Code of Ethics and Business Conduct
Integrity is the foundation of our Synopsys values pyramid because it is essential to our success. It characterizes everything we do. In fact, when we talk about our core values, we start with integrity. Integrity means being straightforward, honest, and transparent in our personal, professional, and business relationships. This means doing the right thing, while complying with the letter and spirit of our Code of Ethics and Business Conduct. Simply put, at Synopsys, we say what we do and we do what we say.

This Code is a guide to making the best possible decision in situations affecting you, your fellow employees, our shareholders, customers, and partners. It even extends to the communities in which we live and work. Our Code contains the guidelines we must all follow to do business the only way we should: the right way.

Aart de Geus
Chair and CEO
At Synopsys, we’re constantly evolving—our challenges get tougher as we expand our business ventures—yet our values remain unchanged and continue to pave the way to the future. For more than 35 years, our core values have served to unite and guide our actions. These values are woven into the fabric of our organization and characterize who we are.

**INTEGRITY** is the foundation of all we do and is about doing what is right. We demonstrate this by aligning our words and our actions - we do as we say, and we say what we do.

**EXECUTION EXCELLENCE** is demonstrated by providing superior value to our customers in our products and services and is measured through the eyes of our customers.

**LEADERSHIP** is demonstrated through our technology innovations, business achievements, our customers’ success, and our enduring commitment to our people and the communities in which we work.

**PASSION** is our differentiator. Actions that drive our results and demonstrate our values are amplified by our passion.
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SECTION 1  |  INTRODUCTION

OUR CODE AND COMMITMENT TO INTEGRITY

Our Code of Ethics and Business Conduct (the “Code”) is our roadmap for doing business the right way. We do business the right way when we act ethically and consistently with our foundational value of integrity, our Code, our policies, and all applicable laws.

Although no document can address every decision we could face during our time with Synopsys, this Code will help guide us. The Code addresses our responsibilities to Synopsys, to each other, and to customers, the general public, and governments. The Code also contains resources to help us make the right decision each and every day.

OUR CODE APPLIES TO ALL OF US

Our Code applies to Synopsys, Inc., and its affiliates (referred to throughout this Code as “Synopsys” or the “Company”) and all members of Synopsys’ workforce, including employees, officers, directors, interns, and contingent workers. For ease of reference, we refer to this group throughout the Code as “personnel”, or with pronouns such as “we” or “you”. We demonstrate our commitment to acting with integrity by regularly acknowledging that we’ve read, understand, and agree to abide by the letter and spirit of our Code.

We also require our suppliers and vendors to work ethically, legally, and consistent with the standards in our Code and our policies. Our Supplier Code of Conduct governs suppliers of goods and materials we incorporate into our hardware products. The Business Partner Code of Conduct governs our channel partners and vendors performing services on behalf of Synopsys.
OUR CODE IS GLOBAL

We’re a U.S.-based company with personnel and customers all over the world. We must comply with the laws of the countries where we do business and all U.S. laws that apply internationally. We build trust by always being honest and transparent in our interactions.

While we embrace diversity and respect cultural differences, if a local custom or business practice violates our Code, we must follow the Code. Whenever there is a possible conflict between the Code and a local law or custom, promptly seek guidance from our Ethics & Compliance Team or another member of the Legal Department.

CONSEQUENCES OF NON-COMPLIANCE WITH THE CODE

We’re expected to always exercise common sense and good judgment and avoid situations that could be perceived as unethical. Violations of our Code, our policies, or applicable laws can result in disciplinary action, up to and including termination of employment, and in the case of directors, not being renominated or being asked to resign. Similarly, suppliers, vendors, or channel partners who engage in misconduct may have their Synopsys engagements terminated.

THINK BEFORE YOU ACT:

• Is it legal and ethical?
• Is it consistent with our core value of integrity?
• Is it consistent with this Code?
• Will it reflect well on me and Synopsys?

