

# ANTI-FRAUD POLICY

## ANTI-CORRUPTION, ANTI-FRAUD AND COMMERCIAL CRIME PREVENTION CODE

ASM requires all employees to refrain from illegal or unethical actions. Fraud, corruption or commercial crime can involve an individual's willful or negligent conduct or omission which results in financial, disclosure misstatement, reputational or other harm to the Company. Among other matters, such impermissible conduct can result in improper financial reporting and the unauthorized acquisition, use and disposition of assets. To this end, ASM forbids:

- Engaging in any illegal or unethical act to entice a customer or potential customer to do business with ASM. Do not give inappropriate gifts or provide unusual hospitality to customers or potential customers or their team members that will unfairly influence their purchasing decision. Do not give gifts or more than nominal entertainment that could be construed as a bribe.
- Failing to comply with applicable law regarding governmental corruption, including the US Foreign Corrupt Practices Act and other applicable international laws governing the payment of monies or anything of value to government officials or candidates for public office.
- Accepting or soliciting bribes, commissions, kickbacks, gifts of other than nominal value, loans, special privileges, personal favors, unusual hospitality, services or other benefits from a current or prospective supplier, customer, subcontractor, competitor or other individual or organization with which ASM does business, other than customary business amenities such as meals, etc. Report benefits other than of nominal value promptly to your supervisor and then return them to the donor.

The sections below give more detailed information. Please note that we have related codes and rules that are also applicable to all employees which are posted on our website at [www.asm.com](http://www.asm.com).

These items include among others the Code of Ethics, the Whistleblower policy, and the Rules Concerning Insider Trading. Please review and familiarize yourself with each specific item that may apply to particular situations.

### A. Anti-Corruption Matters

Specifically with respect to bribery and corruption of governmental related matters (including the US Foreign Corrupt Practices Act), ASM has adopted as a fundamental position that all employees comply with the following requirements:

#### 1. *Anti-Bribery Provisions*

It is unlawful for any employee or agent of ASM to:

- a) offer;
- b) pay;
- c) promise to pay; or
- d) authorize the payment of any money or anything of value, directly or through an agent, to (1) any government official or (2) any political party or (3) any candidate for political office, in any case for the purposes of
  - (i) influencing any act or decision in an official capacity;
  - (ii) inducing the official, party or candidate to violate a lawful duty; or
  - (iii) inducing the official, party or candidate to affect or influence any act or decision of the official's, party's or candidate's government in each case to assist ASM in obtaining or retaining business for or with, or directing business to, any person or securing any improper advantage. Retaining business has been defined to

include obtaining favorable tax treatment and resolving financial disputes with a government.

“Government official” means any officer or employee of or any person acting in an official capacity for a government or any department, agency or instrumentality, which may include the local telephone company or other utility company if controlled by the government or any department, agency or instrumentality. Government official also means officials of public international organizations such as the World Bank and the United Nations.

**Limited exceptions exist for:**

- A) Facilitating or expediting payments to a government official, political party or party official the purpose of which is to expedite or secure the performance of a routine governmental action by the government official, political party or party official. “Routine governmental action” means only an action that is ordinarily and commonly performed by a government official in
  - (i) obtaining permits, licenses or other official documents to qualify a person to do business in a country;
  - (ii) processing governmental papers, such as visas or work orders;
  - (iii) providing police protection, mail pick-up and delivery or scheduling inspections related to transit of goods across country;
  - (iv) providing phone service, power and water supply, loading and unloading cargo, or protecting perishable products; or
  - (v) actions of a similar nature.
- B) Payments that are lawful under the written laws and regulations of the government official’s, political party, or candidate’s country.
- C) Payments that were a reasonable and bona fide expenditure, such as travel and lodging expenses, incurred by or on behalf of a government official, political party, party official or candidate and was directly related to
  - (i) the promotion, demonstration or explanation of products or services; or
  - (ii) the execution or performance of a contract with a government or agency thereof.

2. *Recordkeeping Requirements*

ASM must also:

- a) Make and keep books, records and accounts that in reasonable detail, accurately and fairly reflect the transactions and dispositions of ASM assets.
- b) Devise and maintain a system of internal accounting controls sufficient to provide reasonable assurances that (i) transactions are executed in accordance with management’s general or specific authorization, (ii) transactions are recorded as necessary to permit preparation of financial statements in conformity with accepted accounting principles or any other criteria applicable to such statements and to maintain accountability for assets, (iii) access to assets is permitted only in accordance with management general or specific authorization, and (iv) the recorded accountability for assets is compared with existing assets at reasonable intervals and appropriate action is taken with respect to any differences.

