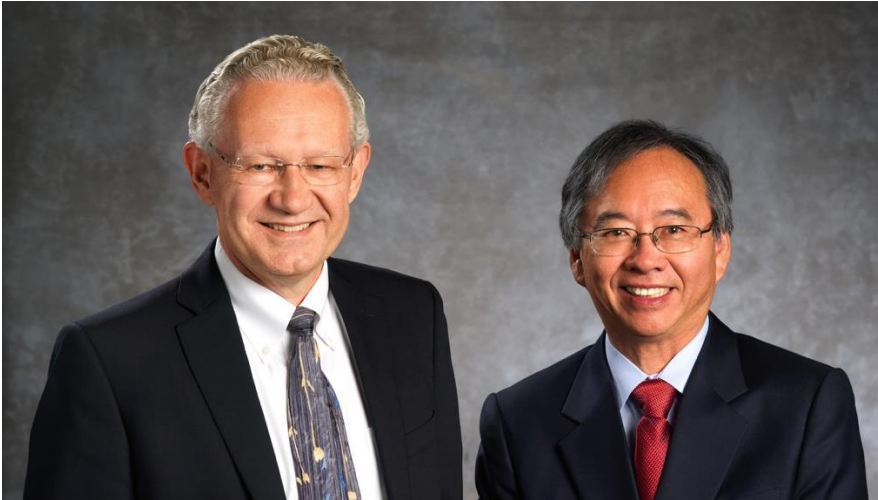


Code of Ethics and Business Conduct





Aart de Geus
Chairman and Co-CEO
Synopsys

Chi-Foon Chan
President and Co-CEO
Synopsys

A Message from Aart de Geus and Chi-Foon Chan

Dear Colleagues,

Integrity has long been a hallmark of our success. It characterizes everything we do. In fact, when we talk about the core values of our company, we start with integrity. Integrity means being straightforward, honest, and transparent in our professional and business relationships. This means doing what we say and saying what we do.

Each of us makes a wide range of business and ethical decisions every day in the execution of our responsibilities on behalf of Synopsys. Synopsys is committed to ensuring that such decisions comply with the letter and spirit of the law and are ethically above reproach.

This Code of Ethics and Business Conduct is a guide to making the best possible decision in situations affecting your fellow employees or our shareholders, customers, and partners, as well as the communities in which we live and work. In simple terms, our Code contains the guidelines we must all follow to do business the only way we should: the right way.

A handwritten signature in black ink, appearing to read 'Aart de Geus'.

Aart de Geus
Chairman and co-CEO

A handwritten signature in black ink, appearing to read 'Chi-Foon Chan'.

Chi-Foon Chan
President and co-CEO

Synopsys' Core Values

At Synopsys, we're constantly evolving—our challenges get tougher as we expand our business ventures as well as our presence around the world—yet our values remain unchanged and continue to pave the way to the future. For more than 30 years, our core values have served to unite and guide our actions: Integrity, Customer Success through Execution Excellence, Leadership, and Passion are woven into the fabric of our organization and characterize who we are.

INTEGRITY

It's the basis for everything we do. Because "we do what we say and say what we do," we have established trust and earned the respect of our customers, partners, shareholders, employees, and the communities in which we live and work.

CUSTOMER SUCCESS THROUGH EXECUTION EXCELLENCE

It's achieved by delivering differentiated products that accelerate innovation to solve complex customer challenges, achieve time-to-market goals, and provide superior support assistance. Synopsys strives for continual advancements and improvements, not only for our products but also for us as individuals and as an organization.

LEADERSHIP

It's being at the forefront of innovation and setting an example in everything we do. Leaders pioneer, and they do so with vision and courage.

PASSION

At Synopsys, passion is *the* differentiator. Actions and energy that demonstrate our values are amplified by our passion for driving innovation, ensuring customer success, and leading with integrity and ethics.



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SECTION 1 - INTRODUCTION

1.1 Purpose of Our Code of Ethics and Business Conduct

Our Code of Ethics and Business Conduct (the “Code”) is our roadmap for doing business the right way. Put simply, we do business the right way when we act ethically and consistently with our core value of integrity, our Code, our policies, and all applicable laws. Although no document can address every decision you could face during your career with Synopsys, this Code will help guide you. The Code addresses our responsibilities to Synopsys, to each other, and to customers, suppliers, and governments.

1.2 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, namely, all persons who work for or provide services to Synopsys, including employees, officers, directors, interns, and contingent workers (including agency workers and independent contractors). For ease of reference, we refer to this group throughout the Code as “personnel,” or with pronouns such as “we” or “you.” We also expect that our suppliers and vendors will work ethically, legally, and consistent with the standards in our Code and our policies. In addition, Synopsys has a separate Business Partner Code of Conduct with which certain business partners, such as distributors, resellers, and vendors performing services on behalf of Synopsys, must comply.

1.3 Our Code Is Global

Synopsys is a US-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 US laws that apply internationally. 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 law or custom, seek prompt guidance from the Synopsys Legal Department.

1.4 We Are All Accountable

We all need to show our commitment to act with integrity by acknowledging that we’ve read, understand, and agree to abide by the letter and spirit of our Code. Employees are required to do this when they are hired and to renew this commitment regularly. Employees with specific roles and responsibilities may also be required to complete additional certifications, disclosures, and trainings.

1.5 Consequences of Non-Compliance with the Code

If an employee fails to abide by the Code, the employee is acting outside of the scope of his or her responsibilities and may be subject to disciplinary action, including but not limited to counseling, warning, probation with or without pay, demotion, or termination of employment. Non-employee personnel may also have their contracts or relationships with Synopsys terminated. If any Synopsys personnel violates the law, Synopsys may contact appropriate law enforcement authorities.

