

**ASML**

# **Anti-Bribery & Anti-Corruption Policy**

**2022**

# Commitment, purpose and scope

→ **Commitment, purpose and scope**

**What is bribery and corruption?**

**Key principles**

**Organizational measures**

**Responsibilities and consequences**

**Questions and exceptions**

**Administrative information**



The purpose of this Anti-Bribery & Anti-Corruption Policy is to prevent bribery and corruption and protect ASML's<sup>1</sup> integrity and reputation.

In addition to our [Code of Conduct](#), further relevant guidance is available in our Anti-Fraud Policy, [Gifts & Entertainment Policy](#) and Conflict of Interest Guidelines.

This policy is leading, but stricter local laws or regulations will prevail.<sup>2</sup>

**To whom does this policy apply?**

This policy applies to all employees, officers and directors. In the context of this policy, an employee means any person on ASML's or an affiliate's payroll as well as temporary workers assigned by a staffing agency who work on behalf of ASML.

**Where does this policy apply?**

It is our mission to conduct our operations and activities in compliance with all applicable laws and regulations. This policy therefore applies to all ASML activities anywhere in the world.

**It is your responsibility to report any suspicion of bribery or corruption directly to the [Ethics Office](#)** (see [Responsibilities](#)).

Any report of suspected bribery or corruption, including a report that results in an investigation, will be treated with full confidentiality and in line with our Speak Up & Non-retaliation Policy. ASML does not tolerate any form of retaliation against a person who reports in good faith.

**Key messages**

- **ASML does not tolerate any form of bribery or corruption.**
- ASML's core values – challenge, collaborate and care – and our reputation must drive your daily behavior. It is essential to demonstrate personal and business integrity by not improperly influencing others or letting them improperly influence you.
- Be mindful of specific restrictions when dealing with government officials.

<sup>1</sup> 'ASML' refers to any company that is majority owned and controlled, directly or indirectly, by ASML Holding NV. <sup>2</sup> ASML may impose stricter requirements on certain functions and locations. Specific local law requirements relevant to ASML are available via local law guidelines.

# What is bribery and corruption?

## Commitment, purpose and scope

### → What is bribery and corruption?

## Key principles

## Organizational measures

## Responsibilities and consequences

## Questions and exceptions

## Administrative information



ASML

**Corruption** means an improper abuse of entrusted power for personal gain or that of family, friends or acquaintances. This can manifest itself in bribery, kickbacks, and/or conflicts of interest.

**Bribery** means the improper offering, giving, promising, receiving, accepting, authorizing or soliciting of anything of value to, by, from or for a person or entity in order to obtain or retain a business or other advantage. **Anything of value** includes but is not limited to tangible and intangible goods as well as other items or benefits of economic value.

Bribery includes but is not limited to:

- Both **public** bribery involving individuals in the governmental sector and **private** bribery involving the commercial sector.
- Both **direct** and **indirect** bribery, including the use of intermediaries, agents, (sub)contractors or other third parties to channel bribes to or from others.
- **Kicking back** a portion of a contract payment or other benefit to another party (or receiving a kickback).
- **Facilitation payments**, which are unofficial payments used to expedite actions to which the payer is already entitled or other unofficial payments to a government official to secure or speed up actions (also referred to as “grease payments”).

## Examples of bribery and corruption red flags

- Promising, giving, being promised or given something of value in return for approving a contract (e.g., expensive football tickets in exchange for an approval or returning a favor by setting up a business opportunity with a family member).
- Requests for political or charitable donations to an entity associated with a particular individual.
- Requests for free products or services that benefit a particular individual.
- Gifts and entertainment, including business meals, provided to government officials or third parties (e.g., customers and suppliers) prior to or during business negotiations and interactions.
- Any unwillingness by an agent, customer or business partner to adhere to anti-corruption laws where applicable.
- A government official’s recommendation to ASML of an agent or third party with which the official has a close relationship.
- Undocumented payments or payments for goods or services that cannot be substantiated.
- Unqualified or inexperienced agents or other business partners.
- Excessive or unusual payment requests (e.g., one single invoice amount being requested to be paid to multiple entities or individuals based in several countries, a request for an invoice to be paid to another entity or individual, payments in cash).

