



CODE OF ETHICS AND EMPLOYEE CONDUCT

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OUR COMMITMENT TO ETHICS & COMPLIANCE

MaxLinear has come a long way in the two decades years since we founded this company. As we have expanded our business into new and exciting product lines and markets, we have grown from eight founders to more than 2,000 employees. We’ve gone from a spirited Southern California start-up to a publicly traded company with a team working together across more than a dozen countries to revolutionize the experiences of our customers through our engineering solutions and build value for our shareholders.

While much has changed, at our core we remain the same MaxLinear that we were on the day we first opened our doors. That is because we have intentionally grown our enterprise while always looking for the same things in each acquisition and hire: professional excellence and a steadfast commitment to doing business the MaxLinear way. We are blazing the trail to an exciting future, and we recognize the responsibility that carries. We know that how we operate and do business matters and that is why we have always conducted our business ethically, honestly and with integrity. *That’s the MaxLinear way.*

We expect all of us at MaxLinear to bring our ethics and integrity into every interaction, transaction, or decision we make in the course of our work. We owe it to our shareholders and each other to succeed by doing business honestly and transparently. We have zero-tolerance for anything less.

The *MaxLinear Code of Ethics and Employee Conduct* does not merely set forth our corporate policies and procedures. It is intended to be a reference, to provide guidance in how we do business, and to help us avoid potentially costly mistakes. It is the embodiment of our culture and our commitment to ethics and integrity in all aspects of our business.

“It takes twenty years to build a reputation and five minutes to ruin it,” the famed investor Warren Buffet once observed, adding, “if you think about that, you’ll do things differently.” I am proud of what we have accomplished together in the twenty years since MaxLinear was founded. Our reputation today reflects the shared values and commitment that have driven our achievement thus far.

I ask you to read this updated *Code* carefully and think about how you can continue to honor our values as we go about our work. By living those values and continuing to focus on delivering value to our customers and partners, we have a roadmap for success for the next twenty years and beyond.

Thank you for doing your part to make MaxLinear a success.

Kishore Seendripu, Ph.D.
CEO, Chairman of the Board

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OUR VALUES ARE EPIC

The *MaxLinear Code of Ethics and Employee Conduct* (the *Code of Conduct* or, the *Code*) is designed to support and promote our culture of integrity, ethics, and compliance. Key to that culture is our commitment to conducting all of our business fairly and honestly, whether dealing with customers, vendors, business partners, potential investors, or competitors. Maintaining our high ethical standards is how we will continue to thrive as we build and maintain strong business relationships for our future.

We think big at MaxLinear: our ambitions are grand, and our values are EPIC. Our values define us and guide us in all we do. Our values are founded on deep belief in:

Excellence in all that we do

Our commitment to **People**

Conducting business with the utmost **Integrity**

Giving back to our communities with **Compassion**

This *Code of Conduct* sets forth the Company's expectations and policies and is organized around our EPIC values. The Code applies to all directors, officers, and employees of MaxLinear and its subsidiaries or affiliates. We also require our business partners – including distributors, sales reps, contractors, consultants, agents, and other vendors – to adhere to our principles when doing business for or on behalf of MaxLinear.

Speaking up without fear of retaliation

MaxLinear encourages everyone to raise concerns regarding any questionable practices, without fear of retaliation or harassment. If you encounter behavior, events, or circumstances of a questionable, unethical, fraudulent, or illegal nature that are, or may be, in violation with this *Code of Conduct* or other MaxLinear policy or procedure, you should report the matter immediately to management, our Legal Department, the Human Resources Department, or our Chief Compliance Officer.

Matters may be reported anonymously and confidentially over the phone or via email, through our Confidential Reporting hotline. MaxLinear does not tolerate retaliation or harassment of anyone who reports potential violations in good faith.

All reports will be promptly reviewed and then addressed or investigated in a confidential manner. At the conclusion of the investigation, the Company will take remedial or disciplinary action, as appropriate.

EXCELLENCE

We strive for excellence in all that we do through innovation and execution. We also strive for excellence in the marketplace, not only through our products and offerings, but in the way we approach all aspects of our business. And we strive for excellence in our adherence to the values and principles that drive our success, which are set forth in this section of the *Code*.

