



TRANSPHORM, INC.

GLOBAL ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

(As of May 31, 2020)

A. POLICY OVERVIEW

Transphorm, Inc. (together with its subsidiaries, collectively the “**Company**”) is dedicated to fostering and maintaining the highest ethical standards in each jurisdiction in which it conducts business. Bribery and corruption, which are antithetical to the Company’s commitment to operating with the utmost integrity and transparency, are prohibited in every country in which the Company operates by the United States Foreign Corrupt Practices Act (the “**FCPA**”), the United Kingdom Bribery Act 2010 (the “**Bribery Act**”), the United States Travel Act, the OECD Anti-Bribery Convention, and many other laws (collectively referred to as the “**Anti-Corruption Laws**”). It is the Company’s policy to comply fully with both the letter and spirit of all applicable Anti-Corruption Laws.

For purposes of this Policy, the Company’s Chief Financial Officer and the corporate Human Resources leader serve as the Compliance Officers. The Compliance Officers may designate others, from time to time, to assist with the execution of his or her duties under this Policy.

B. PURPOSE

The purpose of this Global Anti-Bribery and Anti-Corruption Policy (this “**Policy**”) is to describe the practices and procedures that the Company’s officers, directors and employees (“**Team Members**”), as well as its consultants, agents, contractors, business partners and any other third-party representatives acting on the Company’s behalf (“**Third-Party Representatives**”) must follow to ensure that the Company’s practices meet or exceed all applicable legal and ethical standards so that the Company can most effectively serve its customers. All Team Members and Third-Party Representatives must read, understand and follow this Policy while working for the Company.

C. SUMMARY

1. We do the right thing. We act with integrity, honesty, and transparency and follow the Company’s policies and procedures.

2. We do not pay bribes. We do not offer, give or accept money or anything else of value to or from third parties, including customers and partners, to improperly obtain or retain business, secure an improper advantage or otherwise influence them to act improperly.

3. The term “improper advantage” is not limited to winning contracts, but can take many forms, including customs benefits and tax advantages.

4. Our Third-Party Representatives must also do the right thing. We do not have someone else take actions that we cannot take ourselves.

5. We maintain accurate books and records. We clearly and accurately represent how we spend our money, no matter how large or small the transaction.

6. We stay alert. We do not keep our heads in the sand. When we see a “red flag,” we follow up and report it to the Compliance Officers.

D. APPLICABILITY AND IMPLEMENTATION

This Policy will be implemented and overseen by the Company’s Compliance Officers. This Policy applies to the Company and all Team Members and Third-Party Representatives. The Company may require an annual certification from all Team Members and Third-Party Representatives attesting that they have read and understand this Policy. The Company does not expect you to become an expert in compliance with all Anti-Corruption Laws. You must, however, seek guidance regarding any conduct that may violate the Anti-Corruption Laws. If you have questions about this Policy or the Anti-Corruption Laws, you should contact the Compliance Officers.

Team Members and Third-Party Representatives must follow this Policy whether they use personal resources to pay for an expense or use Company resources.

E. NO BRIBERY OR CORRUPTION

All Team Members and Third-Party Representatives are strictly prohibited from promising, offering, providing or authorizing cash payments (including bribes or kickbacks) or anything else of value (including gifts, entertainment, favors and offers of employment), directly or indirectly, to any person in order to achieve an improper purpose related to the Company’s business anywhere in the world.

Anti-Corruption Laws vary in scope as to whether they prohibit only bribery involving public officials or also prohibit bribery involving private individuals, which is known as “commercial bribery” (for example, payment of a bribe or kickback to an individual working in the private sector). **The Company has a zero-tolerance policy and therefore strictly prohibits all forms of bribery and corruption regardless of whether they involve a public official or a private person.**

Under the Anti-Corruption Laws, a bribe is any offer, promise, authorization or payment of anything of value to an individual to improperly influence that individual in any way, such as to misuse their official position, obtain or retain business, direct business to another person, secure any improper advantage, or to violate an expectation that the individual will act in good faith, impartially, or in accordance with a position of trust. A bribe can be any offer, promise, authorization or payment of anything of value to improperly influence that individual in any way. Bribes can take many forms, including:

- money;
- meals;
- entertainment;
- gifts cards;
- travel;
- tickets to events;
- jewelry;
- cars;

- donations to an individual's preferred charity;
- tuition payments; and
- an offer of employment to a government official or someone else.

