



# Speak Up & Non-Retaliation Policy

2021



## Speak Up & Non-Retaliation Policy

ASML

# Introduction

At ASML, we are committed to conducting business with fairness, integrity and respect for the law and our values. We promote an open culture of trust and honest communication where violations of the [Code of Conduct \(Code\)](#) are not tolerated. Doing the right thing – and following the Code – also means reporting concerns and violations, even if you only suspect them. Speaking Up is essential for us to maintain our reputation, success, and ability to operate.

We all have a personal responsibility to incorporate the principles of the [Code](#) and ASML's values into our daily lives. However, you may one day observe behavior that violates our Code or feel pressured to violate the Code. If these situations occur, we urge you not to remain silent. Remaining silent about possible violations of the Code can worsen a situation and decrease trust. ASML expects you to [Speak Up](#), even in situations of doubt.

By Speaking Up, you give us the opportunity to address your concern. When you raise a concern, you help to protect ASML, your workplace and ultimately your colleagues and yourself.

While Speaking Up protects the company and your colleagues, ASML protects you when you do Speak Up with a strict non-retaliation policy. This policy means you will not suffer negative consequences if you raise a concern in good faith. We do not tolerate retaliation.

ASML Board of Management







## Speak Up & Non-Retaliation Policy

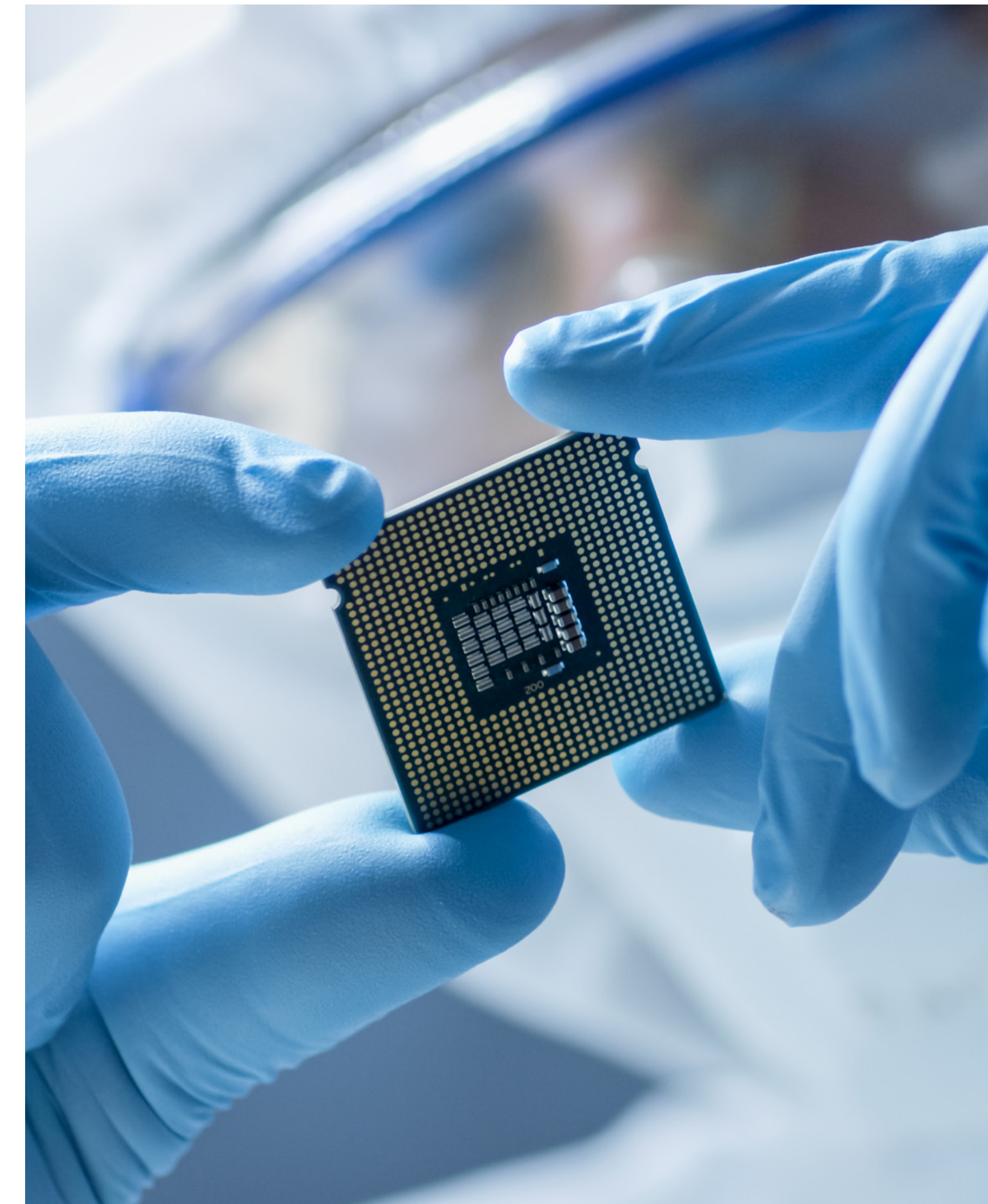
ASML

# Purpose

The purpose of the ASML Speak Up and Non-Retaliation Policy is to explain when, where and how you can raise a concern about a suspected violation of the Code without fear of retaliation. It also describes what you may expect from ASML when you [Speak Up](#) and what possible steps will be taken after you raise a concern.

This policy reflects our commitment, as stated in our [Code](#), that ASML will take (suspected) violations of the Code seriously and investigate accordingly. Appropriate action will be taken if a violation is confirmed, which could include disciplinary measures (up to and including termination of employment) and improvement measures to prevent recurrence.

This policy serves as our company's whistleblowing policy<sup>1</sup>. This policy is leading, but where local laws or regulations are stricter than the policy, they prevail. For more information about specific laws and regulations related to whistleblowing, please contact the [Ethics Office](#).



