

DSP GROUP, INC.

CODE

OF

BUSINESS CONDUCT AND ETHICS

(Amended and Restated on August 1st, 2019)

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DSP GROUP, INC.
CODE OF BUSINESS CONDUCT AND ETHICS

POLICY STATEMENT

It is the policy of DSP Group, Inc. (“DSPG” or the “Company”) to conduct its affairs in accordance with all applicable laws, rules and regulations of the jurisdictions in which it does business. This Code of Business Conduct and Ethics (the “Code”) applies to the Company’s employees and directors. Employees include the Company’s principal executive officer, principal financial officer, principal accounting officer or controller, and persons performing similar functions (such individuals hereinafter called “Designated Executives”). This Code is the Company’s “code of ethics” as defined in Item 406 of Regulation S-K. This Code is designed to promote:

- honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships;
- full, fair, accurate, timely and understandable disclosure in the reports and documents the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company;
- compliance with applicable governmental laws, rules and regulations;
- the prompt internal reporting to the appropriate person of violations of this Code; and
- accountability for adherence to this Code.

DSPG has established standards for behavior that affect the Company, and both employees and directors must comply with those standards. The Company promotes ethical behavior and encourages employees to talk to supervisors, managers, the Chief Financial Officer of the Company, who for purposes of this Code is the Director of Corporate Compliance, or other appropriate personnel when in doubt about the best course of action in a particular situation. Additionally, employees should report violations of laws, rules, regulations, this Code or other Company policies to the Director of Corporate Compliance. Directors should report violations of laws, rules, regulations, this Code or other Company policies to the Audit Committee (the “Audit Committee”) of the Company’s Board of Directors (the “Board”) in such situations. The Director of Corporate Compliance and the Audit Committee shall inform the Board of any applicable reports they receive. Anyone aware of a situation that he or she believes may violate or lead to a violation of this Code should follow the guidelines under “**Compliance and Reporting**” below.

This Code covers a wide range of business practices and procedures. It does not cover every issue that may arise, but it sets out basic principles to guide you. Specific Company policies and procedures provide details pertinent to many of the provisions of this Code. You are expected to be aware of, and to act in accordance with, both this Code and the Company’s other policies and procedures at all times. These policies and procedures are not a part of this Code or incorporated herein.

APPROVALS, WAIVERS AND CHANGES TO THE CODE

Certain provisions of this Code require you to act, or refrain from acting, unless prior approval is received from the appropriate person. Approvals relating to Designated Executives and directors must be obtained from the Audit Committee. All other approvals may be granted by the Director of Corporate Compliance. Approvals made by the Director of Corporate Compliance or the Audit Committee must be reported to the Board.

Other provisions of this Code require you to act, or refrain from acting, in a particular manner and do not permit exceptions based on obtaining an approval. Waivers of this Code will be granted only in exceptional circumstances. Waiver relating to Designated Executives and directors may only be granted by the Audit Committee and will be disclosed in accordance with applicable law. All other waivers may be granted by the Director of Corporate Compliance. Waivers by the Director of Corporate Compliance or the Audit Committee must be reported to the Board.

Changes to this Code may only be made by the Board and will be disclosed in accordance with applicable law.

NO RETALIATION

DSPG prohibits and does not tolerate retaliation against an individual who makes a “good faith” report regarding a violation of this Code, any applicable law or DSPG policies. “Good Faith” means you reasonably believe your report to be true.

COOPERATING WITH INVESTIGATIONS

DSPG takes seriously any concerns and allegations of misconduct. DSPG will promptly determine whether to investigate any reported violations or potential violations of its policies and take corrective action if needed.

Your good-faith cooperation in any DSPG investigation is expected. This includes making yourself available to talk to an investigator, responding to DSPG’s questions with candor, and providing complete and accurate information to DSPG. You must never alter or destroy records in response to any actual or anticipated investigation, litigation or audit.

DSPG will keep its discussions and actions confidential to the extent appropriate and permitted by applicable law and DSPG policies. However, over the course of an investigation, DSPG may find it necessary to share information with others inside and outside of DSPG on a “need to know” basis.

If you have questions about whether the issue you have raised is being appropriately addressed, you are invited to contact the Director of Corporate Compliance. You can be assured that DSPG will not retaliate against you for reporting a concern in good faith or for participating in a DSPG investigation.

CONFLICTS OF INTEREST

A conflict of interest arises any time your personal interests or activities could interfere with your ability to act in the best interests of the Company. Employees must discharge their responsibilities solely on the basis of what is in the best interest of the Company independent of personal consideration or relationships. Directors must discharge their fiduciary duties as directors of the Company.

