

Code of Conduct

Building Trust Together



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Foreword by our President and CEO

I am pleased to introduce our refreshed Code of Conduct and do encourage you to consult and use it regularly. It sets clear expectations and provides useful guidelines on the way we conduct business and make our decisions, fostering a culture of integrity. It also serves as guiding principles for everyone and each of us at ST, in line with our value proposition to all stakeholders, and reflects our values:



Integrity: we conduct our business with the highest ethical standards, honor our commitments, deliver on our promises, are loyal and fair and stand up for what is right.

People: we behave with openness, trust and simplicity; we are ready to share our knowledge, encourage everyone's contribution, develop our people through empowerment, teamwork and training; each one of us is committed and personally involved in the continuous improvement process.

Excellence: we strive for quality and customer satisfaction and create value for all our partners; we are flexible, encourage innovation, develop our competences, seek responsibility and are accountable for our actions; we act with discipline, base our decisions on facts and focus on the priorities.

Trust and reputation are some of our most valuable assets and an integral part of our long-term strategy. That is why the way we do business is as important as the technologies and products we develop to drive ST's success. Hence, we respect and follow both the spirit and the letter of our Code of Conduct and the law, everywhere we operate.

Ethics and compliance is a matter of personal integrity. Everyone and each of us are responsible for doing the right thing. I encourage you to feel comfortable speaking up, asking questions and seeking guidance whenever needed, without fear of retaliation. We do not tolerate any form of retaliation and your report will help us to check and address the issue.

Putting integrity, respect and accountability at the core of our decision making process is vital to support our ambition, earn the trust of and create value for all our stakeholders.

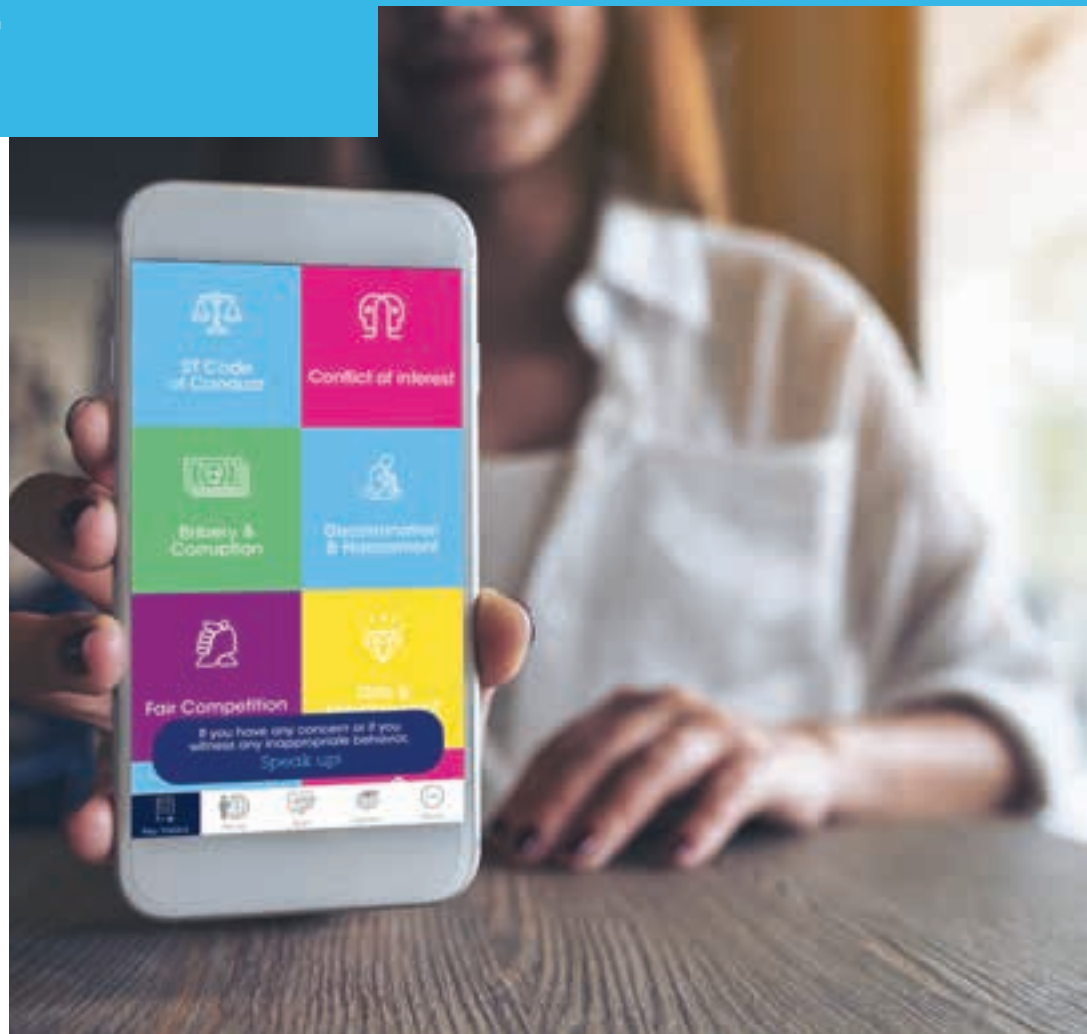
I count on the support of each and every one of you to promote and uphold the principles described in our Code of Conduct. Together, we will make ST stronger for the years to come.

