

TITLE Code of Business Conduct	POLICY NO. 2.0	REVISION C
EFFECTIVE: Date: August 1, 2017	APPROVED BY: Tim Jenks, CEO	

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**Introduction — General Statement of Company Policy**

Our standards represent the core of how we create the solid foundation of trust and success that is reflected in our relationships with customers, suppliers, shareowners and each other. These standards are reflected in our Code of Business Conduct (the “Code”), and Officers, managers and other supervisors of NeoPhotonics Corporation (“NeoPhotonics” or the “Company”), are expected to develop in employees a sense of commitment to the spirit, as well as the letter, of the Code. The Code addresses conduct that is particularly important to proper dealings with the people and entities with which we interact, but reflects only a part of our commitment. From time to time we may adopt additional policies and procedures with which our employees, officers and directors are expected to comply, if applicable to them. However, it is the responsibility of each employee to apply common sense, together with his or her own highest personal ethical standards, in making business decisions where there is no stated guideline in the Code.

Action by members of your immediate family, significant others or other persons who live in your household (referred to in the Code as “family members”) also may potentially result in ethical issues to the extent that they involve NeoPhotonics business. For example, acceptance of inappropriate gifts by a family member from one of our suppliers could create a conflict of interest and result in a Code violation attributable to you. Consequently, in complying with the Code, you should consider not only your own conduct, but also that of your immediate family members, significant others and other persons who live in your household.

The Company seeks and encourages its employees to achieve performance with integrity, which includes lawful and ethical behavior at all times. We are fully committed to serving our customers and employing individuals with personal standards consistent with that of our company standards: integrity, professionalism and commitment to superior results. This Code is part of a larger process that includes compliance with the corporate policies and procedures themselves, an open relationship between you and your supervisors that is conducive to good business conduct and, above all, your integrity and good judgment.

In that regard, you must:

- Comply with applicable laws, rules, and regulations;
- Conduct all dealings with the Company’s customers and suppliers fairly, with honesty and integrity;
- Ethically handle conflicts of interest, both real and perceived;
- Produce, or cause to be produced, full, fair, accurate, timely and understandable disclosure in reports and documents that the Company prepares for its security holders, including public filings made in connection therewith, and in other public communications;
- Protect information, in any form, that belongs to the Company, its customers and suppliers;
- Protect the Company’s assets and ensure their efficient use and report any suspected incident of fraud, theft or misappropriation immediately; and
- Never use your position in the Company or use Company assets or information for improper personal gain.

This includes some general principles. You will have to apply these principles to your own specific responsibilities. If you have any questions about the proper application of the principles or about what is required by the law in any

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given situation, you must consult with your supervisor or the Company's Legal Department. It is important that you are aware of, and never intentionally violate, relevant laws and regulations. Violating relevant laws, regulations, or this Code, or encouraging others to do so, exposes NeoPhotonics Corporation to risk, including risk to its reputation, and therefore may result in disciplinary action up to and including termination of employment. You should understand that violations of laws or regulations may also result in legal proceedings and penalties including, in some circumstances, civil and criminal penalties that could affect you personally in addition to a risk of adverse consequences to NeoPhotonics Corporation.

If you violate this Code, you may be subject to disciplinary action, up to and including immediate termination of your employment. You must report potential or actual violations of this Code to your immediate supervisor, or, alternatively, to the Company's Legal Counsel or the Chairman of the Company's Audit Committee. If your situation requires that your identity be kept a secret, your anonymity will be protected. You can use the Company's reporting program hotline, the instructions for which are located on the Company's intranet at [www.neophotonics.ethicspoint.com](http://www.neophotonics.ethicspoint.com) to anonymously report concerns, violation of this Code, and violation of any other Company policy. You will not be subject to disciplinary or retaliatory action for reporting a violation or potential violation in good faith, unless it is your own. However, making known false or malicious reports will be dealt with as a disciplinary matter.

No representation is expressed or implied that the policies stated in this Code are all of the Company's relevant policies, or that they are a comprehensive, full or complete explanation of the laws or standards of conduct that are applicable to you or the Company. This Code should help guide your conduct in the course of our business, but many of the principles described in this Code are general in nature, and the Code does not cover every situation that may arise. Use common sense and good judgment in applying this Code. If you have any questions about applying the Code, it is your responsibility to seek guidance. This Code is not the exclusive source of guidance and information regarding the conduct of our business. You have a continuing obligation to familiarize yourself with applicable laws and Company policies, including without limitation the Company's Code of Ethics and Ant-Bribery Policy.

This Code is available on the Company's intranet and, where appropriate, is also available to the public on the Company's website at [www.neophotonics.com](http://www.neophotonics.com).

Nothing contained in this Code is intended by the Company to be, nor shall it be construed, as an employment agreement.

