INVENSENSE, INC.

INSIDER TRADING POLICY
AND GUIDELINES FOR DISCLOSURE OF
MATERIAL NON-PUBLIC INFORMATION
(Amended January 2016)

This Insider Trading Policy provides guidelines to all personnel, including employees, directors and officers of InvenSense, Inc. (the "Company"), with respect to transactions involving the Company's securities and the handling of confidential information about the Company and the companies with which it does business. In the discretion of the Corporate Compliance Officer (as defined below), the Insider Trading Policy may also apply to consultants and contractors to the Company.

For purposes of this Insider Trading Policy, the Company's securities include common stock, options to purchase common stock and any other securities the Company may issue from time to time, such as preferred stock, warrants and convertible debentures. The Company's securities also include derivative securities relating to the Company's stock, even if not issued by the Company, such as exchange-traded options.

POLICY

It is the policy of the Company to comply with all insider trading laws and regulations.

RESPONSIBILITY

Employees, officers and directors of the Company may create, use or have access to confidential or material information which is not generally available to the investing public (such information is referred to in this Insider Trading Policy as "material non-public information," as explained in more detail below). Each individual has an important ethical and legal obligation to maintain the confidentiality of such information and not to engage in any transactions in the Company's securities while in possession of material non-public information. Each individual and the Company may be subject to severe civil and criminal penalties as a result of unauthorized disclosure of or trading in the Company's securities while in possession of material non-public information.

The Chief Financial Officer or, in his or her absence, the Chief Executive Officer, or, in his or her absence, such other person designated by the Company's Board of Directors (hereinafter, the "Corporate Compliance Officer") is responsible for the administration of this Insider Trading Policy.

GUIDELINES

1. Prohibition. Every employee, officer and director of the Company is prohibited from: (a) buying or selling the Company's securities while in possession of material non-public information; (b) communicating such information to others except those who "need to know"

based on their doing business with or for the Company; (c) recommending the purchase or sale of the Company's securities while in the possession of material information that has not been publicly disclosed by the Company; or (d) assisting anyone engaged in any of the above activities. This prohibition also applies to information about, and the securities of, other companies with which the Company has a relationship through which an employee, officer or director may acquire the material non-public information of that company.

There are no exceptions to this Insider Trading Policy other than those described in paragraph 14 below. Engaging in transactions in the Company's securities that are otherwise necessary for personal reasons, such as personal financial commitments, are still prohibited if you possess material non-public information. Even the appearance of an improper transaction must be avoided to prevent any potential prosecution of the Company or the individual trader. If you know or suspect that a director, officer or employee of the Company has violated this Insider Trading Policy, we encourage you to contact the Corporate Compliance Officer. You are free to do so on an anonymous basis.

2. Penalties. If you engage in any of the above activities, you may subject yourself, the Company and its officers and directors to civil and criminal liability. Penalties of $5,000,000 or three times the profit gained or losses avoided may be imposed. You may also be subject to a jail term of up to 20 years. Violation of this Insider Trading Policy may subject you to immediate discipline by the Company, including discharge from the Company.

3. Transactions by Family Members. These prohibitions also apply to your "immediate family" members, including your spouse, minor children or others living in your home. "Immediate family" also includes any child, stepchild, grandchild, parent, stepparent, grandparent, sibling, mother or father-in-law, son or daughter-in-law, or brother or sister-in-law (as well as other adoptive relationships) who shares your same household. The Company will hold you responsible for the conduct of your immediate family.

4. Tipping Information to Others. You may not disclose any material non-public information to others, including your family members, friends or social acquaintances, whether or not under circumstances that suggests that you were trying to help them make a profit or avoid a loss. This prohibition also applies whether or not you receive any benefit from the other person's use of that information. In addition to being considered a form of insider trading, tipping is a serious breach of corporate confidentiality. For this reason, you should be careful to avoid discussing sensitive information in any place (for instance, at lunch, on public transportation, in elevators, etc.) where such information may be heard by others. The Securities and Exchange Commission (the "SEC") has imposed large penalties even when the disclosing person did not profit from the trading. The SEC, the stock exchanges and the National Association of Securities Dealers, Inc. use sophisticated electronic surveillance techniques to uncover insider trading. Do not underestimate their ability to discover your actions.

