



## ANTI-CORRUPTION COMPLIANCE POLICY

ADOPTED AS OF OCTOBER 1, 2022

### I. PURPOSE

Adeia Inc., together with and including all of its direct and indirect subsidiaries worldwide (the “Company”), is committed to conducting business in a legal, ethical, transparent, and professional manner. Accordingly, it is the policy of the Company to comply fully with the United States Foreign Corrupt Practices Act (the “FCPA”) and with all other applicable anti-corruption (including anti-bribery) laws when conducting any business of any type anywhere in the world.

The Company has adopted this Anti-Corruption Compliance Policy (the “Policy”) in accordance with, and to expand upon, its Code of Business Conduct and Ethics Policy.

#### A. *Broad Scope of the Policy*

This policy applies to:

- the Company and its employees, officers, and directors worldwide regardless of citizenship (collectively referred to herein as “Company Personnel”); and
- the Company’s agents, consultants, representatives, lawyers, joint venture partners, distributors, intermediaries or other similarly-related parties acting on behalf of the Company (collectively, “Third-Party Intermediaries”).

This policy applies to conduct undertaken anywhere in the world.

#### B. *FCPA and Similar Laws*

The FCPA prohibits Company Personnel and Third-Party Intermediaries from directly or indirectly offering, authorizing, or giving money or any other thing of value to any Foreign Official (as defined below) with the corrupt purpose of:

- influencing any official act or decision of any Foreign Official;
- inducing any Foreign Official to do or omit to do an act in violation of a lawful duty;
- securing any improper business advantage; or
- obtaining or retaining business for, or otherwise directing business to, the Company or any other person or entity.

To be held liable for violating the FCPA, the law requires that a person or entity act “corruptly.” The term is not defined in the statute, but it has been interpreted to mean acting with

a bad or wrongful purpose and with the intent to influence a foreign official to misuse his or her official position. How this term applies in particular circumstances is not necessarily clear, however. Therefore, this Policy prohibits Company Personnel and Third-Party Intermediaries from making any payment to a Foreign Official, unless that payment is expressly authorized by this Policy, or the payment is approved by the Chief Legal Officer.

Other nations have similar laws prohibiting corrupt payments to government officials. Various United States and non-United States laws also make it illegal to offer or pay bribes, kickbacks, or other illegal inducements to employees or representatives of various companies, including companies not directly connected to Foreign Officials. In this context, “companies” can include any business or organization.

### ***C. Compliance***

To ensure compliance with the FCPA and other anti-corruption laws, the Company strictly prohibits the offering or giving of bribes, kickbacks, or other corrupt inducements to Foreign Officials or to any other persons to advance the Company’s business interests.

Company Personnel and Third-Party Intermediaries must comply with the applicable federal, provincial, and local anti-corruption and anti-bribery laws of any country in which the Company conducts business.

### ***D. Penalties and Consequences***

Violation of the FCPA is a United States federal crime that can result in severe fines, prison time, and other sanctions for the Company and/or its employees, officers, and directors, including employees who are not United States citizens or who do not work in the United States. Similar penalties can result from violating anti-corruption laws in other countries.

Even an allegation of corruption can result in enormous expense and disruption to our business, including by damaging our reputation and business prospects. Accordingly, a violation of this Policy by any Company Personnel can result in disciplinary action up to and including termination of employment. All Company Personnel and Third-Party Intermediaries worldwide must understand how the FCPA and other applicable anti-corruption laws may affect their activities on behalf of the Company.

## **II. ADMINISTRATION OF THIS POLICY**

The Chief Legal Officer, under the oversight of the Board of Directors, shall have responsibility for the administration of this Policy. The Chief Legal Officer shall report at least annually to the Board of Directors on the Company’s anti-corruption compliance.

## **III. KEY CONCEPTS**

### ***A. Broad Definition of a “Foreign Official” and Coverage by the FCPA***

The FCPA prohibits corrupt inducements not only to senior officials (such as heads of state or cabinet-level personnel) but also to any officer, employee, or representative (including

any low-level personnel) of any national, regional, or local non-United States government or of any department, agency, or instrumentality of a non-United States government.

