

Insider Trading (HR-630)

1.0 PURPOSE AND SCOPE:

- 1.1 To ensure that all employees are trading securities (including common stock, convertible debentures and options) of Microchip Technology Incorporated and its subsidiaries ("Microchip" or the "Company") in an ethical manner and complying with Rule 10b-5 of the Securities Exchange Act of 1934 and other applicable securities laws. Rule 10b-5 makes it unlawful to trade in a company's stock while a person is aware of material non-public information about the company.
- 1.2 ANYONE WHO ENGAGES IN A TRANSACTION IN MICROCHIP SECURITIES OR THE SECURITIES OF OTHER PUBLIC COMPANIES ENGAGED IN BUSINESS OR IN A BUSINESS TRANSACTION WITH MICROCHIP OR ITS SUBSIDIARIES WHILE AWARE OF MATERIAL NON-PUBLIC INFORMATION MAY BE SUBJECT TO CIVIL AND CRIMINAL LIABILITIES AND PENALTIES, WHICH MAY INCLUDE DISGORGEMENT OF ANY PROFITS MADE OR LOSSES AVOIDED, FINES OR IMPRISONMENT, AS WELL AS DISCIPLINARY ACTION BY MICROCHIP.

2.0 REFERENCE DOCUMENTS:

- 2.1 Employee Performance Improvement Plan (HR-410)
- 2.2 Confidentiality (HR-600)
- 2.3 Confidentiality Agreement (SPI-45507)

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3.0 PROCEDURE/DOCUMENT DETAIL:

- 3.1 As a condition of employment, all employees must read and comply with this Insider Trading Policy. The Company's Chief Financial Officer (CFO) shall serve as the Insider Trading Compliance Officer under this Policy. In the absence of the CFO, the CEO or the President may take such action and render such decisions that would otherwise be taken by the Insider Trading Compliance Officer.
- 3.2 If you are aware of any material non-public information relating to the Company, which may include information related to quarterly earnings or changes in analyst estimates or Company guidance, changes in control or senior management, significant mergers, acquisitions or divestitures, changes in dividend policy, changes in auditors or bankruptcy, regardless of how you obtained the information, you, your immediate family, and anyone else living with you in your residence or living elsewhere but under your economic control, must refrain from trading (buying or selling) the Company's securities either directly or indirectly. It does not matter where or how the stock or other securities were originally acquired. The foregoing trading prohibitions cover all forms of transactions in the Company's securities, including limit orders, stop loss orders, puts, calls, and other derivative transactions. Additionally, dividend reinvestment programs (DRIP), automatic sale programs (except with respect to certain trading plans under Rule 10b5-1(c) as described in Section 3.8 hereof), or entering into margin loans using Company stock as collateral should be avoided as they can result in trades during blackout periods.
- 3.3 If you are aware of any material non-public information about the Company or any other publicly held company engaged in business or in a business transaction with the Company, you must not permit any member of your immediate family, anyone else living with you in your residence or living elsewhere but under your economic control, or anyone else to act on your behalf to trade such securities. You are prohibited from advising or "tipping" anyone else to trade in the securities. You must not provide the information to anyone else, as all material non-public information is confidential to Microchip and you must treat such information in accordance with HR Policy No. HR-600, "Confidentiality."
- 3.4 The Company recognizes that communication is vital. However, you must not discuss internal Company matters or developments with anyone outside the Company either verbally or in writing, not limited to Internet bulletin boards, professional or social websites or services, email messages, text messages, chat rooms, or the like, except as required in the performance of regular corporate duties and in accordance with an appropriate nondisclosure agreement in accordance with SPI No. 45507.
- 3.5 You may not speculate in the Company's securities, which includes, but is not limited to, short selling, buying and selling options (including writing covered calls) or hedging or any type of arrangement that has a similar economic effect.

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- 3.6 You may not trade in the securities of companies engaged in business or in a business transaction with the Company (including customers, suppliers, joint venture partners or competitors of the Company) if you are aware of material non-public information about such company or such transaction.
- 3.7 All employees are required to observe the Company's trading blackout periods. Blackout restrictions will be communicated to employees via e-mail. During blackout periods, neither employees, members of their immediate families, nor anyone else living with the employee in the employee's residence, or living elsewhere but under the employee's economic control, may buy or sell the Company's securities either directly or indirectly.
- 3.8 The following transactions are permitted under this Policy at any time (including during a closed trading window): receipt and vesting of stock options, and restricted stock units (RSUs); the exercise of stock options for cash; purchases under the Company's employee stock purchase plan; stock splits, stock dividends and similar transactions; transfers as bona fide gifts and by inheritance; transactions that involve merely a change in the form in which you own securities (for example, a transfer of shares to an *inter vivos* trust of which you are the sole beneficiary during your life time); and trades made pursuant to a plan adopted within the meaning of Rule 10b5-1(c) under the Securities Exchange Act of 1934, as amended; provided, however, that, in the case of Rule 10b5-1(c) trading plans, such plan shall be on a form approved by the Insider Trading Compliance Officer or the Secretary of the Company, and the employee shall have provided a copy of the Rule 10b5-1(c) trading plan to the Insider Trading Compliance Officer or Secretary of the Company within a reasonable amount of time in advance of any trade contemplated under such a trading plan.

4.0 RESPONSIBILITIES:

- 4.1 If you are an executive officer, director, or other employee or agent of the Company that has regular or special access to material non-public information, you may be subject to additional reporting and other obligations with regard to your trading. You will be notified by the Company's Insider Trading Compliance Officer separately if you are subject to such additional obligations.
- 4.2 If you have any questions regarding this Policy (including whether any particular information is considered "material" or "non-public") or to report any violations or suspected violations of this Policy, please contact the Stock Plan Administrator, Microchip's General Counsel or the Insider Trading Compliance Officer. If requested, anonymity for reporters of violations will be preserved to the extent reasonably possible.
- 4.3 Any violation of this Policy will result in appropriate disciplinary action, up to and including termination of employment, and the exercise of other legal remedies that may be available to the Company. In addition, violators may be subject to

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civil and criminal penalties, which may include disgorgement of any profits made or losses avoided, fines and imprisonment. You should note that there are no exceptions from insider trading laws or this Policy based on personal hardships or other circumstances or the size of the transaction (whether large or small).

- 4.4 This Policy shall be communicated to employees in a manner determined by the Insider Trading Compliance Officer or the Microchip General Counsel (which may include electronic transmission).

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