Jean-Marc Chéry
President and CEO

Digital platform

Discover our app ST Integrity

AVAILABLE ON



In addition to our Compliance & Ethics' intranet [beST@compliance](#), useful information and resources, including short videos (available in multiple languages), quizzes and the latest news and developments about Compliance & Ethics' principles and initiatives are easily accessible for all employees via our [ST Integrity App](#) available on the main stores.

- Find useful information and resources on [Compliance & Ethics](#)
- Topics Play and test your skills with our dedicated [quizzes](#)
- Stay up-to-date with the latest [news and developments](#) on Compliance & Ethics

CORPORATE **COMPLIANCE**
ETHICS & **PRIVACY**

We conduct our business with the highest ethical standards, honor our commitments, deliver on our promises, are loyal and fair and stand up for what is right.

CONFLICTS OF INTEREST

A conflict of interest exists when an employee's private interests may possibly influence his or her judgment or action when doing work for our company. We should show loyalty to the interests of ST and avoid even the appearance of a conflict of interest.

A conflict of interest can create a situation where an employee acts in his/her own interests instead of the best interests of ST. Many situations may appear to be a conflict of interest; here are a few examples:

- Hiring a family member or a friend without disclosing the relationship to the company
- Giving or accepting a gift from a customer or vendor which is greater than a nominal value
- Having an investment in or a second job with an ST competitor or supplier.

There are many other situations that could create a conflict but these are some of the more common ones we could face. Be careful to avoid even the appearance of a conflict of interest because outsiders could view your actions without knowing your intent and your integrity may then be questioned. We expect you to promptly report any situation that could create a conflict of interest situation and urge you to seek guidance from the Human Resources department or the Compliance & Ethics department whenever faced with a (potential) conflict of interest.



INTEGRITY IN ACTION

Question: You are working to find a new supplier of office supplies for ST. You realize that your sister-in-law just started her own company selling these office supplies. You know that you can get a good price from her and have heard that her business is struggling. It seems like a win-win situation where ST will get good products at a fair price and you can help your sister-in-law at the same time. Is it okay for you to hire your sister-in-law's company without looking at other companies?

Answer: No, it would not be okay. While your intentions might be well placed, it would not be appropriate for you to hire your sister-in-law without going through the standard procurement process, disclosing your family relationship to your Manager and local HR and even removing yourself from the decision making process. The situation of hiring your family member would otherwise create a conflict of interest.

When potential conflicts of interest may arise, the situation must be reported without delay to the appropriate management level, which will ensure that all decisions potentially affected by a conflict are made in the best interests of the company. You can also refer to our [Conflicts of Interest policy](#) for more information on this topic, consult our [ST Integrity App](#) or our [beST@compliance intranet](mailto:beST@compliance.intranet), or contact the Human Resources and/or Compliance & Ethics departments.

ANTI-BRIBERY AND CORRUPTION

Our commitment to Integrity means that we avoid all acts of bribery and corruption.

We do not receive, offer, accept or give money, services, favors or gifts to gain an improper business advantage to or from anyone in the government or another company. A government official can be difficult to define but includes: government officers or employees of a government-owned company (including universities and hospitals), a government department, members of an international organization, members of a political party or political candidates and members of a royal family, among others. We comply with all applicable laws related to bribery and corruption, including the U.S. Foreign Corrupt Practices Act (FCPA), the U.K. Bribery Act, the French Anti-Corruption “Sapin II” law and other similar laws for the countries that we operate in.

These laws and our policies may allow for gifts of nominal value, entertainment or social invitations (depending on local customs) when in keeping with good business ethics and appropriate disclosure and/or approval are given, as applicable. No cash or cash equivalents (such as, for example, vouchers) must ever be accepted or offered. We should communicate our policy against corruption and bribery to our business partners.



INTEGRITY IN ACTION

Question: While working in China, you are trying to secure a new facility for ST’s semiconductor fabrication plant. There are many forms and regulations to comply with to gain the appropriate licenses and permits. You are dealing with one clerk at a government-owned electricity company that says “You know... my brother could really use a job at this new plant. If you can help him out with a job interview, I can make sure you get everything you need very quickly. Deal?” What should you do?

Answer: You should make it clear that you do not agree, explain that all hiring should go through the normal channels and report the incident. The clerk is asking for a bribe and we never give or accept bribes. Even though the clerk is not asking for money, a job at a new plant is something of value in exchange for a business advantage (securing permits and services). We will find a way to get what the company needs while acting ethically.

We should be careful when making personal political donations or charitable contributions as often times these can be a way to give a bribe through concealing its true purpose. Bribes aren’t always cash in envelopes; they can also be gifts, entertainment, favors, jobs or anything else of value for the person receiving it. We must not pay bribes because they harm the communities we operate in by contributing to corrupt government practices.

If you suspect or become aware of any acts of bribery or corruption, please immediately report it to your Manager, the Human Resources, Legal counsel and/or the Compliance & Ethics department. More information about bribery and corruption can be found in our [Anti-Bribery and Corruption policy](#), our [beST@compliance intranet](#) or our [ST Integrity App](#).

PROTECTION OF ASSETS AND INFORMATION

We must use ST assets and funds to serve the company's best interests. The confidential information that is created by our highly talented and experienced employees is some of our most valuable assets. Working to protect this important information (and the computers which store and process it) is critical and something we can all help with by securing documents, maintaining confidentiality, using computers in acceptable manners and only sharing information when appropriate.

We keep our information secure by following our [ST Security Policy](#).