F. SPECIFIC ANTI-CORRUPTION LAWS

The FCPA prohibits offering, promising, authorizing the giving, or giving anything of value to any "Foreign Official" for the purpose of influencing a government act.

The term "**Foreign Official**" is interpreted broadly and includes, but is not limited to:

- any employee, director or officer of a foreign government or any department, agency or instrumentality of a foreign government;
- any employee, director or officer of a foreign state-owned or controlled entity, including, in many countries, sovereign wealth funds, telecommunications companies, health care institutions, oil and gas companies and educational institutions;
- any employee, director or officer of a public international organization, such as the Red Cross or World Bank;
- any consultant or other person acting in an official capacity for or on behalf of such foreign governmental bodies or public organizations, including entities hired to review and accept bids for a government agency; and
- foreign political parties, candidates for political office and members of royal families.

Employees should contact the Compliance Officers with questions regarding who may qualify as a Foreign Official.

Likewise, under U.S. laws prohibiting domestic bribery, you may not offer, give, authorize the giving of or promise anything of value to any U.S. "public official" in exchange for influencing an official government act (that is, no *quid pro quo*). "**Public Officials**" include U.S. federal officials and state and local government officials, as well as candidates for public office. In addition, every U.S. state and territory prohibits bribery of Public Officials. Therefore, as noted below, you should seek guidance from the Compliance Officers prior to providing anything of value to a Foreign or Public Official.

Lastly, the Travel Act, the Bribery Act and other laws also prohibit offering, giving or promising a bribe to any individual, whether or not a Foreign or Public Official, for an improper purpose or to influence the performance of any activity connected with their employment. Such "commercial bribery" has increasingly been a focus of enforcement in many countries, including the U.S. Actions that may violate the FCPA, the Travel Act or the Bribery Act may also violate other laws in the countries where the Company does business, and state, local and municipal laws.

Bribery of anybody, whether or not a Foreign or Public Official, is therefore illegal and strictly prohibited by this Policy. There are no exceptions to this Policy, even if you believe our competitors or other entities pay bribes or if corruption is a common practice in a country where we operate.

All employees are required to report any demands for bribes, regardless of whether the demand is made to the Company, an employee of the Company, or a Third-Party Representative. Requests for bribes must be reported to the Compliance Officers within 24 hours of receiving or learning of the demand.

G. FACILITATION PAYMENTS

This Policy prohibits “facilitation payments.” Facilitation payments are bribes, usually of small amounts, made to an individual to speed up routine, non-discretionary government activity that an official is required to perform, such as granting permits or licenses that allow companies to conduct business in a country.

H. GIFTS, ENTERTAINMENT, MEALS AND SPONSORED TRAVEL

Gifts, entertainment, meals and sponsored travel can create a risk under the Anti-Corruption Laws, particularly if they are intended to or could be perceived as an effort to improperly influence somebody’s decision-making. To mitigate this risk and avoid the appearance of impropriety, the Company has implemented the following measures.

- *Can I Give a Foreign or Public Official a Gift, Meal or Entertainment?*

The Company wants to avoid the appearance of receiving improper benefits from foreign or domestic governments in exchange for gifts, meals or entertainment. To address that risk, all gifts, meals, entertainment, hospitality and travel given to a Foreign or Public Official require prior written approval from the Compliance Officers. The only exception to this pre-approval requirement is Company-logged merchandise of nominal value that is provided solely as a courtesy.