5. Material Non-Public Information. "Material" information is any information which could affect the market for the Company's securities or that a reasonable investor would consider important in making a decision to purchase, hold or sell the Company's securities (e.g., information regarding a possible merger or acquisition involving the Company or major

marketing changes). Chances are, if you learn something that leads you to want to buy or sell stock, that information will be considered material. It is important to keep in mind that material information can be any kind of information: information that something is likely to happen, or even just that it may happen, can be considered material. In short, any information which could reasonably affect the price of or influence a person's decision to buy or sell the Company's stock is "material."

"Non-public" information is any information that has not been disclosed generally to the investing public. For example, a speech to an audience, a TV or radio appearance or an article in a trade magazine does not qualify as full disclosure. Therefore, "non-public" information made available in any such manner will continue to be considered "non-public" until more broadly disseminated. Disclosure by press release or in the Company's periodic reports filed with the SEC is necessary to make the information public. Even after the Company has released information to the press and the information has been reported, at least one full business day (that is, a day on which national stock exchanges and the New York Stock Exchange is open for trading) should generally be allowed for the investing public to absorb and evaluate the information before you trade in the Company's securities.

Although it is not possible to list all types of material information, the following are a few examples of information that is particularly sensitive and should be treated as material:

- changes in estimates of earnings or sales
- quarterly or annual financial results or projections
- stock splits or securities offerings
- design wins or changes in customer forecasts, up or down
- possible mergers and acquisitions
- significant acquisitions or dispositions of assets
- significant contracts and technology licenses
- contract negotiations with a potentially significant new customer
- changes in management
- the introduction of important products
- serious product defects or recalls
- major marketing changes
- significant litigation
- unusual gains or losses in major operations
- financial liquidity problems
- establishment of a repurchase program for the Company's securities
- changes in auditors

If you have any question as to whether particular information is material or non-public, you should not trade or communicate the information to anyone without prior approval by the Corporate Compliance Officer.

6. Inadvertent Disclosure. If material non-public information is inadvertently disclosed by any employee, officer or director to a person outside the Company who is not obligated to keep the information confidential, you should **immediately** report all the facts to the

Corporate Compliance Officer so that the Company may take appropriate remedial action. As noted in the Company's Fair Disclosure Policy attached hereto as Attachment 1, under SEC rules, the Company generally has only 24 hours after learning of an inadvertent disclosure of material non-public information to publicly disclose such information.

7. Short-term, Speculative Transactions. The Company has determined that there is a substantial likelihood for the appearance of improper conduct by Company personnel when they engage in short-term or speculative securities transactions. Therefore, personnel of the Company are prohibited from engaging in any of the activities described in Attachment 2, except with the prior written consent of the Corporate Compliance Officer or the Board of Directors.

8. Further Prohibition. From time to time, effective immediately upon notice or as otherwise provided by the Company, the Company may determine that other types of transactions, or all transactions, by Company personnel in the Company's securities shall be prohibited or shall be permitted only with the prior written consent of the Corporate Compliance Officer.

9. Earnings Trading Blackouts. The release of earnings is a particularly sensitive period of time for transactions in the Company's stock, given that officers, directors and other employees may possess material non-public information about the expected financial results for the quarter. Accordingly, no member of the Company's Board of Directors, officers or employees may conduct transactions involving the purchase or sale of the Company's securities during a Blackout Period, subject to Section 14 herein. The "Blackout Period" begins two weeks prior to the end of each fiscal quarter and ends on the opening of the **third business day** following the earlier of the Company's filing with the SEC of the Company's quarterly or annual financial reports or the public release of quarterly or annual financial information. From time to time, at the discretion of the Corporate Compliance Officer or the Board of Directors, in each case with the advice of the Company's legal counsel, the Company may make temporary changes to Blackout Periods, including, without limitation, changes in time periods or extensions of any Blackout Periods.

10. 10b-5 Trading Programs. The Company's executive officers are only permitted to trade in the Company's securities through a pre-planned trading program in accordance with the terms and conditions described in Attachment 3 hereto, subject to the exceptions in Section 14.

