

Global Anti-Corruption Policy

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Overview

Allegro MicroSystems, Inc., its subsidiaries, and affiliates (collectively, “Allegro” or the “Company”) are committed to conducting business ethically and in compliance with the law. Allegro’s business involves commercial interactions with third parties, including government officials and other individuals and entities, both inside and outside the United States. Allegro is committed to ensuring that its business is always conducted with integrity, honesty and transparency and free from bribery and corruption.

Allegro is subject to the laws of countries in which it has a presence or does business. The United States, the United Kingdom and almost all countries have laws prohibiting corruption of their own government officials, and many countries have laws criminalizing corruption of other countries’ officials and private individuals (collectively, the “Anti-Corruption Laws”). The Anti-Corruption Laws include, but are not limited to the U.S. Foreign Corrupt Practices Act (the “FCPA”), the United Kingdom Bribery Act 2010, laws prohibiting bribery in a commercial context, and other Anti-Corruption Laws, including, but not limited to, the Philippines’ Republic Act No. 3019 (The Anti-Graft and Corrupt Practices Act).

It is Allegro’s policy to comply fully with the Anti-Corruption Laws, which make it unlawful for companies, their subsidiaries and their employees or agents to bribe a government official, or anyone acting in a commercial context, for the purpose of obtaining or retaining business or securing an unfair business advantage. These laws prohibit both direct and indirect payments – including payments to anyone while knowing the payment will be given to, or shared with, someone else in violation of this Policy. These laws also prohibit offers or promises to pay or give anything of value for a corrupt purpose.

This Policy applies to all activities undertaken by or on behalf of Allegro regardless of location. This Policy applies to all Company directors, officers, and employees (collectively “Company employees”), and also applies to all third parties engaging in business activities on Allegro’s behalf, including but not limited to consultants, agents, contractors, distributors, business partners, promotional/marketing agencies, travel agencies, meeting organizers, functional service providers, and customs brokers (collectively “Third Party Representatives”), operating anywhere in the world.



The penalties for violating the Anti-Corruption Laws are severe. Failure to comply with this Policy may result in significant civil and criminal sanctions for Allegro and the individuals involved, including fines and prison time, and is grounds for disciplinary action up to and including termination of employment. If you have questions about this Policy or the Anti-Corruption Laws, please contact the Legal Department.

1. Definitions

Anything of value: Any payment or other benefit of value, including but not limited to, cash or cash equivalents, gifts, services, investment or employment opportunities, loans, covering or reimbursing fees or expenses (such as travel expenses), entertainment, meals, discounts or credits, tuition payments, use of facilities or equipment, assistance to or support of family members, political contributions, charitable donations, subsidies, per diem payments, sponsorships, honoraria or provision of any other asset, even if nominal in value, made directly or indirectly, overtly or covertly. There is no minimum threshold amount that qualifies a benefit as something of value.

Bribery: Offering, giving or promising (or authorizing someone to offer, give, or promise) a benefit, directly or indirectly, with the intention of improperly influencing or rewarding the behavior of someone to obtain or retain business or a commercial advantage.

Facilitation Payment: Any payment to a Government Official to persuade them to perform or speed up an administrative or non-discretionary routine function (such as processing paperwork, visas, or permit applications, or clearing goods through customs).

Government Official: Anyone acting in an official capacity for or on behalf of (1) a national, regional or local government; (2) any agency, department or instrumentality of a government; (3) a government-owned or controlled business or institution, such as a public university; (3) a public international organization such as the World Health Organization or United Nations; or (4) a political party, party official, or candidate for political office. The term Government Official includes family members sharing the same household as a Government Official (such as spouse, parents, siblings, and children).

Third Party Representatives: Any individual, party, or entity engaging in any business activity on Allegro's behalf; this category includes, but is not limited to, consultants, agents, contractors, distributors, business partners, promotional/marketing agencies, travel agencies, meeting organizers, functional service providers, and customs brokers.