Free and fair competition

Most countries where we do business have laws and regulations in place to prohibit business practices that inhibit free and fair competition or otherwise cause harm to consumers. These laws are broad and far-reaching and MaxLinear complies with both the letter and the spirit of these laws, which regulate how we interact with our distributors, customers, business partners, and competitors. MaxLinear strives to avoid any conduct that even gives the appearance of being questionable under applicable fair competition and anti-trust laws.

As a general rule, we limit contact with our competitors and always avoid sensitive subjects such as pricing, terms and conditions of sale, suppliers, or our customers. Remember that our distributors may sell the products of our competitors and so we must never act in a way that facilitates collusion or other illegal behavior by our business partners.

Selecting suppliers

At MaxLinear, we know that the Company can be held accountable for and suffer significant harm based on the conduct of our business partners, including distributors, sales reps, consultants, and other vendors and suppliers. Therefore:

- Our decisions are based strictly on business considerations and MaxLinear's best interests, without regard to personal financial gain or relationships
- We may not improperly accept any money, gifts, or anything of value from any supplier, vendor, or other party, in order to

provide them any advantage or to influence MaxLinear business decisions.

- We follow an open, honest, and fair partner selection process that allows us to build commercial relationships based on mutual trust and ensure that the Company's best interests are pursued.
- We choose suppliers and vendors who stand behind the quality of the products and services they provide, their technical expertise, reputation, and track record.
- We require our business partners to follow this *Code of Conduct*.

Export controls and trade laws

Many countries, including the United States, restrict the transfer of certain products and technology to certain countries, destinations, and persons. The laws and regulations governing export controls and international trade are complex and may apply to both exports from the United States and exports from other countries, especially where the exported product contains U.S.-origin technology or components.

MaxLinear is committed to following all export control and trade laws and ensuring that our products, services, and technology are properly classified, described, shipped, and transferred in accordance with these laws.

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If you have any questions about the sale and export of products, please contact our Director of Global Trade Compliance, the Chief Compliance Officer, or the Legal Department.

Anti-corruption

MaxLinear is dedicated to maintaining the highest ethical standards. That means we do not engage in any form of corruption, such as bribery or kickbacks. In fact, we will always forgo a business opportunity rather than pay a bribe to achieve it. To that end, no director, officer, employee, agent, or representative will ever improperly promise, offer, or give anything of value in exchange for a business opportunity or advantage or to improperly influence business decisions in any way. Nor will we improperly demand or accept money, gifts, or anything of value in exchange for granting anyone an unfair advantage.

MaxLinear is committed to compliance with applicable anti-corruption laws, including the U.S. Foreign Corrupt Practices Act and the UK Bribery Act (2010). In addition, many countries where we do business, including India, the People's Republic of China, and Taiwan, have adopted laws

prohibiting unethical business practices, such as paying kickbacks to customers or suppliers or making facilitation payments. You are expected to comply with the laws that MaxLinear is subject to, including laws outside of the U.S.

As part of our integrity commitment, every MaxLinear director, officer, employee, agent, and representative must review and comply with MaxLinear's *Global Anti-Bribery and Anti-Corruption Policy* ("ABAC Policy"). And, depending on our work, many of us will also complete MaxLinear's anti-bribery and anti-corruption compliance training. Our Chief Compliance Officer oversees MaxLinear's *ABAC Policy*.

In addition to holding ourselves accountable, we expect our business partners and all third parties acting on our behalf to comply with our *ABAC Policy*.

If you have any questions about compliance generally or MaxLinear's anti-corruption policies or procedures, please contact our Chief Compliance Officer.

PEOPLE

Our employees are our greatest asset, and we are committed to providing them with a safe and healthy work environment. This means we behave professionally in a manner that is appropriate for the situation, whether in person, virtually, in writing, or elsewhere online. This *Code of Conduct* describes the expectations on MaxLinear employees and rules we must follow in our day-to-day work.

We strive to treat everyone fairly and with respect, including our business partners, such as our customers, suppliers, distributors, and sales reps. We do not take unfair advantage of anyone through deceit, manipulation, misrepresentation, misuse of confidential or privileged information, or any other unfair practice.