We are committed to protecting information entrusted to us by our customers and partners, and our own proprietary information. Proprietary information such as products designs, manufacturing techniques, strategies, marketing plans and technical know-how, is what makes ST successful. When this information is kept confidential, we can achieve our full potential and create new, exciting products that improve people's lives. All our information and records must be accurate, secure and managed systematically to protect the interests of ST and the rights of the individuals. If we learn about improper use of our confidential or proprietary information or ST's computers, we need to speak up so we can fix it.



INTEGRITY IN ACTION

Question: You belong to one of ST employees' chat groups on a popular social media platform. You noticed that sometimes people discuss ST confidential information in the group. You felt uneasy in the beginning, but it seems everybody is okay with it. So, you are tempted to do the same. Would that be correct?

Answer: No, you should never disclose or share any confidential information on social media platforms. When noticing such ST confidential information is being disclosed, you should promptly report the incident to our Central InfoSec organization.

We respect the intellectual property of our business partners and competitors just as we expect our own intellectual property to be respected. We should always be forthcoming and honest when trying to obtain competitive information and only use legal and ethical ways to examine the marketplace and our competition.

Company's assets, such as equipment, tools and computers should only be used for our jobs at ST. While some limited personal use of ST's assets may be authorized when appropriate, it should be done in a way that won't interfere with our jobs or harm Company's assets. If you are ever unsure about whether something is appropriate, please ask your manager before acting or seek guidance from our IT and Information Security department, Human Resources and/or Compliance & Ethics department.

ACCOUNTING PRACTICES

Our accounts and financial reporting must provide a complete, accurate and representative portrayal of our financial position. They must comply with all applicable accounting rules and meet our high standards for quality, completeness, and transparency.

We have effective disclosure controls and procedures, and we promptly communicate all financial transactions so that they can be properly recorded and reported. As a public company, we have a duty to our shareholders, stakeholders, and each other to provide accurate and timely records of our financial standing. Unrecorded funds, assets or liabilities will not be established for any purpose. Payments on behalf of ST will only be made with approved business transactions.



INTEGRITY IN ACTION

Question: You work in sales and had a great month, far exceeding your quota for sales. Another big contract just got signed and you were thinking that it would be a good idea not to process it until next week so it would count towards next month's sales quota. You think this is okay because the company is still getting the business and you shouldn't be penalized for getting new business early. Is this okay?

Answer: No. All of our transactions need to be properly recorded in a timely fashion. You should process the contract in the normal way and not delay it until next week. We succeed based on the accuracy and timeliness of information and we all need to contribute to proper accounting practices.

Financial reporting and accounting practices are important areas to all of us and we must be diligent in keeping our records organized. Some financial records need to be kept for months or even years after they are created. Please check with your manager or consult our [Corporate Accounting Manual](#) for information on what to keep and for how long.

COMPETITIVE BEHAVIOR

We compete fairly, honestly and vigorously to protect customers, consumers, shareholders and each other. We should always work within the law and our policies to retain and gain the trust of new and existing customers. Some ways for companies to engage in antitrust or anticompetitive behaviors are price fixing, market sharing or bid rigging. We do not engage in these actions to win or retain business.

Anti-competitive agreements damage our long-term success and the markets that we operate in. No short-term gain will ever be worth damaging our reputation or the trust our customers place with us. We respect the marketplace by not colluding with competitors to set prices, allocating markets or agreeing to overcharge customers for products or services. Similarly, when working with our customers, vendors and distributors, we fairly set prices and support all of our partners in doing business and competing the right way.

If we are working or communicating with competitors, we need to avoid even the appearance of engaging in anti-competitive behaviors. If a conversation turns to a topic that you are not comfortable with, stop the discussion, make it clear that we only engage in legal and ethical business practices and then immediately report it to the Legal department and/or the Compliance & Ethics department. We are always free to walk away from discussions that could lead to anti-competitive actions.

Acting in accordance with anti-competition laws can be confusing at times, so please refer to our [ST Integrity App](#), [beST@compliance intranet](#) or [Antitrust and Fair Competition policy](#) for more detailed information on this subject, or consult with the Legal department or the Compliance & Ethics department.

INSIDER TRADING

While doing work for ST, we can sometimes learn about information that could have an impact on the price of ST's stock or the stock of another company. We should keep this information confidential and not buy or sell shares of stock (or tip anyone who might do so) based on this information to make money or avoid losses. Doing this is called "insider trading" and it is illegal, unethical and not in line with our values. Equally, information should not be shared with others as this would be a violation of trust with our confidential information in addition to insider trading. The penalties for engaging in insider trading can be severe including fines and even jail time. If you suspect others might be trading stock based on inside information, inform the Chief Compliance Officer or feel free to use our Hotline. More information about insider trading can be found in our [Insider Trading policy](#), our [ST Integrity App](#) or [beST@compliance](#). In case of doubt, feel free to seek guidance from the Compliance & Ethics department.



INTEGRITY IN ACTION

Question: A big order just came in for voltage regulators and you, in production, ask about the company that placed the order. Your manager tells you, “it turns out that Company X is about to launch a new electrical system in their cars that is going to be a big game changer. I bet they are going to make a ton of money when these hit the market next quarter.” you watch the stock market and were thinking about buying some stock in Company X anyhow. Since you won’t be trading in ST’s stock, is it acceptable for you to buy some Company X stock?

Answer: No, as this would be considered insider trading. As a part of our jobs at ST, we can come into contact with inside information of other companies. Although you wouldn’t be trading in ST’s stock you would still be in violation of the insider trading laws and our Code of Conduct.