The FCPA's prohibition is very broad and includes officers and employees of any commercial enterprise owned or controlled by any non-United States government or of any public international organization (e.g., the United Nations or the World Bank), as well as any person acting in an official capacity for or on behalf of any non-United States government or department, agency, or instrumentality, or for or on behalf of any public international organization.

The FCPA also prohibits corrupt payments to non-United States political parties or party officials or any candidate for non-United States political office. This Policy refers collectively to all such persons described in this section, including their family members and any person who will directly influence such person as a result of any corrupt inducement, as "Foreign Officials."

#### ***B. Direct and Indirect Corrupt Payments Prohibited***

The FCPA prohibits both direct and indirect corrupt offers, promises and payments. Accordingly, the Company and Company Personnel are potentially liable for any corrupt offers, promises or payments to any Foreign Official if they are made through a Third- Party Intermediary or any other person with the knowledge that a Foreign Official will be the ultimate recipient. "Knowledge" is broadly defined to include, for example, a conscious disregard for or deliberate ignorance of facts that indicate a high probability that a corrupt offer, promise or payment will occur. In other words, the Company cannot do indirectly through a Third-Party Intermediary that which it cannot do directly itself

#### ***C. Anything of Value***

Corruptly providing anything of value can violate the FCPA and other anti-corruption laws. "Anything of value" includes cash and cash equivalents, but it also includes benefits such as travel, entertainment, meals, employment, employment of a Foreign Official's family member, or any other benefit that is extended for the corrupt purpose of influencing a Foreign Official.

### **IV. ACTIVITIES REQUIRING ENHANCED AWARENESS AND/OR PROCEDURES**

The following is a non-exhaustive list of certain business activities requiring enhanced awareness of anti-corruption issues and/or prior approval:

#### ***A. Third-Party Intermediaries***

Many anti-corruption problems result from improper conduct by Third-Party Intermediaries. Thus, engaging or contracting with Third Party Intermediaries to act on behalf of the Company requires special care, particularly if the Third-Party Intermediaries will be interacting with Foreign Officials. It is the policy of the Company to contract only with reputable, non-corrupt consultants, sales agents, lawyers, joint-venture partners, and other intermediaries when conducting business in non-United States countries and never to utilize such intermediaries to make direct or indirect corrupt payments to Foreign Officials.

Accordingly, when retaining any Third-Party Intermediary that is reasonably likely to interact with Foreign Officials on behalf of the Company, this Policy requires (1) reasonable due diligence prior to engaging the Third-Party Intermediary; (2) appropriate anti-corruption representations and warranties in any contracts with the Third-Party Intermediary; (3) review by the Chief Legal Officer (or his or her designee) of the due diligence performed, and; (4) approval of the contract in accordance with then- existing Company policies and procedures. See Exhibit 1 (Sample Anti-Corruption Due Diligence Questionnaire), and Exhibit 2 (Sample Anti-Corruption Contractual Provisions). Records of the due diligence performed, and copies of the signed written contracts shall be maintained while the Third-Party Intermediary is active and for at least five years thereafter.

In addition, once a Third-Party Intermediary is retained, it is important to monitor the relationship and immediately address any signs of potential improper activity. An appropriate Company employee, under the direction of a Company employee designated by the Chief Legal Officer, shall be responsible for overseeing our relationship with each Third-Party Intermediary that is dealing on our behalf with any Foreign Official.