<sup>1</sup> ASML refers to any company that is majority owned and controlled, directly or indirectly by ASML Holding NV.





# What is Speak Up?

To Speak Up is to raise a concern within ASML about any (possible) violation, even suspected, of laws and regulations, our [Code](#), and/or ASML policies and procedures. The Code does not cover all the behaviors we expect based on ASML's values. There are many more detailed materials, including policies, laws, and regulations, that relate to different subject matters covered by the Code. You are required to always abide by the Code, the underlying corporate policies, laws, procedures and regulations, including those not listed in the Code.

## What should you Speak Up about?

(please note this is a non-exclusive list of examples)

- Fraud and fraudulent (financial) reporting  
e.g. questionable accounting controls and auditing matters
- Inadequate financial and non-financial recordkeeping
- Money laundering
- Terrorism-financing violations
- Insider trading
- Gifts and Entertainment Policy violations
- Bribery or corruption
- Criminal offences
- Privacy violations
- Sanctions and export control law violations
- Conflicts of interest
- Competition law violations

- Disclosure of confidential information
- Discrimination, aggression and (sexual) harassment
- Environmental, health and safety issues
- Human rights violations
- Improper use of company resources
- Retaliation against anyone for speaking up in good faith

## What is excluded from this policy?

This policy should in principle not be used to report:

- Immediate threats to life or property:  
If you need emergency assistance, contact your local authorities, or call your country's emergency phone number. ASML also has an [Emergency Response Process](#) in place covering crisis situations.

- With malicious intent: Do not make accusations you know are false or cannot be substantiated. This may lead to disciplinary measures imposed on you.
- Practical customer complaints:  
(e.g. a late delivery or order entry problem).
- Concerns or grievances in relation to HR matters: This could include your terms of employment or performance-related issues. For HR-related matters, contact your direct manager and/or HR contact.
- Interpersonal non-work-related grievances or personal (legal) disputes.
- With the intent to obtain answers to questions or to provide comments on ASML policies or procedures: Contact the relevant internal owner for policy- or procedure-related questions.



## Speak Up & Non-Retaliation Policy

ASML

# What is Non-Retaliation?

This policy is not only our Speak Up policy, but it also includes our policy on non-retaliation.