POLITICAL AND CHARITABLE CONTRIBUTIONS

ST remains neutral in the political process by not contributing company funds, resources or time for political purposes. While employees are free to express their own political views, we should remember that the views we express should be our own and not those of ST or its management. The company should remain separate when employees engage in political activities. These activities can include sending emails, letters or contributing time, money or resources to political causes and candidates.

Laws limit the interactions that corporations can have with any political process. When ST makes contributions to a charitable organization, proper approval should be obtained. We support legitimate charities, humanitarian efforts and philanthropic donations as it supports local communities. However, we must be careful when making charitable contributions in the Company’s name as sometimes what we think is a legitimate charity can actually be related to political causes or used as a conduit for bribery.

Further information and guidance on this topic can be found in our [Anti-Bribery and Corruption policy](#).

We behave with openness, trust and simplicity; we share our knowledge, encourage everyone's contribution, develop our people through empowerment, teamwork and training; each one of us will be committed and personally involved in the continuous improvement process.

RESPECT FOR THE INDIVIDUAL

We maintain a culture free of discrimination and harassment, where individuals are treated with respect and dignity, independent of religion, race, gender, nationality, political opinion, sexual orientation, physical challenges or other characteristics.

Our diversity is one of our biggest strengths and something we benefit from every day. We show appropriate consideration and respect for each other, and enforce a zero-tolerance approach to incidents of discrimination or harassment of any kind.

We value and encourage teamwork and empower each other to contribute to ST's overall performance. The freedom of decision-making that empowerment brings must be accompanied by adequate levels of accountability for behavior and action. Recruitment, remuneration, opportunities for development and promotion are based on a fair assessment of ability and performance at every level.



INTEGRITY IN ACTION

Question: You have been working in a research and development team at ST for a few months. A new employee just joined the team and has been working on some projects. The new employee has been doing good work but makes a habit of telling "jokes" that you find offensive regarding race, politics and religion. You have asked the new employee to stop but he hasn't. He has even started sending emails to the group that are also offensive. What should you do?

Answer: You should speak up and talk to your Manager, the Human Resources or the Compliance & Ethics department. The new employee is creating a work environment where other employees are being made uncomfortable and it needs to stop. While the new employee considers these "jokes" to be just harmless fun, he is not being respectful of his co-workers and not acting in line with our Code of Conduct. When you speak up, you are protected against any acts of retaliation.

Harassment can take many forms, such as sexual harassment, bullying, "jokes" or intimidation. Sexual harassment can consist of unwelcome sexual advances, requests for sexual favors as a condition of an individual's employment or the basis for employment decisions. Sexual harassment can occur through not only physical interaction, but also words and gestures. All types of harassment are against our values, our policies and our Code of Conduct.

If you see or are a victim of harassment, speak up so that we can do something about it. Harassment has no place at our company. If you speak up, you will be protected against acts of retaliation such as intimidation or further harassment. Speaking up against harassment is the right thing to do and helps to create a work environment where we can all reach our full potential. More information about harassment and discrimination can

be found in our [beST@compliance intranet](#), our [ST Integrity App](#) or our [Corporate Social Responsibility policy](#). Please seek further guidance or support from the Human Resources department or the Compliance & Ethics department.

HEALTH, SAFETY AND SECURITY

We recognize the duty to provide safety, security and overall physical and psychological well-being to everyone who works for ST. We must ensure that all reasonable steps are taken to maintain security of employees and eliminate potential causes of all workplace accidents or injuries.

No pressure to “just get the job done” is worth sacrificing the health and safety of each other. If something seems wrong, everyone has the authority to stop work and fix it.

The Occupational Health & Safety management system is based on the OHSAS 18001 standard. Please refer to our [Health and Safety policy](#) for information on workplace safety and health.



INTEGRITY IN ACTION

Question: Our team is pushing hard to meet a deadline for a client’s order. While everyone is working hard, you, a production manager, notice that a piece of safety equipment has been disabled. Stopping to fix the issue would mean temporarily halting production and possibly missing the client’s deadline. You decide to stop the production to fix the issue. Did you do the right thing?

Answer: Yes, you absolutely did the right thing. We need to make safety a top priority. Meeting an order or deadline is never worth sacrificing our health or risking an accident. Also, as a manager, you have a special responsibility to ensure a safe work environment.

HUMAN RIGHTS

Human rights reflect the inherent dignity of every human being and the standard of treatment to which each of us is entitled. We must all respect and promote human rights. Our beliefs on human rights are based on accepted international laws and practices, such as the United Nations Declaration of Human Rights, the conventions of the International Labor Organization and the United Nations’ Global Compact. These principles promote fair wages and working conditions, reasonable working hours, freedom of association, minimum age requirements and prohibition on forced labor. We also expect from our business partners, suppliers and distributors that their business practices and individual behavior are in alignment with these principles. We only partner and work with organizations that share our beliefs on promoting human rights. More information about human rights and freedom of association can be found in our [Corporate Social Responsibility policy](#).

DATA PRIVACY

As part of our commitment to people we must take care of personal data of each other, our business partners, customers and those that we work with. Personal data can include such items as contact information, health and medical information, birthdates, and other similar information. We protect this information by only sharing it with others who are authorized and have a legitimate business need to know it. We also seek consent when applicable and protect this information by having security safeguards in place to prevent others from illegally accessing it. Individuals are provided with reasonable access to their personal files and, when applicable, have the opportunity to review and correct them.

ST respects your privacy but we must all remember that most of our activity while on the job is not private in nature. If necessary and within the limits of the law, including the European General Data Protection Regulation (GDPR), the Company can access records on its systems and networks through searches or continuous monitoring.



