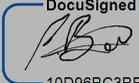


GROUP GENERAL MANAGEMENT POLICY 3

Anti-corruption and anti-bribery

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Validation	Signature
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Executive summary:

- Soitec has a zero-tolerance policy for any violations of anti-corruption and anti-bribery laws.
- Prior to engaging with third parties, third party due diligence must be conducted following specific risk factors.
- Donations and sponsorships are subject to prior approval.
- The offer and acceptance of gifts and hospitalities are strictly limited.
- Potential conflicts of interests must be reported internally.

Soitec is committed to conducting its activities with integrity, to fight corruption and influence peddling and to strictly comply with all applicable laws combating corruption or bribery with a **zero-tolerance policy for any wrongdoings**.

The applicable rules as well as applicable processes that relate to third party risk assessment and gifts and hospitalities are introduced in this policy.

Applicable rules:

1. **Facilitation payments are prohibited:** any attempt to obtain any kind of preferential treatment from a public official or a private company by any means whatsoever (including gifts, invitations, cash or any other advantage) is prohibited.
2. No commitment nor contract shall be made with customers, first rank suppliers or intermediaries meeting specific risk factors, without having completed prior **third-party due diligence** as per the procedure of **Appendix 1**.
3. **Payments in cash are prohibited.**
4. **Donations and sponsorships** are subject to prior approval and integrity checks, as per the procedure of **Appendix 2**.
5. **Contributions to political parties are prohibited.**
6. The offer and acceptance of **gifts and hospitalities** are strictly limited and subject to the procedure of **Appendix 2**.
7. Any potential **conflict of interests** must be reported in writing by the person in a situation of potential conflict for prior written approval to his/her line manager in charge of whether accepting it or implementing mitigation measures and documenting the overall process.
8. Any **representation of interests and lobbying activities** are to be registered when required under applicable laws.
9. Integrity, anti-corruption and anti-bribery **due diligences** are completed in the context of **merger and acquisition deals**.
10. **No hiring shall be made under pressure.**

Responsibility:

- It is the responsibility of each Soitec employee to ensure compliance with these rules.

Roll-out of the policy:

- This policy is to be adopted by all Soitec legal entities and implemented in countries in which they operate and/or have export sales.
- Violation of this policy, inadvertent or intentional, should be immediately reported to ethics_alert@soitec.com or direct management as per the Violation Report Policy appended to the Code of Conduct.
- Any breach of this policy by Soitec's employee may result in disciplinary action, including dismissal.
- Periodic corruption risk assessments are completed across the Group.
- Accounting controls are made to check books and compliance of activities with this Policy.
- Mandatory training required for persons in a commercial function, awareness and communication plans are deployed every year.
- Compliance and deployment of the above are included in the Quality control Plan completed every year.
- Questions related to this policy may be directed to compliance@soitec.com.

Questions and answers

What is corruption?

Corruption is the act of offering, giving or agreeing to give, directly or indirectly, any undue advantage (or prospect of advantage) to a person, for himself/herself or for someone else, in order to perform or refrain from performing something. Corruption can:

- Be active (offering, giving an undue advantage: the fact of corrupting) or passive (accepting, soliciting an undue advantage: being corrupted);
- Concern public or private persons;
- Be direct or indirect (via intermediaries);
- Be done or suggested (promise, solicitation);
- Take place at any time.

The advantage goes beyond offering a sum of money (i.e. bribe) but covers any advantage such as gifts, hospitality, preferential treatment, benefits in kind, etc.

The consideration sought or expected may consist of:

- The conclusion or renewal of a contract;
- Obtaining a discount on the price of a good or service;
- Obtaining a visa, an authorization to operate;
- A tax or customs advantage, etc.

A contract against a benefit in kind

A customer has just launched a call for tenders for the supply of wafers. The client's purchasing manager offers to award the contract on the condition that in exchange he be granted an all-expenses-paid invitation for him and his family to two weeks in San Francisco to attend Semicon West.

PROHIBITED: the purpose of the proposed proposal may be to grant an undue advantage to win the call for tenders.

What is influence peddling?