***B. Meals, Gifts, Entertainment, Travel, and Other Business Courtesies***

It is the policy of the Company that business courtesies must always be reasonable, consistent with local law, and directly related to a legitimate business purpose. No business courtesy should ever be provided to a Foreign Official in order to influence an official act or decision improperly or with the expectation that Company Personnel or the Company will receive something in return. Company Personnel must comply with the Company's Travel & Expense Reimbursement Policy with respect to any applicable business courtesies provided to a Foreign Official. In addition, under the FCPA, the following rules also apply:

- It is never permissible to provide excessive or lavish meals, gifts, entertainment, travel, or other business courtesies to Foreign Officials.
- Although some countries may allow Foreign Officials to receive business courtesies such as introductory or routine lunches or dinners from companies with which they interact, other countries restrict or prohibit even modest benefits. Company Personnel and Third-Party Intermediaries must know in advance the legal requirements in the countries in which they conduct business and adhere to them. They should seek guidance from the Chief Legal Officer when appropriate.
- It is never permissible to give cash or cash equivalents (such as gift cards) or an item of significant value to any Foreign Official under any circumstance.
- Nominal gifts, such as a trinket or an article of clothing with the company logo or a simple fruit basket at the holidays, are permissible if consistent with local law. Similarly, nominal items such as coffee table books, a moderately priced bottle of wine or candy can be provided to Foreign Officials if consistent with local law.

In certain limited circumstances directly related to: (a) the promotion, demonstration, or explanation of products or services; or (b) the execution or performance of a contract with a non-United States government, the Company may pay for reasonable travel expenses of Foreign

Officials. Such circumstances must be approved in advance by the Chief Legal Officer and satisfy certain guidelines. See T&E Policy.

***C. Regulatory Matters: Import/Export, Permits, Licenses, and Taxes***

The FCPA and other anti-corruption laws have been interpreted to apply to all interactions with Foreign Officials related to a company's business, including any regulatory matters. Our Policy prohibits corrupt or illicit payments in any regulatory matters.

It is the policy of the Company never to make corrupt payments to any Foreign Official for the purpose of avoiding or reducing any customs duties, import/export taxes, fees or other related costs, or legal requirements. Customs brokers and others acting on our behalf to deal with these issues are Third-Party Intermediaries and must be treated as such.

It is the policy of the Company never to make corrupt payments to any Foreign Official for the purpose of avoiding or reducing any fees, costs, or legal requirements related to required permits or licenses (e.g., construction permits or environmental permits) or for the purpose of avoiding or reducing any lawful taxes. Any parties acting on our behalf to deal with these issues are Third-Party Intermediaries and must be treated as such.

***D. Charitable Donations and Political Contributions***

It is the policy of the Company not to make any charitable donations or political contributions to any entity with the purpose of (1) corruptly influencing any official act or decision of any Foreign Official; (2) causing any specific action by a government, government-owned or -controlled entity, or government instrumentality (i.e., a quid pro quo); (3) securing any improper business advantage; or (4) corruptly obtaining or retaining business for, or otherwise directing business to the Company or any other person or entity. To ensure compliance with this rule, no charitable donations or political contributions shall be made outside the United States by the Company or on its behalf without the express prior written approval of the Chief Legal Officer.

***E. Acquisitions***

To the extent that the Company pursues the acquisition of any business entity with operations or activities outside the United States, the due diligence process associated with that acquisition shall include an appropriate review of the acquisition target's compliance with the FCPA and any other applicable anti-corruption statutes.

**V. COMMERCIAL BRIBERY AND SOLICITATION OR RECEIPT OF CORRUPT PAYMENTS**

***A. Commercial Bribery Prohibited***

As stated above, this Policy prohibits any bribes, kickbacks or other corrupt or illicit payments to any person, including employees or representatives of any company, business, or other organization whether or not connected to Foreign Officials. Such payments are unlawful in

many parts of the world and can cause great reputational and business harm and expose individuals and the company to criminal penalties.

***B. Receiving or Soliciting Corrupt Payments Prohibited***

Company Personnel are also strictly prohibited from taking, soliciting or receiving any bribe, kickback, or other corrupt inducement. Requests to or by any Company Personnel to give or receive any such payments must be reported promptly to that personnel's supervisor, and to the Chief Legal Officer.