Employees must disclose any potential conflicts of interest to the Director of Corporate Compliance. Designated Executives and directors must disclose any potential conflict of interest to the Board. Any potential conflicts of interest involving your spouse, siblings, parents, in-laws, children, life partner or members of your household must also be disclosed to the Director of Corporate Compliance or Audit Committee, as applicable. If the Company learns of a conflict of interest involving any of its employees or directors, the Company may take any action it deems necessary and legal to protect the interests of the Company.

Activities Outside the Company

Employees must make sure that their outside activities do not conflict or interfere with their responsibilities to the Company. For example, without approval by the Company, a DSPG employee generally may not:

- engage in self-employment or perform paid or unpaid work for others in a field of interest similar to or competitive with any current or known planned business of DSPG;
- use proprietary or confidential Company information for personal gain or to the Company's detriment;
- use Company assets or labor for personal use, except for incidental use permitted under the Company's policies;
- acquire any interest in property or assets of any kind for the purpose of selling or leasing it to the Company; or
- appear to represent the Company as the participant in an outside activity unless the Company has authorized the employee to represent the Company.

Community Activities

If you are involved in your community through volunteer service to charitable, civic and public service organizations, and through participation in the political process and trade associations, then you must make sure that your service is consistent with the terms and obligations of your employment with DSPG and does not interfere with your responsibilities to DSPG or pose a conflict of interest.

Service on Outside Boards of Directors or Standing Committees

Serving as a director of another corporation or as a member of a standing committee of an organization may create a conflict of interest. Employees must disclose such potential service to the Director of Corporate Compliance and obtain prior approval before serving on a board or committee that may require a significant amount of time. Employees and directors may not serve on the board of directors of any entity that competes with any business of DSPG or whose interests are adverse to that of DSPG without obtaining the approval of the Board.

Competitor Relationships

Employees must avoid even the appearance of a conflict of interest in their relationships with competitors. Without approval, employees may not:

- make or maintain a financial investment in more than 1% of the outstanding capital stock of a publicly traded competitor or \$50,000 in any equity security or security convertible into equity of a competitor that is not publicly traded;
- provide compensated or uncompensated services to a competitor, except for services rendered under a valid DSPG contract with the competitor;
- disclose any Company proprietary information to a competitor, unless a nondisclosure agreement authorized by the Company is in place; or
- utilize for any unauthorized purposes or disclose to a competitor or other third party any proprietary data that has been entrusted to the Company by a customer or supplier.

Corporate Opportunities & Resources

Employees and directors are prohibited from taking for yourself personal opportunities that are discovered through the use of corporate property, information or position without approval. Without approval, you may not use corporate property, information or position for personal gain. No employee may compete with the Company directly or indirectly except as permitted by Company policies. All employees should protect the Company's assets and ensure their efficient use. All Company assets should be used for legitimate business purposes for DSPG.

In accordance with applicable law, all communications, information, documents, intellectual property, and anything else you create or receive in the course of your employment with DSPG are owned by DSPG, and you should have no expectation that these and your use of DSPG's network, application, or assets, including such use on DSPG-issued devices or your own personal devices, are private and confidential.

In accordance with applicable law, DSPG may, without notice: access, use, store, monitor, search, seize, review, transfer, and disclose communications, information, documents, intellectual property, and anything else you create or receive in the course of your employment, including through DSPG's network, applications, or assets and DSPG-issued devices; respond to

all valid court, law enforcement, governmental, and litigation requests, subpoenas, orders, and warrants; and maintain, monitor, and audit DSPG's network, applications, and assets and DSPG-issued devices.

Indirect Interests and Relationships

A conflict of interest can also arise because of the business activities of your close relations. For example, an employee or director may have a potential conflict of interest wherever a close relative has a significant relationship with, or has a significant financial interest in, any supplier, customer or competitor. A close relative for purposes of this Code is defined as a person's spouse, parents, children, siblings, whether by blood, marriage or adoption, or anyone residing in such person's home. A close relative has a significant financial interest if:

- the relative owns more than 1% of the outstanding capital of a business; or
- the investment represents more than 5% of the total assets of the employee or relative.

An employee or director should not make or attempt to influence any decision that could directly or indirectly benefit his or her close relative. To protect the employee or director on the one hand, and the Company on the other hand, from the appearance of a conflict of interest, employees should make appropriate disclosure of the interest to the Director of Corporate Compliance, who shall report the same to the Board if material, and Designated Executive or director should make appropriate disclosure of the interest to the Audit Committee who shall report the same to the Board.

