



## QUALITY PROCEDURE

### Corporate Policy on Anti-Bribery and Anti-Corruption

*Printed specifications are not controlled documents. Verify revision before using.*

Adopted: February 10, 2009

Updated: May 30, 2024

Employees, officers, and directors of Diodes Incorporated and its subsidiaries (collectively, “**Company**”) are expected to comply with all United States and other applicable local laws and regulations, and to conduct business activities ethically. The Company is committed to conducting business in compliance with the applicable laws and regulations, including anti-bribery and anti-corruption laws and regulations in the many jurisdictions in which it operates, including the United States Foreign Corrupt Practices Act of 1977, as amended (“**FCPA**”), the U.K. Bribery Act 2010, and similar anti-bribery and anti-corruption legislation. All third parties, including agents, contractors, consultants, intermediaries, suppliers, and distributors, who represent the Company, act on behalf of the Company, or provide services and products to the Company (collectively, “**Business Partners**”), are expected to comply with these anti-bribery and anti-corruption laws and regulations as well as this Policy. Employees, officers, and directors of the Company are hereinafter referred to as “**Diodes Personnel**.”

This Policy sets forth the Company’s policies and procedures to prevent and detect acts of bribery and corruption. It is against the Company’s policy to offer, promise, pay, solicit, or accept bribes or kickbacks, or anything of value, whether in cash or any other form, to or from private individuals, Government Officials, or Public Officials to secure any improper advantage, to obtain or retain business, or to improperly influence any such person to perform an act in his or her official capacity. Special rules apply with respect to interactions with Government Officials, and all Diodes Personnel must follow the guidance set forth in the Company’s policies and consult with the Company’s Legal Department.

For the purpose of this Policy, “**Government Official**” includes any official, employee, candidate, or representative of a government (including any government agency, department, or enterprise), political party, or public international organization such as any officer or employee of any level of federal, state, provincial, county, and municipal government, and employees at any level of a state-owned entity (“**SOE**”), which is a business or company wholly or partially owned, funded, operated, influenced, or controlled by a government. A “**Public Official**” means an individual who holds a legislative, administrative, or judicial position of any kind, who exercises a public function or who is an official or agent of a public international organization. It is not always easy to determine if an entity is an SOE, as the foreign government’s ownership or control may not be readily apparent. Common examples of SOEs include utilities, port authorities, railroads, airlines, defense contractors, oil companies, mining operations, telecommunications providers, banks, hospitals, and universities. In some countries, governments may have direct and/or indirect interests in a much wider variety of industries and entities, and special attention should be paid to evaluating potential governmental ties for business partners/customers in these countries. When in doubt, consult with the Company’s Legal Department.

Diodes Personnel are required to acknowledge this Policy at the time of hire and periodically thereafter stating that: he or she has received and read this Policy and agrees to comply with its provisions; he or she understands that this Policy specifies the minimum standards of business conduct to which he or she must



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conform; he or she should promptly disclose to the Company any activities which do not comply with this Policy; and the Company may modify or rescind any provisions in this Policy at any time without prior notice. It is Diodes Personnel's responsibility to promptly notify the Company's Internal Audit Manager and Legal Department of any disclosures required by this Policy.

- 1. Payments to Government Officials or Public Officials or to Individual Employees of Customers or Business Partners.** Payments for legitimate products or services are acceptable. Care should be given to avoid payments that could be construed as having a corrupt purpose. To that end, no Diodes Personnel should, directly or indirectly, offer, promise, make, solicit, or receive any payment or anything of value to or from any Government Official or Public Official or to any employee of a customer or Business Partner, without prior written approval according to the relevant regional delegation of authority ("DOA") of the Company's Finance Department and subject to a prior mandatory review by the Company's Internal Audit Manager and the Company's Legal Department. This Policy applies to payments and anything of value to private individuals as well as public officials and to payments and anything of value made indirectly through a third party. Further, any payments and anything of value made directly or indirectly to any Government Officials or Public Officials must also receive prior written approval of the Company's Chief Financial Officer.

For the purpose of this Policy, "anything of value" includes, without limitation, any gift, travel, hotels, meals, hospitality or entertainments, offering of internship or employment to a family relative of a Government Official, Public Official, customer, or business partner, or making a charitable contribution or sponsorship at the request of a Government Official, Public Official, customer, or Business Partner.