Diversity and inclusion

MaxLinear values the diversity of its workforce and our approach to diversity is defined by inclusiveness, respect and fostering a culture that allows each individual to develop to his or her fullest potential. This means MaxLinear provides equal employment opportunity for all qualified applicants and employees, regardless of age, ancestry, color, marital status, medical condition, mental or physical disability, national origin, race, religion, political and/or third-party affiliation, sex, sexual orientation, gender identity, or veteran status. Company employees are prohibited from making employment-related decisions based on any of these factors.

We foster a workplace where every MaxLinear employee – at every level – feels free and encouraged to speak up, express opinions, and raise questions or concerns to any level of management. We do not tolerate threats or retaliation against anyone for speaking up or reporting a concern in good faith.

Prevention of harassment and discrimination

MaxLinear does not tolerate any form of harassment (including sexual harassment), discrimination based on age, ancestry, color, marital status, medical condition, mental or physical disability, national origin, race, religion, political and/or third party affiliation, sex, sexual

orientation, gender identity, or veteran status, or retaliation against an individual who reports what he or she believes in good faith to be such harassment or discrimination in the workplace. The Company also complies with all applicable country, state and local laws and ordinances that prohibit harassment and discrimination in employment. If you reasonably believe there has been an instance of harassment, discrimination, or retaliation in the workplace, you should immediately report it to the Legal and/or Human Resources Department, who will investigate such reports as appropriate.

Gifts and entertainment

During ordinary business activities, it can be appropriate to give or receive reasonable, business-related gifts, meals, or entertainment.

To be reasonable and business-related, any gift, meal, or entertainment must be lawful and directly related to MaxLinear business – such as the promotion, demonstration or explanation of Company products or services, or the execution or performance of a contract. All such activities must comply with the MaxLinear *Gifts, Meals, Entertainment & Travel Policy*.

In all circumstances, gifts, meals, and entertainment provided to third parties are subject to monetary limits and may require pre-approval, as

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set forth in the *Gifts, Meals, Entertainment & Travel Policy* and *Global Travel and Expense Policy*.

Keep in mind that what may be acceptable in the commercial business context may be prohibited when dealing with governments. Therefore, we must comply with the applicable laws and regulations governing how we interact with government customers and suppliers, as set forth in the *Global Anti-Bribery and Anti-Corruption Policy*.

In no event and at no time will we accept any offer, payment, gift, or anything else of value from any MaxLinear customer, supplier, or other business partner that could be perceived as or that is intended to influence any business decision.

Confidential information

MaxLinear's confidential information is a valuable asset, and we are careful to protect the Company's confidential information and intellectual property. We are also careful to protect data and information from our partners and others, in compliance with applicable laws and regulations.

All MaxLinear confidential information must be used for a MaxLinear business purposes only and must be handled in a manner consistent with the Company's best interests. This responsibility includes the safeguarding, identification, disclosure, transfer, securing, and proper disposal of confidential information in accordance with MaxLinear policy. This obligation also extends to confidential information of third parties, which MaxLinear has rightfully received under nondisclosure or similar confidentiality agreements.

To further the Company's business, from time to time, our confidential information may be disclosed to potential business partners. However, such disclosure should never be done without carefully considering its potential benefits and risks. If you determine in consultation with your supervisor and other appropriate MaxLinear management that disclosure of confidential information is necessary, you must contact the Legal Department to ensure that an appropriate written nondisclosure agreement is signed prior to the disclosure.

Other parties' confidential information

MaxLinear engages in a variety of business relationships with many companies and individuals. Sometimes confidential information will be volunteered about the products or business plans of other companies to enter into a business relationship with MaxLinear. At other times, it may be necessary for a third party to provide confidential information to MaxLinear to permit it to evaluate a potential business relationship with that party. Whatever the situation, special care must be taken to handle responsibly the confidential information of others in accordance with our agreements with such third parties.

Open source

If you are considering using or contributing to open source software, or considering linking MaxLinear code with open source code, you must consult with, and obtain approval from, the appropriate authority within the Company.

