Tokyo Electron Group

Global Competition Law Policy

Contents

About the Global Competition Law Policy

Purpose

This Global Competition Law Policy (this “Policy”) indicates the commitment of Tokyo Electron Limited and its subsidiaries (together as “TEL Group” or the “Company”) to compete fairly in our business and comply at all times with competition laws in countries and regions around the world. This Policy supplements the Code of Ethics.

Who Should Follow this Policy

This Policy shall apply to all the officers (including directors and company auditors) , Corporate Officers and Executive Officers of TEL Group, persons who have entered into employment with and are rendering services to any entity in TEL Group (irrespective of employment status, such as regular employees, contract employees, advisers, fixed-term employees, employees rehired after mandatory retirement, part-time employees, and workers hired on a daily or seasonal basis), and other persons who perform work for the Company such as secondees and temporary workers from another entity or agency (collectively the "Officers and Employees").

Obligation to Report and Cooperate with Investigations

In the event that any Officer or Employee becomes aware of any actual or possible competition law violations, procedural violations or the possibility of violating this Policy (including cases in which a third party engaged by the Company is suspected to have engaged in such practices), they must promptly report the same to their supervisor or the Legal or Compliance Department (or your Regional Compliance Head). The Company will not tolerate retaliation against those who use available channels in good faith to seek assistance, make complaints or reports, or assist or participate in any manner in any internal investigation or other proceeding whether internal, or conducted by or on behalf of a governmental enforcement agency.

No employee is permitted to engage in retaliation, or any form of retaliatory behavior, against another employee for reporting anti-competition concerns in good faith or cooperating with an investigation. If you feel you are being retaliated against, please immediately contact. Furthermore, reprisal and retaliatory actions may constitute grounds for disciplinary action.

1 Anti-Competitive Agreements and Practices

We do not engage in anti-competitive agreements or practices. The following practices may be deemed to be anti-competitive if there is:

(1) an agreement, decision or concerted practice

(2) which has as its object or effect the prevention, restriction, potential lessening or distortion of competition

There are a number of key practices which are illegal, as being anti-competitive agreements and must not be done in any circumstances. These include:

- **Price fixing** – competitors cannot discuss or agree to directly or indirectly fix their prices, or any aspect of their pricing offer to customers, no matter the reason. This restriction extends to fixing production capacity, terms and conditions or other aspects of the competitive offer
- **Market or customer sharing** – competitors cannot agree to share or allocate geographic or product markets or customers between them. If competitors indicate that certain territories or customers are "theirs" and they will not challenge each other in respect of such territories or customers, this is a serious competition law concern
- **Bid-rigging** – when invited to participate in any bidding or tender process, there must be no contact between competing bidders regarding the competitive offer, in particular around the price to be offered. Any joint-bids with another company should be checked and approved for competition compliance before proceeding
- I**nformation sharing** – from a competition law perspective, the sharing of competitively sensitive information between competitors is potentially as serious as price-fixing. If a competitor asks for information regarding TEL Group's pricing intentions or competitive strategy, any information provided in response – even if this is not reciprocated by the competitor – could be a serious competition law infringement.

In addition, there are restricted practices including group boycotts (where competitors agree among themselves not to do business with a particular company except on agreed terms – something which is particularly problematic if the group working together has market power); preventing parallel trade (in other words competitors cannot put territorial restrictions on parties or third parties); and resale price-fixing/agreement.

2 The Abuse of a Dominant Position

We operate in a fair, open and competitive marketplace and refrain from controlling

markets unfairly.

There are types of behaviors which can be considered an abuse of dominance. Common examples are as follows:

- **Engaging in unfair pricing practices** – examples include: excessive pricing (e.g. exploiting customers who have no alternative supplier); predatory pricing (e.g. charging below cost pricing to drive competitors out of the market); discriminatory pricing (e.g. charging different prices to different customers without any reasonable justification); or certain loyalty schemes (e.g. loyalty rebate schemes designed to prevent customers switching to competitors)
- **Refusing to supply** – refusing to supply a new or existing customer without any objective justification. Where a customer relies on the supply and has no alternative, and particularly where that customer is also a downstream competitor, this can be considered a serious competition law breach. If several competitors agree to do this, this may be an illegal group boycott
- **Tying or bundling products** – that is, making the sale of one product (or rebate for that product) dependent on the purchase of another (e.g. pricing with discounts only offered for a whole bundle of products including the dominant product)

3 Merger Control

We consult the Legal or Compliance Department at the very start of any project involving a merger, acquisition or the creation of a joint relationship so that a detailed assessment including notification to the authorities is properly conducted.

There are two key aspects of a potential transaction to examine at the outset to determine whether and where it may need to be notified to the competition authorities:

(1) Type of transaction – whether it is a merger, acquisition, the acquisition of a significant minority shareholding, or a certain type of joint venture (typically where the JV will be a long term independent business – a “Full Function” JV); and

(2) The characteristics of the parties (Target and purchaser, or JV and parents) – for instance, turnover, market share (the markets may need defining), whether there are local asset holdings or foreign investment.

4 Compliance with Competition Law and Potential Consequences

TEL Group will not tolerate non-compliance with competition laws. Each and every one of us understands this Policy and is aware of the ways in which competition law

affects our day-to-day work, as the sanctions for breaching competition law around the world are among the highest of any that law enforcement agencies can impose. The fines imposed on companies for breaching competition law are increasing and have now reached over €1 billion/¥126 billion/$1.1 billion. The cost implications for businesses reach even further when considering follow-on damages, claims, and the consequential business interruption and loss of reputation. The consequences of breaching competition law are just as serious for individuals as they are for corporations as Officers and Employees can be disqualified, fined or even sent to prison.

5 Compliance with Competition Law Procedures

Contact with competitors always carries the risk of anti-competitive behavior and involvement in inappropriate conversations. In the event of contact with a competitor, Officers and Employees must immediately submit a report on the contact they had with the competitor to the Legal or Compliance Department in accordance with internal regulations.

6 Committee for Achieving Global Compliance

- Tokyo Electron Limited (“TEL”) shall determine competition compliance plans, periodically review, revise or abolish this Policy and continuously promote global compliance by TEL Group.
- TEL's Legal and Compliance Department shall, under the supervision of the Chief Compliance Officer, carry out risk assessments, periodic training, determine the treatment of consultations and investigations and support compliance with this Policy by each TEL Group company.
- TEL's Internal Audit Department (“Audit Center”) shall audit the status of compliance with this Policy in accordance with the Internal Audit Regulations.
- A Regional Compliance Head or Compliance Manager for each TEL Group company shall be appointed by the Chief Compliance Officer of TEL to promote compliance with this Policy.

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