

Elpida Code of Conduct

0. Introduction

This Elpida Code of Conduct (the “Code”) sets forth guidelines and standards which we require all directors and officers (hereinafter including individuals in equivalent positions) and employees (hereinafter including temporary workers, part-time and dispatched workers) of each of the Elpida Group Companies(*) to comply with in all areas of our corporate activities, including behavior in conducting business with customers and business partners as well as performing duties with other officers and employees.

After being reviewed by the Risk Management and Compliance Committee of Elpida Memory, Inc., this Code has been adopted at its Board of Directors’ Meeting. Any amendment or abrogation of this Code will be subject to review by the Risk Management and Compliance Committee and approval by the Board of Directors’ Meeting.

Any officer or employee who breaches this Code is subject to disciplinary action pursuant to the internal rules of each of the Elpida Group Companies. Legal measures may be taken against any officer or employee who is in material breach of this Code.

(*) As used in this Code, the term “Elpida Group Companies” means such companies as the Board of Directors of Elpida Memory, Inc. designates as being subject to this Code, and the “Company” individually means any of the Elpida Group Companies.

1. Basic Principles

- (1) Being aware that we are responsible members of society at all times, we will act in good faith and in accordance with good public morals in performing corporate activities in order to fulfill our social responsibilities.
- (2) We will comply with all laws, this Code, internal rules and other regulations so as not to obstruct corporate activities or cause negative effects on society.

2. Relationship with Society

(1) Protection of the global environment

- (i) We treat coexistence with the environment as one of our top priorities in conducting our business, and each of us will pay proper attention to the environment in all areas of our corporate activities.
- (ii) We will provide environmentally friendly products, and endeavor to conserve resources and energy in all product manufacturing processes and reduce negative effects on the environment on a continuous basis throughout product life cycles, thereby contributing to sustainable society.
- (iii) We will comply with applicable laws and regulations related to environmental protection, establish and comply with voluntary environmental standards, and disclose our environmental activities.

(2) Amicable relationship with local community

We will promote ties and cooperation with local communities, encourage and maintain their understanding toward our corporate activities, and fulfill our responsibilities as a community member.

(3) No connection with antisocial organizations

- (i) We will have no relationship whatsoever with any antisocial organization which may be a danger to public safety.
- (ii) We will unequivocally refuse to meet with any demand or request of any antisocial organization, including request or demand that we purchase publications from or make contributions or pay membership fees to such organization, and will not engage in any act which may assist any such organization.

(4) Donations and political contributions in compliance with law

In making donations or political contributions to various organizations, we will fully evaluate the necessity and appropriateness in advance, and comply with applicable laws and regulations and follow legitimate methods.

(5) Compliance with import/export-related laws

We will comply with domestic and foreign laws and regulations and our internal rules concerning import/export transactions of products, technology, services, etc., to ensure implementation of security and export control measures that aim to maintain international peace and security.

3. Relationship with Customers and Business Partners

(1) Commitment to be the best partner for customers

(i) We will provide technology, products and services required by our customers in a timely manner.

(ii) We will give full consideration to product safety and quality and promote quality control and improvement in compliance with applicable laws and regulations.

(iii) We will promptly respond to accidents involving our products, and endeavor to prevent any further damage, while working to identify the cause of such accident and take necessary actions and implement preventive measures. We will also promptly respond to our customer's complaints regarding quality, or customer's requests for improvement.

(2) Fair and equitable transactions with suppliers and service providers

(i) We will exercise fair and unprejudiced judgment in accordance with our internal rules in selecting suppliers and service providers. We will not impose unfair transaction terms taking advantage of our dominant bargaining position or otherwise act in an unfair manner, but will conduct business with suppliers and service providers in good faith in accordance with applicable laws, regulations and contracts.

(ii) We will not receive pay-offs or favors, or seek any other personal benefit in connection with our purchasing and other duties.

(3) Equal footing and good-faith transactions with distributors

We will not take in any exclusionary or discriminatory measures against our distributors, restrain their business activities or otherwise engage in any unfair conduct in doing business with them.

- (4) No excessive or illegal gifts or entertainment
 - (i) We will not receive or offer articles of value, cash, other gifts or entertainment exceeding socially accepted norms from or to our customers or business partners.
 - (ii) We will not offer entertainment or gifts to government officials or individuals in similar positions in any country.
- (5) Fair promotional and advertising activities

We will not make any statement or expression in our promotional or advertising activities which are contrary to actual product quality, performance or specifications or which may mislead customers.