1.6 Approval, Amendments, and Waivers

Our updated Code has been approved by Synopsys’ Board of Directors and is effective as of April 30, 2019. 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. If approved, Synopsys will publicly disclose the waiver and the reasons it was granted.

SECTION 2 - WHAT IS EXPECTED OF EVERYONE

2.1 Refer to the Code and Synopsys Policies and Procedures

As part of Synopsys' workforce, we are expected to act in accordance with the Code, our policies, and the law. Read the Code and refer to it often. It's our guidebook for how we succeed. Supplementing the Code are more specific policies and procedures. These additional policies and procedures include our [AntiCorruption Manual - Worldwide](#), our internal financial controls, our disclosure controls and procedures (discussed in Sections 4.1 and 4.8 below), [Work Rules Policy - Worldwide](#), and other policies maintained in the online [Policy Library](#).

Always use good judgment. Avoid even the appearance of improper behavior, as well as situations that could be perceived as unethical or that could lead to illegal, unethical, or embarrassing actions.

2.2 Ask for Guidance

Use good judgment and seek help whenever you have questions or aren't sure about the right course of action. If you are still uncertain about a course of conduct, ask for guidance. You can seek help from any of the following:

- your manager or other members of management;
- Human Resources or the Legal Department;
- senior finance personnel supporting your business;
- the Ethics & Compliance Team at integrity@synopsys.com; or
- Synopsys' Chief Ethics & Compliance Officer at ethics.officer@synopsys.com.

2.3 Additional Responsibilities for Managers

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

- Reinforce the principles of our Code and values throughout all levels of our business on a regular basis;

- Promote a culture of ethics and compliance, and ensure team members fulfill all required ethics and compliance training courses in a thoughtful and timely manner;
- Immediately inform the Ethics & Compliance Team if a manager receives a report or becomes aware of possible misconduct; and
- Never retaliate or tolerate retaliation against any individual for making a good faith report.

2.4 Speak Up

If you suspect that any Synopsys personnel or any supplier, vendor, reseller, or distributor of Synopsys has violated this Code or is behaving illegally or unethically, speak up. Promptly raise ethics and compliance concerns, and immediately report suspected unethical, illegal, or suspicious behavior. We also count on you to report any activity that could damage Synopsys' reputation.

There are many ways to ask questions or raise concerns, and you should use the method you prefer: talk with your manager or another member of management; talk with Human Resources, the Legal Department, Internal Audit, or Ethics & Compliance; or access the online [Synopsys Whistleblower Hotline](#) to report your concern.

CONSIDER YOUR ACTION!

- *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 the questions is "no," choose a different course of action.

2.4.1 Synopsys Whistleblower Hotline and Web Portal

The Synopsys [Whistleblower Hotline](#) web portal is available to all Synopsys personnel and third parties, 24 hours a day, every day of the year. The Hotline is a dedicated resource for reporting ethics and compliance concerns or suspected violations of the law or Code.

All calls to the Hotline are answered by an independent third-party vendor that offers multilingual services. No attempt is made to identify a caller who wishes to remain anonymous. Once the call is complete, a report is forwarded to the Ethics & Compliance Team for assessment and appropriate follow-up.

The reporter can continue communicating with Synopsys through the Hotline while remaining anonymous.

To access the Hotline by phone:

In the US, 1-888-399-0402

Local numbers are located on the [Hotline web portal](#)

To access the Hotline web portal:

On SynopsysWorld, find it under “Quicklinks”

Or click [HERE](#)

2.4.2 Anonymity

If you make a report on the [Whistleblower Hotline](#), you may choose to be anonymous unless local law in your country of residence prohibits anonymous helpline reports. Please remember, however, that sometimes it may be more difficult, or even impossible, for us to thoroughly investigate anonymous reports. We therefore encourage reporters to share their identity.

2.4.3 Confidentiality

We take reasonable precautions to keep your identity (if disclosed) and the investigation confidential, except as necessary to address the issue. However, we have certain disclosure requirements in some countries. For example, we may be required to disclose the identity of the reporter to the accused employee. Because we try to maintain confidentiality, we may not be able to tell you about the outcome of an investigation.

2.4.4 Investigations

We take reports very seriously. We investigate reports, decide whether the Code, Synopsys policy, or the law has been violated, and take appropriate action. If there is a Code or policy investigation that requires your participation, you are expected to cooperate and answer all questions completely and honestly.

2.4.5 No Retaliation

Any retaliation against anyone who raises an issue honestly is a violation of the Code. Raising a concern honestly or participating in an investigation cannot and will not be the basis for any adverse employment action including, but not limited to, separation, demotion, threat, harassment, or discrimination. If you work with someone who has raised a concern or participated in an investigation, you should continue to treat the person with respect. If you believe someone has retaliated against you, report the matter immediately.

2.4.6 False Accusations or Information

We will protect all Synopsys personnel who raise concerns honestly, but it is a violation of the Code to knowingly make a false accusation, lie to investigators, or interfere or refuse to cooperate with a Synopsys investigation. Honest reporting does not necessarily mean that you must be right; you just have to believe that the information you give is accurate.

2.4.7 Local Laws

For more information concerning local variations on use of the Whistleblower Hotline, please refer to the [Whistleblower Hotline](#).