## Key principles

### Commitment, purpose and scope

### What is bribery and corruption?

→ **Key principles**

### Organizational measures

### Responsibilities and consequences

### Questions and exceptions

### Administrative information



**ASML strictly prohibits bribery and corruption, which means that employees, officers and directors are not allowed to:**

- **Commit or enable any form of bribery or corruption, whether active, passive, direct or indirect.**
- Arrange, give, offer, or approve bribes or other improper transfers of value (even if intended to benefit ASML).
- Pay, receive or otherwise participate in any facilitation payments
- Solicit or accept bribes, kickbacks, or other improper transfers of value for personal benefit or that of your family, friends, acquaintances, or co-workers.
- Give, approve, or accept gifts or entertainment that is not reasonable, appropriate and proportionate, especially when doing so could affect or be perceived to improperly influence the outcome of business decisions, regardless of whether it involves a government official or any other business partner.
- Hold positions outside of ASML or engage in any other external activities if fulfilling them may lead to a potential or perceived conflict of interest as to your role at ASML.
- Give, cause or seek unjustified preferential treatment (with or without using company resources) for the benefit of family, friends or acquaintances, or the appearance thereof.
- Enter into an agreement on behalf of ASML that could be or could be perceived as a conflict of interest.
- Make monetary or in-kind contributions on behalf of ASML to government officials, political parties, organizations or individuals engaged in politics or a charity founded by or close to a government official.<sup>3</sup>

#### **Government official interactions**

Be extra cautious when dealing with government and public officials, because violating applicable laws and regulations could have serious (legal) consequences for both ASML and you personally.

'Government official' means any person that is employed by a government-owned or -controlled entity/body (including state-owned enterprises and companies), executive, judicial, legislative, and regulatory officials, and their working staff, even if the individual has no influence over a contract or action. It also includes political parties, a candidate for public office, officials of public international organizations (e.g., the World Bank) and depending on the jurisdiction, may also include teachers and university professors.

Be mindful that employees of ASML business partners (customers, suppliers, etc.) could also be qualified as government officials if their organization is owned or controlled by a government.

<sup>3</sup> Unless the local guidelines indicate otherwise.

# Organizational measures

Commitment, purpose and scope

What is bribery and corruption?

Key principles

→ **Organizational measures**

Responsibilities and consequences

Questions and exceptions

Administrative information



ASML has controls in place to prevent, detect, mitigate and resolve potential bribery and corruption issues. These measures include risk assessments, policies and guidelines, training and communication, auditing and monitoring, reporting channels, and investigation and disciplinary processes.

### Keeping accurate books and records

ASML requires employees to ensure that adequate books and records of business transactions are maintained. This applies, for example, to the proper registration of expenses claimed by ASML employees and registration of gifts and entertainment exchanges with third parties.

### Reporting and resolving an issue, violation or complaint

Employees, business partners and/or any third party should report any issue, violation or concern related to this policy to the [Ethics Office](#) or via the [Speak Up Service](#).<sup>4</sup> For more information, please refer to our [Speak Up and Non-retaliation Policy](#).

ASML supports employees and business partners who refuse to give or receive bribes. We do not tolerate any form of retaliation against them or against those who speak up and report a concern in good faith (including any suspected bribery or corruption). You should contact the Ethics Office if you feel that your report may lead or has led to any negative consequences.

Any act in violation of this policy shall be regarded as a significant breach of our [Code of Conduct](#) leading to proportionate disciplinary actions, including potential termination of your employment. Under certain circumstances, such violation could lead to ASML reporting to enforcement authorities.

### Gifts and entertainment

Any exchanges of gifts or entertainment must always be reasonable, appropriate and proportionate and within the boundaries of our [Gifts & Entertainment Policy](#). Our employees may not give or accept any gifts or entertainment that might appear to improperly influence their or anyone else's business decisions.

### Conflicts of interest

ASML expects its employees to avoid any conflict of interest and disclose where such conflict might be present or could be perceived. Ancillary activities must neither influence the integrity or objectivity of an employee carrying out their job, nor pose a risk for ASML. Employees should disclose potential conflicts of interest and are not permitted to engage in ancillary activities (including certain outside financial interests) without prior written permission from ASML in line with our Conflict of Interest Guidelines and relevant HR policies and procedures.

### Facilitation payments

Employees are not allowed to make or receive facilitation payments.

<sup>4</sup> The Speak Up Service is a secure reporting system operated by an independent third-party service provider, which allows for anonymous and is available 24 hours per day.

## Organizational measures

Commitment, purpose and scope

What is bribery and corruption?

Key principles

→ **Organizational measures**

Responsibilities and consequences

Questions and exceptions

Administrative information

### **Business partner engagement and screening**

We insist on honesty, integrity and fairness in all aspects of our business and expect our business partners (e.g., customers, suppliers, agents, intermediaries, joint venture partners) to do the same.

We carefully select our business partners. To this end, ASML conducts risk-based due diligence in relation to its business partners and expects them to act in line with ASML's Code of Conduct.

