

MKS Inc.

Global Anti-Corruption Policy

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I. PURPOSE, SCOPE, AND RESPONSIBILITY

MKS Inc. and its subsidiaries ("MKS" or the "Company") are committed to conducting business with integrity, transparency, fairness, and honesty, in full compliance with all applicable laws, regulations, and international standards. This Global Anti-Corruption Policy ("Policy") sets forth the principles designed to prevent, detect, and respond to corruption in all forms, including bribery. It is grounded in the values outlined by the Code of Business Conduct and Ethics and reflects our collective responsibility to uphold these standards, fully championed by MKS leadership.

This Policy applies globally to all business activities and interactions, and to all MKS officers, directors, and employees (collectively, "Employees"), as well as to any third parties acting on behalf of MKS ("Affiliates"). All Employees and Affiliates are expected to fully comply with this Policy. Any violation may result in disciplinary action, up to and including termination of employment or third-party engagements. Depending on the jurisdiction, individuals may also face civil and/or criminal penalties.

II. APPLICABLE LAWS

MKS is committed to fully complying with all applicable anti-bribery and anti-corruption laws, including, but not limited to, the United States Foreign Corrupt Practices Act ("FCPA"), the United Kingdom Bribery Act ("UK Bribery Act"), and the Organization for Economic Co-operation and Development Convention on Combating Bribery of Foreign Public Officials in International Business Transactions. All Employees and Affiliates are required to comply with these laws and the laws of all relevant jurisdictions, including those of their home country.

Where local laws impose stricter standards or conflict with this Policy, the more stringent requirement will apply. Please refer to the [Country-Specific Addendums](#) or contact the Integrity & Compliance team (Integrity@mks.com) for additional guidance.

III. OVERVIEW AND GENERAL GUIDELINES

A. PROHIBITION OF BRIBERY

Under the FCPA, UK Bribery Act, and other international and local anti-corruption regulations, companies are required to prohibit and prevent bribery in all forms. This includes offering, promising, or giving anything of value, whether directly or indirectly through third parties, with the intent to improperly influence a decision, gain an unfair business advantage, or secure or retain business. Violations can result in serious enforcement actions, including substantial fines, penalties, and imprisonment.

MKS prohibits all forms of bribery involving both Government Officials and private sector employees.

If you are unsure whether a payment or benefit may be considered a bribe, contact the Integrity & Compliance team (Integrity@mks.com) or your Country or Regional Finance Director for guidance.

A **Government Official** may include, but is not limited to, any official or employee of a government or public international organization, member of a political party, candidate for political office, or any official or employee of a state-owned business enterprise. This also includes individuals that act on behalf of such entities such as agents or consultants.

A **private sector employee** includes any individual who is employed by a non-governmental entity, including corporations, partnerships, and other commercial entities.

1. Bribes and Improper Gifts

MKS Employees and Affiliates are prohibited from directly or indirectly offering, promising, authorizing, paying, or giving anything of value to any Government Official, private sector employee, or their family members with the intent to improperly influence a decision (including the decision **not** to act), secure an unfair advantage, or gain or retain business for MKS. Even creating the appearance of such intent may constitute bribery. This prohibition extends to actions carried out through third parties including but not limited to distributors, sales representatives, customs brokers, or other agents.

Examples of bribes or improper gifts may include, but are not limited to:

Example	Description
Bribery for contracts	Offering cash to secure a contract or avoid regulatory scrutiny.
Expensive gifts or travel	Providing expensive gifts, event tickets, or luxury travel to influence purchasing decisions.
Charitable Bribery	Donating to a charity with the expectation of receiving something in return such as a permit or license.
Improper third-party payments	Paying agents or consultants where funds are intended to influence a decision-maker.

2. Facilitation Payments

A facilitation payment is a small, unofficial payment to a Government Official to secure or expedite the performance of routine government action (e.g., obtaining permits or utilities). Facilitation payments are illegal in most countries. MKS prohibits any Employee or Affiliate from directly or indirectly offering, promising, paying, or authorizing a facilitation payment, even where local law permits them.