- *Can I Give a Private Business Partner a Gift?*

You may provide modest gifts to employees of private companies (not government-owned or controlled companies) that conduct business with the Company as long as the value of the gift is reasonable (not lavish) in the context of the jurisdiction in which it is provided. Gifts to private sector business partners valued in the aggregate up to and including \$100 (or, the local equivalent) per person per calendar year are permissible. Prior written approval from the Compliance Officers is required for any gifts to private sector business partners that exceed that amount. You may not provide any customers or business partners — government or not — with gifts that you believe violate their companies’ policies covering what they can accept.

- *Can I Give a Private Business Partner a Meal or Hospitality?*

You may provide meals and hospitality to employees of private companies that conduct business with the Company, as long as the meal or hospitality is reasonable (not lavish) in the context of the jurisdiction in which it is provided. Prior written approval from the Compliance Officers is required for meals in excess of \$100 (or, the local equivalent) per person per event. You may not provide any customers — government or not — with meals and entertainment that you know or believe violate their employer’s policies covering what they can accept.

- *Will the Company Pay for Travel for a Third Party?*

The Company may pay for travel for third parties if the travel is directly related to a legitimate business purpose. For example, the Company may pay for a customer to travel to see a demonstration of the Company’s products or services and, during the trip, the Company may provide reasonable lodging and

meals, but typically should not provide the customer with a “per diem” or other types of entertainment or hospitality not related to the business purpose of the trip. Prior written approval from the Compliance Officers is required for any travel that involves a customer.

I. DUE DILIGENCE

1. Third-Party Representatives.

The Company violates Anti-Corruption Laws if it authorizes a Third-Party Representative to make an improper payment on its behalf. In addition, the Company can be held liable if it disregards or ignores signs (also known as “red flags,” discussed below) that alerted the Company that a Third-Party Representative intended to make an improper payment on its behalf. **As such, it is critical that the Company conduct risk-based due diligence screening on all Third-Party Representatives who may be reasonably expected to represent or act on behalf of the Company prior to their engagement with the Company to ensure their commitment to compliance with the Anti-Corruption Laws.**

Risk-based due diligence is the process of investigating or vetting a Third-Party Representative based on the particular risks that the Third-Party Representative presents. Before signing or renewing a contract with a Third-Party Representative, Team Members must assess each Third-Party Representative’s reputation for, and history of, legal compliance, particularly with respect to the Anti-Corruption Laws, and the Third-Party Representative’s qualifications and the reasonableness of its compensation. Team Members must consult with the Compliance Officers before undertaking due diligence on a Third-Party Representative to ensure that the scope and nature of the process is consistent with the Company’s expectations and applicable Anti-Corruption Laws.

After due diligence is completed and any risks are adequately mitigated, the Third-Party Representative’s relationship with the Company must be memorialized in a written contract that includes appropriate representations, warranties and covenants requiring the Third-Party Representative to comply with the Anti-Corruption Laws and prohibits the Third-Party Representative from hiring agents or sub-agents without prior written approval from the Company. The Company should, where appropriate, obtain audit rights and require periodic certifications from the Third-Party Representative attesting that it has complied with the Anti-Corruption Laws.

Throughout any relationship with a Third-Party Representative, Team Members are responsible for monitoring its performance and must escalate any concerns regarding its compliance with the Anti-Corruption Laws to the Compliance Officers.

Team Members should be particularly alert to any “red flags” that may be encountered during due diligence or throughout a relationship with Third-Party Representatives. “Red flags,” as discussed in more detail below, can arise with any third party involved with the Company’s business operations, but arise more frequently in dealings with joint venture partners and foreign agents (such as promoters, sales agents, consultants and other intermediaries).