If the answer to any of these questions is “no”, choose a different course of action. Ask for guidance if you are unsure.
SECTION 2 | EXPECTATIONS

RESPONSIBILITIES FOR ALL PERSONNEL

We’re expected to act in accordance with the Code, our policies, and the law. Our Code is the guidebook for how we succeed. Supplementing the Code are more specific policies and procedures, which are linked in the Code and can be found in the Policy Library. We are required to:

• Read, understand, and comply with our Code, our policies, and applicable laws;

• Ask for guidance when uncertain about a course of conduct;

• Speak Up as described in Section 2.3 if aware of potential violations of our Code, our policies, or laws;

• Be forthcoming and cooperate fully in any internal investigations; and

• Promptly complete all mandatory integrity trainings and attestations.

We’re counting on everyone to uphold our values and do business the right way.

HEIGHTENED RESPONSIBILITIES FOR MANAGERS

Synopsys managers have a special responsibility to lead with integrity. We rely on our managers to:

• Model and regularly reinforce the principles of our Code and values;

• Promote a culture of acting with integrity, and encourage employees to ask questions and raise their concerns;

• Ensure team members promptly complete required integrity training;

• Listen to your team, especially when they have something difficult to say and take their questions or concerns seriously;

• Immediately seek support from our Speak Up resources when aware of possible misconduct; and

• Never retaliate or tolerate retaliation against anyone for raising a concern in good faith.

Reach out to Ethics & Compliance for support in modeling and reinforcing ethical business conduct with your team.
SPEAK UP

As part of our commitment to doing business the right way, we’re expected to promptly speak up if we believe Synopsys personnel or a Synopsys supplier, vendor, or channel partner is engaging in misconduct. You don’t need all the details to raise a concern – just a good faith belief that something doesn’t align with our integrity expectations. You can share concerns via the method that’s most comfortable for you, by raising with:

• Your manager or another member of leadership;

• Your team’s Human Resources Business Partner;

• Any member of the Legal Department;

• The Ethics & Compliance Team’s integrity support email alias: integrity@synopsys.com;

• The Synopsys Integrity Helpline; or

• Our Chief Ethics & Compliance Officer by sending a letter to our Sunnyvale, CA, headquarters addressed to “Chief Ethics & Compliance Officer.”

We do not tolerate retaliation against anyone who raises a concern in good faith or who participates in an internal investigation. Any retaliation is a violation of the Code and can lead to termination.
Our Synopsys Integrity Helpline is a dedicated resource for raising integrity concerns, and for asking ethics questions. The Helpline is available not only to Synopsys personnel, but anyone globally who chooses to reach out. You can communicate via the Helpline 24/7 by making a phone call or submitting information online. You can make submissions anonymously where permitted by local law. All Helpline submissions are administered by a third-party vendor with multilingual services. Once your submission is complete, a report is provided to the Synopsys Ethics & Compliance Team for prompt assessment and appropriate follow-up. You can continue to communicate via the Helpline platform while the information is being evaluated.
RESPECT PRIVACY AND PERSONAL DATA

Synopsys is committed to privacy and the protection of personal data. If you have access to personal data of Synopsys personnel, customers, or partners, you must comply with all applicable policies and laws regarding the collection, use, disclosure, and transfer of data. In addition, you must follow the data privacy laws of the countries where we conduct business. As part of our privacy commitment, we:

• Request access to personal data only when there is a legitimate business need;
• Follow all policies and processes to properly secure it;
• Limit access to authorized personnel with legitimate business needs; and
• Use a secure method to dispose of data when no longer needed for business purposes.

Refer to the Data Privacy and Protection Statement for additional information and guidance, or email privacy@synopsys.com.

Compliance is everyone’s responsibility. Not only are we each responsible for our individual actions to comply with this Code—we all must do our part to ensure that our Company is doing business the right way.
FOSTER DIVERSITY, EQUITY, AND INCLUSION

At Synopsys, we’re committed to fostering a culture that promotes diversity, equity, and inclusion. Each of us must do our part to ensure we engage with one another in a respectful, inclusive, and collaborative manner. This ensures that our employees, customers, and vendors are treated with honesty, fairness, and respect.