Examples of facilitation payments may include, but are not limited to:

Example	Description
Customs bribe	Paying a customs officer in a foreign port to release goods faster than the standard process.
Permit acceleration	Giving cash to a local official to speed up the issuance of a business permit.
Avoiding penalties	Offering a small bribe to a police officer to avoid a fine or delay in inspection.

3. Political Contributions

MKS prohibits the use of Company funds, assets, or personnel to make political contributions or support any political party or candidate for public office in any jurisdiction.

Examples of political contributions may include, but are not limited to:

Example	Description
Monetary contributions	Giving money to political candidates or organizations.
Use of Company resources	Using company staff, time, or property for political activities.
Financial support	Guaranteeing loans for political parties.

B. GIFTS AND HOSPITALITY EXPENSES

1. Prohibited Gifts and Hospitality Expenses

Bribery is not always obvious; it can take subtle or indirect forms that go beyond cash. These may include lavish hospitality, extravagant travel arrangements, excessive gifts, or other personal benefits intended to improperly influence a business decision or secure an unfair advantage. Recognizing these forms is essential to maintaining ethical standards and ensuring compliance with anti-corruption laws and company policies.

To mitigate the risk of bribery, MKS prohibits certain categories of gifts and hospitality expenses that could be perceived as attempts to influence decision-making or secure improper business advantages. Examples of **prohibited** gifts or hospitality expenses include, but are not limited to:

Prohibited Expense	Description
Advance payment or excessive per diem allowances	Advance payment of any expenses directly to a Government Official or private sector employee, or payment of "per diem" allowances in excess of those permitted by the Travel & Expense Policy are prohibited.
Cash payments	Cash payments, payments with travelers' checks, or other cash equivalents are prohibited.
Expenses for spouses, family or friends	Covering costs for spouses, family members, or friends is prohibited.
Non-business trips	Payment of expenses associated with non-business trips is prohibited.
Lavish expenses	Lavish expenses such as the payment of first-class airfare or extravagant dining with a customer or third party are prohibited.
Given during active tenders, negotiations, or pending approvals	No hospitality or gifts may be provided during active tenders, contract negotiations, disputes, or pending approvals without written approval by the Chief Compliance Officer or Company's General Counsel.

2. Permitted Gifts and Hospitality Expenses

While modest gifts, entertainment, travel, or marketing expenses (collectively "gifts or hospitality expenses") can help build business relationships and are common in some cultures, they must never be used to improperly influence a decision or gain an unfair advantage. All gifts or hospitality expenses must be tied to a legitimate MKS business purpose.

To be acceptable, a gift or hospitality expense must meet **ALL** the following requirements:

Criteria	Description
Customary and legally permissible	The payment must be legally permissible and customary in the country where the recipient is located.
Legitimate business purpose	The gift or hospitality expense must support a clear and legitimate business objective (e.g., sale/promotion of products/services, relationship building, in connection with the execution of a contract).
No obligation or undue influence	The activity must not create any obligation or expectation and must not be seen as intended for, or capable of, achieving undue influence.
Reasonable and proportional amount	The amount must be reasonable and proportional considering routine business travel, meals and entertainment (i.e., not lavish, excessive, frequent or inappropriate).
Made openly	The giving or receiving of the gift or hospitality must be made transparently and free from any appearance of secrecy or concealment.
Documented, reviewed & approved ¹	The expense must be fully documented in the relevant MKS system (e.g., Concur, Ariba) including the purpose, recipient, and value. Reimbursements must align with all applicable reimbursement policies, including those available here . Receipts are required for reimbursement.

¹ All gifts must be procured in accordance with established purchasing protocols. Failure to do so may result in the expense being deemed non-reimbursable.