2. Policy

2.1 Prohibition on Bribery. Allegro strictly prohibits all Company employees, and other individuals or entities acting on Allegro's behalf, from directly or indirectly giving, offering, promising, or authorizing the giving or offering of money or anything of value to any individual or entity for an improper purpose related to Allegro's business anywhere in the world. Allegro also prohibits any payment, or the provision of anything of value, to any third party while knowing,



or where the circumstances indicate a high likelihood, that all or a portion of the payment or thing of value will be given, directly or indirectly, by the third party to anyone for an improper purpose.

- 2.1.1 For purposes of this Policy, an “improper purpose” includes an attempt to influence an individual to act inappropriately or to misuse their position, to obtain or retain business, to direct business to another person or entity, or to secure any improper advantage.
- 2.1.2 Bribes can take many forms and can include many other items and benefits other than money – see the definition of “Anything of Value” in Section 1 above for some examples of the kinds of items and benefits that can constitute a “bribe” in violation of this Policy and applicable law.
- 2.1.3 Some Anti-Corruption Laws prohibit bribes involving government officials, and others prohibit bribery involving individuals in the private sector. Allegro strictly prohibits all forms of bribery and corruption, regardless of who is involved.
- 2.1.4 This Policy must be followed at all times and in all circumstances, Even if you believe that other entities pay bribes or that it is common practice in a country where Allegro does business, that is never a valid justification for violating the law or this Policy.

2.2 Facilitation Payments

- 2.2.1 This Policy prohibits so-called Facilitation Payments, which are payments to a Government Official to persuade them to perform or speed up an administrative or non-discretionary routine function (e.g., processing paperwork, visas, or permit applications, or clearing goods through customs). Facilitation payments violate Anti-Corruption Laws in many countries.
- 2.2.2 If you are unsure whether a particular payment may constitute a Facilitation Payment rather than a legitimate official fee, please consult your manager or the General Counsel.
- 2.2.3 Emergency Payments. Allegro does not prohibit payments made to a Government Official or other third party in the face of credible imminent threats to the health or safety of Company employees or Third Party Representatives (or their family members), which are permissible. Such payments would include, for example, payments to obtain police protection or emergency medical treatment. Company employees or Third Party Representatives who are required to make such an emergency payment should notify the General Counsel (or the General Counsel’s specified designee) as soon as possible, and should explain the relevant circumstances under which the payment was made. All such emergency payments must be accurately recorded in the Company’s accounting records and reflect the amount and the purpose of the payment. Threats of economic harm to Allegro’s business can never justify an emergency payment. Any such threats should be



promptly reported to the General Counsel (or the General Counsel's specified designee).

2.3 Gifts, Hospitality, Entertainment and Sponsored Travel

2.3.1 Gifts, hospitality, entertainment and sponsored travel can present risks under the Anti-Corruption Laws, in the event they could be perceived as an attempt to influence someone's decision-making. To avoid the appearance of impropriety, any gifts, hospitality, entertainment and sponsored travel offered by Company employees or Third Party Representatives must:

- be infrequent, not lavish, and not offered in cash or cash equivalents (including gift certificates or gift cards);
- be intended to further bona fide and legitimate business goals;
- be reasonable and customary under the circumstances, given the business purpose;
- be permissible under applicable laws and regulations; and
- not be motivated by a desire to exert improper influence, or to induce or reward any particular business decision.

Extravagant lodging, meals, transportation modalities and inappropriate entertainment should always be avoided. Expenses should be paid directly to the venue, airline, hotel, recognized travel agent or other service provider wherever possible.

2.3.2 Approval Requirements for Third Party Gifts, Hospitality, and Entertainment. An Allegro employee intending to offer a gift, hospitality, entertainment or other benefit to a third party valued over US\$200 (or the equivalent in local currency) per person must obtain prior written approval from the Legal Department, and from the applicable Regional Vice President of Sales when a Sales team is involved. Third parties providing benefits on Allegro's behalf valued over US\$200 per person (or the equivalent in local currency) must obtain prior written approval by the Allegro Regional Vice President of Sales under whom they are operating and the Legal Department.