2.5 Privacy and Personal Data

Synopsys is committed to privacy and the protection of personally identifiable information (also called “personal data”). If you have access to personally identifiable information of Synopsys personnel or anyone else with whom we do business, or if you have access to the systems that maintain this information, you must comply with all applicable policies and laws regarding the collection, use, disclosure, and transfer of personal data. As a general matter, you should only request personal data for which there is a legitimate business need, take steps to properly secure it, allow access or use only when authorized for legitimate business needs, not retain it past the point when the legitimate business need has ended, and use a secure method to dispose of it. You must follow the data privacy laws of

the countries where we conduct business and Synopsys policies when accessing or using personal data. Please refer to the Data Privacy and Protection Statement for additional information and guidance or email privacy@synopsys.com.

SECTION 3 - INTEGRITY WITH OUR WORKFORCE



3.1 Equal Opportunity, Respect, and Healthy Work Environment

Synopsys maintains a workplace where all personnel, customers, and vendors are treated with dignity, fairness, and respect. We maintain worldwide policies in our [Work Rules Policy - Worldwide](#), which is applicable to all employees in furtherance of these principles. We pride ourselves on providing a healthy and productive work environment that is free from discrimination and harassment based on race, color, religion, gender, gender identity, sexual orientation, marital status, veteran status, age, national origin, citizenship, ancestry, physical or mental disability, pregnancy, medical condition, and any other characteristic protected by law. For applicants and employees with disabilities, we also make reasonable accommodations consistent with applicable laws and regulations. We are each expected to do our part to create a healthy and productive work environment for everyone. This includes bringing issues to management's attention when you believe certain conditions are distracting from a good work environment. Our [Work Rules Policy - Worldwide](#) also allows you to raise concerns with other Synopsys managers. In addition, all managers and employees in positions of authority have a special obligation to maintain and support a healthy and productive work environment.

3.2 Harassment-Free Workplace

All Synopsys personnel are entitled to be free from harassment on the basis of race, color, religion, gender, gender identity, sexual orientation, marital status, veteran status, age, national origin, citizenship, ancestry, physical or mental disability, pregnancy, medical condition, and any other characteristic protected by law. Harassment includes unwelcome verbal, visual, physical, and other conduct of any kind that creates an intimidating, offensive, or hostile work environment. Such harassment is strictly prohibited. We should never act in a harassing manner or otherwise cause our coworkers to feel uncomfortable in their work environment. It is important to remember that harassment, sexual or otherwise, is determined by your actions and how they impact others, regardless of your intentions.

What Is Sexual Harassment?

Sexual harassment is any unwelcome verbal, visual, physical, or other conduct of a sexual nature that creates an intimidating or offensive work environment. Behavior that may be acceptable in a social setting may not be appropriate in the workplace. See our [Work Rules Policy - Worldwide](#).

3.3 Non-Violent Workplace

We have no tolerance for workplace violence. All of us—as well as visitors, business partners, vendors, and anyone else on Synopsys property—are prohibited from engaging in any act that could cause another individual to feel threatened or unsafe. This includes verbal assaults, threats, hostility, intimidation, and aggression. Our no-tolerance policy for workplace violence also applies when we are conducting Synopsys business anywhere in the world outside of our premises. We prohibit weapons in the workplace, including in Synopsys parking lots and facilities, to the fullest extent permitted by law. This prohibition, however, does not apply to law enforcement, Synopsys security, government authorities, and others specifically authorized to carry weapons on Synopsys property. Please see our [Workplace Violence Policy - Worldwide](#) for more details.

3.4 Global Health and Safety

All Synopsys personnel are expected to perform their work in compliance with the health and safety laws, regulations, policies, and procedures of their work locations. Always use caution and apply safe work practices when you are working away from Synopsys offices or at home. When you are working at customer locations, you must also follow the customer's health and safety requirements. Immediately report workplace injuries, illnesses, or unsafe conditions, including conditions that are likely to result in injury or illness. Safety is all of our responsibility. Please see [Global Health and Safety](#) for additional policies and guidance.

3.5 Drug-Free and Alcohol-Free Workplace

Lawful, moderate, and prudent alcohol consumption during legitimate business entertainment can be an appropriate way to socialize. However, alcohol, illegal drugs, and controlled substances can adversely affect safety, productivity, attitude, reliability, and judgment. Except for legitimate business entertainment, we should not consume or be under the influence of alcohol. We should never possess, distribute, or be under the influence of illegal drugs or controlled substances while working or engaging in Synopsys business. "Illegal drugs" and "controlled substances" include prescription drugs used illegally or not in accordance with the prescription.

If you have a drug or alcohol problem, you are encouraged to seek assistance. Contact [Human Resources](#) to learn about Employee Assistance Programs in your region. Please see also our [Work Rules Policy - Worldwide](#).

3.6 Human Rights

Synopsys is committed to internationally recognized global human rights and the rights of workers. Synopsys expects 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 OUR SHAREHOLDERS

4.1 Integrity of Financial Statements, Business Records, and Regulatory Filings

We must ensure the accuracy of all our business and financial records. These include financial accounts as well as time records, expense reports, benefits claim forms, and resumes. Our corporate and business records must be complete, fair, accurate, timely, and understandable.

To ensure the integrity of our records and public disclosures, we must:

- Record business transactions, estimates, and accruals honestly, in a timely manner, in the appropriate account and department, and with appropriate supporting documentation;
- Base estimates and accruals on our best business judgment;
- Comply with our internal controls and be accountable for our entries, including cooperation with our Finance, Internal Audit, and Legal Departments;
- Make reports to all government authorities that are complete, fair, accurate, timely, and understandable;
- Appropriately and clearly report any off-balance sheet arrangements;
- Not delay or accelerate the recording of revenue or expenses to meet targets or budgetary goals;
- Record and maintain all cash or other assets appropriately (that is, no unrecorded or “off-the-books” funds for any purpose); and
- Manage records in compliance with our [Document Retention Policy - Worldwide](#).