**Lawful and Ethical Behavior**

It is the Company's policy that you conduct business in accordance with applicable federal, state and local laws, rules and regulations and with the laws, rules and regulations of other countries in which the Company does business. In addition, the Company's policy demands that you adhere to the highest standard of business ethics and conduct. While we do not expect you to memorize every detail of these laws, rules and regulations, we want you to be able to determine when to seek advice from others. If you do have a question in the area of legal compliance, it is important that you not hesitate to seek answers from your supervisor or the Legal Counsel.

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You must be alert and sensitive to situations that could result in illegal, unethical, or improper action. When you are faced with a business decision that seems to have ethical overtones, here are some questions that should be helpful to determine if your actions are proper:

- Do I have all the necessary facts?
- Am I informed about all of the legal implications?
- Who has an important stake in the outcome (e.g., employees, customers, suppliers, etc.), and what is that stake?
- Does the situation raise ethical issues that go deeper than legal or institutional concerns?
- What are your options, and which options will produce the most good and do the least harm? Which options respect the dignity of all stakeholders?
- Would I be proud to explain my actions to my family, fellow employees, customers - or to a news reporter on television?

If you remain uncertain about what to do; if you need advice or if you have reason to believe that a domestic or foreign law could be violated in connection with Company business or that this Code has been violated in any way, notify your immediate supervisor, the Company's Legal Counsel or the Chairman of the Audit Committee at once.

Disregard of the law will not be tolerated. Violation of laws, rules and regulations of any country may subject an individual, as well as NeoPhotonics, to civil and/or criminal penalties. You should be aware that conduct and records, including emails, are subject to internal and external audits and to discovery by third parties in the event of a government investigation or civil litigation. It is in everyone's best interests to know and comply with our legal obligations.

### **Wages**

Our company is committed to following all applicable wage and hour laws and regulations. To help ensure that all work performed for NeoPhotonics is compensated correctly, partners compensated on the basis of hours worked must report and record time accurately in accordance with established local procedures.

### **Discrimination**

NeoPhotonics is committed to treating all employees fairly and with respect. We will provide equal opportunities to all employees and applicants. Discrimination based on age, race, color, religion, national origin, gender, sexual orientation, physical or mental disability, and veteran status or other protected classes is prohibited. This applies to all terms and conditions of employment.

Having a diverse workforce--made up of team members who bring a wide variety of skills, abilities, experiences and perspectives--is essential to our success. We are committed to the principles of equal employment opportunity, inclusion and respect. All employment-related decisions must be based on company needs, job requirements and individual qualifications. Always take full advantage of what our team members have to offer; listen and be inclusive. We do not tolerate discrimination against anyone--team members, customers, business partners or other stakeholders--on the basis of race, color, religion, national origin, sex (including pregnancy), age, disability, HIV

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status, sexual orientation, gender identity, marital status, past or present military service or any other status protected by the laws or regulations in the locations where we operate.

We comply with laws regarding employment of immigrants and noncitizens and provide equal employment opportunity to everyone who is legally authorized to work in the applicable country.

### **Health, Safety, and Workplace Environment**

Our company strives to provide a safe and healthy workplace for employees, customers and visitors to its premises. All managers have responsibility for ensuring proper safety and health conditions for their employees. Management is committed to maintaining industry standards in all areas of employee safety and health, including industrial hygiene, ergonomics and safety. To support this commitment, employees are responsible for observing all safety and health rules, practices and laws that apply to their jobs, and for taking precautions necessary to protect themselves, their co-workers and visitors. Employees are also responsible for immediately reporting accidents, injuries, occupational illnesses and unsafe practices or conditions to their supervisor.

Threats, acts of violence and physical intimidation are strictly prohibited. Possession of weapons on the job or on the Company's premises is prohibited, unless permitted by law. No talk of violence or joking about violence will be tolerated. As is the case with any violation of the Code, employees have a responsibility to report any unsafe behavior or condition regardless of whether they are directly involved or a witness.

Every employee has a right to a work environment free from harassment, regardless of whether the harasser is a co-worker, supervisor, manager, customer, vendor or visitor. Harassment can include any behavior (verbal, visual or physical) that creates an intimidating, offensive, abusive or hostile work environment. In addition, any harassment that either impacts or influences wages, hours, working conditions or employment advantages is specifically prohibited. Unlawful harassment includes harassment based on race, color, religion, creed, sex, gender identity, sexual orientation, age, disability, national origin or ancestry, as well as citizenship, marital, veteran, and family and medical leave status, or any other status protected by law.

As is the case with any violation of the Code, you have a responsibility to report any harassing behavior or condition regardless of if you are directly involved or just a witness. Retaliation for making a complaint or for assisting in the investigation of a discrimination or harassment complaint is prohibited. Report the offending behavior to your supervisor or another member of your management chain, your Human Resources representative, or contact the Ethics Helpline.