2.3.3 Gifts to Government Officials. Gifts to Government Officials should be avoided. The general presumption is that such gifts may not be accepted, and may only be permitted if they will not create the appearance of impropriety, are of nominal value and are approved in writing in advance by the Legal Department, and from the applicable Regional Vice President of Sales when a Sales team is involved. Gifts may never be cash or cash equivalents such as gift cards.

2.3.4 Third Party Travel Reimbursement. Any Allegro employee seeking to reimburse legitimate travel expenses incurred by a third party, including a Government Official, must obtain prior written approval from the Legal Department, and from the applicable



Regional Vice President of Sales when a Sales team is involved. The Legal Department will review and advise on the permissibility of such reimbursement under applicable laws and any governing policies related to the third party's company or organization. The Allegro employee responsible for covering or reimbursing travel expenses for the third party must obtain receipts for every expense and provide those receipts, along with an explanation for the expenses, to the Finance Department. The Company does not allow for the payment of per diems to a third party without written approval from the Legal Department.

2.3.5 Approval Request Form for Third Party Gifts, Hospitality, Entertainment, and Travel Reimbursement. Where required under this Policy, prior written approval for gifts, hospitality, entertainment or other benefits must be requested by completing and submitting the Approval Request Form in Appendix 2.

2.3.6 Receipt of Hospitality, Entertainment or Gifts by Allegro Employees. Allegro employees may receive a benefit in the form of hospitality, entertainment or gifts from collaborators, customers or suppliers if the benefit is consistent with the ethical standards described in Section 2.3.1 above. Allegro employees are expected to refuse or return a benefit or gift that is inconsistent with these ethical standards. If it would be inappropriate to refuse (or if it is not feasible to return) a benefit or gift, the Allegro employee should promptly inform their supervisor, who will consult with the General Counsel (or the General Counsel's specified designee) for guidance on how to proceed.

2.3.7 Documentation. Any hospitality, travel expenses, gifts and other things of value provided or reimbursed to a third party must be recorded accurately and transparently in the Company's books and records in compliance with applicable Allegro expense reimbursement procedures, with sufficient detail and documentation to identify each recipient's name and title, the name and title of each beneficiary of the payment and the purpose of the payment. Cash or cash equivalents, such as gift certificates, gift cards or vouchers, are never permitted.

2.4 Recordkeeping and Internal Financial Controls

2.4.1 Allegro's recordkeeping practices are designed to ensure that transactions are controlled, such that management objectives are met and corporate assets are properly accounted for. It is the Company's policy that each transaction and acquisition or disposition of assets by the Company (a) must have proper authorization, (b) must be timely recorded, (c) must be accurately recorded, in terms of amount, accounting period, and accounting classification, and (d) must accurately reflect the substance and purpose of the transaction in compliance with generally accepted accounting principles and established internal accounting controls and procedures. These recordkeeping requirements are not limited to transactions above a certain value.



- 2.4.2 Allegro prohibits the maintenance of undisclosed or unrecorded funds or assets for any purpose, including that which disguises or misrepresents any aspect of a transaction. No side or off-the-books accounts, transactions, or slush funds may be maintained by Allegro, Company employees, or Third Party Representatives.
- 2.4.3 No transaction shall be entered into that requires or contemplates the making of false or fictitious entries or records in whole or in part. No accounting balances shall be created or maintained that have no documentary support or that have no reasonable basis in fact.
- 2.4.4 Documentation for all transactions must correctly represent not only the financial facts of the transaction itself, but also such other information as may be necessary to give a reviewer a complete understanding of the significant aspects of the transaction. Adjustments to accounting records must follow established procedures and, once finalized, documents must not be altered.
- 2.4.5 Company employees are responsible for following applicable Company policies and procedures for carrying out and reporting business transactions (e.g., Allegro expense reimbursement procedures), including receipt of appropriate authorizations or approvals and submitting accurate records of all transactions and expense reports relating to dealings with Third Party Representatives.
- 2.4.6 Primary responsibility for the oversight of compliance with the recordkeeping requirements is that of the Finance Department.
- 2.4.7 The requirements and prohibitions in this section 2.4 apply to all Allegro operations, subsidiaries, and joint ventures that are majority owned or otherwise controlled by Allegro and affiliates worldwide, even if they are incorporated outside the United States and do not conduct any business in the United States.
- 2.4.8 The Company's Legal Department may engage auditors to conduct periodic audits specific to anti-corruption compliance, taking into account analyses of significant corruption risk and any other relevant information. Any such audits of Allegro books, records and accounts will be designed to prevent and detect violations of the FCPA, Anti-Corruption Laws and Allegro policies, practices and procedures. Reports of audit findings will be provided directly to the Legal Department in order to preserve and retain the attorney-client privilege.

