

indie

# CODE OF BUSINESS CONDUCT AND ETHICS

August 2026



# MESSAGE FROM DONALD MCCLYMONT



**indie Semiconductor, Inc. CEO and Co-founder**

At indie, integrity matters. We need to strive to make sound, ethical choices that serve our customers, improve our community and inspire our team.

It is vitally important that we follow a robust Code of Business Conduct and Ethics\*. This Code serves as a compass for our decisions and actions in our daily work.

Please take time to familiarize yourself with this Code. As an employee, you are expected to help promote this culture of compliance, and to know, understand and comply with this Code.

At indie, integrity is who we are.

Thank you for your commitment and support.



*\* The Code of Business Conduct and Ethics applies to our Board of Directors, officers and employees, as well as our contractors, suppliers and other business partners. For the purposes of this Code, we refer to all of the foregoing persons as our "employees."*

# TABLE OF CONTENTS

**All titles are hyperlinked and will bring you to the topic slide**

- [Ethical Principles and Core Values](#)
- [Decision Making and the Code of Conduct](#)
- [Reporting/Speaking Up](#)
- [No Retaliation](#)
- [Equal Opportunity](#)
- [Harassment](#)
- [Bullying](#)
- [Confidentiality](#)
- [Privacy](#)
- [Internet Use](#)
- [External Communication on Behalf of the Company](#)
- [Use of Social Media](#)
- [Global Trade Compliance](#)
- [Competition, Fair Dealings and Antitrust](#)
- [Bribery and Facilitation Payments](#)
- [Gifts and Entertainment](#)
- [Money Laundering](#)
- [Record Keeping](#)
- [Protection and Proper Use of Company Assets](#)
- [Information Technology](#)
- [Information Technology - AI Usage](#)
- [Health and Safety](#)
- [Environment](#)
- [Corporate Social Responsibility](#)

# ETHICAL PRINCIPLES AND CORE VALUES



**Honesty**



**Integrity**



**Trustworthiness**



**Courage**



**Respect for  
Others**



**Responsibility**



**Accountability**



**Obedience  
to the Law**



**Empathy**



**Teamwork**



**Commitment  
to the Code**

## When making a decision, ask yourself:

- Is it legal?
- Does it comply with the Code?
- Does it reflect our company values and ethics?
- Does it respect the rights of others?

If you are unsure about any of the answers to these questions, ask your Supervisor, Human Resources or the Legal Department.



# REPORTING/SPEAKING UP

indie encourages all employees to ask questions and raise issues without the fear of retaliation.

indie is committed to treating reports seriously and investigating them thoroughly. Employees must report suspected unethical, illegal or suspicious behavior immediately.

Failure to report suspected violations of the Code or cooperate with any investigations may result in disciplinary action, up to and including termination of employment, partnership or engagement.

Any waiver of this Code for our directors and officers, may be made only by our Board or a designated committee of the Board and will be disclosed to the public as required by law or the Nasdaq listing rules.



## To report a concern:

- Talk to your Supervisor or contact:
  - Human Resources: [hr@indie.inc](mailto:hr@indie.inc)
  - Legal Department: [legal@indie.inc](mailto:legal@indie.inc)
- For more information, including how to access our anonymous hotline or online reporting website, please see our **Open Door Policy for Reporting Complaints** located in the Human Resources section of our intranet.

**Employees who report a concern in good faith cannot be subjected to any adverse employment action including:**

- Unfair dismissal, demotion or suspension
- Unfair denial of a promotion, transfer or other employment benefit
- Bullying and harassment, either in person or online
- Exclusionary behavior
- Any other behavior that singles out the person unfairly

indie will **not** retaliate against, nor will indie tolerate, any retaliation against, anyone who reports suspected violations of this Code or the law in good faith, or who participates in an investigation.



# EQUAL OPPORTUNITY

indie will not tolerate discrimination based on sex, gender (including pregnancy, childbirth, breastfeeding and related conditions), sexual orientation, gender identity, gender expression, gender nonconformity, race, creed, religion, color, national origin, ancestry (including association, affiliation, or participation with persons or activities related to national origin, English-proficiency or accent, or immigration status), physical or mental disability, medical condition(s), genetic information of an individual or family member of the individual, marital or domestic partner status, age, veteran or military status, family care status, requesting or taking pregnancy, parental or disability leave, requesting an accommodation or any other protected class under applicable state or local law.