It is a violation of our policy to knowingly circumvent or knowingly fail to implement a system of internal accounting controls or knowingly falsify any book, record or account described in this Section 2.

### 3. *Warning Signs*

The following are warning signs indicating that an agent or representative may be violating bribery/corruption rules:

- a) The agent or representative has a reputation for paying bribes;
- b) The agent or representative requires that his or her identity not be disclosed;
- c) The agent or representative refuses to accept contractual provisions, representations and warranties or undertakings addressing past and future compliance with applicable anti-bribery/corruption laws;
- d) Shareholders, directors, officers or relatives of the agent or representative are “government officials”;
- e) The government official recommends the agent or representative;
- f) The agent or representative requires an unusually high commission, or an unusual bonus or other extraordinary payment, or a substantial upfront payment;
- g) Payments are made to the agent or representative outside of the country where the agent or representative resides or where the services were performed;
- h) Payments are made to third parties or by checks payable to “cash” or “bearer”; or
- i) There exist undisclosed principals, associates or subcontractors of the agent or representative with whom the agent or representative shares fees and commissions.

### 4. *Penalties*

Violations of the above anti-bribery provisions subject the Company to possible significant fines under various countries’ laws. For example, under the US Foreign Corrupt Practices Act individuals who violate the anti-bribery provisions are subject to fines of up to \$100,000 and 5 years in prison. Violations of the recordkeeping requirements subject the Company to significant fines and an individual to fines of up to \$1,000,000 and imprisonment for up to 10 years. The Company is prohibited from paying the fine of any individual who is found to have violated these requirements.

## **B. Anti-Fraud Matters**

### 1. *Maintaining Accurate and Complete Company Records*

- a) ASM requires full compliance with the spirit and letter of the applicable laws and regulations which require that its books of account and records be accurately maintained such that they fully disclose the nature of transactions reflected in them. Accordingly, employees are reminded of the following record-keeping requirements:
  - All books, records and accounts must be kept in reasonable detail and accurately and fairly reflect the transactions and dispositions of the Company’s assets.
  - All disbursements of funds and all receipts must be properly and promptly recorded.
  - No undisclosed or unrecorded fund may be established for any purpose.
  - A system of internal accounting controls must be maintained that is sufficient to provide reasonable assurances that transactions:
    - Are recorded in a manner that permits preparation of financial statements in conformity with generally accepted accounting principles and other applicable criteria;
    - Are recorded so as to maintain accountability for the Company’s assets.

We should all be aware that penalties for violating the laws and regulations in this area can be severe for the Company and the employees involved. Additional information dealing with this subject is contained in ASM financial policies and procedures.

- b) All records will be safeguarded and maintained in a complete, accurate manner in compliance with government requirements and Company procedures.

## 2. *Protection and Use of Company Resources*

Every ASM employee is responsible for protecting ASM's assets. Our assets include, but are not limited to, physical assets, such as equipment and buildings as well as our funds and intellectual property such as trade secrets and confidential information.

To protect ASM's assets, they must be adequately safeguarded. This means locking up and securing valuable assets where appropriate. ASM assets may not be sold, borrowed, lent, disclosed, given away or modified in any way that would impair their value, unless there is a good business reason and with approval of the appropriate manager. Access to an ASM or ASM-controlled facility is regulated pursuant to standards and processes implemented at each such facility and must be carefully followed.

Each employee is also responsible for understanding ASM's obligations for protecting assets that have been entrusted to it by customers or suppliers.

Company resources, including, without limitation, cash, personnel, equipment and vehicles can only be used for legitimate business purposes. ASM also provides employees with use of Company-owned telephones, copiers and computer equipment to be used as a resource in conducting business. Although reasonable limited personal use of these resources is permitted, such use is not private, is subject to review and access by ASM, and is governed by the professional conduct and reasonable use expectations detailed in our e-mail, internet, telephone, computer and other related policies and guidelines.

## 3. *Information Security*

Confidential information generated by or used in any company business activity is considered an information asset. This includes (but is not limited to) information originating from direct access to computer systems, information carried over networks, information preserved on portable electronic media, information appearing in hard-copy format, and other non-public information learned by virtue of being an ASM employee.

ASM requires that each employee be personally responsible for safeguarding ASM's information assets, in all their various forms, from loss, inappropriate modification and disclosure to anyone who lacks either the authorization or the need-to-know. The more sensitive or critical the information, the more care you must exercise in protecting it.