“Red flags” that do not present serious issues at one stage of a transaction or relationship may pose significant liability risks when they appear at a different stage or in combination with a different overall set of facts. Thus, the significance of “red flags” must be considered in context rather than in isolation. If you become aware of any “red flags,” you should immediately contact the Compliance Officers. **The basic rule is simple: a “red flag” cannot be ignored, it must be addressed.**

The following are examples of “red flags” that frequently arise with Third-Party Representatives involved in non-U.S. operations:

- a reference check reveals that the Third-Party Representative has a flawed background or reputation;
- the relationship or transaction involves a country known for corrupt payments;
- a government official, particularly one with discretionary authority over the business at issue, suggests that the Company use a specific Third-Party Representative;
- the Third-Party Representative objects to audit rights or Anti-Corruption Law representations in Company agreements;
- the Third-Party Representative has a family, business or close personal relationship with a Foreign or Public Official;
- the Third-Party Representative requests unusual contract terms or payment arrangements that raise local law issues, such as payment in cash, payment in another country's currency, payment to an account in another party's name or payment in a third country;
- the Third-Party Representative requires that his or her identity or, if it is a company, the identity of the company's owners, principals or employees not be disclosed;
- the Third-Party Representative's commission exceeds the "going rate" in the jurisdiction where it operates;
- the Third-Party Representative indicates that a particular amount of money is needed in order to "get the business" or "make the necessary arrangements" or because "you know how business is done"; or
- the Third-Party Representative asks the Company to prepare or accept false invoices or any other type of false documentation.

2. Corporate Transactional Activity.

The corruption risks posed by potential merger, acquisition, joint venture or other corporate transactional activity will vary depending on a number of factors, including the nature of the transaction or relationship contemplated by the Company. The Company's Compliance Officers must be involved at the earliest stage possible of any such contemplated activities to devise an appropriate approach to anti-corruption due diligence and post-transaction integration and monitoring to assure compliance with the Anti-Corruption Laws.

3. Employee Onboarding.

Hiring decisions could pose corruption risks, particularly if the Company selects a candidate at the request of a Foreign or Public Official. As a result, the Company will conduct risk-based due diligence on potential new hires. As part of the Company's employee onboarding process, potential new hires will:

- be vetted and approved through an anti-corruption due diligence process as prescribed by the Human Resources Department and the Compliance Officers, which may, for example, require additional scrutiny of prospective employees who have immediate family members or close personal relationships with individuals who are Foreign Officials, Public Officials, or otherwise affiliated with any of the Company's significant commercial partners;

- certify that they will comply with the Anti-Corruption Laws and this Policy; and
- disclose whether they, any member of their immediate families, or close personal friends are or were Foreign Officials, Public Officials or otherwise affiliated with any of the Company's significant commercial partners.

J. POLITICAL CONTRIBUTIONS

The Company reserves the right to communicate its position on important issues to elected representatives and other government officials. It is, however, always the Company's policy to comply fully with all local state, federal, foreign and other applicable laws regarding political contributions. Donations to political campaigns or causes could violate campaign finance laws and Anti-Corruption Laws, especially if contributions are made to a campaign at the request or suggestion of a Foreign or Public Official.

To mitigate the risk of an improper payment or the appearance of an improper payment, no Company funds, facilities or services of any kind may be paid or furnished to any Foreign or Public Official, including any candidate or prospective candidate for public office, to any political party, or to any political initiative, referendum, or other form of political campaign, unless explicitly permitted by applicable laws. Any contemplated contribution made on behalf of the Company or using Company funds, directly or indirectly, must be pre-approved in writing by the Compliance Officers.

K. CHARITABLE CONTRIBUTIONS

The Company is committed to improving and promoting the interests of the communities in which it conducts business operations. However, like political contributions, donations to charitable organizations can present a risk under the Anti-Corruption Laws, particularly if they are made at the request or suggestion of a Foreign or Public Official. Therefore, prior written approval of the Compliance Officers must be obtained before any charitable donation is made on behalf of the Company or using Company funds, directly or indirectly.

L. BOOKS AND RECORDS AND INTERNAL CONTROLS

This Policy requires the Company to keep books and records reflecting transactions that are detailed, accurate and truthful. In addition, this Policy requires that the Company maintain a system of internal accounting controls that provide reasonable assurances that all transactions are permitted by the Company's policies and procedures and are accurately recorded in the Company's books and records.