The conditions under which these searches and monitoring can be conducted are described in our [Management and Reporting of Internal Investigations policy](#). You can find more information about data privacy in our [beST@compliance intranet](#), our [ST Integrity App](#) or the [ST Privacy policy](#).

RESPONSIBLE SOCIAL MEDIA USE

Social media such as Twitter, Facebook, LinkedIn, WeChat and other sites are a big part of how we communicate today. These powerful tools are a great way to interact with others but we must use them responsibly. Remember that anything you post online can create a permanent record. When something is posted, it can be very difficult if not impossible to remove. The standards we have set about confidential information apply to communications on social media as well. Be sure never to post company's confidential or proprietary information on message boards or on social media sites. Be respectful of those that you communicate with and never express yourself on behalf of ST without prior authorization.

Use of social media raises complex issues and for that reason, we have drafted a policy on how to use it responsibly. Please check out our [Social Media policy](#) for more details.



INTEGRITY IN ACTION

Question: You, a member of the ST sales team, are looking at an investment message board after work and you notice there is a large discussion about ST's products. In the discussion, there is some misinformation about the capabilities of our products and even some criticism of people that you work with. Can you, as an ST employee, correct the misinformation about our products and tell some stories about the great work that ST's people are doing?

Answer: You should not make statements on behalf of ST unless you have prior authorization to do so. While on social media, we need to make sure that we use it appropriately. Please refer to our policy on social media for more information and help.

Excellence

We strive for quality and customer satisfaction and create value for all our stakeholders including employees, customers and communities; we are flexible, encourage innovation, develop our competences, seek responsibility and are accountable for our actions; we are honest and transparent in our communication with stakeholders and engage them in creating business value; we act with discipline, base our decisions on facts and focus on the priorities.

CUSTOMERS

Product quality and customer satisfaction are cornerstones of ST's values and business strategies. We are committed to sustaining a high level of product innovation. We will listen to our customers and strive to anticipate and fulfill their needs and expectations. When making decisions related to product quality, our first consideration will be the protection of our customers and the safety of consumers through open, timely and factual disclosure to appropriate parties.

BUSINESS PARTNERS

In all our commercial relationships with customers, suppliers and other business partners, we develop mutually beneficial cooperations in a way that supports our obligations to shareholders while allowing us to fulfill the long-term expectations of our other stakeholders. When entering into business relationships we must work to ensure that all our partners respect and support our values and have adopted similar standards of business conduct.



INTEGRITY IN ACTION

Question: As one of ST's procurement managers, you just received a proposal from a new supplier for wiring and transistors. You are surprised to see that the proposed price is far below what ST is paying now. You follow up with the supplier to learn more about their operations. When asking them about their working conditions and ethical standards, the supplier replies, "We offer the best prices and to do that we have to find ways to save money on labor costs. Beyond that, ST probably doesn't want to know much else". What should you do?

Answer: This answer should raise some red flags about the supplier. You should ask more questions to determine if this is a business partner that we should be working with. Our business partners need to share our same commitment to doing business the right way. The answer provided by the supplier is suspicious and you should find out more about their operations before entering into a business relationship.

SHAREHOLDERS

As a corporation, our primary obligation is to create sustainable economic value for our stakeholders, including shareholders. Profit is necessary to provide security and future opportunities for each of us.

We will achieve this through sound growth of our profitable business, careful management of our resources, tight control of our expenses and excellence in the execution of our projects.

ENVIRONMENT

Environment is an area of importance to us and our stakeholders and ST aims to work actively towards minimizing its environmental footprint. We ensure that the appropriate culture, management processes, resources and employee engagement are in place to continuously improve our environmental performance.

The company's main environmental goal is to reduce the energy consumption of its products, reduce our consumption of natural resources, to limit our waste and our emissions in order to reduce our environmental footprint and to offer our customers the most environmental friendly products on the market.

It is the responsibility of everyone to treat environmental issues in a professional way and also to help ST to develop and implement the inherent business opportunities that our energy-lean industry sector can offer to help create a more sustainable society.

The environmental management system is based on the ISO 14001 standard.

More information about environmental compliance can be found in our [Corporate Environmental policy](#).



INTEGRITY IN ACTION

Question: You have been working on packaging and shipping ST's microcontrollers. After several months of examining the products and the packaging process you believe you have a new and better way to reduce the amount of packaging materials that go into each shipment. You believe your new method will be more environmentally friendly and save the company money on material costs. What should you do?

Answer: You should let your manager know about this new idea. You have a unique set of skills and experiences that allow you to recognize how our packaging can be improved. We can all contribute to reducing waste, increasing efficiency and optimal utilization of resources.

GOVERNMENTS AND COMMUNITIES

In order to establish trust as well as to protect our reputation and support balanced decision-making, we develop healthy relationships with local governments and communities; our company has an important role in promoting responsible business practices based on integrity, trust and openness. We respect local cultures and customs and, whenever practicable, we will facilitate their integration into our businesses. Part of upholding our values in our communities means that we source our materials responsibly and only work with other partners that also promote these values. By acting in accordance with those principles we are supporting human rights, our values and the communities we operate in.

When doing work with the government, be aware that special rules can apply. Some of the actions we would normally take with other companies aren't allowed when dealing with the government as a customer. We must strictly comply with specifications in contracts and be transparent with our actions.

If there are questions about what is appropriate when dealing with the government it will always be wise to discuss with your Manager, the Legal department and/or the Compliance & Ethics department before acting.