11. Reporting Requirements. If you are one of the Company's directors and executive officers that are required to comply with Section 16 of the Securities Exchange Act of 1934 ("Section 16 Person"), you must file a Rule 144 form with the SEC if you intend to sell stock within the next 90 days. If you are a Section 16 Person, you also must report any changes in your stock ownership position, including stock granted under an option plan, by filing a Form 4 with the SEC within two (2) business days of the date upon which you changed your ownership position.

12. Suspension of Trading. From time to time, the Company may also determine, at the discretion of the Corporate Compliance Officer or the Board of Directors, in each case with the advice of the Company's legal counsel, that directors, officers or some or all employees

should suspend trading. In such event, such persons may not engage in any transaction involving the purchase or sale of the Company's securities during such period and should not disclose to others the fact of such suspension of trading. Additionally, if the Corporate Compliance Officer becomes aware that material non-public information may have been widely disseminated within the Company, then the Corporate Compliance Officer or Board of Directors may impose a ban on trading for all directors, officer and employees of the Company.

13. Others with Material Non-Public Information. It should be noted that, even outside of the trading prohibition, any person possessing material non-public information concerning the Company should not engage in any transactions in the Company's securities until such information has been known publicly for at least one full trading day, whether or not the Company has recommended a suspension of trading to that person. This includes employees who have material non-public information but then terminate from the Company. Upon termination and as part of the Human Resources exit process, all employees must acknowledge the insider trading policy and that if they know something material they should not be trading stock before that information is public. **Trading in the Company's securities outside of a Blackout Period (defined above) should <u>not</u> be considered a "safe harbor," and all directors, officers and other persons should use good judgment at all times to make sure that their trades are not effected while they are in possession of material non-public information about the Company.**

14. Certain Exceptions. Cash exercise of options to purchase common stock can be done at any time. This Insider Trading Policy also does not apply to the exercise of a tax withholding right pursuant to an election to have the Company withhold shares subject to an option or restricted stock unit solely in an amount necessary to satisfy tax withholding requirements. Same day exercises of options and sales of shares are subject to trading windows, as are any other market sale for the purpose of generating the cash needed to pay the exercise price of an option.

This Insider Trading Policy does not apply to purchases of Company securities in an employee stock purchase plan resulting from the periodic contribution of money to the plan pursuant to the election made at the time of enrollment in the plan. This Insider Trading Policy does apply, however, to an election to participate in the plan for any enrollment period subsequent to the first period of enrollment eligibility following employment with the Company, and to sales of Company securities purchased pursuant to the plan.

The automatic sale of the Company's common stock through E*Trade or such other firm as the Company may designate solely in an amount necessary to cover taxes due as a result of the vesting of restricted stock units or restricted stock awards shall be exempt from this Insider Trading Policy; provided, that such automatic sale program is established [at the time of grant or] at least 15 days prior to the vesting event during an open trading window and while such individual is not in possession of material, non-public information.

Sales pursuant to a 10b5-1 trading plan established in accordance with Attachment 3 shall be exempt.

15. Directors and Executive Officers — Short-Swing Transactions. Directors and executive officers of the Company must also comply with the reporting obligations and

limitations on short-swing transactions set forth in Section 16 of the Securities Exchange Act of 1934, as amended. The practical effect of these provisions is that executive officers and directors who purchase and sell the Company's securities within a six-month period must disgorge all profits to the Company whether or not they had knowledge of any material non-public information. Under these provisions, and so long as certain other criteria are met, neither the receipt of an option under the Company's option plans, nor the exercise of that option, is deemed a purchase under Section 16; however, the sale of any such shares (including a sale pursuant to a broker's cashless option exercise) generally is a sale under Section 16. Moreover, no executive officer or director may ever make a short sale of the Company's stock.

16. Confidentiality Guidelines. All directors, officers and employees of the Company are prohibited from revealing material non-public information to third parties who may engage in trading activities, and from making buy or sell recommendations to third parties based upon such information. If you are in possession of material non-public information, your family members and close friends may also be deemed to be in possession of such information, regardless of whether they have actual knowledge of the information (that is, it would be difficult to prove they did not have actual knowledge). Consequently, they could also be liable for violations of the insider trading laws if they trade during a time in which you are prohibited from trading, regardless of whether they actually knew the material non-public information at that time. To provide more effective protection against the inadvertent disclosure of material non-public information about the Company or the companies with which it does business, the Company has adopted the following guidelines with which you should familiarize yourself. These guidelines are not intended to be exhaustive. Additional measures to secure the confidentiality of information should be undertaken as deemed necessary under the circumstances. If you have any doubt as to your responsibilities with respect to confidential information, please seek clarification and guidance from the Corporate Compliance Officer before you act. Do not try to resolve any uncertainties on your own.