It means that ASML will do its utmost to protect anyone Speaking Up. We will not tolerate any form of retaliation<sup>2</sup> or any other form of adverse consequences against employees or third parties who raise a concern in good faith or participate in an investigation about suspected violations of the Code, even if ASML could lose business as a result.

Concerns are treated confidentially (and if preferred, anonymously). Please see the section [“Who can Speak Up?”](#) for a list of those to whom this protection primarily applies.

Any retaliation, whether direct or indirect, against those who Speak Up is grounds for disciplinary measures against the retaliating party.

Contact the [Ethics Office](#) if you feel that your report may lead or has led to any negative consequences.

<sup>2</sup> Article 19 of the EU Whistleblower directive provides a list of examples that could constitute as retaliation. More information can also be found in the Speak Up FAQ.



# What about confidentiality, anonymity and privacy?

To safeguard the position of parties involved in speaking up, confidentiality, privacy and the option of anonymity are of utmost importance to us.

## Confidentiality

When you Speak Up, these concerns are treated under full confidentiality. This means that your information will only be shared with a limited number of people on a strict need-to-know basis. ASML processes personal data in a privacy compliant manner. Information will only be disclosed outside this group if we are required to do so by law or an important public interest is at stake. Conversely, we also require anyone who is part of an [ethics investigation](#) to maintain confidentiality and not to share or discuss information in relation to any case with others outside of the Ethics Office.

## Anonymity

If preferred, the Ethics Office can treat your concerns anonymously. If you do not feel comfortable speaking to someone within ASML you can also raise your concerns anonymously via the [Speak Up Service](#), which is managed by an external and independent provider.<sup>3</sup> This service acts as a confidential, secure and anonymous communication channel between the reporter of a concern and the [Ethics Office](#).

It is more difficult, and in some circumstances even impossible, to adequately support you and investigate a report that is made anonymously. The Ethics Office may ask you to reveal your identity in order to aid the investigation, but only to the Ethics Office and not to any other person.

## Privacy

ASML complies with applicable privacy and data protection rules and regulations relating to the protection of personal data. We take appropriate measures to make sure personal data is processed in an ethical, fair and lawful manner. Any personal data obtained through the Speak Up and Non-Retaliation Policy will be processed in accordance with privacy rules and regulations applicable to ASML, as well as the ASML Privacy Notices and Privacy Policy. ASML retains personal data only as long as required after you Speak Up or to comply with applicable legal requirements.

For more information about how we process personal data, read the ASML [Privacy Notices](#). If you have any questions, contact the [Privacy Office](#).

<sup>3</sup> Where allowed by the laws or regulations of your country. In the exceptional case your concern cannot be filed anonymously by law, the Speak Up Service will provide you with further information.





## Speak Up & Non-Retaliation Policy

ASML

# Speak Up

ASML aims to contribute to an open working environment where each employee feels comfortable speaking up and addressing his/her concerns. ASML requires everyone to report a suspected violation of the Code, and there are multiple ways to Speak Up.

### Who can speak up?

This policy applies to:

- **Anyone who carries out work for or on behalf of ASML worldwide:** This includes employees, any person on ASML's or an affiliate's payroll, temporary workers working for or on behalf of ASML, volunteer workers, trainees, or self-employed persons.
- **Any other person or party ASML is involved with professionally:** This includes for example former employees, job applicants and anyone working as or under the supervision/direction of business partners, suppliers, shareholders, agents, distributors, representatives and customers.

### When you speak up?

You should Speak Up as soon as possible, ideally when the potential violation can still be prevented or before the situation escalates. Anyone raising a concern is encouraged to first report internally via the [Speak Up channels](#) available within ASML as explained in this policy.

### How to speak up?

There are various options for support and advice within ASML. When possible, you should discuss your dilemma or concern with the person involved, your manager or HR representative. If you do not feel comfortable doing this, or are just not sure who to speak to, you can contact one of our Ethics Officers or Ethics Liaisons in their role as trusted representatives directly.

If you do not feel comfortable speaking to someone within ASML, you can contact our [Speak Up Service](#). This is an independent, outside company that is available 24/7. You can contact them online through a portal or leave a voice message. You can use the language of your choice, as the system will automatically translate your message and any reply that is sent to you. You will then receive a reply from an ASML Ethics Officer within the system.