INTEGRITY

We conduct our business as MaxLinear with the utmost integrity. That means respect, honesty, and adherence to our values. It also means acting ethically and doing the right thing, even behind closed doors. It also means that we hold ourselves accountable, take our responsibilities seriously, and are proactive in seeking assistance or guidance when we have questions.

Conflicts of interest

MaxLinear recognizes that our responsibilities to the Company do not prevent us from engaging in personal transactions and investments. Nevertheless, we must always execute our job functions with the Company's best interests in mind and must avoid situations where there may be an actual or perceived conflict of interest with those interests.

A "conflict of interest" exists where the interests or benefits of an employee conflict with the interests or benefits of MaxLinear, or when your ability to exercise independent judgment in the best interests of the Company is compromised.

When faced with a potential conflict, we communicate with our supervisors, take steps to prevent a conflict from developing, make full disclosure and withdraw ourselves from discussions and decisions where our personal interest appears to interfere with the Company's business interests.

Our *Conflicts of Interest Policy* is designed to help you identify and avoid any activity or agreement that could conflict with the Company's interests or that could otherwise interfere, or create the appearance of interference, with your role and responsibilities. If you are unsure whether a conflict of interest exists, please contact the Legal Department or the Chief Compliance Officer for further information.

Insider trading

You must comply with applicable U.S. federal and state securities laws, which prohibit trading of a company's securities by a person while the person is in possession of material nonpublic information about the company (information that has not been publicly announced and could be expected to be important to a person making a decision to trade in the securities).

MaxLinear has adopted an *Insider Trading Prohibition Policy*, which applies to our directors, all employees worldwide and others. The policy sets forth your obligations regarding trading in MaxLinear securities and those of other companies, including the prohibition against trading when aware of information that has not been publicly announced and could have a material effect on the stock price. This applies not only to buying and selling MaxLinear stock, but also to third-party stock, such as the stock of a supplier or customer. It is also against Company policy, and is illegal, for you to give others tips on when to buy or sell stock when you are aware of material, nonpublic information concerning that company's stock.

MaxLinear employees, executive officers and members of the Board of Directors are subject to blackout periods during which they are prohibited from trading in MaxLinear stock, as described in the *Insider Trading Prohibition Policy*. Even if the Company is not in a blackout period, you may never buy or sell stock when aware of material, nonpublic information.

Accuracy of records and financial integrity

Accurate and reliable records are of critical importance in meeting legal, financial and regulatory obligations. You are responsible for creating and maintaining appropriate and accurate business records, including financial reports, expense reports, invoices, timesheets and correspondence. MaxLinear's responsibilities to our stockholders and the investing public require that all transactions be fully and accurately recorded in MaxLinear's books and records in compliance with all applicable laws. False or misleading entries, unrecorded funds, assets or liabilities, payment without appropriate supporting documentation and approval and fraudulent recordkeeping are strictly prohibited and violate MaxLinear policy and the law. Additionally, all documentation supporting a transaction should fully and accurately describe the nature of the transaction with appropriate detail and be processed in a timely fashion.

Contracts, agreements, and other commitments

All contracts, agreements, or any other commitment binding upon the Company must be reduced to writing and properly reviewed and approved, including by the Legal Department.

Only authorized employees may sign or obligate the Company to any contract, agreement, or other commitment, and only after approval has been obtained. The Company's *Signature Authority Matrix* identifies which departments and employees are required to approve the particular agreement (including up to the CEO). Once approval has been received, the agreement may only be signed, executed, or submitted by an authorized employee, as identified in the MaxLinear *Signature Authority Matrix*.

Prohibition on side letters

We don't have side letters, side agreements, or any other agreements that are created outside of the formal contract processes or that modify or attempt to circumvent the terms of an existing contract without being documented and approved in accordance with MaxLinear's policies.

Examples of possible side letters include verbal or written commitments or promises about extended payment terms, free or discounted products, return rights, rebates, or other commitments, or incentives to buy product.