# HARASSMENT

Treat all fellow employees, contractors, customers, business partners and other stakeholders with dignity and respect.

Any type of harassment, including physical, sexual, verbal or other, is prohibited and can result in disciplinary action up to, and including, termination.

**Harassment can include actions, language, written words or objects that create an intimidating or hostile work environment, such as:**

- Yelling at or humiliating someone
- Physical violence or intimidation
- Unwanted sexual advances, invitations or comments
- Visual displays such as derogatory or sexually-oriented pictures or gestures
- Physical conduct including assault or unwanted touching
- Threats or demands to submit to sexual requests as a condition of employment or to avoid negative consequence



We are **committed to ensuring** that our employees, contractors, customers and business partners **work in safe and respectful environment** that is free of bullying.

Bullying is considered to be repeated inappropriate behavior, either direct or indirect, whether verbal, physical or otherwise, conducted by one or more persons against another or others. Examples of bullying, if occurring on an ongoing and repeated basis, may include, but are not limited to:

- Spreading malicious rumor or gossip
- Excluding or isolating someone socially
- Establishing impossible deliverables
- Withholding necessary information or purposefully giving the wrong information
- Intimidating someone
- Impeding someone's work
- Unfairly denying training, leave or promotion
- Constantly changing work guidelines
- Sending offensive jokes or emails
- Criticizing or belittling someone constantly
- Tampering with a person's personal belongings or work equipment

indie and its employees must maintain the confidentiality of all proprietary information. Proprietary information includes all non-public information that might be harmful to indie and its customers and business partners if disclosed to a competitor or the public.

**Confidential information includes, without limitation:**

- Technical information and data
- Product roadmaps and research and development activities
- Customer and supplier lists
- Pricing information
- Terms of contracts
- Financial statements
- Strategic transactions and acquisitions related activities
- Marketing plans and strategies
- Trade secrets
- Company policies and procedures (not including policies and procedures related to terms and conditions of employment)
- Any other information that could damage the company or its customers or suppliers if it was disclosed to a competitor

- You should not use confidential or proprietary information of a **former employer or any third party.**
- Confidential information of the company should be disclosed within the company only on **a need-to-know basis.**
- Our employees are prohibited from trading our securities while in the possession of material non-public information. Please see our **Statement of Company Policy regarding Insider Trading and Unauthorized Disclosures** located in the Human Resources section of our intranet.
- Confidential information **should not be used to participate in any bet, wager, or prediction market transaction** that is based on or derives value from confidential information related to us or any other company learned through your employment with us (such as a customer or supplier or a company that is negotiating a major transaction with us).

**indie complies with the requirements of the country and international privacy laws. All employees sign an agreement that contains provisions for information confidentiality and non-disclosure.**

indie and its employees shall not disclose any private, personal information of:

- Employees
- Customers
- Suppliers
- Competitors

Employees should store all personal information securely, mark it as “confidential” and store it only for as long as it is needed for the purpose for which it was collected.

When providing personal or confidential information, employees should limit access to such information to only those with a clear business need for the information.

Employees are required to report any breaches of privacy, including the loss, theft of or unauthorized access to personal or confidential information to their manager.

# INTERNET USE

indie understands that occasional personal use of the internet during work hours is a reasonable request and allows this, within reason. Employees can ask for clarification from their managers if in doubt.

However, indie does not allow company-provided internet access to support a personal business or political venture, or activities which could embarrass the company or its customers.



- Only authorized representatives are allowed to speak on behalf of the company.
- Employees should refer all investor, media and/or other requests for company information to:

**EVP, Corporate Development and IR**





# USE OF SOCIAL MEDIA

indie respects the right of employees to use social media for personal and professional purposes, but employees are **accountable** for any information they publish online.