You can choose to do this anonymously if preferred as you are not required to leave your

credentials/ personal information. ASML will in no way be able to trace your identity. Message sent via the web portal go via an SSL encrypted webform. Message left by phone are transcribed and ASML does not have access to the sound files in any way.

If you use the Speak Up Service anonymously, your identity will not be detectable by ASML or the Ethics Office as it is managed by the independent service provider. When you use the Speak Up Service, you will receive a unique code for each concern you report to keep track of your report.

**The Speak Up Service provides two ways to report a concern:**

[Online](#)

[Phone](#)



## Speak Up

# I want to report a concern, what should I do?

You can report your concern via the Speak Up Service [online](#) (webmail) or by [phone](#)\*. You might also consider the below alternatives.

Do you feel comfortable speaking up yourself to the person(s) involved?

Discuss with the person(s) involved. Remember to take ASML's values into account and be respectful.

Do you feel comfortable discussing the issue with your manager, HR representative, or ASML contact?

Discuss with your direct manager, ASML contact person or HR representative. They can help you define the next steps.

Are you still not sure where or how to report your concern?

Contact an Ethics Liaison or the [Ethics Office](#).

Do you want to remain anonymous?

Our independent [Speak Up Service](#) allows for this.

An Ethics Officer will look into the issue.

\*Your local Speak Up phone number is available on the Speak Up Service website





Speak Up

What information do you need to Speak Up?

Speak Up with the facts that are known to you and the information you have available. We do not expect you to have all the answers, and we ask you to never start investigating any concern yourself.

You may find it helpful to fill out the Ethics Report Form, which could help you structure the information you have about a concern.

What happens after you Speak Up?

The Ethics Office will confirm they have received the report within seven days. Once they have received a report, the Ethics Office will make an initial assessment as part of the intake phase.

After the initial assessment, the Ethics Office may:

- Bring the matter to the Ethics Committee to either consult or to request admissibility of an ethics complaint (a formal ethics investigation). This can be done via an Ethics Report Form.
- Mediate in resolving the issue directly with you.

- Direct the matter to the appropriate department or person after consultation with you, provided the concern does not apply to this policy, see “What is excluded from this policy?”.
- If appropriate, advise you on external reporting channels, such as external authorities, through which the report may be more effectively handled.

The way we approach the report depends on the nature of the issue. Some reports can be solved without investigation, while others may require an in-depth investigation. The Ethics Office will provide you with as much information as possible regarding the expected approach and the steps they will take. Generally, feedback and follow up are given within three months after confirmation of receipt of the initial report.

Other reporting channels

You can report a violation that is not ethics related via other dedicated reporting channels.

You can find an overview of where to report your concerns or incidents regarding Environment Health and Safety (EHS),

privacy, IT and other issues on the Global Incident Management page on MyASML. Should you need confidential assistance with personal and/or work-related issues that may impact your job or mental or emotional well-being, please check the Employee Assistance Program for contact details at your location.

Besides the Speak Up channels mentioned in this policy, suspected fraud and fraudulent (financial) reporting and suspected irregularities of a financial nature, including (questionable) accounting controls and auditing matters, can also be reported directly to the Head of Internal Audit.



# Ethics Investigation

The Ethics Committee decides if a formal Ethics Investigation is needed and, if this is the case, what type of investigation is appropriate. For an ethics complaint to be admissible, there should generally be sufficient information and a reasonable possibility of obtaining further information. Sometimes, unfortunately, we cannot investigate because there is too little information available.

The Ethics Committee will inform you if the concern does not qualify as an ethics complaint. They will also provide you further information on dealing with the concern, such as referring you to the appropriate person, department or location. If you do not agree with this decision, you can report it directly to the Ethics Office or, if that is not possible, the chairperson of the Ethics Board.

