SYNAPTICS INCORPORATED
INSIDER TRADING POLICY

I. BACKGROUND AND PURPOSE

A. Why have we adopted this policy?

This policy has been adopted to help you comply with the federal securities laws and to avoid even the appearance of impropriety. Under the securities laws, it is generally illegal for any person to trade in the securities of Synaptics while in the possession of material non-public information about the company. It is also generally illegal for any such person to give material non-public information about Synaptics to others who then trade on the basis of that information. The consequences of prohibited insider trading or the “tipping” of material non-public information can be severe for both individuals engaging in such behavior and for Synaptics. Violators, as well as Synaptics, its directors and executives and/or the managers of the person violating the rules may be required to pay major civil or criminal penalties (including jail time) and could be subject to private lawsuits in connection with the violation of the insider trading laws.

B. What is insider trading?

“Insider trading” occurs when any person PURCHASES or SELLS Synaptics securities on the basis of material non-public information concerning Synaptics, or from “tipping” (directly or indirectly passing on) material non-public information to others. Synaptics securities include not only stocks, but also include options, restricted stock units (“RSUs”), market stock units (“MSUs”) warrants, bonds and notes and derivative securities that are not issued by Synaptics, such as exchange-traded put or call options or swaps relating to Synaptics’ securities. “Purchase” includes not only the actual purchase of a security, but any contract to purchase or otherwise acquire a security. “Sale” includes not only the actual sale of a security, but any contract to sell or otherwise dispose of a security.

C. What is “Material Non-Public Information”?

Information concerning Synaptics is considered “MATERIAL” if there is a substantial likelihood that a reasonable investor would consider the information important in making a decision to purchase or sell Synaptics’ securities. Material information can be positive or negative and can relate to virtually any aspect of Synaptics’ business.

Examples of material information may include (but are not limited to) facts concerning:

- historical or forecasted revenues, earnings or other financial results;
- significant new products or services or other product developments;
- significant new contracts or partners or the loss of a significant contract or partner;
• significant developments regarding Synaptics’ technology or business operations;
• possible mergers or acquisitions or dispositions of significant subsidiaries or assets;
• major new litigation or regulatory inquiries or developments in existing litigation or inquiries;
• significant developments in borrowings, or financings or capital investments;
• significant changes in financial condition or asset value or liquidity issues;
• changes in senior management;
• significant changes in corporate strategy;
• changes in accounting methods and write-offs; and
• stock offerings, stock splits or changes in dividend policy.

This list is illustrative only and is not intended to provide a comprehensive list of circumstances that could result in material information. Determination of what may constitute material information will depend upon the facts and circumstances in each particular situation.

Information is “NON-PUBLIC” if it is not available to the general public. In order for information to be considered public, it must be generally available to investors and widely disseminated through (i) press releases or corporate blog posts issued by Synaptics, publicly accessible webcasts or conference calls conducted by Synaptics or a public filing made by Synaptics with the SEC, or (ii) publication in a widely-available newspaper, news magazine or news website. In addition, a sufficient amount of time must pass so that the information has had an opportunity to be digested by the marketplace. As a general rule, information should not be considered fully absorbed by the marketplace until one (1) full trading day after the release of such information.

One helpful way to determine if you have material non-public information is to ask yourself, “Would the person on the other side of this transaction still want to complete the trade at this price if he or she knew what I know about Synaptics?” If the answer is “no,” chances are you possess material non-public information.

A good general rule of thumb: WHEN IN DOUBT, DO NOT TRADE.

D. Who is covered under this policy?

If you receive or have access to material non-public information regarding Synaptics and you fall under any of the categories below, you are subject to this policy:

• Members of the Board of Directors (“Directors”), officers, executives and employees of Synaptics and its subsidiaries;
• consultants and contractors of Synaptics and its subsidiaries;
• immediate family members of any of the above (e.g., spouse, domestic partner, parents, children and siblings);
• anyone else who lives in the same household as any of the above; and
• any persons or entities controlled by any of the above or which investment decisions are directed or influenced by any of the above.

E. Who is the Compliance Officer under this policy?

Synaptics’ General Counsel administers this policy and serves as the Compliance Officer (the “Compliance Officer”). In his absence, Synaptics’ Chief Financial Officer will serve as the Compliance Officer. The Compliance Officer may also designate one or more individuals in the Legal and Finance departments who may perform the functions of the Compliance Officer. The Compliance Officer will review and either approve or prohibit all proposed trades covered by this policy according to the procedures set forth in this policy, except that with respect to the Compliance Officer, any proposed trades must be approved by Synaptics’ Chief Financial Officer. All determinations and interpretations by the Compliance Officer will be final and not subject to further review.

II. INSIDER TRADING POLICIES

OVERRING RULE: NO ONE CAN TRADE SYNAPTICS SECURITIES WHILE IN POSSESSION OF MATERIAL NON-PUBLIC INFORMATION, AND NO ONE CAN HELP OR ENCOURAGE ANYONE TO TRADE SYNAPTICS SECURITIES WHILE IN POSSESSION OF MATERIAL NON-PUBLIC INFORMATION.