- 2. Cash and Third Party Payments.** Diodes Personnel cannot make a payment to a Business Partner if he/she knows (or should know) that some or all of that payment will be used in a way that violates anti-bribery laws. To avoid even the appearance of impropriety, no payment to any party should be made in cash or cash equivalent (e.g., gift cards) other than documented petty cash (\$50 U.S. Dollars or less) disbursements. No corporate checks should be written to "cash," "bearer," or third-party designees of the party entitled to payment. No payments should be made outside the country of residence of the recipient without the prior written approval of the Company's Chief Financial Officer. Even when making documented petty cash disbursements, consideration should be given to the nature of the payment and whether, following a common sense and reasonableness test, it is appropriate to make the payment. If Diodes Personnel have any concerns, they are advised to consult the Company's Internal Audit Manager and Legal Department.
- 3. Consultants and Agents.** No Diodes Personnel may retain a Business Partner until sufficient due diligence has been performed to enable Diodes Personnel to conclude with reasonable assurance that the Business Partner is not, and is not related to or affiliated with, a Government Official or a Public Official, and that he or she understands and will fully abide by this Policy and the Company's Code of Business Conduct. Diodes Personnel should assess both the risk associated with the Business

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Partner, as well as the amount of proposed remuneration. Due diligence should be undertaken proportionate to the risk (i.e., the greater the risk, the more extensive the due diligence undertaken). Once Diodes Personnel is satisfied, he or she should then seek approval from the Company's Internal Audit Manager or Legal Department for the agreement. The Company must have a written agreement with each of its Business Partners, and the agreement must specifically bind the Business Partner to comply with the Company's Code of Business Conduct and this Policy.

- 4. Business Entertainment, Gifts, Travel Expenses, and Gratuities.** Gifts, entertainment, gratuities, and other courtesies may be offered to and accepted from current and prospective customers and Business Partners where the gifts, gratuities, or other courtesies are ordinary and customary in the country, made for legitimate business purposes (e.g., made in connection with the promotion, demonstration, or explanation of the Company's products or services or the execution or performance of a contract), comply with applicable local laws and regulations, comply with the recipient's internal policies, do not create a conflict of interest, and where the required approvals described below have been given. If Diodes Personnel are unclear whether a gift, gratuity, or courtesy meets these standards, they are advised to consult the Company's Internal Audit Manager or Legal Department, and also refer to the Company's Conflict of Interest Policy.

Approval must be sought according to regional DOAs before gifts, gratuities, and other courtesies are offered to or accepted from prospective customers and Business Partners, where the:

- value of the gift, entertainment, or courtesy exceeds US\$500 (or its equivalent in local currencies); or
- aggregate value of gifts, entertainment, or courtesies to or from one individual exceeds US\$1,000 (or its equivalent in local currencies) over a 12-month period.

Care needs to be taken in all cases but particularly when dealing with Public Officials and Government Officials. Where a Government Official or Public Official is involved, the Company's Internal Audit Manager and Legal Department must first review the transaction, and the Company's Chief Financial Officer must first approve the transaction, in writing, in all cases, regardless of the amount or value of the gift, entertainment, or courtesy. In any case, a requestor cannot give approval for his/her own request.

All gifts, entertainment, gratuities, and other courtesies given or received by Diodes Personnel to or from Government Officials or Public Officials should be recorded accurately on a register maintained by the regional and/or corporate controllers in the Company's Finance Department.

Diodes Personnel should not accept anything of value if it may compromise his/her independence or judgment or could induce him/her to award or offer services or products in a biased or non-competitive manner.



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Diodes Personnel should consider whether gifts, entertainments, gratuities, or other courtesies are likely to limit the recipient's ability to render impartial decisions. If such gifts, entertainments, gratuities, or courtesies could appear to others to limit the recipient's ability to render impartial decisions, the gift, entertainment, gratuity, or courtesy should not be offered.

- 5. Charitable Gifts, Donations, and Sponsorships.** Companies often engage in charitable giving and sponsorships as part of legitimate local outreach. The FCPA and other anti-bribery laws do not prohibit charitable contributions or prevent corporations from acting as good corporate citizens. Companies, however, cannot use the pretense of charitable contributions as a way to funnel or disguise bribes. To that end, charitable gifts and donations cannot be made using the Company's funds without prior written approval from the Company's Chief Financial Officer. The Company does not seek to discourage Diodes Personnel from supporting bona fide charitable organizations through their own fundraising or individual effort outside and unconnected to their employment with the Company.
- 6. Facilitating Payments.** "Facilitating payments" or "grease payments" are small payments (typically \$100 U.S. Dollars or less) to a Government Official necessary to expedite or secure performance of a routine governmental action, such as obtaining official documents, processing governmental papers, providing postal or utility services, scheduling inspections of goods for cross-country transit, or the loading or unloading of freight. Facilitating payments never include payments made to assist in obtaining or retaining business.