The following guidelines establish procedures with which every employee, officer and director should comply in order to maximize the security of confidential inside information:

(a) Use passwords to restrict access to the information on computers.

(b) Limit access to particular physical areas where material non-public information is likely to be documented or discussed.

(c) Do not discuss **any** Company matter in public places, such as elevators, hallways, restrooms or eating facilities, where conversations might be overheard.

(d) Do not participate or post on any Internet site or other mode of communication that is available to members of the public (including message or bulletin boards) any information regarding the Company.

(e) Maintain records in accordance with any applicable document retention policy of the Company.

17. Authorized Disclosure of Material Non-Public Information. Under certain

circumstances, the Corporate Compliance Officer may authorize the immediate release of material non-public information. If disclosure is authorized, the form and content of all public disclosures shall be pre-cleared by the Corporate Compliance Officer pursuant to the terms of the Company's Fair Disclosure Policy attached hereto as Attachment 1. In the cases of material non- public information which is not disclosed, such information is not to be disclosed or discussed except on a strict "need-to-know" basis. All requests for information, comments or interviews (other than routine product inquiries) made to any officer, director or employee of the Company should be directed to the Corporate Compliance Officer, who will clear all proposed responses, which must be in compliance with the Company's Fair Disclosure Policy. It is anticipated that most questions raised can be answered by the Corporate Compliance Officer or another Company representative to whom the Corporate Compliance Officer refers the request. All officers, directors and employees must comply with the Company's Fair Disclosure Policy and should not respond to such requests directly, unless expressly instructed otherwise by the Corporate Compliance Officer. In particular, great care should be taken not to comment on the Company's expected future financial results. If the Company wishes to give some direction to investors or securities professionals, it must do so only in compliance with the Company's Fair Disclosure Policy. All communications with representatives of the media and securities analysts shall be directed to the Corporate Compliance Officer.

18. Company Assistance. If you have any questions about specific information or proposed transactions, or as to the applicability or interpretation of this Insider Trading Policy or the propriety of any desired action, you are encouraged to contact the Corporate Compliance Officer.

ATTACHMENT 1

FAIR DISCLOSURE POLICY

1. Introduction

The Company has adopted a written Insider Trading Policy and Guidelines for Disclosure of Material Non-Public Information (the "Insider Trading Policy") to which this Fair Disclosure Policy is an attachment containing certain basic principles and policies concerning the determination, use and disclosure of material non-public information. This Fair Disclosure Policy sets forth the Company's policy concerning the disclosure of material non-public information by the Company to ensure compliance with the SEC's Regulation FD (Fair Disclosure).

2. Nature of Liability for Selective Disclosure

The SEC adopted Regulation FD in response to the perceived problem of selective disclosure of material non-public information to analysts, institutional investors and others. Under the Regulation, whenever the Company, or certain persons acting on its behalf, discloses material non-public information to certain enumerated persons, the Company must make public disclosure of that same information simultaneously (for intentional disclosures), or promptly (for non-intentional disclosures).

3. Application

The Regulation applies to communications by an executive officer, director, investor relations officer, public relations officer or any employee possessing equivalent functions or any other employee or agent who regularly communicates on behalf of the Company with the persons listed below.

The Company cannot make selective disclosures to any of the following four categories of persons, unless the disclosure is specifically excluded by Regulation FD:

a. broker-dealers and their associated persons;

b. investment advisors, certain institutional investment managers and their associated persons;

c. investment companies, hedge funds, and affiliated persons; and

d. any holder of the Company's securities under circumstances in which it is reasonably foreseeable that such person would purchase or sell such securities on the basis of the information.

Categories a, b, and c include sell-side analysts, buy-side analysts, large institutional investment managers and other market professionals who may be likely to trade on the basis of selectively disclosed information.

Only the Chief Executive Officer, the Corporate Compliance Officer, and the

Chief Financial Officer, if not the Chief Compliance Officer, and those employees designated by them, are authorized to speak publicly on behalf of the Company. No other directors, officers or employees should have any communication with any of the persons specified in categories a through d above.