Payments made by ASML to business partners are proper, legal, and reasonable in nature and the value of the transactions is proportionate to the goods or services provided to ASML. You may not engage or pay any third party on behalf of ASML if you know or suspect that doing so might result in unethical conduct that would violate this policy and/or applicable anti-corruption laws or regulations.

### **Donations and sponsorships**

ASML strives to be a good corporate citizen and is committed to making a positive impact on our local and global communities. ASML seeks to do so via the ASML Foundation and Corporate Sponsoring, which also support the work of others in these areas.

The ASML Foundation and Corporate Sponsoring carefully select the organizations they wish to support and apply risk-based business partner assessment if deemed necessary.

We don't make monetary or in-kind contributions on behalf of ASML to government officials, political parties, organizations or individuals engaged in politics or a charity founded by or close to a government official.<sup>5</sup>

<sup>5</sup> Unless the local guidelines indicate otherwise.

# Responsibilities and consequences

Commitment, purpose and scope

What is bribery and corruption?

Key principles

Organizational measures

→ **Responsibilities and consequences**

Questions and exceptions

Administrative information



## Employees, officers and directors

- **Immediately report suspicions of bribery or corruption to the Ethics Office.**
- Where you feel comfortable doing so, inform your manager or HR representative of any suspected cases of bribery or corruption. If you prefer to report anonymously, use the Speak Up Service.
- Respond fully and truthfully to questions from Internal Audit, ASML's independent auditors, or any member of the Ethics Office or Legal & Compliance department regarding any transaction, business relationship or company asset.

## Managers

- Oversee the prevention, detection and reporting of any suspicion of bribery or corruption, as well as the development and maintenance of effective controls
- Immediately report any suspicions of bribery and corruption to the Ethics Office and escalate to higher (line) management if appropriate

## Consequences

Any act by an employee contrary to this policy shall be regarded as a significant breach of ASML's Code of Conduct and this policy. A violation of this policy may lead to proportionate disciplinary actions being taken, including termination of employment.

Any act of bribery or corruption could have external consequences and may lead to personal, civil, administrative and/or criminal sanctions or liabilities, as well as reputational damage for the employee(s), business partner involved and ASML.

## Reporting to authorities

If a violation of law or external regulations is confirmed, ASML may be required to report or notify the violation to relevant enforcement authorities, such as the police or regulatory authorities, in order to comply with relevant laws or regulations. ASML also reserves the right to initiate a separate legal action against the person(s) or party in question.

# Questions and exceptions

Commitment, purpose and scope

What is bribery and corruption?

Key principles

Organizational measures

Responsibilities and consequences

→ **Questions and exceptions**

Administrative information



## Questions

We expect our employees and our business partners to always act in line with the Code of Conduct and this policy, use common sense and, if needed, seek guidance or support.

If you have questions about this policy or applicable laws and regulations, please contact the [Ethics Office](#) or [ASML Speak Up Service](#).

## Exceptions

If an exceptional situation makes it necessary to deviate from the minimum requirements in this policy or other ASML policies referred to in this document, the responsible manager should request a written waiver from the policy owner.

Local ASML entities or departments may adopt stricter rules due to local laws and regulations or local risk-based assessments. However, these rules should not conflict with this policy's requirements, and the policy owner must always be informed.

Any deviation from this policy requires written approval from the policy owner.



## Administrative information

### Commitment, purpose and scope

### What is bribery and corruption?

### Key principles

### Organizational measures

### Responsibilities and consequences

### Questions and exceptions

→ **Administrative information**

Policy owner	Legal & Compliance department – Ethics & Business Integrity
Policy contact	Ethics Office De Run 6501, 5504 DR Veldhoven, The Netherlands <a href="mailto:ethicsoffice@asml.com">ethicsoffice@asml.com</a> +31 40 268 94 04
Effective date	September 22, 2022
Version	3.0
Replaces	ASML Anti-Bribery and Anti-Corruption Policy (version 2; dated 2015 and 2020)
Review and amendment	This policy is periodically reviewed by Legal & Compliance and approved by the Ethics Board, as revisions may be required due to changes in laws or regulations or changes in our business or the business environment.
Related documents	ASML Code of Conduct ASML Speak Up & Non-retaliation Policy ASML Anti-Bribery and Corruption Policy ASML Gifts & Entertainment Policy ASML Global Business Travel & Expense Policy
Note	Please note that this policy has a complementary character: any applicable local laws or regulations remain valid. This policy may not conflict with any local laws or regulations and if such would be the case the law or regulation would prevail. Where the terms of this policy are stricter than the applicable legislation or provide additional safeguards, rights or remedies, the terms of this policy will prevail. The English version of the policy is leading in case of differences in interpretation based on available translations.