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## Standards of Business Conduct

KLA-Tencor is not just a technology innovator and industry leader. We are also a company proud to share values that guide everything we do.

Every day is a new opportunity for KLA-Tencor employees to put our values into action, to build trust and to show commitment to our customers, partners, shareholders and each other.



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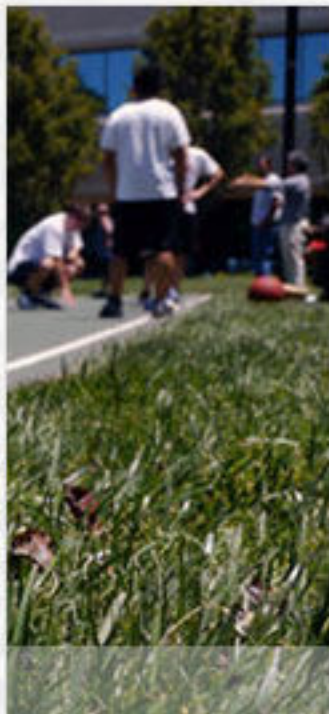
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Our Values are exemplified by our actions in the following key areas.



## Our Culture

Create and sustain a culture where openness, integrity and ethical conduct are exemplified by all employees.



Everything we do – every interaction we have, every product we create, every service we deliver, every commitment we make – reflects upon KLA-Tencor and our Values.



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Openness, sharing of ideas and a willingness to speak up are key elements for assuring that our Values are put into practice and are essential to creating a culture of integrity.

We urge everyone to always feel free to contribute, to ask questions and to report any concerns or issues.



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## We value being Honest, Forthright and Consistent

It's about more than the law. It's about doing what's right.

KLA-Tencor seeks to maintain integrity in all of our activities throughout the global business environment.

By holding ourselves and each other to higher standards, our Values become more than just words. We put them into action.

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## Maintaining Our Values Begins with Each of Us

Our collective commitment to a higher set of values is what defines KLA-Tencor as a company and unites us as a team.

The origin of KLA-Tencor's company values



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## Understanding Your Role & Responsibilities

Putting KLA-Tencor's Values into action requires you to understand the laws, regulations and policies that apply to all KLA-Tencor activities.

You must understand these guiding principles and ask questions when you are unsure how to act in any situation.

KLA-Tencor policies can be found at the Policy Portal on the Company intranet.



Visit the Policy Portal



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## Never Hesitate to Report Your Concerns

We each have a responsibility to report any questionable behavior that does not comply with our Values. You are encouraged to ask questions, seek guidance, report suspected violations and express any concerns about compliance with our Values and Code of Conduct.

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We each have responsibility for protecting KLA-Tencor's competitive advantage and assuring the integrity of our company-related transactions and actions.



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## Information Protection

Information is the core of our competitive advantage, and it is everyone's responsibility to protect the Company's information assets.

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INTEGRITY, RESPONSIBILITY, AWARENESS

### Protecting Information at KLA-Tencor



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KLA-Tencor is proud to be a trusted collaborator and innovator with our customers and suppliers. Collaboration with mutual trust is an essential element that enables us to execute and innovate for the benefit of each customer and the market as a whole.

As collaborators, we are entrusted with others' confidential information, which we must protect.

When acquiring and handling the information of others, do so as follows:

- For Proper Purpose
- By Proper Means
- With Proper Protection



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## Third-Party Confidential Information and Intellectual Property Protection

We also have an important obligation to safeguard proprietary information we receive from third parties.

We must be careful to honor any agreements we have made that limit the way we use third-party information. We must acquire third-party information only through proper means. Living up to these commitments is essential to ensuring that our partners view us as trusted collaborators.



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## Proper Purpose

We obtain information from other parties for legitimate KLA-Tencor business purposes, which potentially benefit those parties and enable innovation in the marketplace.

## Proper Means

The information is legitimately given by the other party, or observed by us in the normal course of duties, without deception or violating established protocols, agreements, or laws.