BUSINESS RELATIONSHIPS

DSPG seeks to conduct its business fairly and honestly. The Company seeks competitive advantages through superior performance, not unethical or illegal business practices. Each employee must endeavor to deal fairly with the Company's customers, suppliers, competitors and employees, and must not take advantage of them through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any unfair-dealing practice.

Customer Relationships

Our customers are of the utmost importance to DSPG. DSPG employees should always treat customers and potential customers according to the highest standards of business conduct.

It is DSPG's policy to sell our products and services on their merits. Do not make unfounded statements about our competitors or their products and services.

Employees should follow the following guidelines in selling our products and services:

- sell on the strength of our company and our products and services;
- any representations about our products or services should be made in good faith;

- if a potential customer has a contract with a competitor, do not try to convince the customer to improperly breach that contract; and
- to maintain the Company's valuable reputation, compliance with its quality processes and safety requirements is essential. DSPG's products and services should be designed and manufactured to meet its obligations to customers. All inspection and testing documents must be handled in accordance with all applicable requirements.

Suppliers

DSPG's suppliers -- companies and individuals that sell products and services to DSPG -- are important to our business. DSPG employees should always treat suppliers and potential suppliers in accordance with the highest standards of business conduct.

Suppliers should be selected on the basis of objective criteria, such as value (quality for price), price, technical excellence, service reputation and production/service capacity.

Employees working with current suppliers should comply with contractual and legal obligations to suppliers.

Individuals with procurement responsibility should review the sections of this Code concerning fair competition and should be familiar with applicable laws and Company policies.

Additionally, we are committed to sourcing our materials ethically and legally. This means we perform proper due diligence on our product supply chain. We identify and address any conflict mineral sourcing that may be directly or indirectly supporting civil violence or human rights abuses in the Democratic Republic of the Congo (DRC) or adjoining countries.

Sales Agents, Representatives, Distributors, and Consultants

Agreements with sales representatives, agents, marketing consultants, distributors and other parties, require adherence to DSPG policies and applicable U.S. and foreign laws and regulations.

Contracts and Commitments

No employee may enter into any agreement binding DSPG without authorization. The Company has instituted contract and signature approval policies that identify those individuals who have the authority to approve and sign certain contracts binding DSPG and its subsidiaries. If there are any questions about which employees have signature authority for a given contract, contact the Director of Corporate Compliance.

Employees involved in proposals, bid preparations or contract negotiations should strive to ensure that all statements, communications, and representations to prospective customers are truthful and accurate.

FAIR COMPETITION

Fair competition laws, including the U.S. antitrust rules, limit what DSPG can do with another company and what DSPG can do on its own. Generally, the laws are designed to prohibit agreements or actions that reduce competition and harm consumers. You may not enter into agreements or discussions with competitors that have the effect of fixing or controlling prices, dividing and allocating markets or territories, or boycotting suppliers or customers. U.S. and foreign antitrust laws also apply to imports and exports.

GIFTS, GRATUITIES, ENTERTAINMENT AND OTHER CONSIDERATIONS

Use of Company funds or other Company property for illegal, unethical or otherwise improper purposes is prohibited. The purpose of business entertainment and gifts in a commercial setting is to create goodwill and a sound working relationship, not to gain personal advantage with customers or suppliers.

Gifts

Except as set forth below, without the approval of the Director of Corporate Compliance, employees must refrain from giving and receiving business-related gifts.

- No DSPG employee or agent may solicit or accept a gift (including any payment, compensation, loan or other financial favor) to or from a person or organization with the intention of influencing the recipient's business judgment or conduct. Giving or accepting any unsolicited gifts having a value of not more than \$100 where there is a business benefit or purpose for the gift and any benefits received do not influence, or appear to influence, selection and purchasing decisions is permitted.
- It is never appropriate or permissible to accept or give cash or a cash equivalent from or to a vendor, supplier or customer outside the Company's normal business. Cash equivalents include, among other things, checks, money orders and vouchers.
- Rules relating to U.S. and foreign government personnel are more stringent. See *"Doing Business Internationally"* and *"Government Contracting"* below.
- No employee may accept a customer, vendor or supplier discount for himself or herself unless it is generally available to the public or is approved and available to all DSPG employees.

Loans

Employees may not accept loans from any person or entities having or seeking business with the Company. Designated Executives and non-executive directors may not receive loans from the Company, nor may the Company arrange for any loan. A loan from a financial institution in the ordinary course of business at normal interest rates prevailing at the time of borrowing is permissible.