Never misrepresent our financial or operational performance or otherwise knowingly compromise the integrity of Synopsys’ financial statements. Do not enter information in Synopsys’ books or records that intentionally hides, misleads, or disguises the true nature of any financial or non-financial transaction, result, or balance.

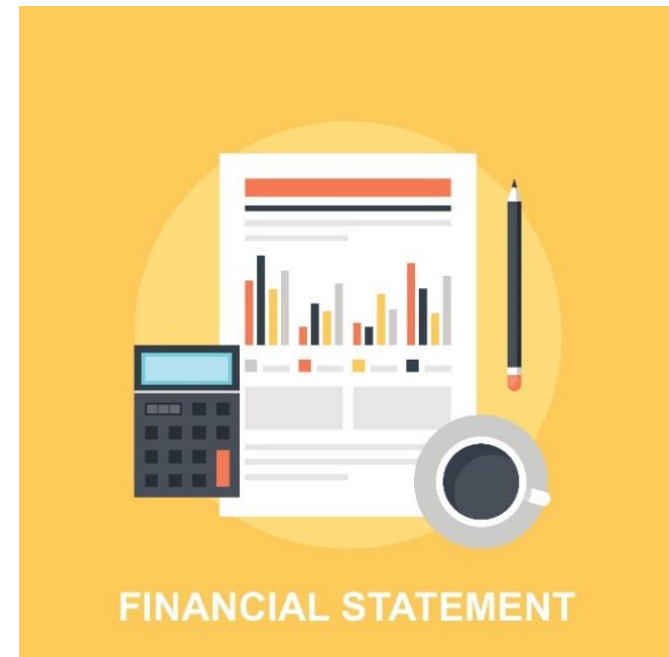
If you become aware of or suspect that our public disclosures are not complete, fair, accurate, timely, or understandable, or that a transaction or development may require disclosure, report the matter immediately to a supervisor, a manager, a member of Internal Audit, the Legal Department, or through the Synopsys [Whistleblower Hotline](#).

KEY POLICIES AND LINKS:

[Disclosure Controls Policy - Worldwide](#) ▪ [Revenue Recognition Policy - Worldwide](#) ▪ [Corporate Procurement Policy - Worldwide](#) ▪ [Sales Order Acceptance Policy - Worldwide](#) ▪ [Concur T&E Reimbursement Policy - Worldwide](#) ▪ [Credit Memo Policy - Worldwide](#) ▪ [Accounts Payable Disbursements Policy - Worldwide](#) ▪ [Cash Accounting Policy - Worldwide](#) ▪ [Procurement Card Policy - Worldwide](#) ▪ [Document Retention Policy - Worldwide](#) ▪ [Business Process Outsourcing \(BPO\) Policy - Worldwide](#)

DID YOU KNOW . . .

Even if we don’t work in finance or accounting, we still have responsibilities relating to Synopsys’ financial statements? Everyday actions such as recording expense reports and preparing sales invoices affect our financial statements and must be accurate and complete.



4.2 Avoiding Conflicts of Interest

Our policy on conflicts of interest is simple: We all have to be loyal to Synopsys and act in its best interest at all times. A conflict of interest exists when your personal interests (meaning your activities, investments, or relationships) interfere with your ability to act in the best interest of Synopsys. Each of us should avoid conflicts between our personal interests and Synopsys' interests. Employees must disclose any outside activity, financial interest, or relationship that may pose a real, potential, or perceived conflict of interest through our [Conflicts of Interest Portal](#). Please refer to the Conflicts of Interest Guidelines for more information.

4.2.1 Disclosure Requirements

Employees must disclose all actual, potential, and perceived conflicts of interest to Synopsys through the [Conflicts of Interest Portal](#). This does not necessarily mean the employee will be prohibited from engaging in the activity; it means that Synopsys will review the activity. Many times, conflicts can be resolved by an open and honest discussion. Some material conflicts may require the acknowledgement of an employee's confidentiality obligations, reassignment of roles, or recusal from certain business decisions. Remember, having a potential or actual conflict of interest is not necessarily a Code violation, but failing to report it is.

4.2.2 Outside Employment, Business Ventures, and Corporate Opportunities

You must make sure that any other employment, outside business venture, or other activity does not take away from your responsibilities to Synopsys. You must also first inform Synopsys about a business opportunity discovered through your work with Synopsys because pursuing such an opportunity personally could be a conflict. Likewise, you should not engage in any other employment, outside business venture, or other activity that calls upon you to use or disclose Synopsys Confidential Information. Employees who wish to participate in such an outside activity must seek preapproval by completing an [Outside Activities Disclosure Form](#).

Employees do not need approval to be in governance positions for non-profit, community, charitable, political, or social organizations if their service is not a conflict of interest and does not reflect negatively on Synopsys. To avoid actual or perceived conflicts of interest, you should not participate in any decisions relating to whether Synopsys should provide financial or other support for any such organizations with which you are affiliated.

4.2.3 Industry Associations and Advisory Committees

Synopsys may ask you to serve on its behalf in industry or trade associations, standards-setting bodies, customer or supplier advisory boards, or similar organizations. In those situations, you are a representative of Synopsys and must always act in Synopsys' best interests. You should not make any commitments on behalf of Synopsys unless you have the authority to do so.

If you are an employee, you may participate with these kinds of organizations in your personal capacity and not as a representative of Synopsys if approved through the [Conflicts of Interest Portal](#), provided you make it clear that you are not acting on Synopsys' behalf. Your participation must not conflict with Synopsys' interests or reflect negatively on Synopsys.