Below are examples of expenses that are generally considered acceptable when **ALL** the above requirements are met. These examples are not exhaustive but provide guidance on the types of expenditure that **may** be appropriate:

Criteria	Description
Trade show refreshments	Expenditure on beverages and snacks at a trade show booth.
Business entertainment	Payment for an employee to take a customer to a moderately priced dinner when associated with a legitimate business purpose (e.g., product training, relationship building).
Industry sponsorships	Financial sponsorship of industry conferences, symposia, or exhibitions in return for sponsorship recognition.

All gifts and hospitality expenses involving customers or third parties must comply with all applicable reimbursement policies, including those available [here](#). This includes requirements for booking procedures, travel class, and supporting documentation.

3. Promotional Gifts

Promotional gifts of nominal value (generally under \$50 USD or equivalent value in the applicable jurisdiction) may be offered as a courtesy, a token of appreciation, or in recognition of services rendered. Such gifts must be

small in value and should bear a MKS logo or trademark. These gifts are permitted when they are modest, given transparently, and not intended to influence a business decision or secure an unfair advantage.

4. Pre-Approval Requirements

The following gifts and hospitality expenses also require advance approval from both the manager of the Employee proposing the gift and the Country or Regional Finance Director:

- a) Any gifts exceeding \$100 USD (or the local equivalent), or a series of gifts to the same individual or group of individuals within the same company with an aggregate value exceeding US\$500 in a 12-month period.
- b) Payments that require prior approval under MKS Travel and Entertainment Policies or other reimbursement policies, including those available [here](#).

The following gifts and hospitality expenses require advance approval from the Integrity & Compliance team (Integrity@mks.com):

- a) Any gifts or hospitality expense involving a Government Official.
- b) Any gifts exceeding \$250 USD (or the local equivalent), **or** a series of gifts to the same individual with an aggregate value exceeding US\$750 in a 12-month period.
- c) Reimbursements to third parties for their travel or entertainment expenses

When submitting an advanced approval request, the requestor must provide detailed information regarding the proposed payment or gift including:

- a) Reason for approval
- b) Recipient details (e.g., name title, affiliated organization)
- c) Business context (e.g., description of the relationship, pending business)
- d) Gift or expense detail (e.g., nature, purpose, value), and
- e) Any other relevant information.

If the expense is approved, the requestor must either process the related invoice or payment request in accordance with all applicable reimbursement policies, including those available [here](#). The payment/reimbursement request must include evidence of advanced approval.

5. CHARITABLE CONTRIBUTIONS

MKS allows reasonable charitable donations on behalf of the company, but only under specific conditions. Donations must comply with the [MKS Code of Business Conduct and Ethics](#) and may only be made to legitimate, tax-exempt charities. All donations require advance written approval from a member of the Human Resources team. If the Human Resources team member is making the donation, it must be approved by the team member's manager, or delegate.

When submitting a request for donation approval, the requestor must provide detailed information regarding the proposed donation including:

- a) Donation details (e.g., amount and purpose of the donation)
- b) Recipient information (e.g., identity, mission, non-profit status)

- c) Justification (i.e., reason for selecting the organization)
- d) Evidence of business unit manager approval, and
- e) Any other relevant information.

6. BOOKS AND RECORDS REQUIREMENTS

1. Accurate Books and Records

All MKS Employees and Affiliates are required to maintain books, records, and accounts that, in reasonable detail, accurately and fairly reflect all payments, expenses, and other transactions. All financial transactions must be recorded timely and accurately, and in compliance with accepted accounting standards. False, misleading, or artificial entries must never be made in books and records or any reason.

If you have any questions or uncertainties, please contact your Country or Regional Finance Director or Corporate Finance for guidance.

In support of this obligation, all Employees and Affiliates must adhere to the following responsibilities:

Responsibility	Description
Ensure accurate records	Ensure all entries are complete, accurate, and properly documented.
Verify no false entries	Never create or approve false, misleading, or incomplete records.
Report irregularities	Promptly report undocumented payments, excessive commissions, or suspicious transactions.
Follow controls	Adhere to internal accounting controls and approval processes to prevent unauthorized activity.
Look for red flags	Be alert for signs of misconduct (e.g., cash to unauthorized parties, disguised expenses, off-book accounts) and report them immediately.