4. Exclusions

Certain disclosures by the Company or persons acting on its behalf are excluded from the coverage of Regulation FD. The exclusions are:

a. communications made to a person who owes a duty of trust or confidence - i.e., a "temporary insider" - such as the Company's attorneys, investment bankers or accountants;

b. communications made to any person who expressly agrees to maintain the information in confidence;

c. communications to an entity whose primary business is the issuance of credit ratings, provided the information is disclosed solely for the purpose of developing a credit rating and the entity's ratings are publicly available;

d. communications made in connection with most offerings of securities registered under the Securities Act of 1933, as amended; and

e. communications with the public media.

Regulation FD applies to any unregistered offerings (e.g., private placements) made by the Company.

5. Avoiding Liability

Where the Company makes an intentional disclosure of material non-public information to securities professionals or Company security holders, Regulation FD requires the simultaneous disclosure of the same information to the general public. A selective disclosure is intentional when the Company or a person acting on its behalf either knows, or is reckless in not knowing, prior to making the disclosure, that the information is both material and non-public.

Where the Company or individuals acting on its behalf inadvertently disclose material non-public information (i.e., it later determines that the information was not public or was material), it is required to make public disclosure promptly. This means that the Company must make a public disclosure as soon as reasonably practicable (but generally no later than 24 hours) after a senior official of the Company learns of the disclosure and knows that the information disclosed was material and non-public.

6. Regulation FD Disclosure Procedures

The Company intends to be fully compliant with Regulation FD. The following policies and procedures have been adopted by the Company to ensure compliance with Regulation FD:

a. The Corporate Compliance Officer shall designate other officers or senior level employees to be responsible for insuring that the Corporate Compliance Officer is aware of developments within the districts, distribution centers and divisions of the Company and its subsidiaries which may be material.

b. The Company's Corporate Compliance Officer is responsible for administering and directing compliance with Regulation FD and the policies and procedures set forth in this Fair Disclosure Policy. Any questions relating to compliance with Regulation FD should be directed to the Corporate Compliance Officer. All public disclosures must be pre-cleared by the Chief Executive Officer or Chief Financial Officer, with simultaneous notice to the Corporate Compliance Officer, or by the Corporate Compliance Officer or someone designated by the Corporate Compliance Officer. Company employees shall promptly report to the Corporate Compliance Officer any violations (whether or not they were intentional) of the Company's Fair Disclosure Policy.

c. As information concerning the Company or the market for its stock which may be material arises within a district, distribution center or division of the Company or one of its subsidiaries, it shall be promptly and fully disclosed to the Corporate Compliance Officer.

d. The Corporate Compliance Officer shall make a prompt determination, consulting the Company's legal counsel, as necessary, as to whether or not the information is "material." Materiality generally is defined as all information which could be expected to affect the investment decision of a reasonable investor or significantly alter the market price of the stock.

e. If the information is material, the Corporate Compliance Officer, the Chief Executive Officer or, if applicable, the Chief Financial Officer, may authorize immediate release of the information unless it is determined that disclosure is not then legally required and can be deferred to a later date. If disclosure is authorized, the form and content of all public disclosures shall be pre-cleared by the Chief Executive Officer or Chief Financial Officer, with simultaneous notice to the Corporate Compliance Officer, or by the Corporate Compliance Officer, in each case in consultation with the Company's legal counsel, as necessary, pursuant to the terms of the Company's Fair Disclosure Policy. If disclosure is to be deferred, instructions shall be immediately given that such information is not to be disclosed or discussed except on a strict "need-to-know" basis. The Corporate Compliance Officer may also declare a "limited trading period," during which all officers and directors, and in certain circumstances all employees, desiring to buy or sell the Company's stock must first clear their proposed trade with the Corporate Compliance Officer.