Meals, Entertainment, and Travel

Employees may provide or accept meals and entertainment, including attendance at sporting or cultural events, as long as it is associated with an occasion at which business is discussed and is provided as a normal part of business. The value of the activity must be reasonable under the circumstances and permissible under DSPG's expense account procedures. Each employee should express care to insure that (i) such activities are necessary, not intended, or appear, to affect the recipient's business decision, or create expectations for a return favor, and (ii) the value and frequency of meals and entertainment are not excessive under applicable circumstances. Rules relating to U.S. and foreign government personnel are more stringent. See *"Doing Business Internationally"* and *"Government Contracting"* below.

Investment Activities

Unless an employee has sought and received pre-approval, an employee may not:

- Participate in so-called "directed shares," "friends and family," and similar stock purchase programs of customers, vendors or suppliers of DSPG;
- Invest in non-public companies that are, or are likely to be, customers, vendors or suppliers of DSPG; or
- Invest in non-public companies in which DSPG has made or is expected to make an investment.

Investments in non-public companies that do not exceed the lesser of \$50,000 or 1% of that company's equity securities are exempt from this restriction.

Bribes and Kickbacks

The use of Company funds, facilities or property for any illegal or unethical purpose is strictly prohibited.

- You are not permitted to offer, give or cause others to give, any payments or anything of value for the purpose of influencing the recipient's business judgment or conduct in dealing with DSPG.
- You may not solicit or accept a kickback or bribe, in any form, for any reason.

DOING BUSINESS INTERNATIONALLY

DSPG is committed to the highest business conduct standards wherever it operates. DSPG observes these standards worldwide, even at the risk of losing business. While no one can anticipate all the situations that may present challenges to DSPG employees doing business in the worldwide marketplace, the following guidelines always apply:

- Observe all laws and regulations, both U.S. and non-U.S., that apply to business abroad.

- Paying bribes to government officials is absolutely prohibited, even if those bribes are common practice. You may not give, promise to give or authorize the giving to a foreign official, a foreign political party, or official thereof or any candidate for foreign political office any money or offer, gift, promise to give or authorize the giving of anything of value to influence any act or decision, to induce such official, party or candidate to do or omit to do any act in violation of the lawful duty of such official, party or candidate, or to induce such official, party or candidate to use his or her influence with a foreign government or agency to affect or influence any act or decision of such foreign government or agency.
- Do not cooperate with illegal boycotts.
- Observe all licensing requirements and the requirements of applicable import and export control laws.
- Do not enter into an agreement with an agent or consultant that relates to DSPG's business outside the United States unless it has been approved by the Company.

The laws governing DSPG's business in foreign countries are extensive and complex, and may be different from those in the United States. No new DSPG services or products should be offered in any new country without prior approval, and then only in accordance with the applicable local country's regulations and requirements.

Import and Export Regulation/Trade Compliance

Because of the international nature of our business, DSPG is subject to the import and export laws and regulations of the United States and certain foreign governments. These laws and regulations govern the international transfer of all products and services of DSPG, as well as technology, information and ideas belonging to DSPG.

Under U.S. law, no technology may be exported without the proper government export licenses and documentation. Exports of technology include not only technology shipped via freight, but also technology that is hand-carried (employees traveling overseas), sent via courier services or U.S. mail, electronically transmitted, and/or disclosed to foreign nationals in the United States or abroad. "Technology" is defined as hardware, software, technical documentation, product specifications, technical data, etc.

It is the responsibility of DSPG employees to ensure that proper documentation accompanies each export or disclosure. Failure to export or re-export without the proper export license or documentation can jeopardize DSPG's compliance with U.S. export laws, as well as those laws of foreign countries. Non-compliance can result in denial of export privileges, criminal penalties, seizure of commodities, and fines to DSPG and its employees.

It is DSPG's policy to comply fully with all applicable U.S. and foreign laws controlling the export and re-export of products, technology (including software) and services. Employees must exercise the necessary diligence to ensure that DSPG complies with all applicable U.S. and foreign government regulations regarding exports.

Virtually all countries regulate the importation of goods from abroad. Most countries assess customs duties and taxes on these goods as well. In order to make sure that DSPG complies with all applicable customs and import laws, it must properly classify all imports and value them accurately. If your job responsibilities require you to import goods for DSPG, make sure to file all documentation correctly and completely, and promptly pay all duties and fees. If you have any questions about the duties to be paid or how something should be classified, contact the Director of Corporate Compliance before you act.

Antiboycott Compliance

The United States has enacted antiboycott regulations which make it unlawful for U.S. persons to participate in any activity that could have the effect of promoting or supporting a boycott or restrictive trade practice of another country against customers or suppliers located in a country friendly to the U.S. or against a U.S. person, firm or corporation. Boycott issues arise most frequently in connection with the Arab boycott of Israel. Prohibited actions include, but are not limited to, furnishing information about business relationships with boycotted countries, or information about race, religion, sex or national origin. Any request to participate in such activity should be immediately reported to the Director of Corporate Compliance.