A reported concern qualifies as an ethics complaint if one of the following conditions is met:

the concern constitutes a suspected violation of our Code, and you are not (reasonably) comfortable or able to resolve with the person(s) involved and/or your own manager

and/or

the concern constitutes a suspected violation of the Code that could form a direct threat to ASML's integrity and reputation

Intake	Admissibility	Investigation	Reporting	Decision	Update	Action	Close
Report a concern using one of the Speak Up channels.	The Ethics Committee decides whether the report is admissible as an ethics complaint.	Appointed investigators will collect data by means of interviews/ desk research.	Investigators analyze their findings and report to the Ethics Committee.	Ethics Committee comes to a decision and makes recommendations to management and HR.	You will be updated on the case to the extent possible.	Responsible manager and HR decide and execute measures to be taken.	Case will be closed.
→	→	→	→	→	→	→	→





## Speak Up & Non-Retaliation Policy

ASML

### Ethics Investigation

#### How does an ethics investigation work?

During an ethics investigation, the Ethics Committee will gather facts regarding the ethics complaint. Depending on the nature of the ethics complaint, the Ethics Committee will either appoint investigators from a pool of trained ASML employees (often in Legal, Audit or HR functions) or appoint certified external investigators. Selected investigators have the necessary expertise and training and are free of conflict of interest regarding the ethics complaint.

The Ethics Officer or Ethics Liaison involved, in their role as trusted representative, will discuss with you any (possible) risks of retaliation and how those risks, if any, can be reduced.

Throughout the investigation, the Ethics Office remains the central point of contact for all involved parties, including you and other directly involved people, regarding any questions or issues relating to the pending investigation.

#### Key investigation principles

All applicable local laws and regulations in a specific jurisdiction in which an ethics investigation takes place will be respected.

Ethics investigations are always conducted in line with our values, internal investigation procedures, protocols and best practices, tailored to the nature and context of the case.

Appointed external or internal investigator(s) and experts work under strict confidentiality and under the supervision and instruction of the Ethics Committee.

The Ethics Committee and Ethics Office oversee the execution of all investigations in a privacy-compliant manner.

Information about an ethics complaint is only accessible for those who are involved in the investigation and on a need-to-know basis.

All parties involved in an ethics investigation are to keep any information relating to the ethics complaint strictly confidential, including but not limited to the identity of the reporting party.

If you wish to remain anonymous, this must be reflected in the recording and communication of the relevant ethics complaint.

Depending on the circumstances, ASML may decide to inform external authorities about the investigation, at any stage of the investigation.



## Speak Up & Non-Retaliation Policy

## Ethics Investigation

### Interviews

Interviews are often part of an ethics investigation. If you are asked participate in an interview, the Ethics Office can answer any questions you may have prior to the interview. You are expected to cooperate, be truthful in your communication, and ensure all information relating to an ethics investigation is kept strictly confidential.

### Accessing company assets

As mandated and instructed by the Ethics Committee, investigators can access, examine, retain and/or copy all company assets and information they deem necessary in the context of the investigation. These assets could include the following ASML assets:

- IT systems
- Records
- Premises
- Company property such as a laptop or tablet
- Private property, provided they contain company software. In this case, access is restricted to the ASML software installed.

The investigators will respect and follow all relevant IT, security, and privacy policies and procedures in respect to accessing information.

### Information and status

The Ethics Office will keep you and other directly involved parties up to date on the progress of the ethics investigation, as far as legally and reasonably possible and on a strict need-to-know basis. The Ethics Committee may not always be able to give the full details of the progress of a case or any actions taken, and they can often not share the investigation report for reasons of confidentiality, privacy and the legal rights of all parties concerned.

### Investigation report

The investigation report by the Ethics Committee includes a statement on the validity of the ethics complaint as well as guidance on the measures or actions to be taken by the appropriate level of management and, if applicable, actions to be implemented by the Ethics Office, such as enhancing a specific part of the ethics program or arranging training. A copy of the investigation report may be sent to the relevant HR manager.

### Duration of investigation

The Ethics Committee aims to reach a decision regarding the ethics complaint and investigation as soon as possible, and they strive for closure of the case within three months of the report. In complex cases, the investigation may take longer.<sup>4</sup> If it is necessary to exceed the indicated timeframe, the Ethics Office will provide an explanation regarding the reasons for the extended investigation.