4.2.4 Political Activities

Synopsys complies with all applicable laws, rules, and regulations when engaging in political activities as a company.

Synopsys employees are free to participate in political activities or contribute to political parties and candidates so long as they do so as individuals and in a personal capacity. Employees may not participate in political activities or contribute to political candidates on behalf of Synopsys or in a way that could be viewed as being on behalf of Synopsys.

No employee may instruct or pressure another employee to contact government officials on a particular political issue.

Please see our [Political Activities Policy](#) for more detail.

4.2.5 Personal Relationships

If one of your family members or someone with whom you have a significant personal relationship also works at Synopsys or is a Synopsys customer, vendor, or partner, make sure that all your actions and decisions are made in Synopsys' best interests and not because of your personal or family relationships. You should not be involved in any employment-related decisions—such as hiring, compensation, evaluation, or promotion—regarding a family member or someone with whom you have a close personal relationship. It is an employee's responsibility to complete and disclose a [Close Familial Relationship Disclosure Form](#) if a personal relationship exists that is or could be perceived as a conflict of interest. There are additional requirements for directors and executive officers. Please refer to the [Related-Person Transactions Policy - Worldwide](#)

4.2.6 Accepting Gifts

You may not accept gifts, meals, entertainment, or other benefits intended to influence a business decision, or that could be perceived that way by others. You may accept gifts, meals, entertainment, or other benefits as part of the Synopsys team from vendors, resellers, distributors, or customers, but only if the gift, meal, entertainment, or other benefit is reasonable in value, not in cash, appropriate, transparently offered, and infrequently offered. Please refer to the Guidelines for Accepting Gifts, Meals and Entertainment for more information.

KEY POLICIES AND LINKS:

[Outside Activities Disclosure Form](#) ▪ [Close Familial Relationship Disclosure Form](#) ▪ [Conflicts of Interest Guidelines - Worldwide](#) ▪ [Guidelines for Accepting Gifts, Meals, and Entertainment](#) ▪ [Political Activities Policy - Worldwide](#)

4.3 Avoiding Insider Trading



Synopsys takes its responsibilities under US federal securities laws very seriously and expects all of us to do the same. We are allowed to use or disclose material, non-public information (sometimes called “inside information”) only after its official public release, even if we learn about it beforehand. Information is “material, non-public information” when it:

- has not been widely spread to the public; and
- is information that a reasonable investor would consider important in deciding to buy or sell a particular security.

While performing our jobs, we may have access to inside information about Synopsys or other companies. We are obligated to keep this information

confidential, and we must never use this kind of information to trade in any company’s securities. Likewise, we must never provide stock tips or share inside information with any other person, including family members, who might use it to trade stock.

Importantly, when we have access to inside information concerning Synopsys or another company, we must take special care in planning securities trades. Even if you don’t intend for someone to act on the information, sharing it would violate your confidentiality obligations to Synopsys and could result in accusations of insider trading against you and Synopsys. Remember, when we are in possession of inside information regarding Synopsys or any other company we must not:

- trade in that company’s stock;
- use the inside information for personal advantage to ourselves or others; or
- tip others who may buy or sell securities on the basis of the inside information.

The [Insider Trading Policy - Worldwide](#) also prohibits Synopsys employees and directors from engaging in “hedging” transactions involving Synopsys stock, such as:

- selling short any Synopsys stock or other Synopsys security;
- buying or selling puts or calls or other derivatives on Synopsys securities, or otherwise entering into any hedging arrangements involving Synopsys securities;
- holding Synopsys securities in a margin account or pledging them as collateral for a loan.

Additional Restrictions for Certain Individuals:

- Certain individuals will be notified by the Legal Department that they may not trade in Synopsys’ securities outside of applicable trading windows.
- Section 16 Insiders are further subject to pre-clearance procedures for all trades as set forth in the [Section 16 Officer and Director Trading Procedures Policy - Worldwide](#).

4.4 Preventing Theft and Fraud

Theft and fraud are crimes and will not be tolerated. Theft is taking something that doesn't belong to you without permission. It can include physically taking something like money or property, or it can be done through other means like forgery, embezzlement, and fraud. Fraud is a type of theft by deception. It involves making someone believe something that isn't true, with the purpose of having that person act in a certain way.

When personnel steal or commit fraud, it damages our reputation and brand and hurts us in other ways. We are all responsible for helping to safeguard Synopsys' assets and reputation by watching for any kind of fraudulent activities against Synopsys, our personnel, customers, shareholders, business partners, or other stakeholders. You should report any suspicious activity immediately.

4.5 Responsible Business Travel and Entertainment

Synopsys reimburses employees required to travel on business for reasonable and appropriate travel and entertainment expenses. Employees must follow the [Corporate Travel Policy - Worldwide](#) and always strive to minimize expenses while maintaining productivity, comfort, and safety.

We are responsible for truthfully recording and reporting our expenses, whether in business expense systems or any other company records and systems. This requirement prohibits the falsification of books and records to conceal gifts, meals, travel, and business entertainment, and it requires us to maintain financial records that fairly reflect Synopsys transactions in reasonable detail. When traveling for business or participating in business entertainment, we should be careful to comply with applicable policies and this Code. For example, we should choose business-appropriate venues. Sexually-oriented venues are never appropriate and are prohibited; they embarrass Synopsys, violate our value of integrity, and could violate Synopsys' policy against sexual harassment.