f. As in the case of insider trading, the Company's Corporate Compliance Officer, in consultation with the Company's legal counsel, as necessary, will make a determination of whether non-public information is material. Material non-public information must not be selectively disclosed. All public disclosures must be made in one of the following manners (each a "Public Disclosure Procedure"):

i. In a Form 8-K, 10-K, 10-Q or similar filing with the SEC; or

ii. Through the issuance of a press release, widely distributed through

regular channels, containing the material information; or

iii. Through a conference call held in an open manner, permitting all interested investors to listen in either by telephonic means or through Internet webcasting. Adequate notice, by press release and/or website posting of the scheduled conference call and webcast, must set forth the time and date of the conference call and webcast, and instructions on how to access the call and webcast. As to quarterly earnings calls, the required notice should be given at least 72 hours before a call. A replay of the call or the webcast will be available to the public for at least 72 hours. The Company will archive the webcasts and the calls; or

iv. Other methods deemed adequate by the Corporate Compliance Officer, after consultation with the Company's legal counsel.

g. Earnings guidance will not be provided to securities analysts unless done through a Public Disclosure Procedure set forth above. Generally, the Company should not review analyst reports, and any review actually undertaken by the Company or individuals acting on its behalf should be limited to historical items and similar factual matters. Any updates to the Company's previously disclosed material non-public information shall be done only through a Public Disclosure Procedure.

h. In the case of unintentional disclosures, the Company must make a public disclosure through a Public Disclosure Procedure as soon as reasonably practicable (but no later than 24 hours) after a senior official of the Company learns of the disclosure and determines that the information disclosed was material and non-public.

i. Prior to agreeing to making a presentation at any analyst, investor or industry conference, executives other than the Chief Executive Officer and, if applicable, the Chief Financial Officer, must receive the approval of the Corporate Compliance Officer or of the Chief Executive Officer or the Chief Financial Officer, if applicable, with notice to the Corporate Compliance Officer. The content to be presented at such conferences is subject to the review and approval of the Corporate Compliance Officer. In no event may material non-public information be disclosed at such conferences unless such information is simultaneously disclosed through a Public Disclosure Procedure.

j. All requests for information, comments or interviews (other than routine product inquiries) made to any officer, director or employee of the Company should be directed to the Chief Executive Officer or, if applicable, the Chief Financial Officer or to the Corporate Compliance Officer. The Chief Executive Officer or the Chief Financial Officer, with notice to the Corporate Compliance Officer, or the Corporate Compliance Officer will clear all proposed responses which shall be in compliance with the Company's Fair Disclosure Policy. It is anticipated that most questions raised can be answered by the Chief Executive Officer, the Chief Financial Officer, the Corporate Compliance Officer or another Company representative to whom the Corporate Compliance Officer refers the request. Great care should be taken not to comment on expected future financial results. If the Company wishes to give some direction to investors or securities professionals, it must do so only in compliance with the Company's Fair Disclosure Policy.

All communications with representatives of the media and securities analysts shall be directed to the Corporate Compliance Officer, the Chief Executive Officer or, if applicable, the Chief Financial Officer.

k. The Corporate Compliance Officer or an individual designated by the Corporate Compliance Officer shall be responsible for monitoring trading in the Company's stock in order to isolate circumstances in which the market for the stock may be affected by information which has not been publicly disclosed by the Company. If there is unusual trading activity, the Corporate Compliance Officer, in consultation with the Company's legal counsel, shall endeavor to determine whether the market is being influenced by selectively disclosed information or rumors and, if so, what corrective action by the Company, if any, is warranted.

l. Disclosing persons shall use the 1995 Private Securities Litigation Reform Act safe harbor for forward-looking statements in connection with all public disclosures.

m. The Company considers violation of its Fair Disclosure Policy and Regulation FD to be grounds for discipline, including termination for cause.

n. All references to Chief Executive Officer shall include any Co-Chief Executive Officer.

ATTACHMENT 2

INVENSENSE, INC.
HEDGING AND PLEDGING POLICY

1. Introduction

Hedging or monetization transactions can be accomplished through a number of possible mechanisms, including, but not limited to, through the use of financial instruments such as exchange funds, prepaid variable forwards, equity swaps, puts, calls, collars, forwards and other derivative instruments, or through the establishment of a short position in the Company's securities. Such hedging and monetization transactions may permit an employee, officer or director to continue to own the securities of InvenSense, Inc. (the "Company") obtained through Company's benefit plans or otherwise, but without the full risks and rewards of ownership. When that occurs, the director, officer or employee may no longer have the same objectives as the Company's other stockholders. Moreover, certain short-term or speculative transactions in the Company's securities by employees, officers and directors create the potential for heightened legal risk and/or the appearance of improper or inappropriate conduct involving the Company's securities.