It is critical that our contracting policies and processes are followed in all cases to ensure that all agreements involving the Company are properly recorded and that all commitments have been approved in accordance with MaxLinear policies and procedures. If you have knowledge of any side deal, side letter, or side agreement made outside of the formal contracting process, you should report it immediately to your manager, the Legal Department, the Chief Compliance Officer or the confidential reporting hotline.

Media contact

As a public company, MaxLinear must disclose full, fair, accurate, timely and comprehensible information about our financial results, operations, and other significant developments. Further, what is written about MaxLinear or said about us in the news media and investment community directly impacts our reputation and credibility. In order to ensure that information and opinions attributed to the Company are disclosed in compliance with relevant laws, only specific, identified persons may communicate information to analysts, the media, members of the financial community, or others outside of the company.

Political contributions

MaxLinear employees may participate in political activities, as long as we follow applicable laws and policies and participate on their own time and at their own expense. However, such involvement must in no way indicate the Company's endorsement of such activities. Also keep in mind the Company's conflict of interest policies when engaging in political activities.

MaxLinear reserves the right to communicate our position on important issues to elected representatives and other government officials. It is the Company's policy to comply fully with all local, state, federal, foreign and other applicable laws, rules and regulations regarding political contributions. MaxLinear funds or assets must not be used for, or be contributed to, political campaigns or political practices under any circumstances without the prior written approval of executive management.

See the *ABAC Policy* for further information.

COMPASSION

Compassion is simply empathy and caring in action and MaxLinear has acted with compassion for our employees, business partners, and communities since opening our doors. We know our success and achievement is supported by the communities where we live and work and we are committed to giving back and conducting our business in a way that promotes a clean, sustainable future for all of us.

Charitable donations

MaxLinear recognizes the importance of our employees supporting the communities where we live by actively supporting charitable and civic causes. However, we must never pressure others to contribute to or participate in activities with our preferred charitable organizations. We must also be aware of conflicts of interest that can arise and take steps to avoid them. All charitable giving must comply with the *Charitable Contributions Guidelines*.

Environmental sustainability

As a truly global enterprise, MaxLinear understands the importance of maintaining environmentally friendly practices that meet or exceed the legal requirements placed on us.

Human rights

MaxLinear believes that human rights are fundamental standards to which all people are entitled. We are committed to respecting and promoting recognized human rights and we avoid involvement or participation in any human rights abuses at our Company, in our operations and throughout our supply chain.

MaxLinear does not engage in child labor, human trafficking, forced, bonded or indentured labor, or physical punishment. We work with our

suppliers to ensure materials present in our products are responsibly sourced, including any metals from the Democratic Republic of the Congo and adjoining countries. We are committed to preventing these practices in our operations and supply chain. We respect internationally recognized human rights where we operate and support the rights of employees in our suppliers' operations.

We also expect that MaxLinear suppliers and business partners respect our values and adhere to the standards set forth in the *Code of Conduct*. Our *Supplier Code of Conduct* further outlines our expectations and the practices we follow in order to minimize the risk of forced labor or other human rights abuses in our supply chain.

ADDITIONAL POLICIES AND INFORMATION

Intellectual property

MaxLinear's intellectual property is fundamental to our success and is the result of significant investment over many years. As we protect our own intellectual property, we must also respect the intellectual property rights of others. That means we never knowingly infringe on the patents, copyrights, or trademarks of others. That also means ensuring that we are properly in the possession of the confidential or proprietary information of others. For example, new employees should never bring, share, or use the intellectual property or other confidential information from a former employer. Furthermore, we must ensure that any third-party software we use is licensed and that our use is consistent with the terms of that license.

Protecting company property

We are all responsible for protecting Company property, which includes various devices, equipment, tools, and technology provided by MaxLinear for use in performing our jobs. This includes real property such as office space, as well as other physical assets like computers, phones, and printers. This also includes technology, such as MaxLinear's information systems, intranet, MyMxL, and other electronic services. These are all property of the Company and should be used primarily for conducting MaxLinear business.

MaxLinear's property includes not only physical assets but also *intangible* assets such as our intellectual property and other proprietary information. Intellectual property includes formal registrations and applications (such as patents, patent applications, trademark

registrations, and source code of every type, among others) as well as other intangible assets such as ideas, concepts and future business plans, and developments. These intangibles are important Company assets and are an important part of our value to shareholders and the market.