GOVERNMENT CONTRACTING

Detailed laws and regulations govern virtually every aspect of doing business with government entities. Activities that might be permitted when working with the private sector may be improper or even illegal when a national or local government is the customer.

DSPG employees should seek to adhere to the highest standards of honesty and integrity in their relations with government officials and employees. For example, employees should observe the following principles when bidding or performing government contracts:

- Do not offer or provide meals, transportation, gifts or other consideration to government employees except as permitted under applicable law and Company policies.
- Obey the regulations governing current and post-government employee conflicts of interests. Obtain all appropriate government approvals prior to recruiting or hiring current or former government employees.
- Obtain appropriate licenses prior to exporting or even discussing certain technologies with citizens of other countries.
- Obey any requirements that may restrict access to source selection or competitive information.

DSPG employees who deal with government representatives are responsible for knowing and obeying the laws and regulations applicable to doing business with government entities.

POLITICAL CONTRIBUTIONS AND LOBBYING

No political contributions are to be made using DSPG funds or assets, or the funds or assets of any of its subsidiary, to any political party, political campaign, political candidate or public official in the United States or any foreign country, unless the contribution is lawful and expressly authorized in writing. In addition, you may not make a political contribution on behalf of DSPG or its subsidiaries, or with the appearance that such contribution is being made on behalf of DSPG or its subsidiaries, unless expressly authorized in writing. A “contribution” is any direct or indirect payment, distribution, loan, advance, deposit, or gift of money, services or anything of value in connection with an election or to an organization or group formed to support or defend a referendum or ballot issue.

Nothing in this Code is intended to discourage you from making contributions of your own time or funds to political parties or candidates of your choice as long as such contributions are in compliance with applicable law. However, you will not be compensated or reimbursed by DSPG for any personal contributions.

Employees must obtain prior approval from the Director of Corporate Compliance to hire outside counsel or a public affairs firm to contact government officials regarding legislation, regulatory policy, or rule making. This includes grassroots lobbying contacts.

ACCURACY OF REPORTS, RECORDS AND ACCOUNTS

All DSPG employees are responsible for the accuracy of their respective records, time sheets and reports. Accurate information is essential to DSPG’s ability to meet legal and regulatory obligations and to compete effectively. The records and books of account of DSPG must meet the highest standards and accurately reflect the true nature of the transactions they record. Unless pursuant to specific guidance in accordance with DSPG’s normal document retention policy, destruction of any records, books of account or other documents is strictly prohibited.

You must not create false or misleading documents or accounting, financial or electronic records for any purpose, and no one may direct an employee to do so. For example, expense reports must accurately document expenses actually incurred in accordance with DSPG policies. You must not obtain or create “false” invoices or other misleading documentation or invent or use fictitious entities, sales, purchases, services, loans or other financial arrangements for any purpose. Employees are also responsible for accurately reporting time worked.

No undisclosed or unrecorded account or fund shall be established for any purpose. No false or misleading entries shall be made in the Company’s books or records for any reason. No disbursement of corporate funds or other corporate property shall be made without adequate supporting documentation or for any purpose other than as described in the documents. All employees shall comply with generally accepted accounting principles and the Company’s internal controls and financial accounting policies at all times.

DOCUMENT RETENTION

DSPG regularly destroys documents that are not required to be retained. However, if there is an actual or potential litigation or investigation, DSPG may determine that it is necessary to preserve information regarding the matter, such as emails and other documents that might otherwise be deleted.

If you become aware of any internal or external complaint, demand letter, lawsuit, or other legal proceeding involving DSPG, you should notify the Director of Corporate Compliance immediately. You are expected to comply with any document retention or preservation instructions that you receive from the Director of Corporate Compliance.

GOVERNMENT INVESTIGATIONS

It is the policy of the Company to cooperate with all government investigations. You must promptly notify the Director of Corporate Compliance of any government investigation or inquiries from government agencies concerning DSPG. You should not destroy any record, books of account, or other documents relating to DSPG except in accordance with the Company's document retention policy. If you are aware of any government investigation or inquiry you may not destroy any record, books of account, or other documents relating to DSPG unless advised by the Director of Corporate Compliance that you may continue to follow DSPG's normal document retention policy.

You must not obstruct the collection of information, data or records. The Company provides information to the government that it is entitled to during an inspection, investigation, or request for information. You must not lie to government investigators or making misleading statements. You must not attempt to cause any employee to fail to provide accurate information to government investigators.

Employees have the right to consult their own legal counsel at their own expense.