Speak up

HOW TO REPORT POSSIBLE CONCERNS

ST's Management strives for the cultivation of a "speak up" culture among employees, allowing everyone to express, in good faith, any concern they might have that Company executives, managers or employees might not be adhering to the Company's high standards of business ethics expressed in this Code of Conduct and in our policies.

ST employees must share their concerns with someone who can address them properly. In most cases, the employee's manager is the best person to address such a concern. Alternatively, employees can also address their concerns (depending on their nature) to their local Human Resources Manager, Site Manager or the Compliance & Ethics department.

ST officers and managers shall maintain a working atmosphere within their team in which all team members feel comfortable speaking up, asking questions and expressing their concerns freely. All concerns raised in good faith by employees to their supervisor shall be taken seriously. Proper and timely feedback shall be given to the employee who expressed such concerns.

The company acknowledges that, in some specific situations, employees may feel uncomfortable sharing their concerns with their supervisor or with local management. For these cases, the company set up a **Misconduct Reporting Hotline**, allowing any ST employee or Interested Third Party, to raise a concern directly at Corporate level.

The Hotline can be reached online or by phone. The contact details of the Hotline are posted on our **beST intranet** portal, local intranets, **ST Integrity App** and on **www.st.com**.

ST will apply the highest standard of confidentiality in the handling of all reports received (either through local management or through the Hotline) and ensure that no employee who reports a concern in good faith shall suffer retaliation in the form of harassment, adverse employment or career consequences.

Corporate Human Resources is responsible for ensuring no retaliation will take place. Any employee who believes he/she is being retaliated against should inform the Human Resources department, the Compliance & Ethics department and/or any of the following ST officers: **Chief Compliance Officer** or **Chief Audit & Risk Executive**.

Compliance & Ethics is everyone's job and responsibility!



If you have any concern or if you witness any inappropriate behavior, please **speak up!**

MISCONDUCT REPORTING HOTLINE

Either by phone or online:

<https://www.speakupfeedback.eu/web/stmicroelectronics/>

Please visit:

<https://stmicroelectronics.sharepoint.com/sites/Compliance>

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Order code: BR2112STCODE

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Addendum to ST Code of Conduct Building Trust Together



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Introduction



ST has a zero-tolerance approach towards any form of bribery and corruption!

We are committed to operating in an ethical manner and in compliance with applicable laws and regulations. In line with our culture of integrity, it is our policy to prohibit the direct or indirect giving or receiving of improper payments or other benefits for purposes of obtaining or maintaining any benefits with or from any third party.

The purpose of this Addendum is to provide supplementary guidance and practical information next to the Code of Conduct, in order to further help prevent and detect risks of corruption or influence peddling. It also includes specific recommendations to be followed in various business situations that employees may encounter.

All ST employees worldwide must understand and comply with our Code of Conduct and this Addendum. In case of doubts or questions, please contact the Compliance, Ethics & Privacy team (compliance@st.com) for help. You can also find useful information on our dedicated intranet pages (<https://stmicroelectronics.sharepoint.com/sites/Compliance>) or our mobile app ST Integrity.

Bribery & corruption

Bribery and corruption are widespread and a serious problem in many parts of the world. Many countries have enacted laws and regulations to prohibit paying bribes – not only to public officials but also to any private persons. As ST employees, we must not only follow the spirits of the laws but also do more in our daily business activities to protect ST’s reputation and our culture of integrity.

A. WHAT IS BRIBERY AND CORRUPTION?

A bribe is defined as the solicitation or acceptance (i.e., bribe-taking) or the offering or promising (i.e., bribe-giving) of an undue reward (which could take the form of a gift, invitation, payment, benefit, or any other thing of value for the receiver), with the intention to influence the decision of a person in a particular position (public or private).

Corruption may be *active* or *passive*, but in both cases, it is illegal and a criminal offence:

- **Active corruption** is the action of offering, promising, or paying a bribe to someone.
- **Passive corruption** is the action of soliciting, agreeing to receive or accepting a bribe from someone.

Corruption and bribery (“corruption”) take many forms; here are only some of the most common types of corruption you may encounter in the field:



Bribes

Bribes may take the form of money, gifts, favors or anything else offered to influence the judgment or conduct (through action or inaction) of a person. By example, offering a job to the son of a decision maker to influence favorably his or her decision is a bribe.

Bribes are against the law and are always prohibited.



Kickbacks

A kickback is a form of “commission” paid to a corrupt individual in exchange for his or her influence in the decision-making process (typically, to secure a business or to by-pass the normal bidding process). By example, the price of a good or a service may be artificially increased to include a back payment to the corrupt person.



Influence peddling

Influence peddling means using someone’s influence in the government or connections with any persons in a position of authority (for example, the mayor of a city or a member of the government) to obtain favors or preferential treatment for oneself or someone else. This is usually done in return for a personal advantage or gain for the intermediary.

Influence peddling is always prohibited.



Facilitation payment

Facilitation payments are small amounts of money paid directly to someone to secure or expedite (i.e., to facilitate) the performance of routine work, administrative tasks or other necessary actions. Common examples are facilitation payments demanded at border crossings, where officials will hold up a company’s shipment from entering a market until they receive payment.

ST prohibits any forms of facilitation payment in any country we operate, even if local laws might in certain circumstances tolerate such payments.



Conflicts of interest

Conflicts of interest are often at the root of corruption schemes. A situation of (potential) conflict of interest arises when an employee’s private interests (e.g., family, friendships, financial, or social) may influence his or her judgment, decision and/or action in the workplace.