Facilitating payments, regardless of the intent of the payments, may be illegal in certain foreign countries even if making such payments is a locally recognized and open practice. As such, the Company's Internal Audit Manager and Legal Department must first review the proposed payment, and the Company's Chief Financial Officer must first approve the proposed payment, in writing, in all cases, regardless of the amount or value of the proposed facilitating payments.

- 7. Political Contributions.** In certain countries, political contributions are lawful and expected as a matter of good corporate citizenship. Under these circumstances, contributions may be appropriate if lawful, prudent in amount, openly made, and not likely to harm the Company's reputation if publicized and otherwise consistent with the exercise of good judgment. Use of the funds or assets of the Company, directly or indirectly, to make political contributions, directly or indirectly, must be approved, in advance and in writing, by the Company's Chief Financial Officer and are subject to reviews by the Company's Internal Audit Manager and Legal Department.
- 8. Books and Records.** The FCPA requires companies whose securities are listed in the United States to meet its accounting provisions to (a) make and keep books and records that accurately and fairly reflect the transactions of the corporation and (b) devise and maintain an adequate system of internal accounting controls. Diodes Personnel must help to ensure that corporate books and records (which include virtually all forms of business documentation, including, without limitation, purchase orders, invoices, expense accounts and travel and entertainment receipts) accurately and fairly reflect, in reasonable detail, all transactions and dispositions of assets. No undisclosed or unrecorded fund or

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asset may be established or maintained for any purpose. No Diodes Personnel should participate in falsifying any accounting or other business record, and all Diodes Personnel must respond fully and truthfully to any questions from the Company's internal or independent auditors. Diodes Personnel are required to keep accurate time-keeping records and must strictly adhere to the time-keeping requirements of government contracts where applicable. Financial transactions must be lawful, made for the legitimate business purposes stated and authorized by the Company. Forging or altering documents belonging to the Company is prohibited.

**9. Warning Signs.** Diodes Personnel must be alert for conduct that could signal that a Business Partner intends to make or conceal improper payments. This would include "red flags" like the following:

- a request for payment for expenses or purposes inconsistent with the terms of the agreement with the Business Partner;
- a request for payment to a third party;
- excessive commissions to agents or unreasonably large discounts to distributors;
- a request for payment in a form or to a bank or business location inconsistent with the terms of the agreement with the Business Partner;
- payments drawn from incorrect accounts;
- lack of documentation supporting a payment request;
- the third party is related to or closely associated with a Government Official or Public Official, or the third party became part of the transaction at the express request or insistence of a Government Official or Public Official;
- payments to a Business Partner that is merely a "shell company," or that appears to lack the necessary qualifications or resources to perform, or is in a different line of business than that for which it has been engaged; and
- a refusal to certify compliance with this Policy, the Company's Code of Business Conduct or applicable anti-bribery and anti-corruption laws and regulations.

**10. Compliance.** The Company has a principle of zero tolerance for violations of anti-bribery and anti-corruption laws or failure to comply with the Company's Code of Business Conduct or this Policy. The Company will impose appropriate disciplinary actions based on any individual violations or non-compliance situations. Disciplinary actions may include termination of employment or termination of business relationships with Business Partners. The Company's Legal Department may also disclose the violation to relevant authorities.



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- 11. Failure to Prevent.** It is Diodes Personnel's responsibility to help prevent a bribe or corrupt payment being paid by a person for or on behalf of the Company.
- 12. Penalties.** Offenses under the applicable anti-bribery and anti-corruption legislation may give rise to significant penalties, including fines and imprisonment.
- 13. Hotline.** Diodes Personnel, Business Partners, and customers who wish to maintain anonymity and report any actual or potential violation of this Policy or other ethics issues (including any concerns about accounting, internal accounting controls, or auditing matters), may call NAVEX Global at the phone number(s) available at, or submit an online report via, <https://reportlineweb.com/diodes>. NAVEX Global is not staffed by personnel affiliated with the Company and is the independent hotline service retained by the Company to handle any anonymous calls regarding compliance issues.



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Certificate

for

Compliance with the Corporate Policy on Anti-Bribery and Anti-Corruption

I have read the Corporate Policy on Anti-Bribery and Anti-Corruption and agree to comply with its provisions. Except as disclosed below, I have never participated in, and am not aware of, any violation of the Policy. Should I ever obtain information giving me reason to believe that any Diodes employee, representative, Business Partner, person, or firm may have engaged in conduct that violates the Policy, I agree to report that information promptly to the Company's Internal Audit Manager or Legal Department or via the NAVEX Global hotline.

I have engaged in or observed the following incidents of non-compliance:

Three horizontal lines for listing incidents of non-compliance.

None

Date:

\_\_\_\_\_

Signature

\_\_\_\_\_

Name Printed

\_\_\_\_\_

Title

\_\_\_\_\_

Office

\_\_\_\_\_