

DIRECTORS' CODE OF CONDUCT
MIPI ALLIANCE, INC. ("MIPI")

A. INTRODUCTION:

The purpose of this document is to set forth a code of conduct which it is hoped will be adhered to by all members of the Board of Directors of MIPI (the "Board").

The Board is the governing body of MIPI, which is entrusted with the management of MIPI's business, affairs and activities. Although MIPI conducts its day-to-day work through a staff and consultants employed by IEEE-ISTO, and carries on many of its activities through the voluntary efforts of company employees and others, the ultimate responsibility for the success and integrity of MIPI and its work rests with its Board and Officers. It is the task of the Board to provide leadership for MIPI, establishing its goals and serving the interests of the entire industry for whose benefit it has been formed and is operated.

This Code of Conduct reflects the expectation that in the carrying out their duties, the members of the Board will be bound and adhere to the following Code of Conduct:

B. CONFIDENTIALITY:

All matters of MIPI business which are discussed at MIPI Board and Committee meetings, are to be held in confidence, except for such matters as the Board or chairman of MIPI agree are appropriate for public disclosure and discussion. Directors are asked to bear in mind that many matters are discussed at Board and Committee meetings which should not be made public and which, if made public, could have an adverse impact on the ongoing work of MIPI. Directors are, therefore, expected to observe this pledge of confidentiality. The Directors acknowledge that they are familiar with the provisions of the MIPI Membership Agreement and the MIPI By-laws relating to confidentiality. However, since members of the Board are appointed to their positions by their respective employers and such employers as MIPI members are active, leading participants in the collaborative efforts of MIPI it is expected that MIPI Board members will deem it appropriate, or even required, to discuss with their employers the business discussed at Board meetings so that the Board keeps informed as to the technical judgments of such employers and achieve consensus or otherwise successfully reach conclusions on MIPI's business matters. Such discussions are reasonable and necessary and do not violate any duty of Board members with respect to confidentiality.

C. CONFLICTS OF INTEREST:

It is to be expected that Directors or their employers may have interests which conflict with those of MIPI. It is expected that Directors will be conscious of the potential for such conflicts and act with honesty, candor and openness in dealing with them. Such conflicts are not necessarily illegal nor do they reflect adversely on the integrity of the Board or of the Director involved, provided that they are properly disclosed and handled.

- (i) A conflict of interest is deemed present whenever a Director, or the company which employs him or her or any relative or business partner of a Director, has a material interest in any of the following: a proposed contract, transaction, position paper, Specification or policy determination to which MIPI may be a party or which MIPI is publishing. A conflict of interest also exists whenever a Director may benefit financially from a decision he or she could make in his capacity as director, including benefits to family members or businesses with which the Director is associated.
- (ii) When a Director or any relative or business partner of a Director has a personal interest in any proposed contract or business transaction being considered by the Board or any working group, committee or division of MIPI, the Director should disclose the existence of such interest before the Board takes any action with respect to the matter. Having made such disclosure, the Director is expected not to cast a vote with respect to such matter, nor to argue either in favor of or against the action to be taken by the Board. It is important that any such matter not only be disclosed but that action be taken only after a disinterested review and approval by the rest of the members of the Board.
- (iii) It is understood that the employers of Board members may or will have an interest in technology, proposed Specifications, policy matters and other matters under discussion at Board meetings. It is not improper for Directors to participate in such discussions at Board meetings and to vote in favor of or against proposed Board actions relating to such discussions simply because the Director's employer has an interest in the outcome of the discussion. Directors, however, are urged to consider the matter in the interest of the entire industry and bearing in mind the mission of MIPI as it is publicly proclaimed from time to time. Directors are expected to further the goals of MIPI and the accomplishment of its stated mission and purpose.

D. BOARD COMMITTEES:

All provisions of this Code of Conduct apply to meetings of any committee of the Board.

Date: _____, 20__.

As a Director of MIPI, I have read, and agree to adhere to, the above Code of Conduct.

Signature: _____

Type or Print Name: _____