4.6 Using and Safeguarding Synopsys Assets and Confidential Information

To perform your job, you will be given access to many Synopsys assets, including physical assets, such as our facilities, equipment, and technology resources. These also include intangible assets, such as our information, intellectual property (patents, copyrights, trademarks, and trade secrets), brands, and reputation. All of us are responsible for protecting these assets from damage, loss, misuse, unauthorized disclosure, and security threats.

Synopsys assets should be used primarily for Synopsys business. Some personal use is acceptable if it does not interfere with anyone's duties or otherwise violate Synopsys policy or this Code. Synopsys assets should not be stored or transferred using personal storage devices, email, or cloud-based accounts. All Synopsys assets are the property of Synopsys and, to the extent permitted by law, Synopsys deploys monitoring systems to protect the security, confidentiality, and privacy of data, infrastructure, systems, and personnel and to prevent the misappropriation of intellectual property and Confidential Information.

“Confidential Information” includes any information that is not authorized 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.

Information is one of Synopsys' most valuable assets, and handling it is one of Synopsys' greatest responsibilities. All of us have a duty to protect it carefully. You should assume that any information that has not been specifically authorized for public release is Confidential Information, whether owned by Synopsys or entrusted to Synopsys by a third party (such as a customer, vendor, or employee).

We may use Confidential Information only as authorized and we cannot share it with anyone who is not authorized to see it. Some Confidential Information is so confidential that we may share it only with the Synopsys personnel who need to know about it. Your obligation to protect Confidential Information continues even after your employment or contract with us ends.

There are many reasons for protecting Confidential Information, including maintaining our competitive lead, keeping a customer's trust, and protecting personal privacy. It is therefore often illegal to misuse Confidential Information. Details on how to handle Confidential Information are in Synopsys' [Secure Information Program](#).

Nothing in this Code or the related policies is intended to prohibit anyone in the US from confidentially disclosing Confidential Information (including trade secrets) to a government official or attorney for the purpose of reporting or investigating a suspected violation of law. In the US, there is no prohibition against disclosing such information in a legal proceeding if the disclosure is made under seal, meaning in a confidential manner authorized by the court or tribunal. Note that disclosure and

whistleblower laws are different outside of the US. For example, some jurisdictions require employees to report concerns to Synopsys before reporting to a government authority. The Legal Department is one resource for those with questions regarding requirements in their regions.

KEY POLICIES AND LINKS:

[Information Security Policy - Worldwide](#) ▪ [Synopsys Acceptable Use Standard](#) ▪ [Secure Information Program: Protection of Information and Classification Policy - Worldwide](#) ▪ [Synopsys Trademark Guidelines](#) ▪ [Copyright Guidelines](#) ▪ [Open-Source Software Policy - Worldwide](#) ▪ [Third Party Proprietary Software Policy - Worldwide](#)

Questions regarding asset security policies and procedures?

See [IT Security](#) for IT Security Policies and Procedures

See [Global Health and Safety](#) for Facilities Policies and Procedures

4.7 Effective Records Management and Document Retention

We must follow appropriate procedures governing the retention and disposition of records consistent with applicable laws, regulations, Synopsys policies, business needs, and ongoing litigation or governmental investigation. If in doubt about your obligation to retain or dispose of Synopsys records, please refer to Synopsys' [Document Retention Portal](#).

4.8 Speaking on Synopsys' Behalf

As a publicly traded company, Synopsys discloses material information to the public according to the law. We are careful to provide information that is honest, accurate, and understandable. Only certain individuals and departments are authorized to speak for Synopsys on particular issues, and they do so by following our approved communications processes.

When one of us is authorized to speak on behalf of Synopsys (for example, at a trade show), we must always value Synopsys' reputation, speak honestly, discuss only non-Confidential Information, and follow Synopsys' communications guidelines.

Please refer any questions to the appropriate department:

- [Investor Relations](#): Investors and Financial analysts
- [Public Relations](#): Press (publications, television, other media)

Questions regarding corporate marketing or communications?

See [Corporate Marketing & Strategic Alliances](#) for additional information.

4.9 Making Commitments on Behalf of Synopsys

In order to sell our products and services and to ensure the efficient running of our business, we enter into contracts with a variety of business partners, including customers, resellers, distributors, and vendors. To promote efficiency, legal compliance, consistency, and accurate books and records, we have established policies and processes related to the authority of certain individuals to sign contracts and make commitments on behalf of Synopsys. For example, any side documents or oral commitments that state an understanding with a customer or vendor that is not included in an approved contract (referred to as a "Side Letter" or "Side Agreement") is strictly prohibited.

KEY POLICIES AND LINKS:

[Expenditure Authorization Policy - Worldwide](#) ▪ [Contracts Signature Authority Policy - Worldwide](#) ▪ [Synopsys International Limited Contracts Signature Authority Policy - Worldwide](#) ▪ [Delegation of Authority Policy - Worldwide](#) ▪ [Revenue Recognition Policy - Worldwide](#)

SECTION 5 - INTEGRITY WITH OUR CUSTOMERS, PARTNERS, AND COMMUNITIES

5.1 Treating 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, we should always:

- Earn their business because of our superior products, customer service, and competitive prices;
- Present our services and products in an honest manner;
- Avoid unfair or deceptive trade practices;
- Communicate our sales programs clearly; and
- Deliver on our promises.

Our contracts with customers must always reflect the importance and value we place on their business. All customer sales agreements must be in writing and conform to our policies. Please refer to Section 4.9 for a discussion on making commitments on behalf of Synopsys.

