



Bourns, Inc. Code of Ethics and Conduct

(Effective: January 1, 2011)

Bourns, Inc. Code of Ethics and Conduct (this “Code”):

Our Policy

It is the policy of Bourns, Inc. and its subsidiaries (“Bourns”) to conduct all business affairs in accordance with the highest business ethical standards, to comply with applicable laws, and to be a good corporate citizen worldwide. This policy applies to all employees, officers and directors of Bourns.

Our Customers

Bourns is committed to maintaining our customers’ trust and respect. Bourns competes fairly, honestly and by delivering superior products and services to its customers. Bourns does not authorize, condone, encourage or promote, directly or indirectly through others, unlawful or unethical behavior, such as bribery, kick-backs, pay-offs, promises to pay cash or things of value, or any other activities that may be construed or perceived as being corrupt, unlawful or unethical.

Our Competitors

Bourns competes vigorously but fairly and in compliance with applicable anti-competition laws to ensure our goods and services are provided on their merits. Bourns uses only lawful means to obtain competitive information.

Our Business Partners

Bourns uses only authorized consultants, contractors, distributors, representatives, resellers, sales and marketing agents and suppliers (collectively, “Bourns’ Business Partners”) who have met or exceeded Bourns’ high standards and entered into appropriate written agreements in compliance with Bourns’ global policies and procedures.

Conflicts of Interest

Bourns employees are required to avoid business decisions, conduct, or other outside activities that create an actual or potential conflict of interest with their obligations or duties to Bourns. Bourns employees must decline to engage in conflicting behavior, or seek guidance from the appropriate Bourns officials prior to engaging in behavior that could be considered as a potential conflict of interest. Bourns’ assets, including its computers and computer systems or other electronic systems or devices, may not be used for an employee’s personal gain.

Protection and Appropriate Use of Confidential Data

Bourns employees may not exploit Bourns’ financial or non-financial data for personal gain. Bourns and its employees must protect the confidential and proprietary nature of (i) its own data and (ii) the data of others disclosed to Bourns in confidence. The privacy of data entrusted into Bourns’ care, including data provided by customers and Bourns’ Business Partners, as well as data relating to individual employees or other persons, must be protected at all times in accordance with applicable legal and contractual requirements.

Responsible Financial and Non-Financial Recordkeeping

Each Bourns employee is responsible for the accurate recordkeeping and reporting of financial data and the integrity of Bourns’ financial data and records. Bourns preserves all business records for their

required retention periods, whether in paper or electronic form, to ensure that global and local requirements are met.

Respect for Diverse Culture

Bourns is a single company formed of many diverse and differing cultures, thus each Bourns employee must strive to appreciate, benefit from, respect and understand other cultures and customs. Bourns employees must not discriminate against one another, including for reasons of age, disability, ethnic origin, gender, race, religion or sexual orientation.

Commitment to Human Rights, the Environment and Social Responsibility

Bourns supports and respects, within its reasonable ability to influence, the protection of international human rights set out in the United Nations' ("UN") Universal Declaration of Human Rights, the International Labor Organization's fundamental conventions and the UN Global Compact. In particular, Bourns supports the eradication of slavery and human trafficking worldwide and the effective elimination of all forms of forced labor and child labor in violation of international standards. Bourns will use this objective as a criterion in the selection and management of Bourns' Business Partners. Bourns endeavors to undertake initiatives to promote environmental responsibility and encourage the development and implementation of environmentally-friendly technologies, processes and products. Bourns encourages its employees to exhibit a strong sense of social responsibility by serving to enhance the communities in which they live and work.

Accountability

Bourns' employees are accountable, individually and collectively, for their behavior and actions. All employees are required to comply with this *Bourns, Inc. Code of Ethics and Conduct* and failure to do so will result in appropriate disciplinary action. Bourns employees have an obligation to report unethical business conduct, the violation of Bourns' policies, or any undertaking of dishonest, destructive or illegal action. Bourns does not retaliate against employees or others, who in good faith, report what he or she believes to be a violation of law, this Code or other Bourns policies. Any employee who has questions or concerns regarding the application or interpretation of this Code should consult with his or her supervisor or other member of management, Human Resources or Bourns' Ombudsman.

Suppliers and Subcontractors

Bourns requires its suppliers and subcontractors to comply with this Code, which may involve higher standards than required by local laws. Upon request, a supplier, must, by way of (i) providing information and/or (ii) allowing Bourns or its representative access to its premises, verify to Bourns' reasonable satisfaction, that the supplier and its subcontractors or sub-suppliers reasonably comply with the standards and expectations of this Code.

=====

All Bourns employees worldwide are required to either (1) sign the statement below or provide a hard copy to the head of the local Human Resources department, or (2) send an email to the head of the local Human Resources department which contains the statement below.

I have read and understand the Bourns, Inc. Code of Ethics and Conduct which has an effective date of January 1, 2011, and I agree to adhere to all aspects of the Code. I understand that the 2011 Code supersedes and replaces the Code of Business Conduct & Ethics which was released in May, 1995.

Employee Name: _____

Employee Signature: _____

Date: _____