DATA PRIVACY AND SECURITY

Customer data, personal data, and the systems that process such data must be protected and handled transparently. All employees are expected to follow global privacy laws and honor customers' choices to keep their data secure and confidential.

- **Customer data** includes data such as contacts, account information, marketing data, health data, and any other information that a customer processes or stores on DSPG services.
- **Personal data** includes data such as home addresses, medical information, Social Security numbers, IP addresses, fingerprints, location data, and characteristics that can be tied to an individual.

DSPG safeguards confidential customer data and personal data and limits access only to those people who need it to do their job. Employees may only collect, use or access personal

information in accordance with DSPG policies and in compliance with applicable privacy and data protections laws.

Protect personal information and other information in the country (or countries) where you do business. Prevent unauthorized access, use, or transfer of this information, and access it only as necessary for the performance of your job responsibilities.

Unauthorized access to data and data security breaches are serious violations of privacy laws, and DSPG may be required to notify the appropriate authorities or people, if a breach is suspected or has occurred. Notify the Director of Corporate Compliance immediately of any known or suspected unauthorized access to data of any kind, including employee data.

INSIDER TRADING; COMMUNICATIONS WITH THIRD PARTIES

If you have access to confidential information, you are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of our business:

Insider Trading

Inside information is material information about a publicly traded company that is not known by the public. Information is deemed “material” if it could affect the market price of a security or if a reasonable investor would attach importance to the information in deciding whether to buy, sell or hold a security. Inside information typically relates to financial conditions, such as progress toward achieving revenue and earnings targets or projections of future earnings or losses of the Company. Inside information also includes changes in strategy, information regarding a proposed merger, acquisition or tender offer, new products or services, contract awards and other similar information. Inside information is not limited to information about DSPG. It also includes material non-public information about others, including the Company’s customers, suppliers, and competitors.

Insider trading is prohibited by law. It occurs when an individual with material, non-public information trades securities or communicates such information to others who trade. The person who trades or “tips” information violates the law if he or she has a duty or relationship of trust and confidence not to use the information.

Trading or helping others trade while aware of inside information has serious legal consequences, even if the Insider does not receive any personal financial benefit. Insiders may also have an obligation to take appropriate steps to prevent insider trading by others.

Communications with the Media and the Financial Community

DSPG communicates with the press and with the financial community through official channels only and you should not communicate with the press or financial community unless you have been specifically authorized to do so. The Company provides accurate and timely information about its business, to investors, the media, and the general public. All inquiries received from financial analysts or the media concerning DSPG should be directed to the Chief Financial Officer. All legal inquiries concerning DSPG should be referred to the Chief

Executive Officer or Director of Corporate Compliance. All inquiries regarding current or former employees of DSPG should be referred to the Human Resources Department.

DSPG employees should not speak with or send information about the Company, including forwarding any internal e-mails or presentations, to the media without the consent of the Director of Corporate Compliance. In particular, communications posted on Internet “chat” rooms or similar sites may cause significant harm and create liability for employees and the Company.

If you are contacted by a reporter or editor, either in person, by phone or e-mail, requesting information, comment or an interview, you should take down their name, phone number and name of the publication or organization they represent, and forward it immediately to the Director of Corporate Compliance or Chief Executive Officer. Upon review of the request, the Director of Corporate Compliance or Chief Executive Officer will determine if it is in the best interest of the Company to provide comment to the reporter and who the appointed spokesperson will be.

Press releases are generated and distributed to the media whenever there is news about the Company that it desires to communicate. The Director of Corporate Compliance will work in conjunction with appropriate executives and others to determine when and if a release will be released. Only certain individuals and departments within DSPG are authorized to speak for the Company on particular issues, and they do so by following our approved communications processes.

DSPG will participate in customer and vendor press releases as long as there is a distinct and obvious benefit to the Company. No promises should be made to any customer or vendor regarding DSPG’s commitment to issue, or participate in, an announcement or release, or the timing of such an announcement, without the prior approval of the Director of Corporate Compliance or Chief Executive Officer. Under applicable laws, DSPG may have an obligation to contemporaneously or promptly disclose any information disclosed to such persons to the public as well. Such information must be communicated through certain individuals within DSPG who are authorized to speak for the Company and only by following our approved communication processes.

Under no circumstances should DSPG employees communicate with or share information about the Company with financial analysts, securities market professionals (such as brokers, investment advisors and sell-side and buy-side analysts), stockholders or other members of the financial community without the express prior approval of the Director of Corporate Compliance or Chief Executive Officer. Under applicable laws, DSPG may have an obligation to contemporaneously or promptly disclose any information disclosed to such person to the public as well. Such communication must be coordinated through certain individuals within DSPG who are authorized to speak for the Company and only by following our approved communication processes.