We provide equal employment opportunities to all qualified candidates and employees. We pride ourselves on providing a healthy and productive work environment that is free from discrimination and harassment based on race, color, religion, sex, gender, gender identity or expression, sexual orientation, marital status, military or veteran status, age, national origin, citizenship, ancestry, caste, physical or mental disability, pregnancy, medical condition, genetic characteristics, and any other characteristic protected by law as described in more detail in our Worldwide Employee Rules. We also make reasonable accommodations for candidates and employees with disabilities, consistent with applicable laws and regulations.
PROMOTE A SAFE WORK ENVIRONMENT

It’s our shared responsibility to promote a safe, healthy, and productive work environment. This means:

• Treating others with respect and not tolerating harassment, discrimination, or bullying;

• Resolving problems amicably, and never resorting to threats of violence;

• Prohibiting weapons or other dangerous devices in the workplace;

• Never working when impaired by drugs, controlled substances, or alcohol; and

• Performing work in compliance with health and safety laws.

Any actions inconsistent with these principles are prohibited. You should promptly seek support from your manager, Human Resources, or the Ethics & Compliance Team if you encounter concerning conduct.

UPHOLD HUMAN RIGHTS

Synopsys is committed to upholding internationally recognized human rights and the rights of workers. Synopsys is a member of the Responsible Business Alliance ("RBA"), and we align our business operations with the RBA Code of Conduct. We also support common principles reflected in the United Nations Universal Declaration of Human Rights. We expect all employees, vendors, and suppliers to conduct business ethically, including conducting operations that are free from human trafficking, forced labor, and child labor.
SECTION 4

INTEGRITY WITH SHAREHOLDERS

MAINTAIN ACCURATE BOOKS AND RECORDS

As part of our commitment to integrity with our shareholders, we must ensure our financial and business records are complete, fair, accurate, and timely. This is a shared responsibility for all personnel, which means we must:

• Record business transactions and expense reimbursements fully, accurately, in a timely manner, and with appropriate supporting documentation;

• Comply with our internal controls and be accountable for our entries, including cooperating with Finance, Internal Audit, our external auditors, Ethics & Compliance and other members of the Legal Department;

• Execute financial transactions with required authorization and record them in compliance with Synopsys policies and requirements;

• Ensure contracts fully and accurately reflect all agreed upon terms (side agreements are strictly prohibited);

• Record and maintain all cash or other assets appropriately (no unrecorded or “off-the-books” funds may be used for any purpose); and

• Retain and dispose of records in accordance with our Document Retention Policy.

If you become aware of potential books and records control deficiencies, inaccuracies, or misconduct, you must report it immediately to Internal Audit, the Ethics & Compliance Team, the Finance Department, or through the Synopsys Integrity Helpline.
It’s our shared responsibility to ensure we make full, accurate, and timely financial disclosures in reports and documents we submit to the U.S. Securities and Exchange Commission and in other public statements.

Even if we don’t work in the Finance Department, we still have responsibilities relating to Synopsys’ financial statements. Everyday actions, such as recording expense reports, affect our financial statements and must be accurate and complete.

Creating side agreements that contain commitments unknown to the Legal and Finance teams and misdating agreements, contracts, or other documents to make it appear that they were executed on a different date result in inaccurate financial statements and are strictly prohibited.
ADDRESS POTENTIAL CONFLICTS OF INTEREST

We’re expected to always act in the best interest of Synopsys. A conflict of interest (“COI”) exists when our personal relationships, activities, or financial interests interfere with our ability to act in the best interest of Synopsys.

If you answer yes to any of the questions below, you should submit a COI form:

• Is there a reward or benefit for you, a friend, or a family member?
• Does it create incentives for you to make choices other than what is in the best interests of Synopsys?
• Could it lead others to question whether your decision making was in your best interest instead of the best interests of Synopsys?
• Does it involve a business, product, technology, or service that competes with Synopsys, its partners, or customers?
• Are you secretive about the activity or relationship?
• Would a reasonable person assume a conflict of interest exists even if none of the above are actually present?

You may not take for yourself a business or financial opportunity that you discovered through your position at Synopsys or use Synopsys property or information for personal gain.

Refer to the Conflicts of Interest Guidelines for more information on the types of potential conflicts that require immediate disclosure and review.
NO INSIDER TRADING

We comply with all applicable securities laws, which means we don’t engage in insider trading. That’s why we don’t trade Synopsys or other public companies’ stock when in possession of material non-public information. In addition, we don’t tip or share material non-public information about Synopsys or other public companies with third parties so they can trade based on this information. Information is considered material non-public when it:

• Has not been widely spread to the public for a sufficient period of time; and

• Is information that a reasonable investor would consider important when deciding to buy or sell a stock, or if the information would alter the total mix of information in the market about a stock.

