

PIXELWORKS, INC.

Code of Ethics for Senior or Designated Financial Personnel

In addition to being bound by all of the provisions of the Code of Business Conduct and Ethics of Pixelworks, Inc. (the “*Company*”), and any other codes, policies and procedures of the Company, the Chief Executive Officer, the President, the Chief Operating Officer, the Chief Financial Officer, the Controller, any Financial Vice-President, Director or Manager, the disclosure committee for the Company and key management employees (including other senior financial officers) who have been identified by the Board of Directors (each a “*Designated Financial Person*” and collectively, the “*Designated Financial Personnel*”) are subject to the following additional specific policies contained in this Code of Ethics for Senior or Designated Financial Personnel (the “*Code*”):

- The Designated Financial Personnel are responsible for full, fair, accurate, timely and understandable disclosure in the reports and documents that the Company files with, or submits to, the Securities and Exchange Commission and in other public communications made by the Company. It is the responsibility of each Designated Financial Person promptly to bring to the attention of the Chairperson of the Audit Committee (the “*Audit Chair*”) of the Board of Directors (the “*Board of Directors*”) any material information of which he or she may become aware that is omitted from or misstated in the disclosures made by the Company in its public filings.
- Each Designated Financial Person shall promptly bring to the attention of the Audit Chair any information he or she may have concerning (a) significant deficiencies in the design or operation of internal controls that could adversely affect the Company’s ability to record, process, summarize and report financial data or (b) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company’s financial reporting, disclosures or internal control over financial reporting.
- Each Designated Financial Person shall act with honesty and integrity in the performance of his or her duties and shall comply with laws, rules and regulations of federal, state and local governments and other private and public regulatory agencies that affect the conduct of the Company’s business and the Company’s financial reporting.
- Each Designated Financial Person shall promptly bring to the attention of the Audit Chair any information he or she may have concerning evidence of a material violation of the securities or other laws, rules or regulations applicable to the Company and the operation of its business, by the Company or any agent thereof, or any violation of this Code.

- Each Designated Financial Person shall maintain high standards of honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest between personal and professional relationships.
- Each Designated Financial Person shall respect the confidentiality of information acquired in the course of their work except when authorized or otherwise legally obligated to disclose. Confidential information acquired in the course of such Designated Financial Person's work is not to be used for personal advantage.

Violations of this Code or of any direction given by management or the Board of Directors in order to effect the provisions, goals and aims of this Code will be viewed as a severe disciplinary matter that may result in disciplinary action, including termination of employment.

The Audit Committee of the Board of Directors shall consider any request for a waiver of this Code and any amendments to this Code and all such waivers or amendments shall be disclosed promptly as required by law.

(Signature)

(Date)

April, 2014