A. No Trading on Material Non-public Information

If you possess material non-public information, you may not purchase or sell, including any offer to purchase or offer to sell, any of Synaptics’ securities, during any period beginning with the date you received the material non-public information concerning Synaptics, and ending at the close of business one (1) full trading day after the date of public disclosure of that information, or at such time when the non-public information is no longer material.

B. No Trading During Black-out Periods

1. Regular Black-Out Period.

A “Restricted Person” is a Director, a Synaptics executive officer, and certain designated Synaptics executives, employees, contractors and consultants. Synaptics will inform you if you are a Restricted Person.

Restricted Persons may not trade in any security of Synaptics during the period beginning on the day that is four weeks before the end of any fiscal quarter of Synaptics and ending one (1) full trading day after the public release of earnings data for such fiscal quarter (a “Regular Black-Out Period”). For example, if Synaptics announces its prior fiscal quarter earnings on the afternoon of Thursday, October 23, then the Regular Black-Out Period will end at the close of business on Friday, October 24, and you would potentially be able to trade in the “open trading window”
from Monday morning, October 27, until the Regular Black-Out Period resumes again four weeks before the end of the fiscal quarter. However, these “open trading windows” should not be considered a safe harbor, as you may otherwise be restricted from trading under this policy if you possess material non-public information. The Compliance Officer or the Compliance Officer’s designee will notify you if you are a Restricted Person and subject to a Regular Black-Out Periods.

2. **Special Black-Out Period.**

The Compliance Officer may suspend trading in Synaptics securities from time to time for some or all persons subject to this policy because of material developments known to Synaptics or certain persons within Synaptics and not yet disclosed to the public, as he deems appropriate (a “Special Black-Out Period” and together with a Regular Black-Out Period, a “Black-Out Period”), and need not provide any reason for such suspension. The Compliance Officer or his designee will notify you if you are subject to a Special Black-Out Period.

3. **Pre-Clearance of Trades of Restricted Persons**

In addition to being subject to the Black-Out Periods described above, all Directors, all Synaptics executive officers at the Senior Vice President level and above, and all other Synaptics executives who report directly to the Synaptics CEO in his capacity as CEO (collectively, the “Directors and Officers”) are designated on a “Pre-Clear List” and are required to pre-clear ALL trades in Synaptics securities with the Compliance Officer prior to trading, even during an open trading window. Directors and Officers must contact the Compliance Officer prior to commencing any trade in Synaptics’ securities. Synaptics will notify you if you are on the Pre-Clear List.

Approval of trades for those on the Pre-Clear List is in the sole discretion of Synaptics. If a transaction is approved, you must execute the transaction within five (5) trading days after the day you receive such approval, but in no event after the commencement of a Black-Out Period. If for any reason you do not complete the trade within five (5) trading days after you receive approval, you must obtain pre-clearance again before you can trade the securities. For example, if the Compliance Officer approves a trade on a Friday, then you will have until the end of the trading day the following Friday to complete your trade.

Any requests to approve a trade while you are subject to a Black-Out Period will be denied.

C. **No Tipping**

You may not tip material non-public information to any other person where the information may be used by such person to trade in the securities to which such information relates. You may not make
recommendations or express opinions as to trading in Synaptics’ securities. For example, you may not recommend that others buy or sell Synaptics’ securities (or that they refrain from buying or selling), including through participation in any investment or stock-related Synaptics group, message board or other similar medium.

D. No Margining or Pledging of Company Securities

You may not hold Synaptics securities in margin accounts or pledge such securities as collateral for a loan. However, you may maintain a margin account so long as you do not use the account to trade Synaptics securities on margin or otherwise use Synaptics securities held in such margin account as collateral.

E. No Trading in Futures or Derivative Securities

You may not purchase or sell futures or derivative securities relating to Synaptics securities, such as exchange traded options to purchase or sell such securities (including so-called “puts” and “calls” or “collars”) or engage in hedging activities relating to Synaptics securities.

F. No Short Sales

You may not sell Synaptics securities “short” (meaning any transaction in which you would benefit from a decline in the price of the securities).

G. No Trading on Information Regarding Other Companies

If you, in the course of working for Synaptics, learn of material non-public information about a company with which Synaptics does business, you may not trade in that company’s securities until the information becomes public or is no longer material. You should treat material non-public information about Synaptics' business associates with the same care required with respect to information related directly to Synaptics.

H. Confidentiality of Non-Public Information

Non-public information relating to Synaptics is the property of Synaptics and the unauthorized disclosure or improper use of such information is forbidden. You may not disclose material non-public information to other persons within Synaptics whose jobs do not require them to have that information, or outside of Synaptics to other persons, unless such disclosure is made in accordance with Synaptics’ policies regarding the protection or unauthorized external disclosure of information regarding Synaptics. In addition, your confidentiality agreement with Synaptics provides that Synaptics confidential information will only be used for the benefit of Synaptics and solely to the extent necessary to perform your job. Any other use – such as trading on such information for personal benefit/profit – is prohibited.
In addition to violating this policy and/or your confidentiality agreement, any unauthorized disclosures or improper use of such information may also violate Synaptics’ agreements with third parties.