5.2 Protecting Others' Information

Many of our customers are leaders in the technology industry who use our products and services to develop their own products. To this end, they often share their own Confidential Information with us so that we can provide the best service possible. Similarly, we are part of a global community, and we partner with many third parties in order to conduct our business. Our partners often place great trust in us and in our ability to protect the information they share. We take these obligations seriously and protect our partners' and customers' Confidential Information with the same care we apply to our own information.

Please refer to Section 4.6 for more details regarding how we handle Confidential Information.

5.3 Fair Competition

In all regions and countries where Synopsys does business, we compete vigorously, but fairly, honorably, and with integrity, in compliance with all applicable laws. Competition laws, sometimes called antitrust laws, prohibit companies and individuals from interfering with free market forces through unlawful agreements or other unreasonable restraints on competition. Violating these laws is a serious matter and can place both Synopsys and individuals at risk of substantial criminal penalties.

Unfair and illegal competition can happen in many different ways. One of the riskiest scenarios for individuals at Synopsys involves communications with competitors. Communications with competitors are common and can be positive—for example, at social events, at trade shows, or to enter into a joint venture. However, we should be cautious when we communicate. To follow competition laws, we must not agree with a competitor to:

- fix prices or market strategy;
- divide or allocate markets or customers;
- boycott another business; or
- rig bids.

We should never discuss such topics with a competitor, even in an informal setting such as a trade show or customer event.

Violations of competition laws may result in severe legal penalties for our company and criminal charges for the individuals involved. Competition laws are complex and vary by country. For guidance, please refer to the [Antitrust and Competition Law Compliance Guidelines](#). If you suspect a violation, speak up and report it as explained in Section 2.4.

5.4 Compliance with Government Contracting Requirements

We often provide services or sell our products to the government or local government entities. As a business that enters into contracts with governments, we have a duty to know and follow all relevant laws regarding government contracts.

We always promote an atmosphere of openness and transparency in our dealings. We must be truthful and accurate in all reports, statements, certifications, bids, proposals, and claims. If you are involved in bidding on government contracts, respect the processes in place, protect Confidential Information, and comply with all security clearance requirements. If you receive an inquiry from a government official or agency, promptly contact the Legal Department for assistance. The Legal Department will guide you in complying with government inspections, investigations, and requests for information.

Any payments made to government agencies must follow our policies and be recorded in a complete, fair, accurate, timely, and understandable manner. Remember, the rules for giving gifts to government officials or entities are strict. Please refer to Section 5.5 below for more details.

5.5 Fighting Bribery and Corruption

Synopsys believes in conducting business with the highest level of integrity. We do not tolerate our personnel or any third parties acting on our behalf to give or receive bribes to influence an outcome or receive favorable treatment. Even if bribery and corruption are a common way of doing business in a particular country or region, it is not our way of doing business. Synopsys expects you to be aware of our policies and procedures that address bribery and corruption. While the basics are described in this Code, visit the [Anti-Corruption Portal](#) to learn more about your obligations.

All Synopsys personnel, business partners, and anyone else acting on our behalf must comply with the US Foreign Corrupt Practices Act (“FCPA”), regardless of their location. The FCPA prohibits bribery and corruption of government officials outside of the US. While the FCPA is a US law, every country in the world has its own anti-corruption regulations. In addition, some countries’ anti-corruption laws also prohibit bribery of commercial parties. Regardless of which laws apply, Synopsys prohibits bribing *anyone*, anywhere in the world.

5.5.1 Prohibited Acts

To comply with our policy and anti-bribery laws, nobody (including a third party acting on our behalf) may ever offer or give, directly or indirectly (meaning, through third parties), any gift, entertainment, or **“anything of value”** to anyone in order to:

- obtain or retain business;
- influence business decisions;
- influence government policy;
- obtain a permit;
- expedite a process; or
- secure any other improper advantage.

5.5.2 “Anything of Value” Examples

Corruption may involve the exchange of “anything of value.” “Anything of value” is very broad and can include:

- cash and cash equivalents such as gift cards;
- goods;
- services;
- event tickets;
- entertainment;
- airfare, hotel accommodations, or other travel-related perks;
- the use of vacation homes;
- special favors or privileges;
- personal services;
- donations to designated charities; and
- an internship, employment, or other benefit.

Although our policy prohibits corrupt payments to anyone, the FCPA focuses on government officials. Therefore, our actions with government officials compel additional review, monitoring, and controls, including the prior written approval for certain gifts and business entertainment. The FCPA defines “government officials” very broadly to include anyone, at any level, working for a government or government-controlled organization.

Please consult the detailed requirements in the [AntiCorruption Manual - Worldwide](#)

5.5.3 Promotional Expense Guidelines



Strong relationships with third parties are very important to our business. Offering gifts and business entertainment can be a positive way to create business goodwill, build sound working relationships, and promote or demonstrate our products. However, you may not pay bribes or provide anything of value to influence the judgment or actions of another. Gifts and entertainment must be bona fide and comply with the [AntiCorruption Manual - Worldwide](#) which requires, for example, that gifts or business entertainment be of little value, not be in cash, be appropriate to the locale as well as in the US, and be pre-approved by your manager and Ethics & Compliance in certain circumstances. Those requirements are summarized in [this document](#). We expect you to use good judgment, seek guidance, and be familiar with the requirements, including requirements for prior written approval as per the [AntiCorruption Manual - Worldwide](#)

5.5.4 Third Parties

Synopsys engages third parties (individual and organizations) such as distributors, resellers, and vendors to interact with government officials or commercial parties. Anti-corruption laws hold Synopsys responsible for the corrupt actions of third parties working on behalf of Synopsys.

For this reason, Synopsys personnel are required to obtain prior approval from the

Ethics & Compliance Team and participate in our due diligence process before they engage a third party who will participate in efforts to obtain Synopsys business or interact with governments on behalf of Synopsys. Consult [AntiCorruption Manual - Worldwide](#) for these requirements.