2.5 Charitable, Political Donations

- 2.5.1 Allegro may make monetary or product donations for *bona fide* charitable purposes to organizations recognized as tax-exempt and eligible to receive tax-deductible charitable contributions. Any charitable donation must be approved in advance by the Human Resources Department.



- 2.5.2 Charitable donations may not be made for the purpose of improperly influencing anyone, or in exchange for any improper advantage. A charitable donation may never be made (1) at the direction or for the benefit of a Government Official; (2) to encourage anyone to purchase or recommend Allegro products or services; (3) in exchange for an agreement to use, purchase or refer Allegro products or services; (4) in lieu of a discount or price concession; or (5) as part of a contract negotiation.
- 2.5.3 Political parties and candidates are considered Government Officials for purposes of the Anti-Corruption Laws. No Company funds, facilities, or services of any kind can be offered or provided to a Government Official, including a candidate for public office, any political party, or any political initiative or campaign.

2.6 Third Party Representatives

- 2.6.1 Allegro can be held liable for the actions of Third Party Representatives acting on its behalf. As such, Allegro must take particular care to ensure that Third Party Representatives engaged by the Company do not violate the requirements of this Policy.
- 2.6.2 Third Party Representatives acting on Allegro's behalf are prohibited from directly or indirectly offering, making or receiving corrupt payments or bribes prohibited under this Policy. Third Party Representatives must not be authorized or asked to engage in or condone any conduct that Company employees are prohibited from engaging in themselves. Company employees are prohibited from providing payments or gifts to any Third Party Representative where the Company employee knows or believes that, or the circumstances indicate that there is a high likelihood that, at least a portion of the payments or gifts will be offered by the Third Party Representative to a Government Official or another individual or organization in violation of this Policy.
- 2.6.3 Before engaging a distributor that will interact with Government Officials or other entities on the Company's behalf, the Company will conduct a reasonable investigation into their background, reputation, and business capabilities. The due diligence process includes the following steps:
- **Due Diligence Questionnaire**: The Company employee interested in engaging a distributor will obtain a completed Allegro Third Party Due Diligence Questionnaire. This Questionnaire provides basic information regarding the proposed distributor, including name, location, organization and ownership, government affiliations, business conduct and compliance, and a description of any prior relationship with Allegro and the services to be performed.
 - **Due Diligence Assessment**: The Legal Department will conduct a due diligence assessment, including reviewing the completed Due Diligence Questionnaire, performing a web-based media search of the proposed distributor, and screening the distributor against the U.S. Government's Consolidated Screening List



(<https://www.export.gov/csl-search>) to identify any potential red flags. The Legal Department may require the distributor to provide additional information and documentation in the course of this due diligence review, where appropriate, including but not limited to (1) a credit report, if available; (2) bank and/or business references, preferably orally with business references from U.S. companies or companies known to have anti-corruption compliance programs; and/or (5) an in-person interview.