### **Labor Practices**

We are committed to upholding fundamental human rights and believe that all human beings around the world should be treated with dignity, fairness, and respect. Our company will only engage suppliers and direct contractors who demonstrate a serious commitment to the health and safety of their workers, and operate in compliance with human rights laws. The Company does not use or condone the use of slave labor or human trafficking, denounces any degrading treatment of individuals or unsafe working conditions, and supports our products being free of conflict minerals.

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### **Substance Abuse**

The Company requires employees to work free from the influence of any substance, including drugs or alcohol, preventing them from conducting work activities safely and effectively. Our company reserves the right to have any employee tested if there is reasonable suspicion that he or she is under the influence of drugs or alcohol. If you are using prescription or non-prescription drugs that may impair alertness or judgment, or witness an employee impaired and therefore possibly jeopardizing the safety of others or the Company's business interests, you should report it immediately. If you have a problem related to alcohol or drugs, you are encouraged to seek assistance from the Employee Assistance Program or other qualified professionals and review the Company's Substance Abuse Policy.

### **Confidential Information & Intellectual Property**

Confidential Company information is an important corporate asset that merits the same protection as the Company's physical assets. As an employee of NeoPhotonics, you may learn of information about NeoPhotonics that is confidential and proprietary. It is very important for you to safeguard the Company's confidential information and to refuse any improper access to such information entrusted to you or any employee for whatever purpose. You have entered into a non-disclosure or confidentiality agreement detailing your obligations regarding the Company's confidential information, and you must adhere to this agreement. Failure to do so may also be unlawful. You also have an obligation to protect the confidential information provided to the Company by its customers and suppliers and your fellow workers during the course of the Company's business. They expect your confidentiality — just as the Company expects theirs. There may even be times when you must treat as confidential the fact that we have an interest in, or are involved with, another company. For more information, refer to the Company's Confidentiality Policy available on the Company's intranet. Confidential Information includes our intellectual property. Our intellectual property is among our most valuable assets. Intellectual property refers to creations of the human mind that are protected by various national laws and international treaties. Intellectual property includes copyrights, patents, trademarks, trade secrets, design rights, logos, expertise, and other intangible industrial or commercial property. We must protect and, when appropriate, enforce our intellectual property rights. We also respect the intellectual property belonging to third parties. It is our policy to not knowingly infringe upon the intellectual property rights of others.

As an employee, the things you create for NeoPhotonics belong to our company. This "work product" includes inventions, discoveries, ideas, improvements, software programs, artwork, and works of authorship. This work product is our company's property (it does not belong to individuals) if it is created or developed, in whole or in part, on company time, as part of your duties or through the use of company resources or information. Partners must promptly disclose to the Company, in writing, any such work product and cooperate with our efforts to obtain protection for our company.

We value and encourage the protection of our intellectual property (such as patents, trade secrets, copyrights and trademarks) and proprietary information while simultaneously respecting the valid intellectual property rights of third parties. Intellectual property laws protect many materials you may use during your course of employment. Copyright laws protect materials such as computer software, music, artwork, audio, and videotapes, books, presentations, and training materials. Patent laws protect inventions, trade secret laws protect proprietary information, and trademark laws protect product and services names.

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We value new product and business ideas, concepts, and other information we produce, and if we do not identify or otherwise protect this "intellectual property," our company risks losing its competitive advantage. Protect intellectual property from illegal or other misuse by making sure it is affixed with or identified by appropriate trademark, service mark, copyright notice or patent marking. Disclose to management any innovation developed on company time or using company information or resources, so that our company can decide whether to seek formal protection. Licenses must be obtained to use intellectual property belonging to someone else or we must purchase the outright ownership of the property. In the case of property rights with an expiration date, such as patents, you must be sure that this date has passed if licensing or outright purchase is not feasible. Avoid infringing on the IP rights of others.

### **Employee Data Privacy**

The Company respects the confidentiality of the personal information of employees. This includes employee medical and personnel records. Access to personnel information is only authorized when there is a legitimate and lawful reason, and access is only granted to appropriate personnel. Requests for confidential employee information from anyone outside our company under any circumstances must be approved in accordance with our policies. It is important to remember, however, that employees should have no expectation of privacy with regard to normal course workplace communication or any personal property brought onto Company premises or used for Company business.

### **Accurate Books and Records**

The Company requires full, fair, accurate, timely and understandable recording and reporting of all Company information. Accurate and reliable records are crucial to our business. We are committed to maintaining accurate company records and accounts in order to ensure legal and ethical business practices and to prevent fraudulent activities. We are responsible for helping ensure that the information we record, process, and analyze is accurate, and recorded in accordance with applicable legal or accounting principles. We also need to ensure that it is made secure and readily available to those with a need to know the information on a timely basis.