Influence peddling means offering, granting, agreeing to grant – or soliciting or accepting – directly or indirectly, any advantage whatsoever to a person so that he/she abuses his/her influence, real or assumed, in order to obtain a favorable decision from a public administration. Influence peddling involves at least:

- a beneficiary, who is the person wishing to benefit from a favorable decision and who provides the benefit;
- an intermediary, who is the one who uses the credit he/she has because of his/her position with a target person and who receives the advantage; and
- a target person who holds decision-making power (public official, public authority, public administration, etc.).

Influence peddling is likely to be characterized:

- whether the other party accepts or refuses the advantage (the mere offer, promise or solicitation of advantage is sufficient);
- whether the actual granting of the promised or proposed advantage takes place or not;
- whether the actual use of influence takes place or not;
- whether the expected favorable decision is obtained or not; and
- regardless of the nature of the benefit offered or granted (amount of money, gifts, benefit in kind, etc.).

Intercede to obtain an administrative decision

An employee wants to speed up a procedure for issuing building permits for a new building. He asks one of his friends working at the town hall to intercede with the mayor to obtain the permit. In exchange, he will send a gift of three hotel nights in Paris.

PROHIBITED: it is prohibited to offer a benefit to a third party so that he/she abuses his/her influence with a decision-maker in order to obtain a decision favorable to Soitec.

What are the risks for Soitec of corruption and influence peddling?

Acts of corruption and influence peddling can lead to:

- heavy criminal penalties (imprisonment and fines) for both Soitec and its employees;
- the payment of damages to third parties harmed by acts of corruption or influence peddling;
- contracts and markets declared null and void;
- ban of participation to public markets; and
- damage to the image and reputation of Soitec.

What is a facilitation payment?

Facilitation payments are small sums of money or benefits of any low value, paid or granted in a hidden manner to a public official to speed up an administrative procedure.

Urgent visa

An employee urgently needs a visa and the embassy announces a deadline of 15 days with the emergency procedure. The agent in charge of the file indicates that, exceptionally, he/she can "do a favor" to issue the visa in 24 hours subject to the payment to his/her benefit of 500 euros in cash and without a receipt.

PROHIBITED: The payment does not correspond to an official service and no invoice/receipt has been issued. This is a facilitation payment request.

What is a public official?

A public official is a person holding a legislative, administrative or judicial mandate within a State, a community, and who exercises a public function or is entrusted with a public service mission.

How do we know who is a government official or employee?

A government official or employee is anyone who works for or represents a government, including:

- employees of governmental departments and agencies, regardless of their rank;
- employees of state-owned or controlled entities, including state-owned or controlled commercial enterprises;
- employees of public international organizations, such as the World Bank, the International Monetary Fund and the United Nations;
- any political party official or candidate;
- any judge or legislator;
- customs' official/representative;
- members of royal families; and
- anyone "acting in an official capacity" (that is, under a delegation of authority from the government to carry out government responsibilities), including uncompensated officials if they have actual influence in awarding government business or technical or marketing consultants who also hold a government position.

What is a conflict of interest?

A person is in a situation of conflict of interest when financial or direct / indirect personal interests relating to his/her private sphere are or may be in contradiction with the interests of Soitec and thus influence the impartial exercise of his/her duties. These may be personal interests of an employee but also those of people close to him/her (spouse/husband, family, friends, etc.). The conflict may also arise from extra-professional links developed with customers, suppliers, partners or competitors of Soitec.

Conflicts of interest are not illegal as such, but they can question the objectivity, neutrality and impartiality of a decision and conduct to corruption, influence peddling or favoritism.

What are third parties?

Third parties are all persons and companies with which Soitec is in contact to carry out its activities: customers, suppliers, subcontractors, consultants (lawyers, various advisers), intermediaries, professional associations, public authorities, etc.

An intermediary is a person or company that can be a commercial agent, business introducer, trader or consultant.

What are representation of interests and lobbying activities?

Representation of interests, more commonly referred to as lobbying, refers to the activity consisting in influencing, directly or indirectly, public decision-making, in particular the content of a law, by getting in touch with one or more public decision-makers.

Representation of interests is a lawful activity and allows the public authorities, when making a decision, to know the different interests involved. Representation of interests differs from influence peddling as the means used to influence public decision-making are legitimate and are based on economic, political, commercial or technical arguments.