## Proper Protection

We safeguard the other party's information by honoring all NDA terms, sharing it only on a "need to know" basis, and applying operational and physical security best practices.

Please seek advice when handling information from other parties.



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## Record-keeping & Financial Obligations

The completeness, accuracy and integrity of all KLA-Tencor records are essential. Never mislead, misrepresent, omit or disguise the true nature of a transaction or result.

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## Inventions & Assets

It is everyone's responsibility to help protect Company assets and to ensure protection of inventions resulting from Company activities.



Learn more about protecting inventions – through patents or other means of protection – in our web-based training module here.

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## Environment & Community

By respecting our environment and the communities where we operate, we safeguard our future as a company and as global citizens. Being “green” is not a trend at KLA-Tencor, it’s our responsibility. Our everyday practices demonstrate our commitment to protecting our health and future – as individuals, as a corporation and as a community.

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Everyone has a right to work in a professional and safe environment.



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## Avoiding Unlawful Discrimination

Each of us has a responsibility to ensure that our work environment is free from unlawful discrimination, including unlawful harassment.

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## Zero Tolerance for Retaliation

Everyone has the right to report issues or concerns without fear of retaliation or intimidation.

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## Maintaining a Safe Work Environment

We are dedicated to providing a safe, clean and well-managed environment so that everyone can conduct business in an efficient and productive manner.

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We are each responsible for ensuring that our relationships are built upon transparency, consistency and trust.



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## Conflicts of Interest

By upholding our values of being Honest, Forthright and Consistent (HFC), we set a clear ethical framework and avoid situations that may conflict with the interests of KLA-Tencor.

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## You Make the Call

It is important to remember that you are responsible for being mindful of potential conflicts and situations that could have the appearance of conflicts. For example, what should you do in the following situations?



### Question:

You manage an important relationship with a supplier who offers you two tickets to a sporting event (valued at \$200). What should you do?



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## Outside Business Activities

All business opportunities and potential benefits belong first to KLA-Tencor.

In keeping with our collective commitment to be honest and forthright, we must each maintain an ethical boundary as it relates to any information about KLA-Tencor's business opportunities, benefits and other Company interests which could be leveraged for personal gain.

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## Bribery and Corruption

Never bribe or make illegal payments, including giving improper gifts, entertainment or other considerations. You are required to understand what you can and cannot do.



Learn more about the Foreign Corrupt Practices Act in our web-based training module here.

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## Gifts and Entertainment

While it is always important to foster and maintain good working relationships with customers, partners, vendors and others outside of KLA-Tencor, it is critical that giving or receiving gifts or entertainment never influences (or even appears to influence) business decisions and dealings.

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## Culture of Compliance

We must each be committed to understanding and complying with laws, regulations and policies that govern KLA-Tencor's business worldwide.



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## Antitrust & Competition Laws

KLA-Tencor is committed to competing honestly and fairly in every market in which we do business. We have become a market leader by excelling and outperforming the competition on a fair basis. Our competitive advantage is from superior performance, not from illegal or unethical business practices.

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## Securities Laws & Compliance

Be careful when trading in the stock, options or other securities of KLA-Tencor or any other company. You may not trade in any company's securities while you possess significant nonpublic information regarding that company. Never share "inside information" with anyone.

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At KLA-Tencor our Values guide and are reflected in all of our actions.

They are embodied by everything that we do throughout our global operations – in both our internal interactions and our external dealings with partners, customers, competitors, government officials and local communities.



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### What you should do to put Values in Action

Remember that you are a key part of the KLA-Tencor community. We want to hear from you regarding any concerns, issues or ideas that you have for correcting problems or making us a better company.

Remember that in your own dealings with others inside and outside the company, you are responsible for your actions and how they impact or reflect upon KLA-Tencor as a company.

Never hesitate to ask questions if you are unsure of the proper action to take in any situation.



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Thank you for reading  
the KLA-Tencor Standards of Business Conduct.



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