III. Exceptions to Trading Restrictions

A. 10b5-1 Trading Plans

Transactions in Synaptics’ securities that are executed pursuant to an approved trading plan established pursuant to SEC Rule 10b5-1 under the Securities Exchange Act of 1934, as amended (a “10b5-1 Trading Plan”), will not be subject to this policy. SEC Rule 10b5-1 generally provides an affirmative defense from insider trading liability under the federal securities laws for securities trading plans that are entered into in good faith and only when you are not in possession of material non-public information.

The 10b5-1 Trading Plan must either specify the amount, pricing and timing of transactions in advance or delegate discretion on those matters to an independent third party. The 10b5-1 Trading Plan must specify that no trades are to be effected: (i) prior to one (1) full trading day after the public release of earnings data for the fiscal quarter in which such plan was adopted; and (ii) for Directors and Officers only, within the periods beginning two (2) weeks prior to, and ending one (1) full trading day after, the public release of earnings data for any fiscal quarter. Once a 10b5-1 Trading Plan is adopted, you must not exercise any influence over the amount of securities to be traded, the price at which they are to be traded or the date of any trades under the plan. All 10b5-1 Trading Plans, including any amendments of such plans, must be pre-approved by the Compliance Officer and may only be adopted or amended when you are not subject to a Blackout Period or otherwise in possession of material non-public information.

All Directors and Officers are required to conduct all purchase and sale transactions involving Synaptics’ securities, including the sale of Synaptics’ securities that they control through a trust, through a 10b5-1 Trading Plan and shall not be entitled to conduct transactions in open trading windows outside of a 10b5-1 Trading Plan. However, bona fide gifts or transfers for estate planning purposes by such executives and Directors need not be conducted under a 10b5-1 Trading Plan.

For more information about 10b5-1 Trading Plans, please contact the Compliance Officer or the Compliance Officer’s designees.

B. Bona Fide Gifts

Bona fide gifts are exempt from this policy, even in a Blackout Period, unless you have reason to believe that the recipient intends to sell Synaptics securities before the earliest time after the gift is completed that you are permitted to sell Synaptics securities on the open market under this policy.

C. Partnership Distributions
Distributions of Synaptics’ securities by a venture capital partnership or other similar entity with which a Director is affiliated to its partners, members or other similar persons are exempt from this policy. It is the responsibility of each affected Director and the affiliated entity, in consultation with their own counsel, to determine the process and timing for any such distributions based on all relevant facts and circumstances and applicable securities laws.

D. Company Incentive Plans

1. Stock Option Exercises

This policy does not apply to the exercise of a stock option acquired pursuant to Synaptics’ incentive plans. However, the securities acquired as a result of option exercises may not be sold (either outright or for the purpose of generating the cash needed to pay the exercise price of an option) while you are aware of material non-public information or during a Blackout Period.

2. Restricted Stock Units and Market Stock Units

This policy does not apply to (i) the vesting or settlement of RSUs and MSUs for which the holder has no discretion to sell, provided that any Director settling an RSU or MSU grant has, immediately upon the initial grant of such RSU or MSU, notified the Compliance Officer of the Director’s waiver of discretion to sell upon vesting or settlement; (ii) the exercise of a tax withholding right pursuant to which you elect to have Synaptics withhold shares of stock to satisfy tax withholding requirements upon the vesting of any RSUs or MSUs; or (iii) a sell to cover transaction (x) under which you have previously elected to have a broker sell vested RSUs or MSUs to cover any applicable tax withholding requirements (so long as such sell to cover election was made in an open window when you were not in possession of material non-public information) or (y) which is otherwise mandated by Synaptics. This policy does apply, however, to any sale of Synaptics shares that you actually receive upon vesting and settlement of your RSUs.

IV. Penalties for Violation

Violation of the rules in this policy is grounds for disciplinary action by Synaptics, including termination of employment. Trading on or tipping material non-public information can also result in disgorgement of all profits and the imposition of substantial fines, extending significantly beyond any profits made or losses avoided, both for you and Synaptics.

V. Individual Responsibility

You are individually responsible for complying with this policy. You may, from time to time, have to forego a proposed transaction in Synaptics’ securities even if you had planned to make the transaction
before learning of any material non-public information and even though you believe you may suffer an economic loss or forego anticipated profit by waiting.

None of Synaptics, the Compliance Officer or Synaptics’ other employees will have any liability for any delay in reviewing, or refusal of, a request for pre-clearance of any potential trade or a trading plan. Notwithstanding any review of any pre-clearance of a transaction or any review of a trading plan, none of Synaptics, the Compliance Officer or Synaptics’ other employees assumes any liability for the legality or consequences of such trading plan or transaction to your engagement in or adoption of such transaction or trading plan.

VI. Inquiries

Please direct all inquiries regarding any of the provisions or procedures of this policy to the Compliance Officer.

VII. Amendments and Waivers

Amendments to, or waivers under, this policy may be approved by action of the Board of Directors or the Compensation Committee. In addition, the Compliance Officer may approve waivers under this policy after consulting with legal counsel.