All employees are required to:

- Correctly classify information assets to accurately reflect their value to our business.
- Protect the confidentiality, integrity, and availability of information such as specifications, strategic plans, product pricing, and employee data that, if disclosed, could cause financial or other damage to ASM.
- Hold in confidence and not use (except for the benefit of ASM) any confidential information that they have access to or that was created by them while employed at ASM.
- Employees are responsible to protect confidential information throughout its life, from inception through disposal to ensure confidentiality, integrity, and availability.

- Protect third-party confidential information in the same manner required by the terms of applicable non disclosure agreements.
- Ensure that confidential information that may need to be released to customers or suppliers is handled properly. In such cases, an employee must have received proper authorization (approval from the authorized supervisor or the Legal Department) and must ensure that the recipient has a need-to-know and signs a nondisclosure agreement. Requests for confidential information from outside sources must be handled only by authorized persons.
- Cooperate with ASM in protecting such information. This includes, without limitation, cooperating fully in any investigations or exit interviews.

Our corporate and regional Information Systems Managers are responsible for establishing and maintaining corporate-wide information security policies, standards and procedures.

Management and staff are required to maintain an appropriate level of awareness, knowledge, and skill to allow them to minimize the occurrence and severity of information security incidents. Other information security policies should be obtained, read, understood and implemented as appropriate.

Each and every employee and contractor is required to comply with all information security policies and must become familiar with, understand and follow our current standards and procedures.

#### 4. *Conflicts of Interest*

Each ASM employee is in a position of trust regarding the situations where our personal interests could conflict or appear to conflict with the interests of the Company. Where a conflict exists, it must be resolved to the satisfaction of the Company in order for the employer/employee relationship to continue.

ASM policy requires the disclosure of any situation that is or could become a conflict. A written disclosure should be made initially to the employee's supervisor who, along with the employee, will report the conflict or potential conflict to Human Resources or our Corporate Compliance Officer.

Circumstances that actually or potentially involve conflicts or interest and which should be avoided include such matters as:

- Personal or family financial interests in a competitor, supplier or customer (except for moderate holdings of publicly traded securities).
- Employment by a competitor in any capacity.
- Acceptance of entertainment, gifts, payments or services that have more than a nominal value given by those seeking to do business with the Company.
- Placement of business with a firm owned or controlled by an employee or a family member.
- Acting as a consultant to a competitor, customer or supplier.

## C. Policy Violations and Enforcement

### 1. *Enforcement*

Failure to comply with this Policy may result in disciplinary action up to and including termination, referral for criminal prosecution, and initiation of a civil lawsuit by the Company to recover damages. As with all matters involving investigations of violations and discipline, principles of respect and dignity will be applied. Any employee charged with a violation of this Code will be afforded an opportunity to explain his or her actions before final disciplinary action is taken.

Disciplinary action may be taken:

- Against employees who authorize, direct or participate directly in actions or omissions which are in violation of this Code.
- Against any employee who may have deliberately failed to report a violation or deliberately withheld relevant and material information concerning a violation of this Code.
- Against the violator's managerial superiors, to the extent that the circumstances of the violation reflect inadequate supervision or a lack of diligence.
- Against any superior who retaliates, directly or indirectly, or encourages others to do so, against an employee for reporting a violation of this Code.

The Company will actively seek to discover and correct any wrongdoing and discipline the wrongdoers. The Company and its employees will cooperate fully with authorities who may investigate and prosecute violations of the law within ASM.

### 2. *Reporting Violations*

An important part of ethical behavior is the responsibility for reporting apparent violations of this policy or any other actions felt to be a departure from appropriate standards of conduct. When such actions are observed, it is each employee's responsibility to report promptly, all perceived violations or departures from our policies and sound business and lawful practices to the Company. Employees are encouraged to make these reports through their supervisors and, as needed, obtain guidance and interpretation of a suspected violation. However, it is understood that circumstances might make other reporting channels more appropriate. In such cases, all employees should feel free follow the procedures as set forth in our Whistleblower Policy posted on the ASM website.

Any contact with the Corporate Compliance Officer may be anonymous or, if not anonymous and requested, will be held confidential to the extent possible with fair and appropriate investigative action. **Employees may make such reports with the assurance that no adverse action or retribution will occur based upon making such a report.**

### 3. *Related Codes and Rules*

This code is a part of our overall compliance program to maintain and promote proper business and ethical conduct. All codes and rules should be carefully reviewed and followed, including without limitation our Code of Ethics, the Whistleblower Policy and the Rules Concerning Insider Trading. All such items as currently in force are posted on our ASM website at [www.asm.com](http://www.asm.com).