2. Objectives

The objectives of this Policy are to: (1) prohibit the Company's employees, officers and directors from directly or indirectly engaging in hedging or monetization transactions, through transactions in the Company's securities or through the use of financial instruments designed for such purpose; and (2) prohibit employees, officers and directors from engaging in short-term or speculative transactions in the Company's securities that could create heightened legal risk and/or the appearance of improper or inappropriate conduct by the Company's employees, officers or directors.

3. Applicability

This policy applies to all of the Company's employees, officers and directors. The Board of Directors may determine whether the policy should apply to other individuals, including consultants and contractors to the Company.

4. Policy

The Company's employees, officers and directors may not engage in any hedging or monetization transactions with respect to the Company's securities, including, but not limited to, through the use of financial instruments such as exchange funds, prepaid variable forwards, equity swaps, puts, calls, collars, forwards and other derivative instruments, or through the establishment of a short position in the Company's securities. Further, the Company's employees, officers and directors may not engage in the following in short-term or speculative transactions in the Company's securities that could create heightened legal risk and/or the appearance of improper or inappropriate conduct by the Company's employees, officers or

directors:

- *Short Sales.* Short sales of the Company's securities (*i.e.*, the sale of a security that the seller does not own) may evidence an expectation on the part of the seller that the securities will decline in value, and therefore have the potential to signal to the market that the seller lacks confidence in the Company's prospects. In addition, short sales may reduce a seller's incentive to seek to improve the Company's performance. For these reasons, short sales of the Company's securities by employees, officers or directors are prohibited. Short sales arising in certain types of hedging transactions are governed by this Policy's prohibition on hedging transactions, as described above.

- *Publicly-Traded Options*. Given the relatively short term of publicly-traded options, transactions in options may cause an employee, officer or director to focus on short-term performance at the expense of the Company's long-term objectives. Accordingly, this Policy prohibits transactions by employees, officers or directors in put options, call options or other derivative securities related to the Company's securities, on an exchange or in any other organized market. Transactions in options arising in certain types of hedging transactions are governed by this Policy's prohibition on hedging transactions, as described above.

- *Margin Accounts and Pledged Securities*. Securities held in a margin account as collateral for a margin loan may be sold by the broker without the customer's consent if the customer fails to meet a margin call. Similarly, securities pledged (or hypothecated) as collateral for a loan may be sold in foreclosure if the borrower defaults on the loan. Because a margin sale or foreclosure sale may occur at a time when the pledgor is aware of material nonpublic information or otherwise is not permitted to trade in the Company's securities, employees, officers and directors are prohibited from holding the Company's securities in a margin account or otherwise pledging the Company's securities as collateral for a loan. Pledges of Company Securities arising from certain types of hedging transactions are governed by this Policy's prohibition on hedging transactions, as described above.

ATTACHMENT 3

RULE 10B5-1 PRE-PLANNED TRADING PROGRAMS

1. Introduction

The Company has adopted a written Insider Trading Policy and Guidelines for Disclosure of Material Non-Public Information (the "Insider Trading Policy"), to which this "Rule 10b5-1 Pre-Planned Trading Programs" is an attachment, containing certain basic principles and policies concerning the trading by officers, directors and employees of the Company in the securities of the Company. This sets forth the Company's policy concerning Rule 10b5-1 pre-planned trading programs by the Company's directors, officer and employees that have been pre-cleared by the Corporate Compliance Officer as provided below.

Notwithstanding any other guidelines contained in the Insider Trading Policy to the contrary, it shall not be a violation of the Insider Trading Policy for the Company's directors, officers and employees to sell (or purchase) securities of the Company under certain pre-planned trading programs adopted to purchase or sell securities in the future which pre-planned trading programs (i) are in compliance with SEC Rule 10b5-1 under the Securities Exchange Act of 1934, as amended, and (ii) have been pre-cleared in advance, in writing, by the Corporate Compliance Officer. To initiate any transactions under this exception, a director, officer or employee (a "person" for purposes of this attachment only) must comply with each of the following elements:

(a) Before becoming aware of any material non-public information, the person must enter into a binding contract to purchase or sell securities, instruct another person to purchase or sell securities for the person's account, or adopt a written plan for purchasing or selling the securities (a "Trading Program"). The Trading Program may not be entered into during a Blackout Period.

