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Global Anti-Bribery and Anti-Corruption Compliance Policy	O	1 OF 7

1.0 PURPOSE

The purpose of this policy is to ensure that Freescale business is conducted in accordance with our Code of Business Conduct and Ethics (the “Code”), and with applicable local, national, and international anti-bribery and anti-corruption standards and laws.

2.0 SCOPE

This policy applies to all Freescale employees worldwide, regardless of whether the employee is involved in transactions or interactions with governments or commercial entities.

3.0 RULES

In this section, list the rules that apply to the process described in this procedure.

- Conducting business without engaging in bribery or other corrupt practices is a legal requirement and a fundamental component of the Code and our overarching corporate values.
- All Freescale employees are expected to maintain the highest level of integrity and to maintain accuracy in corporate recordkeeping with regard to all transactions or interactions with governments as well as commercial entities. Any violation of this policy may provide reasonable grounds for employee discipline, up to and including termination of employment.

4.0 ROLES AND RESPONSIBILITIES

The table below defines the requirements for Freescale organizations and functions required to follow this procedure.

Who	What
Business Unit/Regional Management	Business Unit and Regional Management have an affirmative obligation to be familiar with the requirements of this policy. In addition, Business unit and Regional Management will communicate the requirements of this policy to employees and business partners and commit the required resources to ensure compliance with this policy.
Corporate Assurance	Corporate Assurance will periodically audit anti-bribery and anti-corruption compliance, and overall adherence to this policy.
Employees	All Freescale employees have the responsibility to report any actual or suspected violations of this policy to their manager or the proper Freescale authorities (e.g., the OBCE or Law Department). Willful blindness or conscious disregard for suspicious activities may be viewed as a violation of this policy.

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Who	What
Law Department	<ul style="list-style-type: none"> • Monitor company activities for anti-bribery and anti-corruption issues and monitor legal developments of relevance to the company; • Support/guide due diligence; • Develop and negotiate anti-corruption safeguards; • Coordinate with other compliance functions, e.g., OBCE, Corporate Assurance and Finance; and, • Coordinate with local counsel and subject matter experts on questions involving bribery and other corrupt acts.
Office of Business Conduct and Ethics (OBCE)	The OBCE will periodically review this policy, investigate allegations involving bribery and other corrupt acts, and provide assistance to management on anti-bribery and anti-corruption compliance training activities and issues.

5.0 Policy

5.1 Corrupt Payments

It is the policy of Freescale not to make a Corrupt Payment under any circumstances, directly or indirectly. Freescale does not permit “facilitation payments,” small payments to government officials to expedite the performance of routine governmental actions (e.g., obtaining licenses, permits or other needed government documents), unless failure to make a requested payment would put the health or safety of its employees or their family members at risk.

5.2 Gifts, Entertainment, and Travel

Many alleged acts of corruption arise in the context of gifts, entertainment, and travel. It is the policy of Freescale that all gifts, entertainment, and travel benefits given by Freescale employees in connection with Freescale’s business must be legal, reasonable, and approved by senior management within the appropriate business group.

5.3 Charitable Contributions

Any commitment of Freescale funds to a charity must comply with the requirements of SOP 4-24, Charitable Contributions. A charitable contribution is illegal under some anti-bribery laws if the contribution is intended to improperly influence a government official. Freescale employees who receive requests for charitable contributions in connection with business, legislative or regulatory interaction with a government official should first consult with Freescale’s Office of Business Conduct and Ethics (the “OBCE”). The OBCE, working with the employee, will conduct a diligent review of the charity to determine who benefits from the charity and whether it has adequate transparency and mechanisms to prevent inappropriate diversion of contributions.

5.4 Political Contributions

Contributions to political parties, party officials, candidates for political office, and persons closely related to them can also raise issues under anti-corruption laws. No Freescale employee may, except with prior approval from Freescale’s Chief Financial Officer and General Counsel, make any political

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contribution, either monetary or in-kind, on behalf of Freescale or use Freescale's name, funds, property, equipment or services for the support of any political party, initiative, committee or candidate.

5.5 Third Party Sales Representatives, Subcontractors, Agents, and Consultants

Freescale does not do business with individuals or organizations known to make Corrupt Payments, or who otherwise could harm Freescale's reputation. It is also a violation of this policy to use or induce any third party to perform any act prohibited by this policy, or by law or the Code.

5.6 Joint Ventures, Subsidiaries, and Other Affiliates

Freescale's prohibition on Corrupt Payments extends to all joint ventures, subsidiaries and other affiliates under Freescale's Control. Freescale's policy is to strongly discourage any such payments by entities outside our Control. Freescale employees involved in the formation, investment in, operation, or oversight of a Freescale joint venture, subsidiary (including a wholly-owned operation or subsidiary), or affiliate are responsible for the following anti-corruption measures:

- Prior to formation or investment, conduct a due diligence review of the parties to the transaction to include, among other things, confirmation of the reputation(s) of the parties relative to integrity and lawful conduct. Such parties include, without limitation, the other significant shareholders of the joint venture, subsidiary or affiliate, as well as the senior management and directors of the joint venture, subsidiary or affiliate;

If due diligence reveals that one of such parties is, or is controlled by, a Government Official, or any beneficial or financial interest of a Government Official, or reveals any potential conflict of interest, the OBCE must be contacted immediately;

- Include contract provisions approved by the Freescale Law Department that confirm compliance with applicable anti-bribery and anti-corruption laws by such joint venture, subsidiary or affiliate; and,
- Where the joint venture, subsidiary, or affiliate is controlled by Freescale, including where the entity is fully consolidated in Freescale's financial statements, assure that the affiliate implements an effective anti-bribery and anti-corruption compliance program, which may include adoption of a code of business conduct substantially comparable to Freescale's Code.