**VI. COMPLIANCE WITH UNITED STATES ANTI-CORRUPTION LAW**

The Company strictly prohibits any corrupt activity anywhere in the world, including in the United States. The FCPA does not prohibit corrupt payments to United States officials or to completely private parties. However, other United States federal and state laws prohibit corrupt payments to United States federal, state, and local public officials and other government employees, and a variety of federal and state laws forbid corruption in purely commercial transactions.

**VII. ACCURATE BOOKS AND RECORDS**

It is the policy of the Company to make and keep books, records, and accounts that, in reasonable detail, accurately and fairly reflect all payments, expenses, and transactions. Company Personnel should take special care to ensure that any expenditure of funds related to any Foreign Official is accurately and completely documented, regardless of the amount of such transaction. Under no circumstances should false, misleading, incomplete, or artificial entries be made in the books and records of the company. No undisclosed or unrecorded funds, assets, or liabilities of the company shall be established for any purpose.

**VIII. AVOIDING THE APPEARANCE OF IMPROPRIETY**

Company Personnel must take care to ensure that their interactions with Foreign Officials do not create the appearance of impropriety. Company Personnel therefore shall not accept or seek from a Foreign Official any improper benefit, such as confidential, competitively sensitive information about a bidding process, even if no improper benefit is offered. Company Personnel shall also comply with all applicable local laws related to dealing with Foreign Officials and governments, including all procurement requirements.

**IX. FACILITATION PAYMENTS AND EMERGENCY CIRCUMSTANCES**

This Policy allows "Facilitation Payments" only in Emergency Circumstances or in other extreme circumstances with advance written approval by the Chief Legal Officer. Under the FCPA, Facilitation Payments are a narrow category of payments made for the purpose of expediting or securing the performance of particular "routine governmental actions" by a Foreign Official:

- that are ordinarily and commonly performed by the Foreign Official; and

- that do not involve the exercise of discretion. (“Routine governmental actions” do not include any decision by a Foreign Official to avoid taking the routine action or to award new business or continue business with a particular person or entity.)

Importantly, Facilitation Payments that are legal under the FCPA often are illegal under applicable local law.

Emergency Circumstances involve threats to personal health, safety, or liberty where a Facilitation Payment to a Foreign Official can correct the threat, such as to secure prompt and necessary police protection or medical services that otherwise would be unavailable during an emergency. Any Facilitation Payments that are made must be promptly reported both to the Chief Financial Officer and accurately recorded in the company’s books and records.

## **X. COMPLIANCE AND DISCIPLINE**

### **A. *Training***

Company management will provide suitable training on the FCPA and this Policy to all appropriate personnel who are involved in conducting or supervising international business.

Such training shall take place periodically under the direction of the Chief Legal Officer.

### **B. *Quarterly Certification***

All Company directors, senior management, and, where appropriate, personnel based outside the United States or otherwise conducting or supervising any international business shall be required quarterly to certify their compliance with this Policy in a form provided by the Company management.

### **C. *Reporting Potential Violations***

Company Personnel are responsible for recognizing, avoiding, and reporting any conduct that may violate this Policy. Company Personnel should report promptly to their immediate supervisor and the Chief Legal Officer any (1) suspected or potential violation of this Policy; (2) solicitation from a Foreign Official for a bribe or illicit payment; and (3) discussion of a bribe or potential illicit payment or solicitation with a Third-Party Intermediary. Any person who receives such reports shall promptly coordinate appropriate action.

The Company will not retaliate or allow retaliation against any employee who in good faith makes a report under this Policy.

### **D. *Discipline***

Individuals who violate the FCPA or other anti-corruption laws may be subject to severe criminal and civil penalties, including imprisonment and very substantial fines, which the Company is not permitted to reimburse. In addition, Company Personnel who violate the FCPA, other anti-corruption laws, or this Policy may be subject to discipline, up to and including termination of employment.

## **XI. FURTHER INFORMATION**

Any questions about the Policy or compliance with the FCPA or other anti-corruption laws should be directed to the Chief Legal Officer.