- **Red Flag Resolution:** An important aspect of the due diligence process is reporting and resolving “red flags.” Red flags are circumstances that may indicate corruption (see Appendix 1 for a list of red flag indicators). The presence of a red flag requires greater scrutiny and the implementation of safeguards against a violation of this Policy and the Anti-Corruption Laws. If during the due diligence process Allegro identifies any red flags, the Company will undertake additional due diligence as appropriate to resolve the red flags and any other concerns. This enhanced due diligence should be tailored to the red flags found, but may include: (1) database searches on company formation, registration, officer and directors; (2) in-person interviews; (3) a third-party due diligence report; or (4) review by outside counsel.
 - **Final Decision, Ongoing Reviews:** The Legal Department will review all due diligence information and documentation collected, and make a decision whether to approve or deny the proposed distributor. That written decision will be stored by the Legal Department with all due diligence documentation. Allegro will conduct a due diligence review of previously approved distributors at least every three years, or sooner if the situation warrants.
- 2.6.4 Allegro must enter into a written agreement with Third Party Representatives acting on Allegro’s behalf. The agreement must accurately set forth the terms of the business relationship, adequately protecting the Company and ensuring the transparency and visibility of the Company into the Third Party Representative’s activities and operation. Such terms should include, but are not limited to, anti-corruption certification language and termination, indemnification, and audit rights. Compensation provided to Third Party Representatives must be customary and reasonable in relation to services provided, and must be accurately documented in Allegro’s books and records.
- 2.6.5 All material agreements with Third Party Representatives must be reviewed and approved by the Legal Department prior to execution. Difficulties in obtaining the agreement of a Third Party Representative to include appropriate provisions in the written agreement should be considered a “red flag” and addressed as such as part of the due diligence process.
- 2.6.6 Company employees must monitor ongoing relationships with Third Party Representatives, continuing to watch for red flags that could indicate a potential violation of Anti-Corruption Laws (see Appendix 1 for examples of red flags). Any red flags, or other signs or indications that a Third Party Representative may be violating



the Anti-Corruption Laws, must be immediately reported to the Company for review and investigation (see section 4 for reporting methods). Red flags cannot be ignored – they must be addressed.

3. Training

- 3.1 Upon hiring by the Company, all Company employees will receive a copy of this Policy. Within sixty (60) days of joining Allegro, employees will receive standard ethics training, which will include training on this Policy and the Anti-Corruption Laws.
- 3.2 In addition, all Company employees whose assigned duties are likely to lead to (1) involvement in or exposure to business or contacts with prospective commercial clients, government agencies or Government Officials, (2) approving or accounting for transactions with, or hospitality or entertainment for, such parties or (3) supervising or monitoring compliance by Company employees, agents or contractors who have the types of exposure described in (1) or (2) above, must receive anti-corruption training on an annual basis.
- 3.3 The Legal Department is responsible for making training material available to Company employees, and the Human Resources Department is responsible for ensuring that all required training is completed. Training may be provided through online training modules, or may be provided by the Legal Department, outside experts or other appropriate methods. Training may be conducted in-person or online (e.g., by webinar or other online platform), provided it is possible to track participation in any online training electronically.
- 3.4 The Human Resources Department will maintain records of all anti-corruption training provided for a minimum of 5 years from the date the relevant training was conducted.

4. Reporting Violations

- 4.1 Any violation or suspected violation of this Policy or the Anti-Corruption Laws must be reported immediately to the individual's immediate supervisor, or to the Company's General Counsel (or the General Counsel's specified designee). Reports also may be made (anonymously or otherwise) through the Company's ethics hotline, which is available 24 hours a day, 7 days a week, (1) through the following EthicsPoint link: <https://secure.ethicspoint.com/domain/media/en/gui/77629/index.html>; or (2) by telephone at 877- 821-7508 for calls within the United States. For calls outside the United States, you can find the access code for your particular country at <http://www.business.att.com/bt/access.jsp>, and then you enter the AT&T Direct Code +877-821- 7508 (note that this is a 2-step process for calls outside the US).
- 4.2 Third parties should report violations or suspected violations to the third party's primary contact at Allegro.



- 4.3 Allegro strongly encourages reporting of conduct that may violate the Anti-Corruption Laws. In accordance with Allegro's Whistleblower Policy, retaliation against anyone who reports a potential violation of this Policy in good faith will be cause for discipline, up to, and including, termination. Further, attempting to prevent anyone from raising a concern, reporting misconduct or participating in an investigation in connection with this Policy will also constitute cause for discipline.