Information remains non-public until the material information is communicated broadly to the investing public by Synopsys or the other public company, as applicable.

The Insider Trading Policy contains additional information on these and other prohibitions, including restrictions on particular transactions, such as short sales, hedging or standing, and limit orders. The Insider Trading Policy also outlines Synopsys’ quarterly trading windows and trading pre-clearance requirements for certain personnel.
RESPONSIBLE TRAVEL, ENTERTAINMENT, AND GIFTS

It's our shared responsibility to use corporate funds wisely, and in accordance with our policies and global laws. Synopsys reimburses employees for reasonable and appropriate travel and entertainment business expenses. Employees must follow the Corporate Travel & Business Expense Reimbursement Policy and always strive to minimize expenses while maintaining productivity, comfort, and safety.

Promotional expenses (including gifts, meals, entertainment, and travel) can be a positive way to build collaborative working relationships and promote our products. Promotional expenses must be for a legitimate business purpose. As described in the Anti-Corruption Policy, promotional expenses must be of nominal value, not cash, and pre-approved by your manager and Ethics & Compliance in certain circumstances. We must use good judgment, seek guidance, and be familiar with the requirements in our Anti-Corruption Policy and in our Global Promotional Expense Guidelines.

In addition to being mindful when giving, we must be mindful when receiving. We may not accept gifts, meals, entertainment, or other benefits intended to influence a business decision, or that could be perceived that way by others. We may only accept unsolicited gifts, meals, entertainment, or other benefits of nominal value from vendors, resellers, channel, or customers. Please refer to the Guidelines for Accepting Gifts, Meals and Entertainment for more information.

As with all business records, we are responsible for fully and accurately recording and reporting gift, travel, and entertainment expenses.
SAFEGUARD INTELLECTUAL PROPERTY, CONFIDENTIAL INFORMATION, AND CORPORATE ASSETS

To perform our job duties, we’re given access to a wide range of corporate resources, including physical assets (facilities and equipment) as well as intangible assets (such as the confidential information of Synopsys, its partners, and customers). All of us are responsible for safeguarding these valuable assets and ensuring they are used appropriately.

Information is one of Synopsys’ most valuable assets, and protecting it is one of our greatest responsibilities. That’s why it’s our responsibility to protect the security of information assets from unauthorized use and disclosure. For information on how to protect information assets, refer to our Secure Information Program and our Information Security Policy.

→ Copyright Guidelines
→ Expenditure Authorization Policy
→ Information Security
→ Information Security Policy
→ Open-Source Software Policy
→ Protection of Information and Classification Policy
→ Synopsys Acceptable Use Policy
→ Synopsys Trademark Guidelines
→ Third Party Proprietary Software Policy
We safeguard our property and the property entrusted to us by our partners and customers by:

• Protecting corporate assets from damage, loss, misuse, unauthorized disclosure, and security threats;

• Using Confidential Information only as authorized, and not sharing it with anyone who is not authorized to see it;

• Upholding our commitment to protect Confidential Information even after our business relationship with Synopsys ends;

• Storing and transferring information assets only via approved means (not using personal storage devices, email, or cloud-based accounts);

• Ensuring corporate resources are used primarily for business purposes; and

• Following established policies and processes regarding the authority to sign contracts and make commitments on behalf of Synopsys.

“Confidential information” includes any information that is not authorized by its owner for release to the public, such as algorithms, interfaces, product architecture, source code, object code, business roadmaps, financial data, customer lists, pricing strategies, marketing plans, organizational charts, and personal data. Confidential Information includes Synopsys’ information, as well as the information entrusted to us by our business partners and customers.
COMMUNICATE ACCURATELY AND APPROPRIATELY

As a publicly traded company, we must provide information that is honest, accurate, and understandable. Only designated individuals and departments are authorized to speak on behalf of Synopsys. You must avoid giving any impression that you are speaking on behalf of Synopsys without first receiving formal authorization from the company. Contact Investor Relations with questions about interacting with investors and financial analysts, and contact Public Relations for press questions (publications, television, other media).

Even if you’re not speaking in an official capacity, you should always communicate in ways that uphold our corporate values. Be mindful that your statements (including comments on social media) could impact our reputation. When you speak out on public issues or in a public forum, make sure you don’t give the appearance of speaking or acting on behalf of Synopsys. For more information, see the Social Media Policy.