When a conflict of interest may arise (regardless of whether it is actual or potential), it must be promptly reported to the Company (e.g., through your local human resources department), who will assess the situation with your manager and, as applicable, take necessary measures to ensure that all decisions potentially affected by the situation at stake are made transparently and in the best interest of the Company.

B. AREAS OF INCREASED RISKS/VIGILANCE

Although corruption can affect all countries, sectors and professions, some people and activities are more exposed to the risk and therefore require increased vigilance.



Dealing with Public officials

We must be particularly careful when dealing with public officials or government officials, as they are subject to specific rules and restrictions.

The definition of “public officials” or “government officials” can be broad; it refers to anyone who is:

- an officer or employee of a government or a governmental agency;
- an officer or employee of international organization (such as the World Bank or the United Nations);
- a person (other than officer or employee) acting on behalf of or for any governmental agency or public international organization;
- an officer or employee of a state-owned company;
- a member or employee of a political party, or a candidate for a public office;
- a member of the royal or ruling family of a country.

As far as bribery and corruption are concerned, ST does not distinguish between public officials (or government officials) and private persons: any forms of bribery or corruption is always prohibited, regardless of the status of the recipient(s)!

DO'S



- Make sure to identify and recognize public officials.
- Be aware rules are stricter when dealing with public officials.
- Seek prior guidance from the Compliance, Ethics & Privacy office if you are not sure whether or not you are dealing with a public official.

DON'TS



- Do not give any gifts or provide any invitation to public officials without first seeking permission from the office of the Chief Compliance & Ethics Officer.



Political Contribution

A political contribution means any payments, subscriptions, loans, advance or deposit of money, donations, or any other things of value, made for the purpose of supporting a political organization or candidate and/or influencing an election for a state, regional and/or local office.

Any political contributions for whatever purpose are strictly prohibited at all times.



Donation and sponsorship

A donation is a contribution in money or in kind made to a third party, for which there may be no immediate tangible benefits or commercial return (i.e., no consideration) received by ST.

A sponsorship is a contribution in money or in kind made to a third party, usually in support of an artistic, social, sports or cultural activity in return for visibility of ST's brand or image.

Donation and sponsorship activities should always aim to support the reputation of ST as a good corporate citizen, make our employees and stakeholders proud of ST, for example by participating in national good causes, humanitarian causes, or other social or cultural initiatives.

Donation or sponsorship projects must be carefully selected in line with the Company's Code of Conduct and values, and they must be duly approved and reported, in line with the Company's guidelines, including the evaluation of any actual or perceived conflicts of interests or inappropriate influence.

C. PRACTICAL GUIDANCE AGAINST BRIBERY AND CORRUPTION

As explained above, bribery and corruption can take many shapes or forms, and some areas are bearing more risks than others. As ST employees, we must recognize and avoid all situations that could be viewed as offering, promising, giving, or receiving anything of value in exchange for an undue advantage.

EXAMPLES

Example 1:

An employee has suggested to the purchasing manager of a customer that if she would place a large order (beyond the actual needs of the customer) before the end of the quarter, so as to help this employee to meet his quarter quota, he will in return offer to this purchasing manager a personal "reward".

The employee's proposal is illegal and in violation of ST's Code of Conduct and policies.

Example 2:

A reseller has promised kickbacks to a sales employee if the sales employee helps the reseller to secure the requested quantity of ST products despite current allocation. The sales employee is considering inflating some sales data to help the reseller and secure the kickbacks.

The employee and reseller's action are in violation of ST's Code of Conduct and Anti-bribery policy. The sales employee should reject the offer and immediately report the incident to the Ethics hotline or the Compliance, Ethics and Privacy department.

Example 3:

An employee in charge of procurement has placed an excessive amount of orders from a supplier with no obvious business needs and, in recognition of her "support" to that supplier, the supplier has paid for the university tuition fees of the employee's son.

This employee is using her position for personal gain, which is a clear violation of ST's Code of Conduct and policies, as well as the law.

Example 4:

An internal user establishes a tailor-made specification to ensure the selection of a provider in exchange for a kickback.

This behavior is unacceptable and a violation of ST's Code of Conduct.

The procurement procedures must at all time be observed by all employees.

Gifts, Meals and Entertainments

Business gifts, meals and entertainments on a modest scale may be commonly used as part of the building of working relationship.

Gifts, meals, and entertainments offered or received by ST may be generally acceptable if they are business-related, appropriate in nature and value. Nevertheless, under certain circumstance, gifts, meals and entertainments may create the appearance of, or an actual, conflict of interest or corruption payment.

Although the value is an important criterion, the following (non-exhaustive list) should be considered before offering or receiving anything:

- Is the gift or invitation a normal courtesy in the concerned business environment or is it meant as an attempt to influence the receiver's judgment in making business or administrative decision?
- Is the gift or entertainment modest and infrequent or could it appear to place the receiver under an obligation to reciprocate the favor?
- Does the gift or invitation have a legitimate business purpose?
- Is the gift or invitation given or received transparently or would the receiver/giver, be embarrassed if its manager, colleagues, or anyone would become aware of it?

Gifts, meals, or entertainments that appear to compromise one's ability to make a fair and independent business decisions may be perceived as a bribe and create ethical issues .

ST relies on employees' loyalty to self-report gifts, meals, or entertainments they have received or offered. While gifts, meals, and entertainments with value of less than 50 USD per person may generally be accepted, while gifts, meals, or entertainments with a value of more than 50 USD per person would require prior approval by management (and above 150 USD by both the management and the Compliance, Ethics & Privacy organization).