If Freescale does not Control the entity, the related Freescale business group must exercise reasonable efforts to cause the entity to implement an effective anti-bribery and anti-corruption compliance program, including systems of internal controls and for accurate and complete recordkeeping.

5.7 Books and Records

Our Code mandates accuracy and transparency in all Freescale transactions. Regardless of the type of transaction, all books and records established by Freescale employees must be complete and accurate. Freescale employees must never consent to the creation of false or misleading documents.

5.8 Monitoring Compliance and Seeking Assistance

Freescale managers must vigilantly comply with anti-bribery and anti-corruption laws, the Code, and this policy. If any Freescale employee becomes aware of or suspects a bribe or other corrupt act, or has a question or concern about anti-bribery or anti-corruption compliance, he or she should contact the Freescale Ethics Helpline, the OBCE, or the Law Department. Freescale will not tolerate any retaliation against an employee who honestly reports an issue or concern regarding compliance.

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5.9 Conflicts of Law

The expansion of anti-bribery and anti-corruption laws in countries where Freescale does business, and particularly transnational bribery laws similar to the U.S. Foreign Corrupt Practices Act and the UK Bribery Act, makes it possible that Freescale employees will encounter situations where local law may be inconsistent with the U.S. Foreign Corrupt Practices Act or other applicable national laws. If such potential conflicts of law occur, contact the Freescale Ethics Helpline, the OBCE, or the Law Department before proceeding.

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6.0 DOCUMENT INFORMATION

6.1 Document References

Item	Description
Council of Europe Criminal Law Convention Against Corruption	http://conventions.coe.int/Treaty/en/Treaties/Html/173.htm
Foreign Corrupt Practices Act	http://www.justice.gov/criminal/fraud/fcpa/
Freescall Code of Business Conduct and Ethics	http://cache.freescall.com/files/corporate/doc/support_info/BRCONDUCTETHICS.pdf?&Parent_nodeId=1147736691325714075612&Parent_pageType=homepage
Organization of American States Inter-American Convention against Corruption	http://www.oas.org/juridico/english/Treaties/b-58.html
Organization of Economic Cooperation and Development (OECD) Convention on Combating Bribery of Foreign Public Officials in International Business Transactions	http://www.oecd.org/corruption/oecdantibriberyconvention.htm
SOP 4-24	Charitable Contributions
United Kingdom Bribery Act 2010	http://www.legislation.gov.uk/ukpga/2010/23/contents

6.2 Document and Process Owner Information

Role	Name/User ID
Document Owner	Kimberly McMath-B40988
Document Core Team	Kimberly McMath-B40988, Nettie Luna-R50042, Amanda Davidson-R00350C

6.3 Acronyms/Terms and Definitions

Acronyms and terms listed in this document are listed below. For acronyms and terms which may not be listed, refer to Freescall Glossary at <http://glossary.freescall.net>.

Acronym / Terms	Definition
Business Unit	Freescall group, wholly-owned subsidiary, or other Freescall-controlled organization, which sells or licenses its products or services outside the company

Acronym / Terms	Definition
Control	Possession, directly or indirectly, of the power to direct or cause the direction of management or policies of an entity, whether through the ownership of voting securities or by contract or agency or other similar arrangement.
Corrupt Payment	<p>Offering, authorization, commitment, or provision of anything of value, e.g., cash, travel, gifts, scholarships for family members, etc., either directly or indirectly to a government official or to an officer, director, employee, agent, representative, or consultant of a commercial entity, in an attempt to induce the recipient:</p> <ul style="list-style-type: none"> • To misuse his or her position to grant action favorable to Freescale's interest; • To refrain from official action contrary to Freescale's interests; • To use his or her influence to secure action or inaction of a third party to advance Freescale's interests; or • Otherwise to obtain improper business advantage.
Government Official or Official	<p>Any employee, officer, director, agent, consultant or board member of any body or branch of national, regional, provincial, state, or local government, whether legislative, executive, or judicial, or any person acting in an official capacity on behalf of a government entity. It also includes an officer, director, employee, agent, consultant, or official of a public international organization, such as the United Nations, officials of political parties, candidates for political office, political parties, and officers, directors, employees, agents, consultants, or officials of business entities owned, operated or controlled by, or otherwise under the dominant influence of, a government.</p> <p>NOTE: Business entities may be considered to be controlled by a government even though government ownership is less than 50%. The determination of government control should be made on a case-by-case basis, and requestors should err on the side of including businesses with substantial direct or indirect government ownership or funding in this process.</p>
Third Party Representative	Any third party that sells or resells, or assists in selling or reselling any products manufactured or distributed by Freescale, or any services provided by Freescale, and receives a fee, commission, discount or other compensation from Freescale for such services. Terms typically used to describe such third parties include broker, commissioned agent, sales consultant, finder, dealer, reseller, systems integrator, and distributor.



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6.4
REVISION SHEET

Revision Date	Description of Revision & Writer	DMS Admin	Affectivity Date
O 13 02 2014	New document		13 02 2014