maintained such that who was paid and the nature of the transaction is easily identifiable and supportable.
- Employee expense reimbursement requests shall comply with the Employee Expense Reimbursement Policy.
- Monies received by the Company must be properly supported by an invoice, contract, or other written documentation detailing who the payment was received from and why they were paying us.

Accounting Policies

All accounting policies must be complied with to ensure transactions are in accordance with applicable accounting standards. General Ledger Accounts as well as cost centers should be used in a consistent basis in accordance with the corresponding definition documents.

Internal Accounting Controls

Silicon Labs must devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that:

- Transactions are executed in accordance with management’s general or specific authorization.
- Transactions are recorded as necessary to permit preparation of financial statements in conformity with generally accepted accounting principles or any other criteria applicable to such statements, and to maintain accountability for assets.
- Access to assets is permitted only in accordance with management’s general or specific authorization.
- The recorded accountability for assets is compared with the existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

Signature Authority Matrix

Silicon Labs has adopted a Signature Authority Matrix. It is the responsibility of the members of the Finance Department to ensure compliance with this matrix. Exceptions to the Signature Authority Matrix require written approval.

Silicon Labs has also adopted SOX controls (specifically Processing Disbursements, Purchasing, and Cash Management) to ensure that transactions are properly recorded, as well as to safeguard assets. It is the responsibility of the Finance Department to ensure compliance with these controls regardless of the materiality. It is not necessary that the inaccurately recorded transaction in question be material under the federal securities laws for it to be an FCPA violation.

Prohibited Activities

Unacceptable Accounting	Accounting Guidance
Records that fail to record improper transactions (i.e., a bribe or kickback that is off-the-books);	All transactions by the Company must be accurately recorded and sufficient detail must be maintained.
Records that are falsified to disguise aspects of an improper transaction otherwise recorded correctly	Records should never be falsified or disguised to hide the nature of the transaction regardless of the transaction.
Records that correctly identify the quantitative aspect of a transaction but fail to record the qualitative aspect that would have revealed the illegality/impropriety, such as the true purpose of a particular payment to an agent or distributor.	Detailed records to support transaction should include both quantitative and qualitative aspects.

Under no circumstances should any members of the Finance Department record a transaction that is not properly supported, omit the recording of a Silicon Labs transaction for any reason, or fail to document both quantitative and qualitative aspects of such transactions.

Reporting

Reporting Possible Violations of Ethical or FCPA Policies

Any Silicon Labs Representative who has reason to believe that a violation of this Policy has occurred, or may occur, must promptly report this information to his or her supervisor, the next level of supervision, or to the Office of the General Counsel. Alternatively, information may be reported in confidence by filing an online report with EthicsPoint.



EthicsPoint may be accessed by clicking [here](#).

Retaliation in any form against an employee who has, in good faith, reported a violation or possible violation of this Policy is strictly prohibited.

Red Flags and Suspicious Activities

You should be aware of the following examples of “red flags” which might represent questionable transactions or suspicious activities:

- Unusual payments or financial arrangements, such as:
 - Payments to a numbered bank account
 - Payments to accounts in countries other than where agent is located or business is to be performed.
 - Cash payments.
- Unusually high commissions
- History of corruption in a particular country
- Reputation of agent or consultant
- Lack of transparency in expenses in accounting records
- Inflated invoices
- Family relationship between an agent/consultant and a foreign government official
- A Company employee (including members of management), or any outside party, request you to improperly record or omit a transaction, or submit incomplete or misleading data
- You become aware of or suspect an improperly recorded or omitted transaction, or incomplete or misleading data
- You become aware of or suspect a weakness or deficiency in any Company internal control or in the Company’s system of internal controls
- You identify or become aware of a potential improvement in the Company’s internal controls