What are patronage, donations and sponsorships?

Patronage is financial or material support provided by a company without seeking direct economic compensation, to an organization carrying out a non-profit activity. This support is provided with a view to supporting an activity of general interest.

Donations are a means of granting a sum of money, goods or services for charitable purposes, without expecting any direct advantage. Donations are generally made to non-profit organizations.

Sponsorship (or sponsoring) consists of contributing financially and/or materially to a social, cultural or sporting action, in return of services or visibility agreed by both parties.

Donations, patronage and sponsorship may be used to conceal an improper advantage. They may turn out to be, or be considered to be, acts of corruption, whether direct or indirect, regardless of their value. This risk is accentuated in the event that the beneficiary events or activities have direct or indirect links with public officials.

Appendix 1 – Third-party risk assessment procedure

It is critical to check the integrity of the third parties we intend to do business with, prior to engaging with them.

Type of third parties:

- i. Intermediaries, including commercial agents, business development consultants, customs brokers, distributors, or any intermediaries involved in any step of the sale's supply chain until delivery to the customer or to the purchase from the supplier.
- ii. State owned third parties (including corporations and universities).
- iii. In hiring process: any person considered for managing commercial activities in high corruption countries (as per definition 1.a. below) exposed position.
- iv. Contemplated JV company partner.
- v. Person or organization considered to be sponsored or to which Soitec charity contribution would be directed.

Applicable rules:

1. When a. and b. below are met in a relation to a third party as defined above, due diligence is mandatory (**no deviation allowed**):
 - a. Countries with **high corruption risk** i.e. corruption score between 0 to 50 as per the most recent [Transparency International Index](#).
 - b. Amount of transaction is higher than **200K€** or equivalent in local currencies.
2. How due diligence works. **Prior to any engagement in the contemplated transaction, you must:**
 - a. **If with a new third party:** launch a due diligence request with a vendor or directly on the platform.
 - b. **If with an existing third party:** secure updated due diligence reports every two years.
 - c. **If red flags are identified** by due diligence report (e.g. PEP, hit on sanction list, hit on adverse media), requestor shall refer to the Compliance Team immediately and suspend any discussions until the Compliance Team determines whether the transaction may be cleared or not.
3. **Transaction is suspended until due diligence is fully completed.**

Responsibility

- Requestor: customer group, procurement, innovation for R&D partners, HR in the hiring of exposed employees, strategy for M&A and donations aspects.
- Customer group, Procurement and Innovation give contacts in charge of requesting due diligence reports to compliance that will request access to the vendor's platform.

Appendix 2 - Gifts and hospitalities procedure

Improper or excessive **gifts** and **hospitalities** can be a form of bribery, fraud, or corruption, which is prohibited by Soitec Code of conduct as well as by the law. Gifts and hospitalities are acceptable in a professional context, if not designed to obtain or give an **undue advantage**, and if they do not generate a **conflict of interest**.

This procedure sets Soitec's minimum standards on gifts and hospitalities, where local laws impose a stricter standard, it must be applied.

Applicable rules:

Unless prior written approval is given by the ultimate executive VP of your department:

1. **No gifts of any value** should be promised or given to **public agents**, whether being government officials, belonging to a government organization or a government affiliated company.
2. **No gifts in cash** or equivalent (e.g., gift card) may be promised, accepted, or given.
3. Any gift or hospitality, whether offered or received, **must relate to business purposes**, and must be permitted by local applicable laws and regulations and by beneficiary's organization specific codes or policies, if any.
4. Soitec employees (including their families or relatives) **must not accept gifts or hospitalities with a value greater than USD 200** or equivalent in local currency, and no more than once a year from the same counterparty.
5. **No gifts may be promised or offered to third parties** (including their families or relatives) **if the value exceeds USD 200** or equivalent in local currency, and no more than once a year to the same third party. For the avoidance of doubt, no gifts or hospitalities may be promised or offered on the personal expense of a Soitec's employee to circumvent the rule defined herein.
6. In the context of invitations of a **group of persons**, the USD 200 (or equivalent) per person limitation still applies but cannot be for a group exceeding 5 persons.
7. No matter the amount, **sponsorships and donations** to charities may be authorized provided that:
 - a. they do not raise a situation of conflict of interest,
 - b. are of reasonable amount,
 - c. have been authorized in writing by the corresponding executive VP of the concerned department and registered by Compliance, and
 - d. sponsorships are strictly limited to financial contribution to professional conferences for marketing operations.