At MaxLinear, we take steps to protect the Company's assets, including by

- Using company property and information responsibly to further the Company's interests and to perform our duties.
- Sharing company information appropriately by making sure that the appropriate arrangements are in place including non-disclosure agreements if needed.
- Being discreet and protecting company property by not discussing confidential company business in public settings (e.g., airports, elevators, restaurants) or where others can overhear.
- Following MaxLinear's applicable cybersecurity policies, including by safeguarding and continually changing our passwords.

MaxLinear prohibits use of its electronic information systems for any illegal or inappropriate purpose.

Use of technology and company property

MaxLinear permits limited, reasonable personal use, of company-provided phones, computers, laptops, and other devices, provided that use does not negatively affect the performance of your job and is lawful and appropriate. You may not use any MaxLinear systems or other assets in violation of Company policies; to commit any unlawful or illegal act, including but not limited to harassment, fraud, trafficking in contraband, or viewing or distributing pornography; or to operate a side

business. Unless otherwise protected by applicable law, you should not expect privacy when using MaxLinear-provided technology.

Social media

MaxLinear permits only authorized individuals to communicate externally on the Company's behalf. This includes on social media sites where posts and other messages can impact MaxLinear's reputation and business interests. Posting to social media and networking sites may only be done in your personal capacity and not on behalf of MaxLinear unless you are specifically authorized to do so by the Company.

Online and on social media, even when using your personal accounts, you may be seen as representing MaxLinear. Therefore, use good judgment when posting online and make clear that your views are your own (unless you are authorized to speak on behalf of MaxLinear). Never post anything that would be embarrassing to the Company or harmful to MaxLinear's reputation. And never post any MaxLinear confidential information on any social media or networking sites.

Privacy

While MaxLinear respects your privacy, the Company reserves the right to inspect all MaxLinear facilities and property, including computers, electronic devices, emails, files, business documents, lockers, offices, and workstations. In addition, and without prior notice, the Company may disclose to law enforcement information discovered during any searches that indicate possible unlawful behavior. Unless otherwise protected by applicable law, you should not expect personal privacy when using MaxLinear-provided systems, services, or equipment.

It is MaxLinear's policy to comply with applicable data protection and privacy laws in all countries where we do business. The Company collects, processes, transfers, and stores personal information of employees, contractors, partners, customers, and other individuals as

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necessary for conducting business or as may be required by law. We are aware that global privacy laws are evolving, and we make reasonable efforts to remain in compliance with new developments, including in the United States and European Union.

Technical standards organizations

MaxLinear participates in industry organizations that develop or promote technical standards for wider adoption and interoperability. Participation in technical standards groups may conflict with your responsibilities to protect the Company's confidential or proprietary information or our intellectual property, and it may also raise legal issues. It is important to get approval before you begin engaging in activities related to technical standards, including joining a standards organization or working group, or contributing technology to a standard. Work with your manager to determine whether MaxLinear already participates with the organization. If we do not, the Legal Department must review and approve the organization's by-laws, membership agreement or intellectual property policy, as applicable, prior to your participation. Once the approvals and the agreement are in place and you begin working with the organization, take care not to disclose any confidential or proprietary MaxLinear information, and take appropriate steps to ensure that you are protecting the Company's intellectual property and other confidential or proprietary information.

Additional information

This *Code of Conduct* and the policies listed herein are not a complete list of MaxLinear compliance policies nor a complete list of the types of conduct that can result in discipline, up to and including termination.

Monitoring compliance

Our Chief Compliance Officer, under the direction and oversight of our Audit Committee, will oversee efforts to monitor and audit compliance

with this *Code of Conduct*. The Chief Compliance Officer also will periodically provide reports to the Board of Directors, the Audit Committee, or the Nominating and Corporate Governance Committee in this regard.

Amendments and changes to *the Code*

This *Code of Conduct* has been approved in accordance with MaxLinear's bylaws and corporate governance rules. Any substantive amendments or changes to the *Code* shall be approved by the Board of Directors and shall be disclosed promptly as required by law.