Confidential Information

You must maintain the confidentiality of information entrusted to you by the Company or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information, including information that might be of use to competitors, or harmful to the Company or its customers if disclosed.

TECHNOLOGY USE

DSPG provides various technology resources (including computers, telephones, software, copying machines, Internet access, email and voice mail) to authorized employees to assist them in performing their job duties on behalf of the Company. Each employee has the responsibility to use the Company's technology resources in a manner that complies with applicable laws and Company policies, increases productivity, enhances the Company's public image and is respectful of other employees.

Authorization

Access to the Company's technology resources is within the sole discretion of the Company and subject to Company policies. Generally, employees are given access to the Company's various technologies consistent with their job functions. The Company reserves the right to limit such access by any means available to it, including revoking access altogether.

Prohibition Against Violating Copyright Laws

You may not use the Company's technology resources to copy, retrieve, forward or send copyrighted materials unless you have the author's permission or are accessing a single copy only for your own reference.

Violation of copyright laws is a potential financial and legal liability for both the Company and the offending employee.

Other Prohibited Uses

You may not use any of the Company's technology resources for any illegal purpose, in violation of any Company policy, in a manner contrary to the best interests of the Company, in any way that discloses confidential or proprietary information of the Company or third parties on an unauthorized basis, or for personal gain.

OUR WORK ENVIRONMENT

The diversity of the Company's employees is a tremendous asset. DSPG is firmly committed to providing equal opportunity in all aspects of employment and will not tolerate any illegal discrimination or harassment of any kind. In addition, the Company strives to provide each employee with a safe and healthy work environment. Each employee has responsibility for maintaining a safe and healthy workplace for all employees by following health and safety rules and practices and reporting accidents, injuries and unsafe equipment, practices or conditions.

Diversity

Diversity of style, experience and thought creates an inclusive and innovative team. By attracting and maintaining a diverse workforce, DSPG fosters an environment where differences in experience, background and opinion are valued and respected. This means that we make all employment decisions without regard for race, color, national origin, religion, religious creed, ancestry, sex, gender, gender identity, gender expression, sexual orientation, age, marital status, mental and/or physical disability, medical condition as defined by applicable law, military service or veteran status, genetic information, pregnancy, childbirth and related medical conditions, or any other category protected by applicable law. This applies to all terms and conditions of employment, including, but not limited to, hiring, placement, recruitment, training, pay and other forms of compensation, benefits, promotions, layoffs, recruitment advertising, discipline, terminations and general treatment during employment.

Discrimination-Free Work Environment

DSPG has zero tolerance for and will not tolerate discrimination. Discrimination means treating an individual differently or denying or granting a benefit because of the individual's race, color, religious creed, ancestry, sex, gender, gender identity, gender expression, pregnancy, childbirth and related medical conditions, marital status, military service or veteran status, age, national origin, physical disability, mental disability, medical condition, sexual orientation, genetic information, or any other characteristic protected by applicable law.

Harassment-Free Work Environment

Similarly, DSPG has zero tolerance for and will not tolerate harassment. Harassment includes any unwelcome verbal, visual or physical conduct creating an intimidating, offensive, or hostile work environment that interferes with work performance. Harassment can be verbal, graphic or physical conduct that denigrates or shows hostility or aversion towards an individual because of any protected characteristic.

Harassing conduct includes both physical actions and verbal remarks or messages, whether done by an employee or a non-employee (including contractors, customers, and vendors). Examples of conduct that may constitute harassment include, among other things: physical contact, horseplay, pranks, suggestive jokes, negative stereotyping or derogatory comments, threats or intimidation, or inappropriate workplace displays.

Sexual harassment, which is a discrete type of harassment, is also prohibited by DSPG and may involve unwelcome sexual advances, unwelcome flirtations, propositions, advances, requests for sexual favors, or other physical or verbal conduct of a sexual nature. Any conduct, including stalking, that threatens, intimidates or coerces another will not be tolerated. Be sensitive to how your conduct may be perceived by others.

Environmental Protection

DSPG is committed to environmental sustainability. We work to comply with all applicable environmental laws and continually improve the environmental performance of our business operations and our partnerships with suppliers.

Human Rights

DSPG is committed to corporate responsibility and protecting and promoting human rights wherever it does business. We expect our business partners to support internationally recognized human rights and comply with all applicable laws and regulations regarding health and safety in the workplace, the eradication of human trafficking and slavery, the elimination of child labor, and responsible sourcing of minerals. In addition, we expect our partners to support fair labor practices, including the freedom to associate, and a work environment that is free from harassment and discrimination.

