

Anti-Bribery Policy

Introduction

As a company, we are committed to observing the laws and regulations, which govern our operations in every country where we do business. This policy explains our individual responsibility in complying with anti-bribery or anti-corruption laws around the world and ensuring that any third parties that we engage to act on our behalf, do the same.

The management of Trigence Semiconductor is committed to complying with all laws. Any employee who violates the rules in this policy or who permits anyone to violate those rules may be subject to appropriate disciplinary action, up to and including dismissal, and may be subject to personal civil or criminal sanction.

1. Background

All employees and contractors accept responsibility for maintaining and enhancing the Company's reputation for integrity and fairness in its business dealings. We do not tolerate bribery. This policy is intended to help employees, contractors and other third parties acting on the Company's behalf to understand where issues might arise and to support them in making the right decisions in line with our corporate position as stated in this policy.

2. What's the risk?

Potential penalties for the company include unlimited fines, costly litigation and adverse publicity. For individuals, penalties can include very large fines. Additionally, in the Japan and some other countries, long terms of imprisonment are also possible.

3. What do we mean by bribery?

Bribery is the offering, promising or giving of a financial or other non-financial advantage to somebody in order to influence improperly their views or actions. It also covers requesting, agreeing to receive or receiving a financial or other non-financial advantage to influence improperly your views or actions. The law defines improper performance as a breach of trust, lack of impartiality or performance in bad faith.

Bribery of foreign public officials (in order to obtain or retain business or an advantage in doing business) as well as companies and private individuals are all equally prohibited under the laws of many countries and under this policy. The law is intentionally drafted to cover a wide range of behavior.

4. Third parties

Trigence Semiconductor could be held responsible for the actions of a third party (e.g. distributor, agent, contractor, supplier, joint venture partner) acting on its behalf. As such, care must be taken to ensure that those third parties do not attempt to engage in bribery.

All group companies shall:

- ensure that any new third parties (or third parties whose contracts are being renewed) who provide services on behalf of Trigence Semiconductor contractually agree to abide by the principles set out in this policy.
- undertake sufficient due diligence in relation to any proposed acquisition or joint venture to ensure that bribery is unlikely.
- undertake sufficient due diligence (including checking of responses) in relation to the new third party's background, capability and reputation to ensure that bribery is unlikely, where any of the "red flags" are met.

Payment of third parties should be on commercially reasonable terms. Any payments to third parties shall be as provided under their contract which shall also set out the detail of the services which they shall provide. Requests for one-off changes to the payments shall be rejected unless the reason is clearly documented in writing.

5. Gifts and hospitality

There are legitimate reasons for the occasional giving/receiving of gifts and business-related hospitality but this area can pose a risk where excessive gifts or hospitality could be viewed as a bribe and/or a conflict of interest. The principles set out here apply regardless of whether the gift or hospitality is to be provided to the employee, a third party employee or to members of their respective families, friends or acquaintances.

General principles:

- Employees must never ask or encourage a third party to provide a gift or hospitality to them
- The impression should never be given that the award of business is conditional on gifts or hospitality
- Under no circumstances should gifts of cash be given or received
- Gifts and hospitality should be provided on an occasional basis and always in accordance with local laws
- Tickets to sporting events may be acceptable (provided that they are not offered or given to public officials or healthcare professionals) if they comply with the General Principles in this section
- Gifts and hospitality around the time of contracts being awarded/tendered should be avoided
- A useful test could be to consider whether you or the third party would have the resources to or would be likely to buy the gift/hospitality themselves
- Cultural sensitivities are important but they must not be used as an excuse to avoid the effect of this policy
- Gifts or hospitality of excessive value are not permitted



- All gifts and hospitality must be accurately recorded in the books of the relevant group company
- Consider whether you would be happy to defend giving or receiving the relevant gift or hospitality to your peers, to senior management, to the media or to a judge.

Special requirements for procurement of goods or services:

When discussing tenders or award of contracts to provide goods or services to Trigence Semiconductor, the relevant employees must not accept:

- payment of any travel or accommodation costs by the potential supplier
- kickbacks for awarding the business to that supplier
- tickets to entertainment events (e.g. sports events, theatre, opera)
- anything of value resulting from Trigence Semiconductor awarding business to a third party which would benefit that individual or another third party, rather than Trigence Semiconductor.

6. Facilitation payments

Facilitation payments are small unofficial payments to ensure or speed up performance of routine or necessary action. These will be seen as bribes under UK law, regardless of whether they may be a part of the “way of doing business” in a particular country. As a representative of the company, you must not make any facilitation payment.

7. Political contributions

The Company is not a political organization. It does not support political parties or contribute funds to groups whose activities are calculated to promote party interests or the election of a specific candidate. In some limited instances, if permitted by local law and regulation and with specific approval from the General Manager, the Company may contribute funds toward organizations or entities that engage in the political process to address an issue that directly affects the Company and its business activity. Any such request for approval for such payments and the permission must be documented in writing and the payments properly recorded.

8. Charitable contributions

Charitable contributions may only be given to recognized non-profit charitable organizations.

All donations must be:

- transparent and properly recorded in our books and records; and
- receipted or have a letter of acknowledgement from the charity to ensure that the donations receive the proper tax treatment

Donations must not:



- be made to individuals or in cash;
- be made at the request of a public official as an inducement to or reward for acting improperly.

9. “Red flags”

There are a number of issues, which should cause us to do some further investigation into whether a particular transaction or relationship may present a potential bribery issue.

Potential issues, which call for further investigation, include:

- the prevalence of bribery in a country
- payments of unusually high fees or commissions
- requests for cash payments
- requests for payments to different companies or through different countries
- undefined or unreported payments to third parties made on Trigence Semiconductor’s behalf
- no written agreements
- unusually close relationships with government officials
- a refusal to certify compliance with this policy.