You must act in a manner that ensures that all of the Company's books, records, accounts and financial statements are maintained in reasonable detail, appropriately reflect the Company's transactions and conform both to applicable legal requirements and to the Company's system of internal controls. Company records include booking information, payroll, timecards, travel and expense reports, e-mails, accounting and financial data, measurement and performance records, electronic data files, and all other records maintained in the ordinary course of our business. All company records must be complete, accurate, and reliable in all material respects. To do so, you must execute and record transactions in accordance with all internal control procedures implemented by Company management. In addition, if you are in any way involved in preparing the Company's disclosure documents (such as public filings or press releases), you must produce full, fair, accurate, timely and understandable disclosure in such documents. There is never a reason to make false or misleading entries. Undisclosed or unrecorded funds, payments, or receipts are inconsistent with our business practices and are prohibited.

Investors count on us to use and provide accurate information so they can make good decisions. We must ensure that the accounting and financial records of our company meet the highest standards of accuracy and completeness.

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Reporting accurate, complete and understandable information about our business, earnings, and financial condition is an essential responsibility of each employee.

It is also your responsibility as an employee of our company to make open and full disclosure to, and cooperate fully with, outside accountants in connection with any audit or review of our company's financial statements. If you have reason to believe that any of our company's books and records are being maintained in a materially inaccurate or incomplete manner, you are required to report this immediately to your manager, the Chief Financial Officer or the Legal Department.

It is important that you do not create, or participate in the creation, or perpetuation of, any records that are intended to mislead anyone or conceal any improper act or conduct.

### **Conflicts of Interest**

The Company knows that it can only be truly successful through the diligence and loyalty of its employees. Therefore, you must put the best interests of the Company at the forefront of any work-related activity or decision and ethically handle conflicts of interest. You must use your best judgment in determining whether a conflict of interest exists and then avoid any conduct, activity, relationship or other situation that would create or cause an actual or potential conflict of interest.

While it is not possible to identify every particular activity that might give rise to a conflict of interest, a conflict of interest may exist because of a relationship of yours or of a family member that is inconsistent with the Company's best interests or could cause a conflict with your ability to perform your job responsibilities. If you or your family members are engaged in any of the activities listed below, then there may be a conflict of interest, and you must disclose the facts concerning this activity to your immediate supervisor or the Company's Legal Counsel for the Company to address the situation:

1. Any ownership interest in any supplier, customer or competitor (other than reasonable amounts of stock in publicly traded companies);
2. Any consulting or employment relationship with any customer, supplier or competitor;
3. Any outside activity that harms a relationship between the Company and any customer or potential customer, or that interferes with a current or potential contractual relationship;
4. Any outside business activity that is competitive with any of the Company's businesses;
5. Any outside activity of any type that is so substantial as to call into question your ability to devote appropriate time and attention to your duties and responsibilities to the Company;
6. Any service on any board of directors or advisory board of any customer, supplier or competitor unless such board service has been disclosed to the Company;
7. Any direct supervisory, review or other influential position on the job evaluation, pay or benefits of any close relative;
8. Any sales or purchases of anything to or from the Company (unless it is pursuant to a routine program of disposal of surplus property that is offered to all employees in general); and
9. Any situation in which, without proper authorization, you are required or tempted to disclose, or do disclose, any trade secret, confidential or proprietary information or intellectual property of the Company.

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With respect to executive officers and directors of the Company, notwithstanding anything to the contrary herein, the only action or relationship that shall be deemed a conflict is one that (i) meets the requirement for disclosure in the Company's periodic filings with the SEC pursuant to Item 404 of Regulation S-K ("Related Party Transactions"). Related Party Transactions shall be approved by the Audit Committee as required by applicable laws and regulations, and provided such approval is obtained in advance and such transactions are publicly disclosed, such approval shall not be deemed a waiver of this Code.

If you have any questions regarding activity which may create a conflict of interest, please discuss the situation immediately with your immediate supervisor or the Company's Legal Counsel. If you know of a conflict of interest that exists elsewhere in the Company, you must disclose such conflict to the Company's Legal Counsel.

The Company reserves the right to determine when actual or potential conflicts of interest exist, and then to take any action, which in the sole judgment of the Company is needed to prevent the conflict from continuing. Such action may include, but is not limited to, having you divest the conflicting interest or return the benefit or gain received, realigning your duties and responsibilities, or disciplinary action, up to and including immediate termination of your employment.

### **Gifts and Entertainment**

Generally, you and members of your immediate family may not accept gifts, services, discounts or favors from those with whom the Company does business or considers doing business. Gifts, entertainment, favors or gratuities are subject to the following guidelines:

1. You may accept gifts of nominal value ordinarily used for sales promotion (for example, calendars, appointment books, pens, etc.).
2. Ordinary "business lunches" or reasonable entertainment consistent with local social and business customs may also be permissible and reasonable in cost and frequency.