5.5.5 Recordkeeping

Synopsys personnel as well as Synopsys suppliers, vendors, resellers, and distributors must maintain accurate records of all transactions and assist in ensuring that Synopsys' books and records accurately and fairly reflect, with appropriate detail, all transactions, expenses, and other dispositions of assets. Accordingly, all payments, gifts, donations, and other expenses must be reported and documented. Falsifying any business or accounting record is prohibited.

5.5.6 Compliance Assistance and Reporting

If you are unsure whether you might be dealing with a government official or have any other questions on complying with anti-corruption laws, you should contact the Legal Department or the Ethics & Compliance Team. If you become aware of any potential or actual corrupt arrangement or agreement, speak up and report it, as explained in Section 2.4.

Questions regarding anti-corruption or anti-bribery?

See the [AntiCorruption Manual - Worldwide](#) or email integrity@synopsys.com.

5.6 International Trade Compliance

As a company that serves customers around the world, it is our responsibility to ensure that cross border movements and transmissions of our products, technologies, data, technical support, and services comply with export controls, economic sanctions, import requirements and restrictions, customs laws, and other trade and product regulatory regulations. US export control and economic sanctions laws and regulations apply to all our locations and personnel worldwide, even after the initial export from the United States. They may limit or prohibit the export, re-export, and in-country retransfer of our products and technologies to certain countries, entities, end-uses, and individuals without obtaining prior U.S. government approval. These controls may also apply to internal transfers among Synopsys employees or locations. Additionally, Synopsys must ensure compliance with all applicable local export and customs laws.

How a product is used (its intended "end use") may also trigger restrictions and thus impact our ability to make certain sales. Products that have been specifically

designed or developed for military end uses must follow strict guidelines regarding sales, access, communication, storage, and recordkeeping. Additionally, government regulators must authorize exports to end users who intend to use our products or technologies for restricted end uses such as the design, development, manufacture, support, and/or maintenance of nuclear weapons, chemical/biological weapons, other weapons of mass destruction, and/or missile technology – even when our products and technologies might not otherwise be export controlled.

In addition, Synopsys receives technology from its customers for technical support and evaluation from time to time. Our customers' technology also may be subject to export controls, and we must treat it as if it were our own.

Trade regulations apply to all exports and imports globally, even when they are not revenue related, and may trigger the need for government authorizations when:

- a controlled product or technology is released to an individual who is a citizen of a restricted country even if that person is located in the United States;
- a controlled product or technology is carried into a country when traveling, even if that product is not shared with anyone else;
- a controlled product or technology is transmitted virtually, such as via email, on the telephone, or through an electronic download;
- the end-user of a controlled product or technology appears on a government's list of restricted parties; and
- transferring any information related to end-user technology that is subject to export controls to another Synopsys location, for example transferring a technical support call to a location outside the US.

To ensure it complies with global trade regulations, Synopsys has developed and implemented comprehensive Export and Import Compliance Management Programs and global policies for [Export Compliance](#) and [Import Compliance](#).

Questions regarding import, export, or other trade controls?

You may contact a member of the [International Trade Compliance Team](#) or send an email to trade@synopsys.com to ask a question or request support.

5.7 Communicating Responsibly

We should always communicate in ways that demonstrate our values, further our purpose, and enhance our reputation and brand. Be careful how you communicate with others—especially in any written communication, which includes electronic and online communications such as email, instant messaging, online chats, blogs, and social media, such as social networking sites.

When you speak out on public issues or in a public forum, you do so as an individual, and you should not give the appearance of speaking or acting on behalf of Synopsys unless you are specifically authorized in advance to do so. Keep in mind that social media are increasingly monitored by customers, investors, and regulators.

Before creating online content, keep in mind that any of your inappropriate conduct that adversely affects your work or your colleagues, customers, or suppliers will not be tolerated. Be objective and professional. Avoid offensive, inflammatory, or aggressive language as well as unlawful or inappropriate conduct or anything that would embarrass or disparage Synopsys or your colleagues. Misstatements—even if by mistake—can put you and Synopsys at serious risk.

Note about Social Media:

Synopsys respects the privacy of users' personal social media accounts. However, interactions with other Synopsys personnel or using Synopsys' name or information on social media might be work-related and thus should be conducted carefully. You may not disclose, post, or discuss Synopsys' business-related confidential, proprietary, or trade secret information on social media, whether you use your own name or a pseudonym. Please refer to our [Social Media Policy - Worldwide - Worldwide](#) for guidance.

SECTION 6 - GLOBAL ETHICS & COMPLIANCE RESOURCES

Global Ethics & Compliance Intranet Site

Synopsys maintains a global [Ethics & Compliance Portal](#) with additional information about the Code, other policies and guidelines, training, and other ethics and compliance matters.

Policies and Guidelines

The Code of Ethics and Business Conduct does not address all workplace conduct. Synopsys maintains additional policies and guidelines that provide further guidance on matters in the Code or address conduct not covered by the Code. Policies are available in Synopsys' [Policy Library](#). If you have questions regarding any Synopsys policy, please email policies@synopsys.com.

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 Code violations. To contact Ethics & Compliance:

Call: [Ethics & Compliance Contacts](#)

E-mail: integrity@synopsys.com

Mail:

Synopsys Chief Ethics & Compliance Officer
(c/o Legal Department)
690 East Middlefield Road, Mountain View, CA 94043
U.S.A.

You can also submit a concern via the [Synopsys Whistleblower Hotline](#).