(b) The Trading Program must contain one of the following: (1) specify the amount, price and date of the transaction(s); (2) include a written formula, algorithm or computer program for determining amounts, prices and dates for the transaction(s); or (3) not permit the person to exercise any subsequent influence over how, when or whether to make purchases or sales (and any other person exercising such influence under the Trading Program must not be aware of material non-public information when doing so).

For the purposes of a Trading Program, the following definitions apply:

- "Amount" means a specified number of securities or a specified dollar value of securities.
- "Price" means a market price on a particular date or a limit price, or a particular dollar price.

- "Date" means the day of the year when the order is to be executed, or as soon thereafter as is practical under ordinary principles of best execution. In case of a limit order, "date" means the day of the year when the order is in force.

(c) Purchases or sales must occur pursuant to the Trading Program.

(d) The Trading Plan must provide that it cannot be cancelled during a Blackout Period. If a Trading Plan is suspended or cancels after the first option exercise or stock sale, all outstanding Trading Plans for such person will be cancelled by such person and no Trading Plan may be entered into for six months following such termination.

(e) The Trading Program cannot be entered into as part of a plan or scheme to evade the prohibitions of Rule 10b-5. Therefore, although modifications to an existing Trading Program are not prohibited, a Trading Program should be adopted with the intention that it will be amended or modified infrequently, if at all, since changes to the Trading Program could raise issues as to the individual's good faith.

(e) No person purchasing or selling securities under a Trading Program may take (or modify existing) hedging positions to account for his or her planned purchases or sales.

(f) Any person wishing to proceed under the Trading Program exception **(or to modify a previously adopted Trading Program)** must first obtain written preclearance from the Corporate Compliance Officer. This preclearance requirement will permit the Company to review the proposed Trading Program as to compliance with applicable securities laws (including Rule 10b5-1), this Insider Trading Policy and the best interests of the Company, with a view toward avoiding unnecessary litigation and other consequences detrimental to the Company and the person seeking to avail him or herself of this exception. The Company therefore reserves the right to pre-clear or not pre-clear any proposed Trading Program (or the modification of any existing Trading Program) in its sole and absolute discretion based on, among other factors, policies and criteria adopted by the Company from time to time, market conditions, legal and regulatory considerations, and the potential impact of any such Trading Program on any actual or prospective transactions (including the distribution of securities) to which the Company is or may be a party.

(g) The Company reserves the right not to pre-clear any proposed Trading Program (or the modification of any existing Trading Program) unless it includes the following elements, as well as such additional terms and conditions as the Company may require from time to time:

- There is no undisclosed material nonpublic information at the time a person wishes to enter into a Trading Program (or to modify or terminate a previously adopted Trading Program). If there is any

such undisclosed information, the Company may delay its preclearance of the Trading Program until the information has been disclosed. The Company may also require an interval between the adoption of the Trading Program and the first trade under such Trading Program.

- The Trading Program must provide that the first trade executed under such Program shall not occur until 60 days from the time of the Program's adoption.

- Under appropriate circumstances, the Company may wish to make a public announcement of the Trading Program at the time of adoption.

- The proposed Trading Program contains procedures to ensure prompt compliance with (i) any reporting requirements under Section 16 of the Securities Exchange Act of 1934, as amended, (ii) SEC Rule 144 or Rule 145 under the Securities Act of 1933, as amended, relating to any sales under the Trading Program, and (iii) any suspension of trading or other trading restrictions that the Company determines to impose on sales under a pre-cleared Rule 10b5-1 Trading Program, under applicable law or in connection with a distribution by the Company of securities, including without limitation lock up or affiliate letters required in connection with a proposed merger, acquisition or distribution of Company securities or any restrictions on or suspensions of trading imposed by applicable authorities (including the SEC or other governmental authority, or any stock exchange, automated quotation system or other self-regulated organization that promulgates rules to which the Company is subject from time to time).

(h) Each person understands that the preclearance or adoption of a pre-planned selling program in no way reduces or eliminates such person's obligations under Section 16 of the Securities Exchange Act of 1934, as amended, including such person's disclosure and short-swing trading liabilities thereunder. If any questions arise, such person should consult with his or her own counsel prior to entering into a trading program.