Always communicate in ways that demonstrate our values, further our purpose, and enhance our reputation and brand. Never disparage competitors, customers, suppliers, Synopsys, or other employees. Treat confidential information with care.
SECTION 5  INTEGRITY WITH CUSTOMERS, PARTNERS, & COMMUNITIES

TREAT OUR CUSTOMERS FAIRLY

Integrity in the marketplace requires each of us to treat our customers ethically, fairly, and in compliance with all applicable laws. When dealing with our customers directly or indirectly (via third parties), we always:

- Earn their business because of our superior products, customer service, and competitive prices;
- Present our products and services in an honest manner;
- Communicate our products, services, and sales programs clearly;
- Deliver on our promises;
- Know and follow government procurement laws and procedures; and
- Ensure customer contracts fully and accurately reflect all agreed terms (no side agreements).

It’s on all of us to do business the right way, by treating our customers fairly.
PROTECT OTHERS’ INFORMATION AND INTELLECTUAL PROPERTY

Many of our customers are leaders in the technology industry. To this end, our customers often share their own Confidential Information with us so that we can provide the best products and services possible. In addition, we partner with many third parties to best serve our customers. Our partners place great trust in us and in our ability to protect the information they share.

We protect our partners’ and customers’ Confidential Information with the same care we apply to protecting our own information. Synopsys does not want any outside Confidential Information you may have learned from a competitor, vendor, acquaintance, or former employer. Inappropriate use of others’ intellectual property may expose Synopsys and personnel to criminal and civil liability. You are expected to be familiar with our policies on use of open-source or proprietary software, copyrighted material, and third-party components. See the Open-Source Software Policy and Proprietary Software Policy for more information.

Q: Is it okay to ask an employee about the confidential market strategies, product roadmaps, or technical capabilities of their former employer?

A: No. It is never appropriate to ask someone to breach their continuing legal duty of confidentiality to their former employer. Departing Synopsys employees are also expected to maintain our confidences in their future roles.
SUPPORT FAIR COMPETITION

We compete for business vigorously—but fairly, honorably, and with integrity. Competition laws prohibit companies and individuals from interfering with free markets through unlawful agreements or other unreasonable restraints on competition. Violating these laws can place both Synopsys and individuals at risk of substantial legal penalties. To follow global competition laws, we never:

- Fix prices or align on market strategy with a competitor;
- Divide or allocate markets or customers with a competitor;
- Disrespect competitive bidding processes by rigging bids or fixing outcomes;
- Dictate end pricing our channel partners charge customers; or
- Gather market intelligence using unethical means.

For additional guidance, please refer to the Antitrust and Competition Law Compliance Guidelines. If you suspect a violation, you are expected to Speak Up.
UPHOLD ANTI-BRIBERY AND ANTI-CORRUPTION COMMITMENTS

We win business the right way, by offering outstanding products and services. We would rather lose a business opportunity than obtain it through improper means – there are no exceptions. Our Code and global anti-corruption laws prohibit offering, authorizing, or providing anything of value directly or indirectly, in order to:

- Obtain or retain business;
- Direct business to any person;
- Receive an improper advantage or commercial benefit; or
- Influence government personnel in an official act.

Synopsys can be held accountable for the actions of third parties acting on our behalf. That’s why it’s our shared responsibility to ensure third parties comply with global anti-corruption laws. We’re also expected to promptly Speak Up if we have any concerns about a third party’s conduct or our own conduct.

Q:  Is there more flexibility in customer gifts if I pay out of pocket without reimbursing it?

A: No. Our Code and Anti-Corruption Policy requirements apply regardless of whether the gift is reimbursed.
Our Anti-Corruption Policy has additional details on our requirements, including:

• We never offer or pay bribes or kickbacks to anyone.

• We prohibit third parties (channel partners, vendors, consultants, etc.) from offering or paying bribes or kickbacks to anyone.

• Gifts or entertainment must be modest, directly tied to a legitimate business purpose, and pre-approved by Ethics & Compliance when required under the Global Promotional Expense Guidelines.

• We never offer or provide cash or cash equivalents.