If you receive a gift that does not fall within these guidelines, you must report it to your supervisor and return the gift. If return of the gift is not practical, you should give it to the Company for charitable disposition or such other disposition as the Company deems appropriate. For more information, refer to the Company's Gifts and Entertainment Policy available on the Company's intranet.

Under some statutes, such as the U.S. Foreign Corrupt Practices Act (further described below in **International Business**), giving anything of value to a government official to obtain or retain business or favorable treatment is a criminal act subject to prosecution and conviction. Discuss with your supervisor or the Compliance Officer any proposed entertainment or gifts if you are uncertain about their appropriateness.

### **Corporate Opportunities**

You may not use corporate property, information, or position for improper personal gain. You owe a duty to the Company to advance its legitimate interests when the opportunity to do so arises. You are prohibited from competing with the Company or taking advantage for personal gain of any opportunity that is discovered through the use of Company property, information or position. Even opportunities that are acquired privately by you may be

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questionable if they are related to our existing or proposed lines of business. You should report any corporate opportunity to your supervisor or the Company's Legal Counsel to determine whether the Company desires to take advantage of the opportunity.

If you are an officer, you have an additional obligation not to take advantage for personal gain of any opportunity that the Company may have an interest in pursuing, notwithstanding that your knowledge of such opportunity is obtained independently of your relationship with the Company.

**Unauthorized Use of Company Property or Services**

The Company provides an array of information and technology resources intended to maximize our efficiency in carrying out your job such as: e-mail, computers, computer applications, networks, the internet, the intranet, facsimile machines, cell phones, pagers, other wireless communication devices, telephones, and voice mail systems. Please remember that these tools are company property and must be used in a manner that reflects positively on NeoPhotonics and all who work here. You may only use Company property (including the e-mail system) for legitimate business purposes. You may not use or remove from Company premises any Company property or services for any personal benefit or the personal benefit of anyone else. Furthermore, you may not, while acting on behalf of NeoPhotonics or while using our computing or communications equipment or facilities, either: (i) access the internal computer system (also known as "hacking") or other resource of another entity without express written authorization from the entity responsible for operating that resource; or (ii) commit any unlawful or illegal act, including harassment, libel, fraud, sending of unsolicited bulk email (also known as "spam") in violation of applicable law, trafficking in contraband of any kind or espionage. If you receive authorization to access another entity's internal computer system or other resource, you must make a permanent record of that authorization so that it may be retrieved for future reference, and you may not exceed the scope of that authorization.

The Company realizes that sometimes the line between personal and Company benefits is difficult to draw, and sometimes there are both personal and Company benefits in certain activities. Examples include articles of a technical or professional nature that may enhance the stature or reputation of the author and also may have some benefit to the Company, and employee participation in continuing education programs.

**Fair Competition and Fair Dealing**

The Company intends to succeed in the marketplace through superior performance, not by unethical or manipulative practices. You must treat customers and suppliers honestly and fairly. Do not make false or misleading remarks to customers or suppliers about other customers/suppliers or about competitors of the Company, their products or their services, but you may state truthful descriptions of specifications and shortcomings of such products or services. It is our policy that all directors, officers, and employees comply with antitrust and competition laws. International, US federal and state antitrust and competition laws prohibit efforts and actions to restrain or limit competition between companies that otherwise would be competing for business in the marketplace.

You must be particularly careful when you interact with any employees or representatives of NeoPhotonics' competitors. You should use extreme care to avoid any improper discussions with our competitors, especially at industry or trade events where competitors may interact. Under no circumstances should you discuss customers, prospects, pricing, or other business terms with any employees or representatives of our competitors, we must never

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use any illegal or unethical means to get information about other companies. Legitimate sources of competitive information include publicly available information such as news accounts, industry surveys, competitors' displays at conferences and trade shows, and information publicly available on the Internet. You may also gain competitive information appropriately from customers and suppliers (unless they are prohibited from sharing the information) and by obtaining a license to use the information or actually purchasing the ownership of the information. When working with consultants, vendors, and other partners, ensure that they understand and follow NeoPhotonics Corporation policy on gathering competitive information.

### **Antitrust**

Most countries, including the United States, have laws prohibiting certain business practices that could inhibit effective competition. Whether termed antitrust, competition, or free trade laws, the rules are designed to keep the marketplace thriving and competitive. These antitrust laws are broad and far-reaching, and touch upon and affect virtually all aspects of the Company's operations.

The antitrust laws generally prohibit agreements that restrict competition and include agreements between competitors as to pricing, bidding, production, supply and customer practices. These laws also apply to various forms of unfair conduct that may tend to create a monopoly.

The Company supports these laws not only because they are the law but also because it believes in the free market and the idea that healthy competition is essential to its long-term success. As such, you should avoid conduct that violates or appears to violate these laws. In all cases where there is question or doubt about a particular activity or practice, you should contact the Company's Legal Counsel before taking any action that may fall within the scope of these laws. More information on the Company's Antitrust Policy is available on the Company's intranet.