Consequently, all Team Members (not just those working in finance) must ensure that the Company's books and records are accurate and must never create, submit, authorize or otherwise permit false information in the Company's books and records. All Company funds must be properly accounted for and no side, off-the-books or slush funds may be maintained by the Company or its Team Members.

Additionally, under certain circumstances, the Company could be liable under the Anti-Corruption Laws if Team Members know of certain misconduct by Third-Party Representatives. For example, if Team Members know or believe that a Third-Party Representative has created slush funds or any sort of off-the-books accounts that are used for illicit purposes, the Company could be liable. In short, Team Members must notify the Compliance Officers if they become aware of any sort of slush funds or off-the-books accounts maintained by any Third-Party Representatives.

M. PENALTIES

Violations of the Anti-Corruption Laws can result in severe criminal and civil penalties for both the Company and the individuals involved, including imprisonment, forfeiture of profits and significant fines. In addition, bribery is **always** a violation of the Company's policies and will result in disciplinary action, up to and including termination of employment or of a Third-Party Representative's relationship with the Company.

N. REPORTING VIOLATIONS OR SUSPECTED VIOLATIONS OF THIS POLICY

If a Team Member or Third-Party Representative suspects or becomes aware of any action related to bribery, recordkeeping or internal controls that he or she believes may be illegal, unethical, inappropriate or otherwise in violation of this Policy, the person must immediately report the situation. Any Team Member or Third-Party Representative can report a potential or suspected violation in the following ways: (1) contact the Compliance Officers; or (2) submit concerns via the Company's Ethics Hotline <http://transphorm.ethicspoint.com/> or phone: +(844)989-1486.

The Company will not permit retaliation of any kind against anyone who makes a report or complaint in good faith. The Company encourages and highly values reporting of conduct that may violate the Anti-Corruption Laws.

O. WHOM SHOULD I CONTACT IF I HAVE QUESTIONS?

If you have any questions about this Policy, the Anti-Corruption Laws or their applicability to the Company's business affairs or to any particular conduct, please contact the Compliance Officers. The Compliance Officers will work with you to ensure that the Company follows this Policy and follows the law without hindering our ability to do business.

P. ANNUAL REVIEW

The Compliance Officers or a designee will conduct an annual review to confirm the adequacy and effective implementation of this Policy. Reviews may be undertaken more frequently (within the discretion of the Compliance Officers) if the annual reviews reveal material issues of non-compliance or indications that the Policy has not been fully understood or implemented. To the extent any material irregularities are noted during such reviews, the Compliance Officers or a designee shall promptly take any actions deemed necessary or appropriate, including determining whether any regulatory notifications or disclosures or internal investigations may be required.



Acknowledgment and Certification of Compliance

I acknowledge that I have received a copy of the Company's *Global Anti-Bribery and Anti-Corruption Policy* (the "**Policy**") and hereby certify that I have read and understood it and am in compliance with all parts of it.

I understand that it is my responsibility to comply with the Policy, related internal guidelines and policies, and external legal and regulatory requirements, and that my compliance is a term and condition of my continued employment or relationship with the Company.

I have no knowledge of any questionable payment paid or received, or of any undisclosed funds, or any other prohibited conduct referred to in the Policy.

To the best of my knowledge, the employees who report to me are familiar with the Policy and have complied with it.

I agree that, in the event I become aware of or suspect a violation of the Policy, I will report that violation in accordance with the procedures provided for in the Policy.

To the best of my knowledge, the operating unit/subsidiary of the Company where I work maintains appropriate accounting records and internal accounting control systems to permit the preparation of fair and accurate reports in order to reasonably ensure accountability for the Company's activities and assets.

I understand that a false, misleading or incomplete statement in this Certificate or other violation of the Policy may be grounds for immediate dismissal or termination of my relationship with the Company.

Signed: _____

Printed name: _____

Date: _____