## Employees are required to:

- Comply with the rules of the social media sites they use
- Respect the privacy of other employees and refrain from publishing photos of them without their consent

## Employees must not:

- Speak on behalf of indie if they are not expressly authorized to do so
- Comment on issues related to the company
- Pretend to be someone they are not
- Participate in Internet chat groups regarding the Company or its business
- Share confidential or proprietary information about indie, its customers, suppliers, or other entities with which indie has a business relationship.
- Post comments or pictures that would otherwise violate any company policies and/or the law



Compliance with import and export control laws is our legal responsibility and our obligation as an ethical corporate citizen. As a U.S. company, indie is required to comply with the **U.S. Export Administration Regulations (EAR)** and the **International Traffic in Arms Regulations (ITAR)**. indie is also required to comply with **all import and export laws and regulations** wherever indie conducts business.

## Employees

- Compliance with these laws means that all sales and shipments and all transfers of information (via paper, verbally, or electronically) must fully comply with the applicable import and export control regulations. Employees must verify export global trade compliance with the Legal Department for new customers and products prior to any export or import activity.
- Violation of these laws can lead to substantial fines and penalties, revocation of indie's import and export privileges, negative international publicity, and potentially criminal punishment for the responsible individuals.
- If you have specific questions about your compliance obligation or general questions about export control, please contact the Legal Department.

While indie competes aggressively for new business, relationships with business partners are built upon trust and mutual benefits must be compliant with competition/antitrust laws.

## **Employees are required to:**

- Communicate indie's products and services in a manner that is fair and accurate, and that discloses all relevant information
- Familiarize themselves with indie's fair competition policies and remain aware of the consequences of any violation of policies or laws governing fair competition
- Consult indie's Legal Department before engaging in any new practice that may affect fair competition
- Refrain from price fixing, bid rigging and any other anti-competitive activities
- Use only publicly available information to understand business, customers, competitors, business partners, technology trends, and regulatory proposals and developments
- Advise their manager or the Legal Department immediately of possible violations of fair competition practices

All employees must act in the best interests of indie and its stockholders, and not act solely for their own interest. When representing or acting on behalf of indie, employees must exercise good judgement before engaging in conduct which could lead to an actual or perceived conflict of interest. Conflicts of interest arise when a personal, financial, or family interest affects our professional decision-making at work. Even just the appearance of a conflict of interest can be harmful.

## Employees are required to:

- Before engaging in any conduct that creates an actual, apparent, or potential conflict of interest, employees must fully disclose the facts and circumstances to the Legal Department
- If employees learn of a business and investment opportunity through indie or through the use of indie property or information such as from a competitor or actual or potential customer, supplier, or business associate of indie, the employee may not participate in such opportunity without the prior approval of the Legal Department
- Consult indie's Legal Department with questions regarding any possible conflict of interest

# BRIBERY AND FACILITATION PAYMENTS

indie will not attempt to influence the judgment or behavior of a person in a position of trust or any governmental authority or official by paying a bribe or kickback. This applies to persons in government and in private business. indie does not permit or allow facilitation payments to government officials or private businesses in order to secure or speed up routine actions.

## Employees

Select third parties carefully and monitor them continuously to ensure they comply with the company's anti-bribery policies.

- Keep accurate books and records at all times and monitor that funds are not being used for bribery or facilitation payments
- Refuse any offer or request for any unlawful payment and report the incident immediately to indie's legal department at [legal@indie.inc](mailto:legal@indie.inc)



While gifts and entertainment among business associates can be appropriate ways to strengthen ties and build goodwill, they also have the potential to create the perception that business decisions are influenced by them. indie is committed to winning business only on the merits of its products, services and people and complies with all legal requirements for giving and receiving gifts and entertainment.

## Employees are to:

- Use sound judgment and comply with the law, regarding gifts and other benefits
- Never allow gifts, entertainment or other personal benefits to influence decisions or undermine the integrity of business relationships
- Never accept gifts or entertainment that are illegal, immoral or would reflect negatively on the company
- Never accept cash, cash equivalents, stocks or other securities
- Employees may accept occasional unsolicited personal gifts of nominal value such as promotional items and may provide the same to customers and business partners.
- When in doubt, employees should check with indie's Compliance Officer before giving or receiving anything of value.