### **Insider Trading**

You are prohibited from trading or enabling others to trade NeoPhotonics Corporation stock or stock of another company such as a customer, supplier, competitor, potential acquisition or alliance while in possession of material nonpublic information ("inside information") about that company. Material information is any information that an investor might consider important in deciding whether to buy, sell, or hold securities. Information is considered non-public if it has not been adequately disclosed to the public. Information is not considered public until the first business day after it has been disclosed to the public. All non-public information about the Company or about companies with which we do business is considered confidential information. To use material non-public information in connection with buying or selling securities, including "tipping" others who might make an investment decision on the basis of this information, is unethical and illegal. Transactions on the basis of inside information are subject to civil and criminal penalties, as well as disciplinary action by the company up to and including possible termination of employment. We must exercise the utmost care when handling material inside information.

Our company shares information openly with our employees. At times, we may receive confidential company information before it is made publicly available to ordinary investors. Some of that information may be considered significant, or "material", and could be important to an investor deciding to buy, sell or hold securities, such as NeoPhotonics stock. Examples of information that could be material are:

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- Information about possible business deals, such as a merger, purchase, sale, or joint venture.
- Financial results or changes in dividends.
- Important management changes.
- Major raw material shortages or discoveries.
- Significant product or manufacturing process developments.
- Gain or loss of a significant customer or supplier.
- Major lawsuit or regulatory investigation.
- Any other information that may positively or negatively affect the stock price of NeoPhotonics Corporation or any other company.

You must not use confidential information for personal benefit, trade securities based on material inside information, or provide inside information to others. You may purchase and sell NeoPhotonics Corporation stock, exercise options granted to them or transfer stock into or out of NeoPhotonics Corporation stock funds in any company savings plan or other benefit plan when you are not in possession of material inside information. In order to avoid the appearance that you may be trading on material inside information, do not trade in NeoPhotonics securities during quarterly and other blackout periods when they apply to you. Even if you are not covered by formal blackout restrictions, you are encouraged to wait until at least 24 hours after material inside information has been publicly disclosed before trading to ensure the market has had an opportunity to absorb and evaluate the information.

Officers, directors, and select employees of our company are the most likely to possess inside information about NeoPhotonics Corporation. If you are subject to this "insider" designation you will be notified, and must also adhere to an even higher standard. Insider's transactions must be conducted during defined periods following the public dissemination of financial results.

Consult with your supervisor, the Chief Financial Officer, and/or the Legal Department if you are unsure whether you have material inside information at any point in time. For more information, refer to the Company's Policy Against Trading on the Basis of Insider Trading, Section 16 Compliance Policy, and Stock Trading Policy for Directors, Officers, and other Management, available on the Company's intranet.

### **Government Business**

Special requirements often apply when contracting with any government body (including national, state, provincial, municipal, or other similar government divisions in local jurisdictions). Because government officials are obligated to follow specific codes of conduct and laws, you must take special care in government procurement. Some key requirements for you to follow in doing business with a government are:

- Accurately representing which Company products are covered by government contracts;
- Not offering or accepting kickbacks, bribes, gifts, gratuities or anything else of value with the intent of obtaining favorable treatment from the recipient (a gift that is customary in the business sector may be perceived as a bribe by a government official);
- Not improperly soliciting or obtaining confidential information, such as sealed competitors' bids, from government officials prior to the award of a contract;

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Hiring present and former government personnel may only occur in compliance with applicable laws and regulations and after consultation with the Company's Human Resources Department.

**Political Activity**

You may not use corporate funds or other assets (including your work time, Company premises, or Company equipment) to make political contributions of any kind to any candidate, political party or in support of any referendum or initiative. This prohibition covers not only direct contributions but also indirect assistance or support of candidates or political parties through the purchase of tickets to special dinners or other fund-raising events, and the furnishing of any other goods, services or equipment to political parties or committees. Political contributions or activities by you on your own behalf and with your own money and on your own time are, of course, permissible. The Company will not reimburse you directly or indirectly for any political contribution or for the cost of attending any political event.

**International Business**

The Company observes the highest ethical standards in all of its business transactions, including those involving foreign countries. You may not take any action in connection with any international transaction or any action in any foreign country that would be illegal or improper in the U.S. Furthermore, you are required to observe all applicable foreign laws, rules and regulations to which you or the Company may be subject, including foreign tax laws, customs duties and regulations, drug testing, licensing, manufacturing and marketing laws, rules and regulations and currency restrictions. You should not take any actions that are intended to improperly circumvent the application of such laws. Some of the concerns raised by international business are as follows:

**1. Foreign Corrupt Practices Act**

With limited exceptions, the U.S. Foreign Corrupt Practices Act prohibits the Company and you from, among other things, making an offer, payment, promise to pay or authorization of the payment of any money, or offer, gift, promise to give, or authorization of the giving of anything of value to any foreign official, any foreign political party or official thereof or any candidate for foreign political office, or any other person, such as a foreign agent or consultant, knowing that all or a portion of such money or thing of value will be offered, given or promised, directly or indirectly, to any foreign official, any foreign political party or official thereof, or any candidate for foreign political office, for the purpose of (i) influencing any act or decision of such foreign official in his or her official capacity, (ii) inducing such foreign official to do or omit to do any act in violation of the lawful duty of such official, or (iii) securing any improper advantage, or inducing such foreign official to use his or her influence with a foreign government or instrumentality or official thereof to affect or influence any act or decision of such government or instrumentality or official in order to assist the Company in obtaining or retaining business for or with, or directing business to, any person. If you are asked to make any such payment, you should consult with your supervisor and the Company's Legal Counsel before taking any action.

You should be alert to a possible FCPA violation if any of the following occur:

- A request that a commission be paid in cash, in another name, or to an address in another country
- Unexplained large expenses on a travel & entertainment expense report

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- An agent demanding a higher than normal commission for a transaction

Any agent or salesperson who says he or she is working with a government official to give our company the contract

## 2. Anti-boycott Laws

U.S. anti-boycott laws prohibit or severely restrict the Company from participating in boycotts against countries friendly to the U.S., and require the Company to report both legal and illegal boycott requests to the U.S. government. If you are involved in selling the Company’s products internationally, you must become familiar with the anti-boycott laws and observe all of their requirements. Further information and guidance can be obtained from the Company’s Legal Counsel.

## 3. Export Controls

In general, any goods that the Company sells to a customer in a foreign country may require an export license from its country of origin. With respect to exports from the U.S., the definition of “export” is quite broad and can include conversations of a technical nature with a citizen of another country even though that conversation takes place entirely within the U.S. Another example of a possible export under U.S. law would include tours of the Company’s facilities where foreign visitors could obtain technical information.

There are certain statutory provisions which allow exporting of certain products, generally nonmilitary or non-high-technology goods, to the allies of the U.S. without any further license. Export control regulations are, however, quite complex, and if you are involved in any export transaction you must observe at least the following two rules:

You must satisfy yourself that there is some regulation or specific export license that covers the export you want to make. This includes exports of technology, as well as exports of goods or services.

You must furnish only truthful and accurate information to other Company employees, to the government or to companies that the Company may have hired to facilitate the Company’s export transactions. This includes both information as to the technology in question and information as to the economic value of the exports.

Note: Such export controls exist and have local legal implications in the United States, China, and Japan.

If you are involved in the Company’s export business, you must be reasonably alert to situations in which inaccurate information may have been furnished, either to the Company or to any of the Company’s agents, involving the ultimate destination or use of the goods. This is particularly important for goods of the type that are not permitted to be shipped to certain countries.

If you have any doubt as whether a situation involves an “export” within the meaning of the applicable export control laws, or as to the truth or accuracy of the information being furnished to the Company regarding the ultimate destination or use of products the Company exports, you must contact your supervisor, Company Legal Counsel, or a Company Export Administrator. For more information, refer to the Company’s Export Compliance Policy available on the Company’s intranet.

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#### **4. Imports**

All goods imported into the U.S. or China or Japan must pass through customs and, except in some limited cases where there are exemptions, a duty must be paid. The amount of that duty is based upon the classification of the goods and the value of the merchandise. You must furnish truthful and accurate information to any customs official or to any agent that the Company hires to facilitate its imports. If you have any questions relating to import of goods, you should contact your supervisor, the Company Legal Counsel, or the Company Export Administrator.

#### **Audits**

In some cases, the Company will monitor compliance with its policies by audits. These may be done by the Finance Department, Human Resource Department, the Company's Legal Counsel, a specially formed committee, or the Company's outside legal counsel. You are required to cooperate fully with any such audits and to provide truthful and accurate responses to any request.

#### **Media Contacts and Public Communications**

NeoPhotonics employees are not authorized to speak with the media, investors, and analysts on behalf of our Company unless authorized by our Public Relations Department. Unless authorized, do not give the impression that you are speaking on behalf of NeoPhotonics Corporation in any communication that may become public. This includes posts to online forums, social media sites, blogs, chat rooms, and bulletin boards. This policy also applies to comments to journalists about specific matters that relate to our businesses and endorsements of products or services.

To ensure professional handling, all media requests should be directed to the Public Relations Department and requests from financial analysts, stockholders, and industry analysts should be forwarded to Investor Relations. Only designated Company Spokespersons are authorized to communicate with reporters, analysts and current and potential stockholders. All inquiries or calls from these outside parties should be directed to one or more of the following Company Spokespersons:

- Tim Jenks, President & Chief Executive Officer
- Elizabeth Eby, Chief Financial Officer
- Ferris Lipscomb, VP of Marketing (for industry & trade inquiries)
- Raymond Cheung, Senior VP & Chief Operating Officer

From time to time, a Company Spokesperson may designate other Group personnel to respond to a specific inquiry or make a disclosure (e.g., for team participation at a trade show). This policy is covered in more detail in the Company's Corporate Communications Policy, available on the Company's intranet.