4. Relationship with Competitors

(1) Principle of free competition and compliance with the Anti-Trust Laws

- (i) We will not, under any circumstances, engage in cartel, bid-rigging, resale price restriction or any other act which violates the Anti-Trust Laws, and will engage in fair and free business competition.
- (ii) We will not discuss, make arrangements, collude or engage in any other unfair restraint of trade concerning pricing or quantity with our competitors or as a member of any trade association.
- (iii) We will not, in concert with or as a member of any trade association, refuse to deal with any new entrant to the market, restrict resale prices or engage in any other unfair trade practices.
- (iv) We will not form or participate in any meeting or exchange information with our competitors, or otherwise act in a manner which may give a wrong impression that we are involved in any of the arrangements or discussions mentioned in the preceding paragraphs.

(2) No unfair competition

- (i) We will not obtain or use trade secrets of other companies by way of theft or other unjust means for any reason whatsoever.
- (ii) We will not obtain or use trade secrets of other companies with the

knowledge that they were or may have been obtained by unjust means.

5. Relationship with Shareholders and Investors

(1) Appropriate disclosure

(i) We will disclose information concerning the operation, status of business activities and other corporate information of the Company to shareholders and investors in an appropriate manner and in compliance with applicable laws and regulations.

(ii) We will ensure accuracy of corporate information we disclose at all times, and disclose information in a timely, appropriate and fair manner, taking into account the need to maintain confidentiality if so required.

(2) No insider trading

We will not trade shares or other securities exploiting nonpublic information on any Elpida Group Company or any other company which we may learn in connection with our duties or any transaction we are involved in. We will not offer benefit or advantage to any third party by using any such information.

6. Relationship with Employees and other Individuals

(1) Respect for and no violation of fundamental human rights

(i) We will respect the human rights of each and every individual, and will not discriminate based on race, belief, sex, age, social status, family origins, nationality, ethnicity, religion or physical disability or any other reasons, nor will we harm the dignity of any individual.

(ii) We will not engage in any behavior discomfoting to other individuals, or sexual harassment or any behavior which may be misunderstood as sexual harassment.

(iii) We will respect privacy of our customers, business partners, employees

and other individuals.

(2) Healthy and safe work environment

(i) We will endeavor to maintain safe and hygienic work environment, and comply with laws and regulations relating to safety and sanitation in the workplace.

(ii) We will comply with labor-related laws and regulations, and will not tolerate forced or child labor.

(3) Protection of personal information

We will not use personal information of any of our customers, business partners, employees or other individuals which we learn in the course of our business for any unjust purposes, and will keep such information under strict control in accordance with our internal rules in order to prevent disclosure or divulgence.

7. Relationship with the Company and Company Assets

(1) No private misappropriation of Company assets

We will properly manage the Company assets (whether tangible or intangible) in accordance with the internal rules, and will not misappropriate the same for private purposes or otherwise use the same for non-business purposes.

(2) Proper accounting and reporting

We will record accounting data accurately, and will not engage in any improper accounting practice or produce misleading accounting reports.

(3) Proper handling of trade secret

(i) We will keep any and all confidential information of the Company under strict control, and will not disclose or divulge any part thereof, whether while in service at the Company or after resignation or retirement, without following the procedures prescribed in our internal rules.

(ii) We will not use any confidential information of the Company in an

improper or unjust manner whether while in service at the Company or after resignation or retirement.

(4) Protection, maintenance and proactive utilization of intellectual property rights

(i) We will actively engage in research and development, protect and maintain any results thereof under intellectual property rights (including patent, utility model, design and trademark rights, and copyrights), and proactively utilize the same in accordance with our internal rules.

(ii) We will respect legitimate intellectual property rights of third parties, and will not intentionally infringe on or make unauthorized use of any such rights.

(5) Proper use of information system

(i) We will use the information system of the Company only for business purposes, and will not use the same for any personal objectives.

(ii) We will keep IDs and passwords for the information system of the Company under strict control, and prevent divulgence thereof to outsiders.

(iii) We will not misappropriate IDs or passwords of other individuals, or access their computer systems without authorization.