Responsibility:

- It is the responsibility of the manager in charge of the transaction to send to compliance compliance@soitec.com the mandatory documented approval by the ultimate executive VP of the concerned department, the context in which gift or hospitality has been offered or received and its amount. The specific record is kept for at least ten years from date of offer or receipt.

Questions and Answers

What is a gift or advantage?

A gift or advantage is anything of value or something that provides value to the recipient, which is offered to or received from a person or entity outside of Soitec in conjunction with Soitec's business. It may include things like gift baskets, wine bottles, baseball caps, coffee mugs, and likewise items, sports or cultural events tickets, trips, vacations, gift cards and use of personal property, equipment, and services (including without limitation hiring the relative of a person for an internship etc.).

What is corporate hospitality or entertainment?

It is the fact for a company to entertain its customers, employees, and business partners, for example by inviting them to big events, in order to create or keep a good relationship with them. It can include meals, beverages, attendance to sports or cultural events or other activities that are shared with the representatives of Soitec's business partners. Additional examples include meals, golf outings, and tickets to a concert or travel expenses. To qualify as hospitality (as opposed to a gift) both a Soitec employee and a representative of a Soitec's business partner have to be present at the event or activity.

Which business partners are concerned by this procedure?

Any business partner of Soitec, whether it be a customer, a supplier, a consultant, a distributor, an agent, etc.

What are acceptable gifts and hospitalities?

Modest (i.e. not lavish or extravagant) business-related gifts and hospitalities that are given or received in reasonable quantities. The safest types of gifts to provide/receive are company marketing items such as ordinary stationary, calendars, baseball caps, coffee mugs, etc., that could not be perceived by the receiver as likely to alter his/her business judgment.

When do I need to seek pre-approval for a gift or hospitality that I want to offer to a business partner?

You should obtain written approval from the ultimate executive VP of your department before offering gifts or hospitalities with a value greater than the applicable financial threshold or if you are in doubt about its value or its nature.

What should I do if I receive a gift from one of our business partners that exceeds the procedure limits?

Generally, gifts exceeding this procedure's value limits should be returned to the sender with a note explaining that acceptance is contrary to this procedure. Alternatively, and subject to the ultimate Executive VP of your department prior written approval, the gift may be kept by Soitec and displayed or used or shared with other colleagues.

Are my family members covered by Soitec's gifts and hospitality procedure?

Your family members are concerned to the extent that you are not permitted to accept indirect (through a family member) benefits that you would not be permitted to accept directly. So, for example, if this procedure prohibits you from accepting front-row tickets to a music concert that have been offered to you by one of Soitec's business partners, your family members and relatives are likewise prohibited from benefiting from those tickets.

How is the market value of a gift determined?

It can sometimes be difficult to determine the value of a gift or of hospitalities that is offered to you. Use common sense and good judgment in determining the value of gifts and hospitalities received. Often, an Internet search will quickly provide you with the accurate value of an item. When in doubt, consult with the Compliance department or your manager.

What if I receive more than one gift from a business partner in a given year?

You should consider the total value of gifts and hospitalities received from the same business partner in a given year. Even if the value of each gift and hospitalities received from a single business partner is below the applicable financial threshold, it can be problematic if you receive too many.

Timing and frequency

Giving or accepting a gift must not be contemporaneous with a commercial bid award or business renewal decision time. An employee should avoid giving gifts near a time when he/she is soliciting a business response from the recipient, such as negotiating a contract.

Are donations acceptable?

A gift or hospitality donation is acceptable if given to a non-governmental organization such as a hospital, museum or a charity.

Customer relationship-building events and activities and site visits

Business trips to view organization facilities or to appropriate sites where products, services or capabilities can be demonstrated are generally permissible. Such trips are designed to provide the potential customer with important and sufficient information to enable informed decision-making.

Use of approved vendors and sources

Any gifts or hospitalities as well as trips should be obtained from approved vendors and sources and comply with Soitec purchasing policies.