**indie complies with anti-money laundering laws. Money laundering is the process of concealing illicit funds by moving them through legitimate businesses to hide their criminal origin.**

Employees must never knowingly facilitate money laundering or terrorist financing and must take steps to prevent inadvertent use of the company's business activities for these purposes. Employees are required to immediately report any unusual or suspicious activities or transactions such as:

- attempted large payments in cash or payments from an unusual financing source
- arrangements that involve the transfer of funds to or from countries or entities not related to the transaction or customer
- unusually complex deals that don't reflect a real business purpose
- attempts to evade record-keeping or reporting requirements

All documents, databases, voice messages, mobile device messages, computer documents, files and photos are records.

## Employees are required to:

- maintain these records and protect their integrity for as long as required
- maintain official record keeping systems to retain and file records required for business, legal, financial, research or archival purposes
- dispose of your records according to the company's records retention and disposition policies



**Employees should NEVER destroy documents in response to, or in anticipation of, an investigation, audit or litigation.**



# PROTECTION AND PROPER USE OF COMPANY ASSETS

indie requires all employees to protect its assets. All assets should be used for legitimate purposes and for company business only.

- Assets include facilities, equipment, computers and information systems, telephones, employee on-duty time, confidential and proprietary information, corporate opportunities and company funds.
- Suspected incidents of fraud, theft, negligence or waste should be reported to the Chief Operations Officer (COO) or the legal department.



- indie expects its employees to help it safeguard all computer equipment and data against intentional malicious acts by individuals inside or outside the company. Employees are required to undergo cybersecurity training to ensure compliance with computer security policies. indie safeguards against inappropriate access to its systems and information by any unauthorized persons.
- indie does not use software for which it does not have a valid license.



indie maintains an **AI Usage Policy** that applies to all employees, contractors, and third parties of indie who interact with AI systems while performing work for indie. AI should be used responsibly and effectively, with AI outputs that align with **indie's principles and core values**.

## Employees

- Only third-party AI systems approved by indie Corporate IT may be used.
- Avoid generating and sharing content that is misleading, discriminatory, offensive, or violates any laws or company policies.
- Maintain transparency about the capabilities and limitations of AI systems with stakeholders. Always review the output of AI tools to ensure it is accurate.
- Respect copyright and intellectual property rights when using AI systems.
- Report any misuse or violations of the **AI Usage Policy** to Corporate IT.
- Violations of this policy may result in disciplinary action, up to and including termination of employment or engagement, and revocation of AI tool access.

indie conducts business in accordance with applicable health and safety requirements and strives for continuous improvement in its health and safety policies and procedures.

- All employees are expected to perform their work in compliance with applicable health and safety laws, regulations, policies and procedures and apply safe work practices at all times in all locations.
- Applicable safety and health requirements must be communicated to employees, visitors, customers, suppliers or contractors at any company location.
- Employees are required to immediately report workplace injuries, illnesses or unsafe conditions, including “near-misses.”



From our founding in 2007, sustainability and corporate responsibility have always been an integral part of indie's business philosophy.

We are committed to operating in an environmentally responsible manner, from the provision of products and services, to the operation of its offices and facilities, selection of suppliers and other business activities. indie complies with all applicable environmental laws and regulations, as well as self- directed commitments to sustainable practices and environmental protection.



**indie understands that corporate social responsibility extends to our entire supply chain. This encompasses not only the products and services supplied but also the human rights, ethics and social practices of our company and its suppliers.**

- One goal of our corporate social responsibility procurement program is to build partnerships with like-minded organizations by actively seeking out business partners who are environmentally and workforce friendly.
  - **Forced Labor:** The company and its suppliers shall employ all employees under their own free will with no one being subjected to bonded or forced labor. This policy applies to not only the supplier's business operations, but also those of their supplier network with which the company conducts its business.
  - **Child Labor:** The company and its suppliers shall not employ any person under the minimum legal working age of the country in which they work.
  - **Responsible Environmental Impact:** The company and its suppliers shall conduct ongoing efforts to reduce environmental pollution, while increasing sustainability.

# CORPORATE SOCIAL RESPONSIBILITY

indie encourages and supports involvement in the community that has supported it. This includes supporting local charities, business and talent by, for example, organizing charitable contributions and volunteering, sourcing local products and services, where appropriate, and showcasing the work of local artists in the company's public spaces.

To learn more about all of our sustainability practices, please see the Environmental, Social and Corporate Governance Report on the Investors page of our website.