Non-Violent Workplace

DSPG has no tolerance for workplace violence. All of us – as well as visitors, business partners, vendors, and anyone else on DSPG property – are prohibited from engaging in any act that could cause another individual to feel threatened or unsafe. This includes verbal assaults, threats, hostility, intimidation, and aggression. Our no-tolerance policy for workplace violence also applies when we are conducting DSPG business anywhere in the world outside of our premises. We prohibit weapons in the workplace, including in DSPG parking lots and facilities, to the fullest extent permitted by law. This prohibition, however, does not apply to law enforcement, DSPG security, government authorities, and others specifically authorized to carry weapons on DSPG property.

COMPLIANCE AND REPORTING

Compliance

Any employee who violates the provisions of this Code will be subject to disciplinary action including potential termination and the Company may assert other legal rights to protect its interests. Willful disregard of criminal statutes underlying this Code may require the Company to refer such violation for criminal prosecution or civil action.

Reporting Procedures and Other Inquiries

If you see something wrong, you should say something.

Questions regarding this Code may be directed to the Director of Corporate Compliance. Managers and supervisors are also resources who can provide timely advice and guidance to employees on ethics and compliance concerns and must promptly report any concerns brought to their attention in their supervisory capacity to the Director of Corporate Compliance. Any employee having knowledge of, or questions or concerns about, an actual or possible violation of the provisions of this Code should promptly report the matter to his or her immediate supervisor or to the Director of Corporate Compliance.

Designated Executives and directors are encouraged to discuss any issues or concerns with the Board. Designated Executives and directors having knowledge of, or questions or concerns about, an actual or possible violation of the provisions of this Code should promptly report the matter to the Audit Committee.

If you are uncomfortable raising your concern to one of the resources noted above or you do not believe your concern is being adequately addressed, please report your concern via our **Ethics Helpline**. The helpline is available 24 hours a day, 7 days a week through a web form or telephone call and can accommodate most languages. To the extent possible, and where permitted by local law, you may be able to remain anonymous.

You may submit the information to https://irdirect.net/DSPGRP/whistleblower_iframe/. You may also call the following phone numbers:

- United States: 800-916-7037
- United States (ES): 855-765-7249
- United States (FR): 877-591-3211
- Canada: 800-916-7037
- Canada (FR): 877-591-3211
- UK: 800-652-3673
- Sweden: 020-793-030
- Germany: 800-180-2137
- France: 080-091-4677
- China: 400-120-0690
- Japan: 053-112-2792

Reference the Company identifier: 377477 when making a submission.

When submitting concerns, you are asked to provide as much detailed information as possible. Providing detailed, rather than general, information will assist us in effectively investigating complaints. This is particularly important when you submit a complaint on an anonymous basis, since we will be unable to contact you with requests for additional information or clarification.

We are providing these anonymous reporting procedures so that you may disclose genuine *concerns* without feeling threatened. Employees who choose to identify themselves when submitting a report may be contacted in order to gain additional information.

All conversations, calls and reports made under this policy in good faith will be taken seriously. Any allegations that are knowingly false or without a reasonable belief in the truth and accuracy of such information will be viewed as a serious disciplinary offense.

Policy Prohibiting Unlawful Retaliation or Discrimination

Neither the Company nor any of its employees may discharge, demote, suspend, threaten, harass or in any manner discriminate against any employee in the terms and conditions of employment based upon any lawful actions of such employee who in good faith:

- provides information or assists in an investigation relating regarding any conduct which the employee reasonably believes constitutes a violation of Fraud Laws (as defined below); or

- files, testifies participates or otherwise assists in a proceeding that is filed or about to be filed (with any knowledge of the Company) relating to an alleged violation of a Fraud Law.

This policy applies in any instance where such information or assistance provided to, or the investigation is conducted by, a federal regulatory or law enforcement agency, any member of committee of Congress, or any person with supervisory authority over the employees or the authority to investigate misconduct relating to potential securities violations by the Company or its employees. For purposes of this policy, a “Fraud Law” is a violation of federal criminal law involving:

- securities fraud, mail fraud, bank fraud or wire, radio or television fraud;
- violations of rules or regulations of the Securities and Exchange Commission; or
- violations of any federal law relating to fraud against shareholders.

This Code is intended to clarify your existing obligation for proper conduct. The standards and the supporting policies and procedures may change from time to time in the Company’s discretion. Each employee is responsible for knowing and complying with the current laws, regulations, standards, policies and procedures that apply to the Company’s work. The most current version of this document can be found at the Company’s intranet site.

This document is not an employment contract between the Company and its employees, nor does it modify their employment relationship with the Company.