<sup>4</sup> In line with any applicable local laws or regulations. For ethics complaints in scope of the EU Whistleblowing Directive (2019/ 1937), the maximum duration for providing feedback and follow up should not exceed three months after the Ethics Committee confirms receipt of the ethics complaint.





## Speak Up & Non-Retaliation Policy

ASML

### Ethics Investigation

#### Decision

Based on the investigation report from the Ethics Committee, the measures and actions to be taken will be decided by the appropriate level of management. The Ethics Committee may include recommendations, such as suggestions for follow-up and remedial actions. Management also receives support and guidance from HR and other specialized staff or external advisors.

You will be informed of the overall findings following your report once a decision has been made. This will include whether ASML has established that a violation of the Code or unethical behavior has occurred or whether a disciplinary action has been imposed on any party subjected to the investigation.

ASML is committed to resolving all ethics complaints, which could include disciplinary actions (up to and including termination of contract).

If a violation of law or external regulations is confirmed, ASML may be required to report or notify the violation to relevant (local) enforcement authorities, such as police or regulatory authorities, in order to comply with

the relevant law or regulation. ASML also has the right to start a separate legal action against the person(s) or party in question.

#### What if you do not agree with the outcome?

If you or the accused party do not agree with the decision of the Ethics Committee, inform the Ethics Office with your explanation regarding your disagreement with the outcome of the investigation. The Ethics Office can then discuss options and provide relevant information, such as how to report the concern externally. The Ethics Office will also inform the chairperson of the Ethics Board accordingly.

#### Follow-up and closure

The appropriate level of management will report any follow-up and closure of measures or actions resulting the decision to the Ethics Office. The Ethics Office will monitor follow-up and report it to the Ethics Committee and, if necessary, to the Ethics Board and/or Audit Committee. The Ethics Office includes relevant outcomes of ethics complaints in the yearly evaluation of the ethics program to ensure continuous improvement.



# Governance: our ethics organization

ASML has implemented an ethics program supported by our Board of Management. The Ethics Board is a committee assigned by the Board of Management and chaired by our CEO. The Ethics Board supervises and monitors the implementation of our ethics program, of which the Speak Up and Non-retaliation Policy forms a core element.

The Ethics Committee oversees the execution of ethics investigations for all reported violations of the Code on behalf of the Ethics Board.

The ASML Ethics Office and Ethics Liaisons implement our ethics program worldwide and can provide you with support or guidance. The Audit Committee of ASML's [Supervisory Board](#) oversees the Speak Up and Non-retaliation Policy.

## Ethics reporting

In addition to reporting to the Ethics Board on ethics complaints, the Ethics Office reports to the Ethics Board on a quarterly basis on the progress, development, risks and trends relating to ethics. This includes an analysis of anonymous data to point out structural improvement areas for our ethics program, leadership and culture. The Ethics Office provides an annual management report to the Ethics Board and the Audit Committee.

This report contains the following information:

- Number and type of concerns reported, specifying the number of ethics complaints found admissible
- Number of concerns that have not been investigated by the Ethics Committee

The information in this report is also reflected in our Annual Report and is subject to external audit. In the Netherlands, the Ethics Office will share the report with the Netherlands Works Council on behalf of the Ethics Board.





# Administrative Information

Issued by	ASML Board of Management
Policy contact	ASML Ethics Office De Run 6501 5504 DR Veldhoven The Netherlands ethicsoffice@asml.com +31 40 268 94 04
Effective date	October 26, 2021
Version	2.0
Replaces	ASML Speak Up Policy and Ethics Investigations Procedure dated October 2016
Review and amendment	This Policy is periodically reviewed and approved by the Ethics Board on behalf of the Board of Management as revisions may be required due to changes in law or regulations or changes in our business or the business environment.
Related documents	ASML Code of Conduct Ethics Charter ASML corporate policies
Note	Please note that this Policy has a complementary character: any applicable local laws or regulations remain valid. This Policy may not conflict with any local laws or regulations and if such would be the case the law or regulation would prevail. Where the terms of this Policy are stricter than the applicable legislation or provide additional safeguards, rights or remedies, the terms of this Policy will prevail.