A. GIFTS

As a general rule, employees must never ask for gifts, gratuities or other items that benefit them personally, regardless of value. Employees are expected to exercise good judgment in accepting gifts from suppliers, customers, or other business associates.

Customary gifts with small value as a gesture of good business relationship is permitted if they are transparent and not frequent.

However, by their nature or frequency, certain gifts are always prohibited:

- Cash or cash equivalent (e.g., vouchers, gift certificates, or gift cards);
- Gift to public or government officials are never authorized (exceptions, if any, are subject to prior assessment and authorization by the Compliance, Ethics & Privacy organization);
- Gifts and invitations from or to concerned vendors during bidding process.

EXAMPLES

Example 1:

During the negotiation process for the renewal of an important contract, the supplier offers to the employee in charge of the negotiation, a ticket for two to attend the FIFA World Cup finals.

The employee must refuse this offer which is inappropriate and report the incident to his management and the Compliance, Ethics & Privacy Office.

Example 2:

An employee offers flowers to a customer who recently opened a new office in town.

The gift appears to be a courtesy following the opening of a new office and is therefore acceptable.

DO'S



- Seek guidance from the Compliance, Ethics & Privacy team if you are unsure about the nature of a gift or invitation you may give or receive.
- Before accepting any gifts or invitations of more than 50 USD of value, seek approval from your manager.
- Always be transparent about gifts or invitations received or given.

DON'TS



- Don't give any gift to public or governmental officials.
- Never accept or offer lavish or inappropriate gifts.
- Don't accept gifts or invitations from vendors during a bidding process.

B. MEALS AND ENTERTAINMENTS

Meals are common business practice and may be generally allowed if they have a legitimate business purpose. However, in certain circumstances meals may be inappropriate, for example during a competitive bidding process, or if unreasonably frequent and/or expensive. In case of doubt, employees may seek the assistance of the Corporate Compliance, Ethics & Privacy organization.

Working events with a business purpose (such as conferences, sales conventions, technical seminars, etc.) may feature legitimate entertainment activities, provided this portion is accessory and appropriate in nature.

EXAMPLES

Example 1:

During a tender process, a supplier seeks to invite one or more members of the tender committee to a restaurant in order to further discuss its service offering and answer possible questions.

Answering this invitation during the tender process, before making an important decision concerning the supplier, may be considered a bribe. The invitation must therefore be declined, and the incident reported.

Example 2:

An employee is invited by a vendor to a half day conference followed by a weekend-long stay in a luxury resort for him and his family. All expenses are covered by the vendor.

In our example, one could easily doubt the legitimacy of the business purpose of such a short conference followed by a family weekend fully covered by the vendor. The vendor inviting the employee's family is a clear red flag. Therefore, the invitation should be declined.

DO'S



- Be transparent in your expense claim by submitting complete and authentic receipts and/or invoices and by listing the persons invited who attended the meal.
- Seek guidance from the Compliance, Ethics & Privacy team if you are unsure about the nature of the invitation you may give or receive.

DON'TS



- Decline meals invitations by the concerned vendor during bidding process.

Seeking advice

When in doubt or if you need additional information, please seek guidance from the Compliance, Ethics & Privacy organization

We also advise you to visit our dedicated intranet pages (<https://stmicroelectronics.sharepoint.com/sites/Compliance>) and to download our ST Integrity App, which is available on the main App stores. On those digital platforms, you will find additional useful information and resources, including short videos (available in multiple languages), quizzes and the latest news and developments about Compliance, Ethics and Privacy's principles and initiatives.

E-learnings such as – but not limited to - anti-bribery & corruption or conflict of interest are available to help you to learn to identify and to react to risky situations. You can find our full catalogue of e-learnings on our intranet: <https://stmicroelectronics.sharepoint.com/sites/Compliance/SitePages/Our-e-learnings.aspx>

Disciplinary measures

Compliance with the provisions and guidelines included in this Addendum is mandatory at all times. Any violations thereof may result in appropriate disciplinary sanctions, up to and including termination of employment. Disciplinary actions will be carried out consistently based on the seriousness of the offense, regardless the offender(s) job title, position, or location.

Further, corruption and bribery is a matter of criminal law and, therefore, individuals taking part or being complicit in a pattern of corruption and/or bribery might also be subject to other criminal or civil sanctions (which depending on the concerned jurisdiction may include jail time, fines and more).

Reporting Violations and Concerns



ST's management strives for the cultivation of a “speak up” culture, allowing everyone to express any concern he or she might have when Company's executives, managers or employees or any business partners of the Company might or seem not be adhering to the Company's standards of business ethics expressed in ST's Code of Conduct, including this Addendum.

All ST employees should feel comfortable speaking up, asking questions, and expressing their concerns freely.

ST employees and interested third parties are encouraged to share their concerns, without fear of retaliation, via our Ethics hotline, which is available 24 hours a day and 7 days a week. Our hotline allows for the reporting of all concerns confidentially and, whenever needed, anonymously.

The contact details of the hotline are posted and available for all employees and interested third parties on our intranet (<https://stmicroelectronics.sharepoint.com/sites/Compliance/SitePages/Speak-up!.aspx>), local intranets, ST Integrity App, as well as on website: www.st.com.

ST Employees can also choose to report confidentially their concerns directly to the Chief Compliance & Ethics Officer (CCO) and/or the Chief Audit & Risk Executive (CA&RE), or their respective regional delegates.

For further details, please visit our dedicated intranet pages or ST integrity App, refer to our “Speak Up!” policy and/or contact our Compliance, Ethics & Privacy organization.

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