5. Policy Compliance

- 5.1 Compliance with this Policy is mandatory. Non-compliance with Anti-Corruption Laws can lead to significant civil and criminal penalties, including fines and penalties for Allegro and Company employees, and imprisonment for individuals involved. Given the severity of these penalties, violations of this Policy will be taken very seriously.
- 5.2 Any Company employee who violates this Policy or Anti-Corruption Laws, or who fails to make or falsifies any certification required under this Policy or the Allegro Code of Business Conduct and Ethics, is subject to disciplinary action pursuant to Allegro human resources policies and procedures governing employee discipline, up to and including termination. The failure to report circumstances that may indicate a violation or the unreasonable failure to detect a violation of this Policy may constitute cause for discipline.
- 5.3 Third Party Representatives who are found to be in violation of this Policy will be subject to termination of the business relationship, as well as any other legal and remedial actions available to Allegro under applicable law.



Appendix 1

Red Flags – Examples

The following is a non-exhaustive list of illustrative red flags that may arise during the course of any employee or representative working for, on behalf of or in association with Allegro, and which may raise concerns under various Anti-Corruption Laws.

1. Learning that a Third Party Representative has a poor reputation and/or engages in, or has been accused of engaging in, improper business practices
2. Learning that a Third Party Representative has a reputation for paying or receiving bribes
3. Learning that a colleague or Third Party Representative has been taking out a particular Government Official for very expensive and frequent meals
4. Receiving an invoice from a third party that appears to be non-standard or unusual
5. Noticing the establishment of unusual or unexplained bank accounts or funds
6. Noticing the misstatement of transactions, e.g., recording a payment to the wrong payee
7. A request to retain assets, such as an “under the table” payment to a tax official to settle a tax claim
8. A Third Party:
 - insists on receiving a commission or fee payment before committing to sign a contract with the Company, or carrying out a government function or process for the Company;
 - refuses to complete a questionnaire regarding relationships with or interests involving foreign government officials;
 - has an apparent lack of qualifications or resources to perform the intended services
 - requests payment in cash and/or refuses to sign a formal commission or fee agreement, or to provide an invoice or receipt for a payment made;
 - requests that a payment be made to a country or geographic location different from where the Third Party resides or conducts business, or in currencies other than local currency, or in cash or untraceable funds;
 - requests or invoices commissions or payments that are not commensurate with the services to be provided;
 - requests an unexpected additional fee or commission to “facilitate” a service;
 - demands lavish entertainment or gifts before commencing or continuing negotiations or discussions on a matter;
 - requests that a payment is made to “overlook” potential legal or regulatory violations;
 - requests that employment or some other advantage be provided to a friend or relative;
 - has unexplained preferences for certain sub-contractors;
 - desires to keep third party representation secret; or
 - refuses to certify compliance with anti-corruption requirements.



Appendix 2

APPROVAL REQUEST FORM

Gifts/Benefits for Third Parties Valued Over US\$200 (or equivalent) per person

Requestor Name:	Date:
Gift/Benefit Recipient Name:	
Gift/Benefit Recipient Company/Institution:	
Gift/Benefit Recipient Address:	
Type of Benefit:	<input type="checkbox"/> Gift <input type="checkbox"/> Meal/Hospitality <input type="checkbox"/> Entertainment <input type="checkbox"/> Travel/lodging <input type="checkbox"/> Other
For Other , please describe:	
Describe gift/benefit to be provided to recipient: (description of gift/hospitality/entertainment, name/location of hospitality, travel/entertainment)	
Estimated value per person:	
Reason for providing gift/benefit:	

Email completed form to: legal@allegromicro.com. Receipts for approved gifts/benefits must be forwarded with a copy of this signed request form for reimbursement.

Date Reviewed:	
Regional Vice President Approval Signature (Sales):	
Legal Department Approval Signature:	