• We don’t cover travel expenses for government personnel, except in very limited circumstances, with pre-approval from Ethics & Compliance.

• We don’t make donations, sponsorships, or political contributions in exchange for an improper business advantage.

• We make hiring decisions based on merit, never to benefit government personnel or a customer.

All of us are expected to be familiar with the details of our Anti-Corruption Policy. When uncertain whether a potential course of conduct is permissible under the Policy and applicable law, contact ethics.compliance@synopsys.com for guidance before proceeding. In addition, when engaging with U.S. government employees or U.S. government contractors, there are specific rules and limitations that apply. For further guidance and support related to U.S. government interactions, contact govcon@synopsys.com.
WORK WITH TRUSTED THIRD PARTIES

We work collaboratively with third parties, such as channel partners, vendors, and suppliers to achieve our business goals. While these partnerships are an important aspect of our business model, we must keep in mind that Synopsys can be held legally responsible for the actions of third parties acting on our behalf. That’s why we use third parties with an established track record of acting with integrity.

It’s our shared responsibility to ensure they uphold our values and do business the right way. To uphold our commitment to partnering with integrity, we must:

• Engage third parties only when there is a valid business reason;

• Abide by our procurement rules and processes in the Corporate Procurement Policy;

• Complete required privacy, information security, and compliance diligence processes prior to engaging a third party;

• Never allow or suggest a third party do something that is not permissible under the law, our Code, or our policies;

• Ensure our channel partners abide by the Business Partner Code of Conduct and our suppliers act consistent with the Supplier Code of Conduct, which is based on the RBA Code of Conduct; and

• Immediately report concerns if one of our third parties could be engaging in corrupt or unethical conduct.

For more information, see the Anti-Corruption Policy. For U.S. government subcontracting, contact govcon@synopsys.com.
ABIDE BY GLOBAL TRADE REGULATIONS

Export controls and other international trade regulations may limit or prohibit the transfer of our products and technologies to certain entities, individuals, and countries. U.S. export laws and regulations apply to all our locations and personnel worldwide. We must also ensure compliance with all applicable local export and customs laws.

How a product is used may trigger sales restrictions. Products that have been specifically designed or developed for military end uses must follow strict guidelines regarding sales, access, communication, storage, and recordkeeping.

To ensure compliance with global trade regulations, Synopsys maintains comprehensive Export and Import Compliance Management Programs which include detailed global policies for Export Compliance and Import Compliance and helpful Trade Compliance information and links. Contact trade@synopsys.com for support.

PROMOTE ENVIRONMENTAL STEWARDSHIP AND SOCIAL IMPACT

Synopsys is committed to operating our business sustainably. Our Environmental Policy establishes compliance with applicable environmental laws and regulations as a minimum standard of performance for our global operations. We actively work to reduce the environmental impact of our business and leverage our ability to advance more sustainable practices industry-wide.

We strive to support local communities where we operate and encourage you to get involved in Synopsys-approved activities through our Synopsys for Good program.
SECTION 6 | GLOBAL ETHICS & COMPLIANCE RESOURCES

POLICIES AND GUIDELINES

The Code of Ethics and Business Conduct is the foundation of our corporate expectations. Synopsys maintains additional policies and guidelines that provide further guidance on matters in the Code, and address conduct not covered by the Code. Policies are available in Synopsys’ Policy Library.

APPROVAL, AMENDMENTS, AND WAIVERS

This Code was presented by the Chief Ethics & Compliance Officer and approved by Synopsys’ Board of Directors. Any substantive amendments to the Code must be approved by the Board. A request for a waiver of a provision of our Code for any executive officer or Board member must be submitted to the Chief Ethics & Compliance Officer and approved in writing by our Board of Directors.

ETHICS & COMPLIANCE TEAM

The Ethics & Compliance Team is available to answer any questions about the Code or Synopsys’ compliance policies, or to discuss any concerns you may have about potential misconduct. To contact Ethics & Compliance:

→ Email: integrity@synopsys.com

→ E&C Intranet site

→ Mail: Synopsys Chief Ethics & Compliance Officer (c/o Legal Department)
   675 Almanor Ave, Sunnyvale, CA 94085 (Building 6)

→ Submit a question or concern via the Synopsys Integrity Helpline.
Code of Ethics and Business Conduct