The following are examples of **prohibited** recordkeeping practices:

Prohibited Activity	Description
Improper cash handling	Undocumented cash payments or checks made out to "cash" or unauthorized recipients.
False payee records	Payments recorded as going to one person when intended for another.
Mischaracterized transactions	Mislabeling the nature of payments (e.g., calling a bribe a "service fee").
Unauthorized accounts	MKS funds held in personal or unofficial accounts.
Unrecorded funds	Hidden assets like slush funds or black boxes.
Falsified entries	Any false or artificial entries in MKS or Affiliate records.
Misleading payments	Payments made with deceptive intent or documentation.
Disguised commissions	Inflated commissions masking corrupt payments.
Mislabeled expenditures	Improper payments disguised under vague or misleading labels.

Internal Accounting Controls

MKS Employees and Affiliates are required to implement and maintain a system of internal accounting controls that:

- a) Provide reasonable assurance that the Company's global transactions are executed in accordance with management's authorization and are recorded properly,
- b) Verify that access to assets is permitted only in accordance with management's authorization, and
- c) Ensure that recorded accounts are periodically compared to existing assets.

IV. DUE DILIGENCE AND RISK MANAGEMENT

A. THIRD PARTY MANAGEMENT

MKS only engages with third parties that comply with applicable laws and regulations and uphold the Company's standards of integrity. MKS reserves the right to terminate any relationship with a third party that violates anti-corruption laws or this Policy. Since MKS can be held accountable for the actions of its Affiliates, it is essential that Employees exercise due diligence when engaging and managing third-party relationships.

V. MONITORING & TRAINING

A. COMPLIANCE AUDITING

The Internal Audit or Integrity and Compliance departments may conduct periodic anti-corruption audits. The Chief Financial Officer (CFO), Internal Audit, and the Legal Department will determine the audit scope and frequency. Audits may assess compliance with anti-corruption policies and laws, third-party due diligence practices, books, records, and/or financial controls. Findings will be reported to senior management, with recommendations for remediation as needed.

B. TRAINING

Employees in high-risk roles must complete anti-corruption training and acknowledge this Policy on an annual basis. All training records will be maintained in compliance with the Company's Records Retention Policy.

VI. ENSURING COMPLIANCE

A. QUESTIONS AND INQUIRIES

This Policy does not cover every scenario under anti-corruption laws. If you have any questions regarding this Policy or the scope of applicable laws, please contact a member of the Integrity & Compliance team (Integrity@mks.com).

B. REPORTING VIOLATIONS

All Employees and Affiliates must report any suspected, actual, or potential violation of this Policy to either the Integrity & Compliance team (Integrity@mks.com) or the MKS Compliance Hotline (855-874-1532 or mksinst.ethicspoint.com). Dialing instructions for countries outside of the U.S. are available at mksinst.ethicspoint.com. Reports may be made confidentially and, where legally permissible, anonymously.

C. INVESTIGATIONS

Reports of suspected violations of this Policy or applicable anti-corruption laws will be investigated by the Integrity & Compliance team, with support from relevant internal departments, and, when necessary, external parties (e.g., legal counsel, auditors). Based on the investigation's findings, appropriate corrective actions will be taken as necessary.

As documented in the MKS Safe Reporting and Non-Retaliation Policy, any person who, in good faith, reports suspected legal, ethical, or policy violations will not suffer any adverse consequences for having done so. Employees who violate this Policy are subject to disciplinary action, up to and including termination.

VII. RELATED POLICIES

- [MKS Code of Business Conduct & Ethics](#)
- [MKS Global Supplier Code of Conduct](#)
- [MKS Travel Policy FAQ](#)
- [MKS Safe Reporting and Non-Retaliation](#)
- [MKS Channel Partner Policy and Procedure](#)