#### **Social Responsibility**

We pride ourselves on being a company that operates with integrity, makes good choices, and does the right thing in every aspect of our business. We will continually challenge ourselves to define what being a responsible company

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means to us, and work to translate our definition into behavior and improvements at NeoPhotonics. We seek to align our social and environmental efforts with our business goals and continue to develop both qualitative and quantitative metrics to assess our progress.

### **Compliance Standards and Procedures**

#### **Compliance Resources**

To facilitate compliance with this Code, we have implemented a program of Code awareness, training and review. We have established the position of Compliance Officer to oversee this program. The Compliance Officer is a person to whom you can address any questions or concerns. The Compliance Officer can be reached at +1 (408) 428-4980 or [compliance@neophotonics.com](mailto:compliance@neophotonics.com). In addition to fielding questions or concerns with respect to potential violations of this Code, the Compliance Officer and others designated at the Company are responsible for:

- investigating possible violations of the Code;
- training new employees in Code policies;
- conducting annual training sessions to refresh employees' familiarity with the Code;
- distributing copies of the Code annually via email to each employee with a reminder that each employee is responsible for reading, understanding and complying with the Code;
- updating the Code as needed and alerting employees to any updates, with appropriate approval of the Audit Committee of the Board of Directors, to reflect changes in the law, NeoPhotonics' operations and in recognized best practices, and to reflect NeoPhotonics' experience; and
- otherwise promoting an atmosphere of responsible and ethical conduct.

Your most immediate resource for any matter related to the Code is your supervisor. He or she may have the information you need or may be able to refer the question to another appropriate source. There may, however, be times when you prefer not to go to your supervisor. In these instances, you should feel free to discuss your concern with the Compliance Officer. If you are uncomfortable speaking with the Compliance Officer because he or she works in your department or is one of your supervisors, please contact the Company's Vice President of Human Resources. Of course, if your concern involves potential misconduct by another person and relates to questionable accounting or auditing matters under the Company's Whistleblower Policy, you may report that violation as set forth in the policy.

The EthicsLine, help line at +1 (408) 321-5066, and [EthicsLine@neophotonics.com](mailto:EthicsLine@neophotonics.com), a dedicated email address are also available to those who wish to ask questions about NeoPhotonics policy, seek guidance on specific situations or report violations of the Code. You may call the toll-free number anonymously if you prefer as it is not equipped with caller identification, although the Compliance Officer will be unable to obtain follow-up details from you that may be necessary to investigate the matter. Whether you identify yourself or remain anonymous, your telephonic or email contact with the EthicsLine will be kept strictly confidential to the extent reasonably possible within the objectives of the Code.

#### **Clarifying Questions and Concerns; Reporting Possible Violations**

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If you encounter a situation or are considering a course of action and its appropriateness is unclear, discuss the matter promptly with your supervisor or the Compliance Officer; even the appearance of impropriety can be very damaging and should be avoided.

If you are aware of a suspected or actual violation of Code standards by others, you have a responsibility to report it. You are expected to promptly provide a compliance resource with a specific description of the violation that you believe has occurred, including any information you have about the persons involved and the time of the violation. Whether you choose to speak with your supervisor or the Compliance Officer, you should do so without fear of any form of retaliation. We will take prompt disciplinary action against any employee who retaliates against you, including termination of employment.

Supervisors must promptly report any complaints or observations of Code violations to the Compliance Officer. If you believe your supervisor has not taken appropriate action, you should contact the Compliance Officer directly. The Compliance Officer will investigate all reported possible Code violations promptly and with the highest degree of confidentiality that is possible under the specific circumstances. Neither you nor your supervisor may conduct any preliminary investigation, unless authorized to do so by the Compliance Officer. Your cooperation in the investigation will be expected. As needed, the Compliance Officer will consult with the legal department, the Human Resources department and/or the appropriate committee of the Board of Directors. It is our policy to employ a fair process by which to determine violations of the Code.

With respect to any complaints or observations of violations that may involve accounting, internal accounting controls and auditing concerns, under the Company's Whistleblower Policy, the Compliance Officer shall promptly inform the Audit Committee, and the Audit Committee shall be responsible for supervising and overseeing the inquiry and any investigation that is undertaken.

If any investigation indicates that a violation of the Code has probably occurred, we will take such action as we believe to be appropriate under the circumstances. If we determine that an employee is responsible for a Code violation, he or she will be subject to disciplinary action up to, and including, termination of employment and, in appropriate cases, civil action or referral for criminal prosecution. Appropriate action may also be taken to deter any future Code violations.